

THE INCORPORATED SOCIETIES ACT 1908
CONSTITUTION AND RULES OF TAWA SWIMMING CLUB

1. NAME:

The name of the Club shall be the Tawa Swimming Club Inc.

2. OBJECTS:

- a. To promote, foster and encourage swimming and associated aquatic sports and disciplines.
- b. To conduct and promote competitions, demonstrations and arrange for instruction and coaching in swimming and associated aquatic sports and disciplines.
- c. To purchase, take on lease or otherwise acquire and to own any buildings or other premises, property or equipment which may be required for the purposes of or conveniently used in connection with the discharge of any of the duties of the Club pursuant to these objects, and to sell, lease, mortgage or otherwise dispose of the same.
- d. To actively promote and encourage Club Spirit and companionship by arranging and conducting social events.
- e. To raise funds to promote all or any of the objects of the club.
- f. To affiliate with Swimming New Zealand and to do all such other acts as in the opinion of the Club shall further the objects of the Club, and of Swimming New Zealand.

3. POWERS:

- a. Tawa Swimming Club has the power, subject to this Constitution to:
 - Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - 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;
 - 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;
 - Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Tawa Swimming Club;
 - Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of Tawa Swimming Club;

- Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- Consider and settle disputes between Members;
- Determine who are its Members and withdraw, suspend or terminate membership;
- Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- Make, alter, rescind and enforce rules of competition;
- Organise and control competitions, events and programmes;
- Select representative teams and squads;
- Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
- Delegate powers of Tawa Swimming Club to any person, Management Committee, committee or sub-committee;
- 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 Tawa Swimming Club, or with which the Tawa Swimming Club is authorised to amalgamate or generally for any purpose designed to benefit the Tawa Swimming Club;
- Do any other acts or things which are incidental or conducive to the attainment of the objects of Tawa Swimming Club.

b. The powers listed in Rule 3(a) must only be used to further the charitable purposes of Tawa Swimming Club.

4. INTERPRETATION:

In these Rules and in any Regulations made thereunder, unless repugnant to the context, the singular shall import the plural and the plural shall import the singular; and male import the female. "Club" shall mean the Tawa Swimming Club. "Committee" shall mean the committee set up under Rule 11 hereof. "Centre" shall mean Swimming Wellington Inc. ("Swimming Wellington"). "SNZ" shall mean Swimming New Zealand Inc.

5. HEADQUARTERS

The headquarters of the Club shall be at Tawa Swimming Clubrooms, Davies Street or at such other place as the Committee shall from time to time determine.

6. COLOURS

The colours of the club shall be Red, Blue and Gold.

7. MEMBERSHIP

The Members of Tawa Swimming Club shall be:

- Swimmer: A member who has been accepted as a Member by the Club in accordance with Rule 9.
- Official: A member who is a regionally or higher qualified Inspector of Turns Official or higher official.
- Administrator: A member who is appointed, elected or serves on the Management Committee of Tawa Swimming Club, or carries out any authorised club administration function.
- Life Member: 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

8. LIFE MEMBER

Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of Tawa Swimming Club. Any person may be nominated for life membership of the club. Such nomination must be made to the Management Committee in writing, setting out the grounds for the nomination 30 days before the AGM. The Management Committee must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

9. MEMBERSHIP APPLICATIONS, RIGHTS AND OBLIGATIONS

- (a) Any person wishing to apply to be a Member of the Club must acknowledge and agree that:
 - (i) An application for membership must be in such format as may be required by the Management Committee from time to time. All applications for membership will be determined by the Management Committee or such other person(s) as designated by the Committee.
 - (ii) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of Tawa Swimming Club.
 - (iii) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Management Committee, including payment of any membership or other fees within a required time period.
 - (iv) The failure by a Member to comply with Rule 9 (a) (iii) may result in withdrawal of membership entitlement but shall not excuse such Member from being bound by this Constitution.
 - (v) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- (b) Membership of Tawa Swimming Club is annual, and expires on 30 June in each year. Membership of the club will be renewed annually upon completion of any process defined by the Club including payment of applicable membership fees.

10. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) A Member may resign by notice in writing to the Management Committee.
- (b) Membership may also be withdrawn, suspended or terminated by the Management Committee if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of Tawa Swimming Club or if a member acts in a manner which is considered by the Management Committee to be harmful to Tawa Swimming Club or inconsistent with the standards of behaviours expected of a Member.
- (c) A Member whose membership is withdrawn, suspended or terminated by the Management Committee may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of Tawa Swimming Club or in the absence of any relevant provisions then by a General Meeting of Tawa Swimming Club. If the issue goes to a General Meeting then the decision of the General Meeting shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.
- (d) 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 Club 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.

