

Raumati Swimming Club Incorporated

Constitution

Amended at Annual General Meeting

on 4th September 2018

Commencement Date

4th September 2018

Amendments endorsed by:

Signed 

Name KATIE FORD

Signed 

Name MARK IRELAND-SPICER

Signed 

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Raumati Swimming Club Incorporated
Constitution

Part I – Objects & Powers

1. Name & Registered Office

- 1.1 The name of the incorporated society is Raumati Swimming Club Incorporated (the “Club”).
- 1.2 The registered office of the Club shall be at such place as determined by the Board of Directors from time to time.

2. Objects

- 2.1 The primary object of the Club is to; encourage and support the growth of swimming, water safety, water education, water recreation, swimming competition and other aquatic sports as the Board may from time to time determine as a charitable service, primarily within the geographical boundaries of the Kapiti Coast, and at other locations as determined by the Club.
- 2.2 To facilitate the primary object the Club’s further objects are to:
- a. be a member of Swim Wellington and Swim NZ;
 - b. seek and promote membership of the Club and positive Club spirit;
 - c. liaise and co-operate with SNZ and other member clubs of SNZ to promote, develop, and deliver Swimming;
 - d. provide good governance structures, processes and policies for the Club;
 - e. do all such other acts as in the opinion of the Club, shall further the objects of the Club, SW and SNZ or of aquatic sports in general in the Kapiti District;
 - f. promote the health and safety of all participants in Swimming;
 - g. have athletes and teams achieving success in Swimming;
 - h. establish, promote, and stage Swimming competitions and events;
 - i. ensure compliance by RSC with SW, SNZ and FINA’s rules at all levels of swimming and competition;
 - j. raise funds to promote all or any of the Club’s objects;
 - k. encourage and promote Swimming as a sport and activity to be undertaken in a manner which upholds the principles of fair play and is free from doping;
 - l. maintain and enhance the reputation of the Club, through the implementation of standards and practices which fulfil these Objects and the objects of SNZ;

- m. give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Swimming or other services to the Club or the community;
- n. develop and train instructors, competitors, officials, coaches, managers, and other personnel involved in Swimming;
- o. represent the interests of the Members of the Club at general meetings of Swimming Wellington;
- p. act in good faith and loyalty to ensure the maintenance and enhancement of the Club and Swimming, its standards, quality, and reputation for the collective and mutual benefit of the Members and Swimming;
- q. at all times operate with, and promote, mutual trust and confidence with its Members and other member clubs of SNZ in pursuit of these Objects; and
- r. at all times act on behalf of, and in the interests of, its Members and Swimming.

3. Powers & Responsibilities

3.1 Powers: the Club has the power, subject to this Constitution and the Swimming Wellington and Swimming NZ Constitution, to do the following:

- a. make, alter, rescind and enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of the Club;
- b. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- c. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property, equipment, and other rights, privileges and licences;
- d. control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- e. enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
- f. determine its membership including disciplining, withdrawing, suspending or terminating Members;
- g. award, grant, or otherwise honour achievements in, and service to, the Club;
- h. delegate powers of the Club to the Board of Directors or any sub-committee or any person;

- i. establish and maintain the Board of Directors, sub-committees, and other groups and to delegate its powers and functions to such groups;
- j. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and grant such rights and privileges over such property as it considers appropriate;
- k. construct, maintain, and alter any buildings, premises, or facilities, and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises, or facilities;
- l. produce, develop, create, own, licence, and otherwise exploit, use, and protect intellectual property;
- m. publish information to promote the Club by any media (such as newsletters, articles, brochures, and the internet) provided such publication is done in accordance with any applicable SNZ Regulations;
- n. organise and control Swimming competitions, events and programmes administered by the Club, and provide trophies and prizes for the same;
- o. organise social events for Members and the promotion of the Club;
- p. enforce the rules of any Swimming competition it holds in accordance with any applicable Regulations;
- q. select Club representative squads, teams, individuals, coaches, and other officials to participate in Swimming events;
- r. resolve disputes in accordance with this Constitution, the SW and SNZ Constitution, and the Regulations;
- s. make grants if the Club has sufficient funds, either allocated or received for that purpose, available;
- t. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Club, or with which the Club is authorised to amalgamate or generally for any purpose designed to benefit the Club; and
- u. do any other acts or things that are incidental or conducive to the attainment of the objects of the Club, SW and SNZ.

