

## BY LAWS of SWIMMING NSW LTD.

<b>Adopted or Amended</b>	<b>By Whom</b>	<b>Date</b>
Adopted	Board of Directors	20 <sup>th</sup> March 2007
Amended	Board of Directors	26 <sup>th</sup> June 2007
Amended	Board of Directors	25 <sup>th</sup> July 2007
Amended	Board of Directors	26 <sup>th</sup> September 2007
Amended	Board of Directors	23 <sup>rd</sup> April 2008
Amended	Board of Directors	23 <sup>rd</sup> July 2008
Amended	Board of Directors	17 <sup>th</sup> September 2008
Amended	Board of Directors	30 <sup>th</sup> March 2009
Amended	Board of Directors	25 <sup>th</sup> May 2009
Amended	Board of Directors	23 <sup>rd</sup> June 2009
Amended	Board of Directors	22 <sup>nd</sup> July 2009
Amended	Board of Directors	26 <sup>th</sup> August 2009
Amended	Board of Directors	30 <sup>th</sup> September 2009
Amended	Board of Directors	24 <sup>th</sup> February 2010
Amended	Board of Directors	28 <sup>th</sup> April 2010
Amended	Board of Directors	25 <sup>th</sup> May 2010
Amended	Board of Directors	30 <sup>th</sup> June 2010
Amended	Board of Directors	2 <sup>nd</sup> February 2011
Amended	Board of Directors	1 <sup>st</sup> April 2011
Amended	Board of Directors	3 <sup>rd</sup> August 2011
Amended	Board of Directors	31 <sup>st</sup> August 2011
Amended	Board of Directors	1 <sup>st</sup> May 2012
Amended	Board of Directors	30 <sup>th</sup> October 2012
Amended	Board of Directors	4 <sup>th</sup> June 2013
Amended	Board of Directors	29 <sup>th</sup> April 2014
Amended	Board of Directors	1 <sup>st</sup> July 2014
Amended	Board of Directors	30 <sup>th</sup> September 2014
Amended	Board of Directors	10 <sup>th</sup> December 2014
Amended	Board of Directors	3 <sup>rd</sup> February 2015
Amended	Board of Directors	4 <sup>th</sup> August 2015
Amended	Board of Directors	3 <sup>rd</sup> November 2015
Amended	Board of Directors	26 <sup>th</sup> April 2016
Amended	Board of Directors	2 <sup>nd</sup> August 2016
Amended	Board of Directors	6 <sup>th</sup> December 2016
Amended	Board of Directors	4 <sup>th</sup> July 2017
Amended	Board of Directors	1 <sup>st</sup> August 2017
Amended	Board of Directors	19 <sup>th</sup> September 2017
Amended	Board of Directors	31 <sup>st</sup> October 2017
Amended	Board of Directors	6 <sup>th</sup> March 2018
Amended	Board of Directors	17 <sup>th</sup> April 2018
Amended	Board of Directors	14 <sup>th</sup> March 2020
Amended	Board of Directors	2 <sup>nd</sup> June 2020
Amended	Board of Directors	27 <sup>th</sup> April 2021
Amended	Board of Directors	1 <sup>st</sup> June 2021

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# BY-LAWS OF SWIMMING NEW SOUTH WALES LTD

## INTRODUCTION

### 1. STATUS OF BY-LAWS

#### 1.1 Power to Make By-Laws

These By-Laws are made by the Swimming New South Wales Board under Clause 31. They are binding on all Members. In the event of a conflict between these By-Laws and the Constitution, the Constitution will prevail.

#### 1.2 Definitions and Interpretation

The definitions in the Constitution apply to these By-Laws. In addition, the following definitions apply:

**“Clause”** means a clause of the Constitution.

**“Competitions”** means and includes:

- (a) any championship (state or otherwise) organised or conducted by a Member Association for or on behalf of the Company;
- (b) any championship, competition, series or meeting sponsored by or conducted by or on behalf of the Company.

**“Disciplinary Tribunal”** means the disciplinary tribunal of the Company constituted under By-Law 7.

**“NSWIS”** means the New South Wales Institute of Sport.

**“Journal”** means the official journal of the Company known as the "New South Wales Swimmer" more particularly described in By-Law 42.

**“State Forum”** means the forum of the Company constituted under By-Law 10.

**“Swimmer”** means an Individual Member who competes at Club or higher level.

## MEMBER BY-LAWS

### 2. THE AREAS OF NSW

The areas of New South Wales will:

- (a) consist of all the territory within the boundaries outlined below.