11. MANAGEMENT

The management of the affairs of the Club shall be vested in a Committee comprising:

- all of the Officers of the club, and
- the general committee members
- but so that the committee shall comprise not less than 9 nor more than 12 persons. The general committee members and the officers shall be elected at the Annual General Meeting of the Club.

Any member of the Committee who shall fail to attend three consecutive meetings of the Committee without cause to the satisfaction of the Committee having been shown shall cease to be a member of the Committee.

The Committee may appoint any person to fill any vacancy among its members or to fill any office of the Club that may become vacant, and such appointment shall hold good until the next Annual General Meeting of Members.

12. EXECUTIVE

The Committee may appoint from among its members an Executive Committee to transact the business of the Club and generally to fulfil all functions of the Committee between Committee meetings, but all decisions of the Executive Committee must be ratified at the first ensuing meeting of the Committee or must lapse.

The Executive Committee shall present to each meeting of the committee a report of its transactions in such form as the Committee shall determine.

13. SUB-COMMITTEES

- (a) The committee shall when necessary appoint and may at any time appoint such sub-committees as it may consider necessary and shall prescribe the duties of such sub-committees, and from time to time dissolve such sub-committees and appoint others in their stead or alter the personnel of such sub-committees as the Committee may determine.
- (b) In the appointment of any sub-committee the Committee shall not be restricted to choosing from its own members.
- (c) The Committee may delegate any or all of its powers to a subcommittee.
- (d) Sub-committees may be appointed by a General Meeting of members of the Club in the same manner as provided for the appointment of sub-committees by the Committee of the club.
- (e) A sub-committee shall carry out the duties assigned to it by its order of reference and shall on the date mentioned in such order or in the absence of any date then as expeditiously as circumstances will permit, present its findings and recommendations to the Committee. Should the sub-committee fail to present its report on the due date it may apply for further time, and the Committee may grant such further time or dissolve the sub-committee as the Committee shall determine.
- (f) Save as provided in Clause e hereof, no decision of a sub-committee shall be binding until it has been ratified by the Committee, nor, save as provided in Clause c hereof, shall any sub-committee, unless its order of reference specifically authorises it in that behalf, have the right to transact any business in the name of the Club.

14. OFFICERS

The officers of the Club shall be:

President
Secretary
Treasurer
Club Captain
Race Secretary

In addition, the Annual Meeting of the Committee may appoint such other people as they shall determine, and shall prescribe the duties of such officers.

The President, the Club Captain, the Secretary, the Treasurer and the Race Secretary shall be ex officio members of the Committee.

15. ELECTION OF OFFICERS

No member whose subscription is in arrears or who is otherwise unfinancial may be elected to any office in the Club.

A candidate for office in the Club must be proposed by one Club member and seconded by another. If the candidate be not present at the meeting, then the person proposing him/her must produce evidence satisfactory to the Chairperson that such candidate is willing to accept office.

Where the number of candidates is greater than the number of offices to be filled, a secret ballot shall be held. Scrutineers for the conduct of the ballot shall be appointed by the Chairperson.

Ineligibility

A person seeking election, or to remain in office as a Committee Member shall be eligible to do so whether or not they are a Member of Tawa Swimming Club, but the following persons shall not be eligible for appointment, election, or to remain in office as a Committee Member:

- A person who is an employee of, or contractor to Tawa Swimming Club.
- A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- 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.

16. DUTIES OF OFFICERS

- (a) The duties of the President shall be:
- To chair all General Meetings and Committee Meetings of the Club
 - To provide a casting vote at General and Committee meetings of the Club in the event of equality of voting
 - To provide a final ruling on any point of order at a General or Committee meeting of the Club
 - To be the spokesperson for the Club as required
- (b) The duties of the Secretary shall be:
- To call and attend all General Meetings and all committee meetings;
 - to take minutes, submit correspondence and reply thereto according to the directions of the meeting; to keep all records and generally to perform all the clerical work of the Club.
- (c) The duties of the Treasurer shall be
- To attend all General Meetings of the club and all Committee meetings

- to receive all monies due to the Club and to place the same to the credit of the Club's banking account
- to be an authorising signatory on any cheques, online payments or any other payment methods the Club may decide to use except if that payment is for self-reimbursement
- to keep proper books of account; to prepare and submit to members of the Club at the Annual General Meeting a duly reviewed statement of the financial affairs of the Club
- to keep a Register of the members of the club and the addresses of the same.