3.2 Responsibilities: The Club is responsible for promoting, developing, enhancing and protecting Swimming primarily in the Kapiti Region and at other locations as determined by the Club, and in particular for:

- a. developing strategies, policies, programmes, and initiatives for the Club;
- b. delivering programmes, activities, initiatives and events at the Club to encourage participation in Swimming;

- c. seeking and securing revenue, funding, grants, and sponsorship for the delivery of the Club's strategies, programmes and initiatives;
- d. implementing SW & SNZ's systems and standards for the consistent and efficient management and administration of Swimming;
- e. identifying and developing talent and selecting Club teams and representatives;
- f. implementing initiatives to encourage the retention and recruitment of individuals participating in Swimming;
- g. appointing delegates to attend SW General Meetings in accordance with the SW Constitution;
- h. applying its property and capacity in pursuit of the Objects of SNZ and Club;
- i. doing all that is reasonably necessary to enable the Objects of SNZ and the Club to be achieved;
- j. at all times, acting in the interests of Members and Swimming; and
- k. consulting with the SW Board prior to any merger or amalgamation with another Member Club of SNZ.

Part II – Membership

4. Members

- 4.1 **Club Members:** The Club shall have as its Members such individuals as the Board of Directors considers appropriate provided that the membership is consistent with the SNZ Constitution and Regulations. For the purposes of this Constitution, the types of Members of the Club are as set out below:
- a. **Junior Swimmer:** A member aged 17 years and under at the beginning of the Club's financial year and who has been accepted as an Member by the Club in accordance with Rule 5 (Becoming a Member). One (1) parent/guardian can represent a junior swimmer's interest in every respect. Voting rights – parent/guardian to have one (1) vote per child.
 - b. **Senior Swimmer:** A member aged 18 years and above at the beginning of the Club's financial year and who has been accepted as an Member by the Club in accordance with Rule 5 (Becoming a Member). Voting rights – one (1) vote per member.
 - c. **Coaches:** A person who is a coach, Assistant Coach or Head Coach of the Club. Voting rights – one (1) vote per coach.
 - d. **Officials:** A person registered as an official with SW and/or SNZ at the beginning of the Club's financial year and who has been accepted as an Member by the Club in accordance with Rule 5 (Becoming a Member). Voting rights – one (1) vote per member.

- e. **Life Members:** a Life Member is a person who has been granted life membership of the Club in recognition and appreciation of long term service to the Club in accordance with Rule 6 (Life Members). Voting rights – one (1) vote per member.
- f. Any individual person will be entitled to one vote only.

4.2 **Change in Membership Status:** The relevant category of membership for a Member may change during the year. If this occurs, the Member agrees to pay any additional fee(s) (if required) to cover such change.

5. **Becoming a Member**

5.1 **Membership Applications:** Any person wishing to apply to be a Member of the Club must:

- a. complete the application for membership as prescribed by the Club; and
- b. pay any applicable membership fees of the Club. This requirement may be waived at the discretion of the Board of Directors.

5.2 **Process:** On receipt of an application for membership, the Board of Directors (or such other person(s) as designated by the Board of Directors) shall determine if the application is to be accepted, and if accepted shall determine the category of membership for that Member in accordance with any applicable Regulations, and any policies or guidelines of the Club.

5.3 **Duration of Membership:** Subject to Rule 8 (Membership Fees & Other Fees) and Rule 10 (Resignation, Suspension & Termination of Membership) the duration of membership of:

- a. Junior, Senior, Officials, Affiliate and Associate Members is annual commencing on the 1st July or date of joining in each year and concluding on 30th June (so that membership is always twelve (12) months or less); and
- b. Life Membership is granted for the lifetime of the Life Member.

5.4 **Renewal of Membership:** Membership of the Club will be renewed annually upon payment of any applicable membership fees to the Club and completing any process defined by the Club and SNZ.

5.5 **Transfers:** Transfers of membership between clubs must be done in accordance with any applicable SW and SNZ Regulations or policies; and

- a. No member of the Club whose name appears on the membership list of the Club shall represent any other club unless a transfer of membership has been affected.
- b. Any member of a club desiring to transfer to RSC shall, forward to the RSC Secretary a transfer form has been completed by the former club stating that he / she is not financially indebted to that club.

- c. Any transfer of membership shall be effective once signed by the transferring and receiving club/region.
- d. Any member under suspension, or awaiting a hearing for an offence capable of having a period of suspension imposed, is ineligible for transfer.

6. Life Members

- 6.1 **Nomination:** Nominations for life membership may be made to the Board of Directors by any Member or Director/s for a person who has extended outstanding and exceptional service to RSC, including;
- a. length of service,
 - b. consistency of initiative beyond the ordinary and normal;
 - c. quality of service over and above the routine service to the Club;
 - d. the conferring of benefits on the sport and/or Club beyond those accrued by normal performance.

All nominations will be considered by the Board of Directors and if approved be submitted to a general meeting of the members for endorsement.

- 6.2 **Election:** Life Members shall be endorsed by the Members at a General Meeting by Special Resolution.
- 6.3 **List of Life Members:** The Club shall maintain a list of all Life Members of the Club and ensure that their details are included in the Register in accordance with Rule 12 (Register of Members).

7. Rights & Privileges of Membership

- 7.1 **Junior Swimmers, Senior Swimmers, Coaches and Official Members:** Subject to Rule 10 (Resignation, Suspension & Termination of Membership) and for the period of their membership, each Active Member who has paid any membership fees due payable shall be entitled to:
- a. compete or officiate for the Club in Swimming competitions and events if chosen as a Club representative;
 - b. use the Club's facilities and equipment as permitted by the Club;
 - c. participate in programmes and activities offered by the Club;
 - d. at their own cost attend, speak, and vote at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian);
 - e. if over 18 years of age, be elected as a member of the Board of Directors in accordance with Rule 14 (Board of Directors); and

- f. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of SW.

7.2 **Life Members:** Subject to Rule 10 (Resignation, Suspension & Termination of Membership), all Life Members shall be entitled to:

- a. use the Club's facilities and equipment as permitted by the Club;
- b. participate in programmes and activities offered by the Club;
- c. at their own cost attend, speak, and vote at all General Meetings of the Club;
- d. be elected as a member of the Board of Directors in accordance with Rule 14 (Board of Directors); and
- e. be elected or appointed as a Delegate to represent the Club at general meetings of SW.

8. **Membership Fees & Other Fees**

8.1 **Membership Fee:** The Board of Directors shall determine:

- a. the membership fee(s) and any other fees payable by each Member;
- b. the due date for the fee(s); and
- c. the manner of payment for the fee(s).

8.2 **Differing Fees:** The Board of Directors may differentiate between different categories of Members, or within the same category of Members, as to the fee(s) or subscriptions that each category of Member shall pay to the Club. The Board of Directors may offer Members discounts for prompt payment, and may impose reasonable penalties for late payment.

8.3 **Failure to pay Membership Fee:** Each Member shall pay the fee(s) by the due date specified by the Board of Directors. Failure to pay the membership fee(s) by the due date (or by any subsequent date agreed to in writing by the Board of Directors) shall mean the individual concerned is no longer a Member of the Club, and all rights and privileges s/he had as a Member shall cease to apply, but that shall not excuse the individual from being bound by this Constitution.

8.4 **Other Fees:** The Board of Directors may determine any other fees in addition to those specified in Rule 8.1a (Membership Fee) that are payable by Members and other participants at competitions, events, and activities held by or under the auspices of the Club, including at any facilities owned by, or under the control of, the Club.

8.5 **SW & SNZ Fees:** The Treasurer shall pay fees due to SW and SNZ by the due dates as may be determined by SW and SNZ from time to time.

9. Member Obligations

9.1 Members acknowledge and agree that:

- a. this Constitution constitutes a contract between each of them, the Club, SW, and SNZ, and that they are bound by this Constitution, the SW and SNZ Constitution, the Regulations, and any policies and procedures of the Club, SW and SNZ;
- b. they shall comply with and observe this Constitution, the SW and SNZ Constitution, the Regulations, and any policies and procedures of the Club, SW and SNZ, and any determination, resolution or decision which may be made or passed by the Board of Directors;
- c. they are subject to the jurisdiction of the Club, SW and SNZ;
- d. this Constitution, the SW and SNZ Constitution, the Regulations, and any policies and procedures of the Club, SW and SNZ, are necessary and reasonable for promoting the objects of the Club, SW and SNZ; and
- e. this Constitution, the SW and SNZ Constitution, the Regulations, and any policies and procedures of the Club, SW and SNZ, are made in the pursuit of a common object, namely the mutual and collective benefit of the Club, SW, SNZ, and Swimming.

9.2 In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board of Directors.

10. Resignation, Suspension & Termination of Membership

10.1 A Member may have their membership ended by:

- a. resignation under Rule 10.2;
- b. termination for default in fees under Rule 10.3; or
- c. termination under Rule 10.4.