(d) The duties of the Race Secretary shall be:

- To enter swimmers in competitions in accordance with the conditions of entry for each meet
- To provide information to swimmers of all competitions for which they are eligible to enter
- To handicap all Club handicap races or other competitions.
- To keep a register of all members showing the times recorded for all distances over which members compete in races and amend the register with sufficient frequency for it to be an accurate record of the swimmers' times for the respective distances stated. Such register shall be open for inspection at such times and in such manner and by such persons as the Committee shall direct, and shall at all convenient times be open to inspection by such person or persons as the Centre may appoint.
- To furnish to the Centre the Annual Return of Clubs on the official Return of Clubs form, and such Return of Clubs shall be a faithful copy of the membership register of the Club as at the date specified in the rules of SNZ.

(e) The duties of the Club Captain shall be

- To foster the morale and engender good Club spirit of swimmers within the Club and to encourage their full participation in Club and Inter-Club competitions and other Club activities. The Club Captain is to represent the views and wishes of the swimmers to the Club Committee.

17. CHAIRPERSON

At all General Meetings of members of the Club and Club Committee the President shall preside. If he/she should be absent the meeting shall elect a Chairperson. At all General Meetings of members and at all meetings of the Committee the Chairperson shall have a deliberative vote, and in the event of equality of voting a casting vote in addition.

The Chairperson's ruling shall be final on any point of order.

18. MEMBERSHIP FEES

(a) The Committee shall annually determine:

- Any membership or other fees payable by each Member;
 - The due date for such fees; and
 - The manner for payment of such fees.
- (b) The Management Committee may determine different levels of membership fees and other fees for different types of Members.

19. FINANCIAL YEAR

Unless the Centre shall otherwise direct the financial year of the Club shall conclude on the last day of June, and commence on the first day of July of each year.

20. ACCOUNTS

- (a) The Committee will be responsible for the control and investment of all funds of the Club and the proper administration of all other property of the Club and will, where appropriate, take external advice on matters relating to financial management and the administration of the other assets and liabilities of the Club.
- (b) All payments must be authorised by at least two persons authorised by the Committee to do so, provided that the payment does not involve a payment to the authorising person.
- (c) The Annual Balance date for the Club shall be 30 June each year.

20.1 The Club will appoint annually a person (“the Reviewer”) to review the annual financial statements of the Club for the financial year that is next to end. The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Committee or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

20.2 The Committee must provide the Reviewer with:

- (a) access to all information of which the Committee is aware that is relevant to the preparation of the financial statements, such as records, documentation and other matters; and
- (b) additional information that the Reviewer may request from the Committee for the purpose of the review; and
- (c) reasonable access to persons within the Club from whom the Reviewer determines it necessary to obtain evidence.

21. RESIGNATION

Any member of the Club wishing to leave it shall forward his/her resignation to the Secretary in writing or by email before the Annual General Meeting of the Club. If such resignation is not received prior to the Annual Meeting, then the member concerned shall be liable for the ensuing season’s subscription.

22. APPEALS

Any member of the Club may appeal to the Committee against any decision of any officer or sub-committee of the Club.

Any such appeal shall be in writing addressed to the Secretary of the Club, and shall set forth specifically the decision appealed against and the grounds of such appeal.

The Secretary shall arrange for the hearing and determination of the appeal by the committee at the earliest convenient date. Both the person appealing and the official or officials appealed against shall have the right to appear before the Committee prior to the determination of the appeal.

There shall be no appeal on the question of fact.

23. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of members of the Club shall be held no later than 31 August each year. Fourteen days' notice of the meeting shall be given by the Secretary. The notice must be given by post or email to each member or by advertisement in a daily or weekly newspaper circulating in the district concerned.
- (b) The business of the Annual General Meeting shall be:
 - 1. To receive the Annual Report and Financial Statement
 - 2. To elect Officers and Committee
 - 3. To consider motions of which notice has been given to the Secretary not less than seven days prior to the meeting
 - 4. To transact general business
- (c) The order in which the business is transacted shall be determined by the Chairperson.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

24. SPECIAL GENERAL MEETING

A Special General Meeting of members may be called at any time by the Committee or by requisition signed by not less than 15% of financial members. The requisition shall be addressed to the Secretary and shall set out specifically the business for which the Special General Meeting is required. Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The notice to members of a Special General Meeting shall be the same as that prescribed for the Annual General Meeting.