10.2 **Resignation of Membership:** A Member may resign from their membership of the Club by giving notice in writing to the Board of Directors (or such person(s) as designated by the Board of Directors). Upon the expiration of the notice period, and provided that the Member has paid all arrears of membership fees and any other fees due and payable by the Member, the Member shall cease to be a Member. In the absence of any written notice of resignation, the Member's membership shall be deemed to have been resigned once the ninety (90) Day period referred to in Rule 10.3 (Termination for Default in Fees) has passed.

10.3 **Termination for Default in Fees:** A Member shall have his or her membership of the Club terminated if any fees are due and outstanding to the Club. Before such termination can occur the Board of Directors must give the Member written notice

specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) Days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than ninety (90) Days, the Member shall have their membership automatically terminated on the expiry of such period.

- 10.4 In addition to Rule 10.3 (Termination for Default in Fees), a Member may have their membership of the Club terminated if the Club Judicial Committee or Club Committee determines such action under Rule 11 (Discipline).
- 10.5 **Consequences of Termination:** A Member who ceases to be a Member of the Club (whether by resignation or termination of membership) shall forfeit all rights in and claims upon the Club, SW and SNZ and the property (including Intellectual Property) of the Club, SW and SNZ, and shall not use any property (including intellectual property) of the Club, SW or SNZ.
- 10.6 **Notice of any Termination** shall be sent to Swimming Wellington as soon as practical.
- 10.7 **Reinstatement:** Where a person has had his or her membership of the Club suspended or terminated, his or her membership may only be reinstated at the discretion of the Board of Directors.
- 10.8 **Appeal to SGM:** Any Member whose membership is terminated under Rule 10.4 (Termination) may appeal the decision to an SGM called for that purpose. The appeal shall be allowed if two-thirds majority of those present and entitled to vote at the SGM do so in favour of such appeal.
- 10.9 **Appeals:** A Member may only appeal a decision made under this Rule to Swimming Wellington.

11. Discipline

- 11.1 **Discipline:** If the Board of Directors considers that any Member has or may have:
- a. breached, failed, refused, or neglected to comply with a provision of this Constitution, the SW and/or SNZ Constitution, the Regulations, or any other resolution or determination of the Board of Directors, or under any rules of FINA or (or in connection with) an Event; or
 - b. acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, SW and/or SNZ and/or Swimming; or
 - c. brought the Club, SW and/or SNZ, or any other Member or Swimming into disrepute;
- the Board of Directors may:
- i. make its own enquiries (including appointing a person independent of the Board of Directors to undertake such enquiries and provide a recommendation to the Board of Directors), and impose any sanction that

it has authority to impose on the Member under this Constitution, (including, but not limited to, termination or suspension of membership); or

- ii. refer the matter to a Club Judicial Committee (consisting of three (3) persons with experience in disciplinary matters) for investigation or determination in accordance with the principles of natural justice and any applicable rules relating to the Club Judicial Committee's procedure. The Club Judicial Committee may impose any sanction on the Member as it sees fit (including, but not limited to, termination or suspension of membership).

11.2 **Procedure:** Before any decision under Rule 11.1ii (Discipline) is made the Member concerned:

- a. shall be given fourteen (14) Days written notice by the Board of Directors of the proposed resolution to impose a sanction; and
- b. will have the right to be present, make submissions, and be heard at the Board of Directors meeting in which the proposed resolution is to be determined.

11.3 **Suspension:** If the Board of Directors considers a Member has or may have engaged in one or more of the circumstances in Rules 11.1a. to 11.1c., and it believes it is in the best interests of the Club to do so, it may suspend the Member pending determination of the matter in accordance with this Rule 11. (Discipline). Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.

11.4 **Consequences of Suspension:** If a Member is suspended from membership of the Club, then until such time as the suspension is revoked, the Member concerned shall:

- a. not be entitled to attend, speak, or vote at a General Meeting;
- b. not be entitled to continue to hold office in any position within the Club; and
- c. not be entitled to any other privileges or benefits to which he or she would otherwise be entitled including participation in any competition, activity, event, function, or meeting of the Club.

12. Register of Members

12.1 **Register:** The Club shall keep and maintain a Register of Members in accordance with the Act and the Regulations.

12.2 **SW Registration:** The Club shall remit to SW a list of names and addresses of members as may be required by SW from time to time as requested.

12.3 **Privacy:** The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993. Any entry on the Register of Members shall

be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.

- 12.4 **Changes:** All Members shall provide notice of any change to their name, address and other contact details to the Club or update their details on the SNZ database within fourteen (14) Days of such change.

Part III – Governance

13. Officers

- 13.1 **Officers:** The Officers of the Club shall be:

- a. the Patron; and
- b. the Board.

- 13.2 **Patron:** The Patron:

- a. shall be elected by the Members at the Annual General Meeting; and
- b. shall hold office for one (1) year until the conclusion of the relevant AGM.

- 13.3 **Vacancy:** If there is a casual vacancy in the position of Patron, the Board of Directors may appoint a person of their choice to fill the vacancy, or leave the vacancy unfilled until the AGM for that year.

14. Board of Directors

- 14.1 **Role of the Board:** The Board of Directors shall be responsible for determining strategies, policies, and financial arrangements of and for the Club and managing the Club. Subject to this Constitution, the Board of Directors may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.

- 14.2 **Composition of the Board:** the Board of Directors shall comprise seven (7) elected Directors, up to two (2) appointed Directors, Head Coach and Club Administrator. The Chairman and Treasurer will be appointed at the first meeting of the Board.

- a. The Chairman and Treasurer will be appointed at the first meeting of the Board;
- b. The Club Administrator and Head Coach are ex-officio, not elected and will have no right to vote at Board meetings;
- c. Two (2) Directors may be appointed by the Board if required, these directors can be independent of the Club;
- d. No person may hold more than one position on the Board.

- 14.3 **Chair:** The Chairman shall attend and chair Board meetings and General meetings of the Club and shall be entitled to a casting vote. The Chairman shall carry out the functions and duties as prescribed by the Board of Directors. If the Chairman is

unavailable for any reason, then the Board will appoint another person to chair meetings during the period of unavailability.

- 14.4 **Election of Board of Directors:** The Directors shall be elected by the Members present and entitled to vote at a General Meeting. Notice of the date on which nominations for Directors close shall be included in, or accompany, the notice of General Meeting. Those nominees for the vacant positions which have the highest number of votes in favour will be declared elected. If the number of nominees for a position on the Board of Directors:
- a. is equal to the number of vacancies for that position, the person chairing the General Meeting shall declare the nominees elected;
 - b. is less than the number of vacancies for that position, further nominations may be received from the floor at the General Meeting and if no further nominations are received positions may be left vacant on the Board of Directors; and
 - c. is greater than the number of vacancies for that position, an election shall be conducted by secret ballot.
- 14.5 **Nominations:** Nominations for Directors must be made by two (2) Members, or by the Board of Directors as set out in Rule 15.3 (Notice of AGM).
- 14.6 **Parents/Legal Guardians:** Parents and/or Legal guardians of Junior members may stand for election to the Board of Directors.
- 14.7 **Eligibility:** Individuals may not serve on the Board of Directors if any of the following apply:
- a. **Bankrupt:** a person who is an undischarged bankrupt, or is subject to a condition not yet fulfilled, or any order under the Insolvency Act 1967;
 - b. **Under 18 Years:** a person who is under the age of 18 years;
 - c. **Dishonesty Offences:** a person who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years;
 - d. **Disqualified Director:** a person who is prohibited from being a director or promoter of, or being concerned or taking part in, the management of, an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005;
 - e. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988; and

- f. if any of the above circumstances occur to an existing Director, they shall be deemed to have vacated their office upon such circumstance.
- 14.8 **Term of Office:** Subject to Rule 14.10 (Removal), the term of office for all Directors shall be two (2) years by rotation, expiring at the conclusion of the relevant Annual General Meeting. All Directors may be re-elected (under Rule 14.4 (Election of Board of Directors)) to the Board of Directors for a maximum of ten (10) subsequent and total terms of office. Appointed Directors term of appointment will expire at the conclusion of the AGM following their appointment.
- 14.9 **Co-Option:** The Board of Directors may co-opt up to two (2) further people to attend Board of Directors meetings and/or assist the Board of Directors in the performance of its functions, as and when the Board of Directors considers it necessary or desirable.
- 14.10 **Removal:** The Members in an SGM called for this purpose may, by Special Resolution remove any Director before the expiration of their term of office in accordance with the following process:
- a. upon the Club receiving a request for a SGM for the purpose of removing a Director, or the Board of Directors as a whole, the Club shall send the notice of the SGM to the Director concerned, or the Board of Directors (as the case may be), in addition to the Members of the Club; and
 - b. following notification under Rule 15.8 (Notice of SGM) and before voting on the resolution to remove a Director or the Board of Directors as a whole, the Director, or the Board of Directors as a whole (as the case may be) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.
- 14.11 **Conclusion of Office:** A Director shall cease to be a member of the Board of Directors as and from the date when the Director:
- a. dies, or, in the opinion of the majority of the Board of Directors, becomes so incapacitated that she or she is effectively incapable of performing the duties required of a Director;
 - b. resigns by notice in writing to the Chairperson;
 - c. is absent from three (3) consecutive Board of Directors meetings without explanation in writing, duly accepted by the Board of Directors as satisfactory; or
 - d. is removed from office.
- 14.12 **Vacancies:** Where there is a vacancy on the Board of Directors, the remaining Directors may appoint a person of their choice to fill the vacancy or the Board of Directors may leave the vacancy unfilled until the next AGM. The term of office for a person appointed as a Director to fill a vacancy under this Rule shall expire at the

conclusion of the AGM following their appointment, or of any SGM called to fill the vacancy.