At a Special General Meeting only the business set out in the notice convening the meeting shall be considered, provided that the meeting by unanimous vote, permit the consideration of additional business.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

25. MEETING OF COMMITTEE

Meetings of the Committee may be called by the Secretary at any time or on such dates as the Committee shall determine. At all meetings of the Committee the business shall be

- (a) Apologies of absence
- (b) Confirmation of Minutes
- (c) Business arising out of minutes
- (d) Correspondence
- (e) Monthly Financial Report
- (f) Reports of sub-committees
- (g) General Business
- (h) Next meeting

The order in which the business is transacted shall be determined by the Chairperson.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

26. VOTING

- (a) At all meetings of the Committee and at all General Meetings of members voting shall be on the voices, save where a vote is challenged, when a show of hands can be taken.

In all contested offices at the Annual General Meeting the voting shall be by secret ballot.

- (b) A parent or guardian of a financial member of the club under the age of sixteen years shall be entitled to vote at Annual General Meetings or any Special General Meeting. There is one vote per member. Financial members of sixteen years of age and over shall be entitled to vote in their own right.

27. QUORUM

- (a) At all General and Special General Meetings of members of the Club the quorum shall be 10% of the members (or a parent or guardian acting in their stead) entitled to attend such meetings. If after the expiration of such time as the Chairperson shall decide from time to time appointed for the commencement of the meeting there is no quorum present, the Chairperson shall adjourn the meeting to a date and time to be determined by the meeting. Notice of the new date and time shall be given by the Secretary in the manner prescribed for notice of a General Meeting. If at the resumed meeting there is still no quorum present then those present shall constitute a quorum and shall be entitled to transact the business of the meeting.
- (b) In the case of a Special General Meeting called by requisition of members, if there be no quorum present the Chairperson shall have discretion to adjourn the meeting in the manner prescribed in section (a) hereof or to declare such meeting lapsed.
- (c) At all meetings of the Committee the quorum shall be 50% of those entitled to vote.

28. REGULATIONS

The members of the Club in General Meetings or the Committee of the Club at any time may make such regulations for the conduct on the Club as they shall determine but such regulations may not conflict with these rules of the Club. Any regulation made by the Committee shall hold good until the ensuing Annual General Meeting of members, when it must be confirmed or lapse. Pending the confirmation by a general Meeting of a Regulation made by the Committee, a Regulation so made be repealed by the Committee notwithstanding the provisions of Rule 29.

29. ALTERATION OF RULES

- (a) The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- (b) 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 Tawa Swimming Club. Rule (32) must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

30. PRIZES

All prizes shall be in accordance with the Rules of SNZ.

31. PECUNIARY GAIN

No member of the club shall derive any pecuniary gain (except as a salaried officer, or by way of honorarium for services rendered voted by a General Meeting of members) from any property or operation of the club.

32. WINDING UP

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.

The Club may also be put into liquidation in accordance with the Incorporated Societies Act.

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.

32. QUESTION OR DISPUTE

If any question or dispute shall arise as to the construction of these rules or any of them or the application thereof the decision of the committee thereon shall be final and binding upon all members.

33. SERVICE AWARDS

- (a) Service to the Club and the sport of swimming of an outstanding nature for a period of not less than five years may be recognised by the award of a "Tawa Swimming Club Service Award". A Club Service Award may also be awarded to an Honorary or Associate Member of the Club.
- (b) Nominations for the award may be proposed by any member of the Club with the final decision made by the Committee.
- (c) The Annual General Meeting shall consider the recommendations for the award of a Service Award and grant or refuse such an award.
- (d) The names of Members, Honorary Members or Associate Members granted a "Tawa Swimming Club Service Award" shall be listed on a "Service Award" Board together with the date of the Award.

34. INDEMNITY

No action at law or otherwise shall lie in favour of members or their executors or administrators against any member of the Club or its Committee or any Officer of the Club for in respect to any act, matter or thing done, omitted or suffered in pursuance of these rules and that notwithstanding any irregularity or informality occurring in or about the doing, omitting or suffering thereof.