- 14.13 **Duties of Directors:** The specific duties of each role on the Board of Directors are as determined by the Board of Directors. The general duties of each Director are to:
- a. act in good faith and in the best interests of the Club at all times;
 - b. exercise the powers of the Board of Directors for proper purposes;
 - c. act, and ensure the Club acts, in accordance with this Constitution;
 - d. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk or serious loss to the Club's creditors;
 - e. not agree to the Club incurring any obligations unless the Director believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so; and
 - d. exercise the care, diligence, and skill that a reasonable Director would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Director and the nature of the responsibilities undertaken by the Director.
- 14.14 **Powers of the Board of Directors:** Without limiting the generality of the Board's powers to carry out the objects of the Club as it considers necessary, the Board of Directors shall have the following specific powers, to:
- a. develop and implement strategies, policies and procedures for the administration, promotion, and development of Swimming in the Club;
 - b. develop and implement prudent policies to protect and enhance the Club's finances and property;
 - c. set the fees payable by the Members and enforce payment of such fees in accordance with this Constitution;
 - d. designate areas of responsibility to each of the Directors;
 - e. establish, appoint, and determine the composition and terms of reference for any sub-committees or other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate such powers as it considers appropriate to those sub-committees or other groups;
 - f. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board of Directors;
 - g. appoint two (2) delegates to represent the Club at general meetings of SW;
 - h. make, repeal, and amend rules for the regulation and control of any competitions or events at or held by, the Club including conditions of entry;
 - i. appoint and administer the Club Judicial Committee;

- j. discipline Members as specified in this Constitution;
- k. control expenditure and raise any money to fulfil the objects of the Club;
- l. determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, judges, and managers of Club squads and teams;
- m. open and operate in the name of the Club such banking accounts as deemed necessary;
- n. determine the dates on which competitions are held at the Club, having due regard to the yearly calendar of SW and SNZ;
- o. to fill any vacancy on the Board of Directors, or to co-opt further people to the Board of Directors, as specified in this Constitution;
- p. to call SGMs;
- q. to resolve and determine any disputes or matters not provided for in this Constitution; and
- r. to review its own processes and effectiveness.

- 14.15 **Board of Directors Meetings:** Board of Directors meetings may be called at any time by the Chairman or two (2) Directors but generally the Board of Directors shall meet at regular intervals agreed by the Board of Directors. Except to the extent specified in this Constitution, the Board of Directors shall regulate its own procedure.
- 14.16 **Quorum:** The quorum necessary for the transaction of the business of the Board of Directors shall be five (5) Directors.
- 14.17 **Voting:** Each Director shall have one (1) vote at Board meetings except the Chairman who shall have a casting vote in the event of a deadlock. Voting shall be by voices, or upon request of any Director, by a show of hands or by a ballot. Proxy and postal voting is not permitted.
- 14.18 **Resolutions:** The Board of Directors may make a decision by resolution in lieu of a meeting or telephone conference, provided that:
- a. the proposed resolution is sent to every Director; and
 - b. a majority of the Directors sign or consent to the resolution and return their copies of the resolution to the Chairperson (or such other person as agreed by the Board of Directors) by mail, email, facsimile, or other forms of visible or other electronic communication. Any such resolution shall be valid as if it had been passed at a meeting of the Board of Directors.
- 14.19 **Meetings using Technology:** Any one or more Directors may participate in any meeting of the Board of Directors and vote on any proposed resolution at a meeting of the Board of Directors without being physically present. This may occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication (other than email) provided that prior notice of the meeting

is given to all Directors and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Director in this manner at a meeting shall constitute the presence of that Director at that meeting.

- 14.20 **Expenses:** The Board may, by majority vote, pay an honoraria and/or reimburse its Directors for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.
- 14.21 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board of Directors, is not provided for in the Regulations, policies or procedures of the Club or SLSNZ, the matter will be determined by the Board of Directors.

Part IV – General Meetings

15. Meetings of Members

- 15.1 **AGM:** The Club must hold an Annual General Meeting (“AGM”) once every year prior to Swimming Wellington AGM and within 3 months of the end of the financial year at such time, date and place as the Board of Directors determines.
- 15.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings (“SGMs”).
- 15.3 **Notice of AGM:** The Club must give at least twenty one (21) Days notice in writing to all Directors, and Members of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM; and
 - b. the closing date(s) for nominations for any elections, proposed motions and other items of business to be submitted to the Club.
- 15.4 **Notice of AGM Business:** Not less than fourteen (14) Days before the date set for the AGM, any nominations for any elections, proposed motions, and other items of business must be received in writing by the Club from Members.
- 15.5 **Business of AGM:** The following business shall be discussed at each AGM:
- a. the receipt from the Board of Directors of a report and statement of financial position and statement of financial performance for the preceding year;
 - b. the election of Officers of the Club;
 - c. any motion or motions proposing to alter this Constitution; and
 - d. any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 15.6 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 15.5 (Business of AGM)) shall be sent to all Members no later than seven (7) Days before the date of the General Meeting.
- 15.7 **SGM:** The Club must call a SGM upon a written request from:

- a. the Board of Directors; or
- b. fifteen (15) or more of the Members.
- c. The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. No business shall be transacted at any SGM other than that specified in the notice convening the meeting.

15.8 **Notice of SGM:** Not less than twenty-one (21) Days written notice must be given by the Club to all Members, which notice shall include the:

- a. date, time and venue and/or the manner in which the meeting is to be held; and
- b. proposed motion or motions that have been properly submitted for consideration.

15.9 **Notices:** A notice may be given to any Member by, or on behalf of the Club or the Board of Directors, by:

- a. letter sent to the Member's home address;
- b. fax to the Member's fax number;
- c. email to the Member's email address;
- d. personal telephone call to the Member;
- e. any other method approved in writing by the Member; and
- f. any notice sent to a Member may also be posted on the Club notice board if the Board of Directors considers it appropriate to do so.

15.10 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request to any Member.

15.11 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in these Rules and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b. a motion to proceed is put to the meeting and carried by Special Resolution.

15.12 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be twenty five (25) members or parent/guardians of junior members. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended

commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board of Directors and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.

15.13 **Chair:** The Chairman of the Board shall chair the General Meeting in accordance with Rule 14.3 (Chair).

15.14 **Voting:** Unless otherwise required by this Constitution:

- a. an Ordinary Resolution shall be sufficient to pass a resolution;
- b. every Junior, Senior, Official Member and every Life Member is entitled to one (1) vote. If an Member is under 18 years of age their parent or other legal guardian may exercise their vote on their behalf;
- c. Associate Members are not entitled to vote;
- d. voting shall generally be conducted by voices or by show of hands as determined by the chair unless a secret ballot is required under this Constitution or requested by the chair or a majority of the Members present at the meeting;
- e. on a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands;
- f. in the event of equality of votes at a General Meeting, the chair shall have an additional or casting vote;
- g. in the event that a secret ballot is called, two (2) scrutineers shall be appointed at the General Meeting to count the votes; and
- h. proxy voting is not permitted.

Part V – Miscellaneous

16. Finances

16.1 **Financial Year:** The financial year of the Club shall end on the date determined by the Board of Directors.

16.2 **Club Funds:** The Board of Directors is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to bank account(s) in the name of the Club and the bank account(s) must be operated in accordance with the policy determined by the Board of Directors.

16.3 **Accounting Records:** The Board of Directors must ensure correct accounting records are kept. The accounting records of the Club must be kept at the office of the Club or at such place as the Board of Directors may determine and must be open to inspection by Members at such reasonable times agreed by the Board of Directors.

- 16.4 **Audit:** The Board of Directors may appoint the member of the Institute of Chartered Accountants of New Zealand or an independent auditor to examine and audit the books and accounts of the Club and report on these at the Annual General Meeting and as otherwise required by the Board of Directors.

17. Application of Income

- 17.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club.
- 17.2 Except as provided in this Constitution:
- a. no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Director; and
 - b. no remuneration or other benefit in money or money's worth shall be paid, or given, by the Club to any Member or Director.
- 17.3 Nothing in Rule 17.2 shall prevent payment in good faith of, or to, any Member or Director for any of the following provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in similar transaction:
- a. any services actually rendered to the Club, whether as an employee or otherwise;
 - b. goods supplied to the Club in the ordinary and usual course of operation;
 - c. interest on money borrowed from any Member or Director;
 - d. rent for premises demised or let by any Member or Director to the Club;
 - e. any honoraria paid to any Director in accordance with Rule 14.20 (Expenses);
or
 - f. any out-of-pocket expenses incurred by a Member or Director on behalf of the Club for any other reason.

18. Annual Report

- 18.1 The Board of Directors shall prepare an annual report for presentation to the Annual General Meeting setting out a summary of the activities and major decisions of the Board of Directors each year.
- 18.2 The Club shall provide to SW, prior to the AGM of SW, a copy of its relevant annual report and relevant audited financial statements prepared by a member of the Institute of Chartered Accountants of New Zealand, the names and addresses of its Delegates and the names and addresses and telephone numbers of its Officers.

19. Rules of Swimming

- 19.1 The rules of Swimming NZ shall be as set down and interpreted from time to time by the FINA and SLSNZ and must be observed by the Club and all Members. All competitions held by the Club shall be carried out in accordance with the SNZ Regulations and any other manuals, rules and policies issued by SNZ.

20. Common Seal

- 20.1 The common seal (a stamp featuring the Club's name) of the Club shall be kept in the control of the Board of Directors and may be affixed to any document only by resolution of the Board of Directors and in the presence of and with the accompanying signature of the Chairman and countersigned any other Director.

21. Club Colours, Costumes & Uniforms

- 21.1 **Colours:** The Club's colours shall be Red, White and Blue.
- 21.2 **Costumes & Uniforms:** The cut and style of swimming costumes and uniforms to be worn when undertaking Competitions and Events for the Club shall be as directed by the Board of Directors, Swimming NZ and FINA rules where applicable.

22. Alterations to Constitution

- 22.1 Subject to Rule 22.2, this Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution. Notice of an intention to alter this Constitution must be given by the Board of Directors or any Member no later than fourteen (14) Days prior to a General Meeting.
- 22.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition, or the winding up rules of the Club. This Rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.

23. Previous Rules

- 23.1 Any by-laws, standing orders, regulations, or other rules of the Club that were in force prior to the commencement of this Constitution shall, upon the commencement of this Constitution, be deemed to be revoked and superseded by this Constitution.

24. Winding Up

- 24.1 The Club may be voluntarily liquidated, wound up, or dissolved if a Special Resolution is passed at a General Meeting of the Club to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than thirty (30) Days after the date on which the resolution was passed.
- 24.2 The Club may also be put into liquidation in accordance with the Incorporated Societies Act.

- 24.3 If upon the liquidation, winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other charitable organisation, or charitable body having objects similar to the objects of the Club or Swim Wellington.

25. Indemnity

- 25.1 The Club shall indemnify its Directors and employees against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of their acts and omissions in performing their functions connected with the Club, except occurring as a result of their negligence or wilful misconduct.

26. Interpretation

- 26.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

Act means the Incorporated Societies Act 1908, including any amendments to it.

AGM & SGM shall mean respectively, Annual General Meeting and Special General Meeting.

Chairman or Chair is the Chairman of the Board of Directors as appointed under Rule 14.2;

Competitive Member means a member of RSC who actively engages from time to time in competing in inter-club, regional, national or international competitions.

Club means Raumati Swimming Club Inc.

Board or Board of Directors means the Board as elected under Rule 14.

Club Judicial Committee means the committee described in Rule 11.1ii (Discipline).

Director means a member of the Board of Directors elected under Rule 14.4 (Election of Board of Directors).

Day means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as thirty (30) Days) this means clear days', so it should be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other relevant activity).

Event means any competition held by (or under the auspices of) the Club, and any other event, meeting, function, or activity held by (or under the auspices of) the Club.

General Meeting means an AGM or a SGM.

Life Member has the meaning specified in Rule 4.1e. (Life Members).

Member means a person that is a Member of the Club as specified in Rule 4 (Members).

Membership Fees means the annual Club fee and includes fees and levies payable in instalments to SW and SNZ. This does not include Squad or Activity fees.

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

Patron means the individual elected under Rule 13.2 (Patron).

SGM means a Special General Meeting.

SW means Swimming Wellington.

SNZ means Swimming New Zealand

SNZ Constitution shall include the SNZ Regulations, FINA Rules and IPC Rules.

SW Constitution shall include SW Rules and Regulations.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

26.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated, or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a person includes the legal personal representatives, successors, and permitted assigns of that person; and
- g. headings and the contents page are for reference only and are to be ignored in construing this Constitution.