<b>Area</b>	<b>Boundary</b>
Australian Capital Territory	the local government areas of Australian Capital Territory, Queanbeyan-Palerang, Goulburn Mulwaree.
Coast and Valley	the local government areas of Dungog, Cessnock, Central Coast, Lake Macquarie, Maitland, Newcastle, Port Stephens, Singleton.
Metro North East	the local government areas of Hunters Hill, Ku-ring-gai, Lane Cove, Northern Beaches, Mosman, North Sydney, Willoughby.
Metro North West	<p>The western boundary, south to north:- the Nepean River until it meets the boundary of, and then, the Blue Mountains National Park</p> <p>The northern boundary, west to east:- Blue Mountains National Park, Wollemi National Park, Parr State Recreation Area, Hawkesbury River until it meets the F3 motorway at Mooney Mooney.</p> <p>The eastern boundary, north to south:- the western boundary of the Kuring-gai, Willoughby, Lane Cove and North Sydney local government areas.</p> <p>The southern boundary, east to west:- the boundary of the Drummoyne local government area until it meets Parramatta Rd, then Parramatta Rd, the M4 motorway, Cumberland Highway, Old Windsor Rd, M7 motorway, Rooty Hill Rd, Luxford Rd, Palmyra Ave, Eighth Ave, Third Ave, Ninth Ave, Northern Rd, Andrews Rd, Castlereagh Rd continuing in a horizontal line until it meets the Nepean River.</p>

Metro South East	the local government areas of Bayside, Canterbury-Bankstown, City of Sydney, Georges River, Leichhardt, Marrickville, Randwick, Sutherland, Waverley, Woollahra
Metro South West	<p>The eastern boundary, south to north:- the western parameters of the Sutherland, Georges River, Canterbury-Bankstown, and Inner West local government areas until it meets the boundary of Auburn &amp; Canada Bay local government area.</p> <p>The northern boundary, east to west:- the boundary of the Auburn local government area until it meets Parramatta Rd, the M4 motorway, Cumberland Highway, Old Windsor Rd, M7 motorway, Rooty Hill Rd, Luxford Rd, Palmyra Ave, Eighth Ave, Third Ave, Ninth Ave, Northern Rd, Andrews Rd, Castlereagh Rd continuing in a horizontal line until it meets the Nepean River. The western boundary, south to north:- the Burragorang State Recreation Area, the Nepean River until it meets, and the boundary then becomes, the boundary of the Blue Mountains local government area.</p> <p>The southern boundary, west to east:- the area north of the Wingecarribee and Upper Lachlan local government areas.</p>
Mountains and Plains	the local government areas of Bathurst City, Blayney, Blue Mountains, Cabonne, City of Lithgow, Cowra, Forbes, Lachlan, Mid-Western, Oberon, Orange, Parkes, Weddin..
New England & North West	The local government areas of Armidale, Gwydir, Glen Innes Severn, Gunnedah, Inverell, Moree Plains, Muswellbrook, Narrabri, Liverpool Plains, Tamworth Regional, Tenterfield, Upper Hunter, Uralla, Walcha.
North Coast	the local government areas of Ballina, Bellingen, Byron, Clarence Valley, Coffs Harbour, Kempsey, Kyogle, Lismore, Mid-Coast Council, Nambucca, Port Macquarie Hastings, Richmond Valley, Tweed.
South Eastern	the local government areas of Bega Valley, Eurobodalla, Kiama, Shellharbour, Shoalhaven, Snowy Monaro, Upper Lachlan, Wingecarribee, Wollongong.

Southern Inland	the local government areas of Albury, Berrigan, Bland, Carrathool, Coolamon, Cootamundra-Gundagai, Edward River, Federation, Greater Hume, Griffith, Hay, Hilltops, Junee, Leeton, Lockhart, Murray River, Murrumbidgee, Narrandera, Snowy Valleys, Temora, Wagga Wagga, Yass.
Western	the local government areas of Balranald, Bogan, Bourke, Brewarrina, Broken Hill, Central Darling, Cobar, Warrumbungle, Coonamble, Dubbo, Gilgandra, Mid Western Regional, Narromine, Walgett, Warren, Wentworth, Unincorporated Area.

- (b) Border association areas. The Board may ratify any agreement reached between Queensland Swimming Association Inc., Swimming Victoria Inc. and Swimming SA Inc. and the Company by negotiation in regard to Members competing in border association meets.

### **3. AREA REQUIREMENTS**

An Area granted membership as provided in Clause 6 shall be named "Area" Swimming Association Incorporated or Swimming "Area" Incorporated;

Where:

"Area" is the name of the area as defined in By-Law 2;

"Swim" or "Swimming", one of the alternatives may be used.

### **4. THE POWERS AND DUTIES OF AREAS**

- (a) Subject to the Constitution, By-Laws and decisions of the Board, an Area, with the approval of the Board, may for its limited purposes adopt its own rules which may provide for:
- (i) the election of officers to control the Area;
  - (ii) the election of a committee to provide training and conduct examinations for the qualification of members as technical officials;
  - (iii) the annual subscription to be paid by each Club within the Area;
  - (iv) the conduct of championships restricted to the Area;
  - (v) the appointment of officials to control Area competitions;
  - (vi) the control of its own finances; and
  - (vii) the making of by-laws which are not contrary to the Constitution or By-Laws of Swimming New South Wales Ltd.

- (b) The operation, power and jurisdiction of each Area will be subject to the following conditions:
- (i) it will reapply for Membership to the Company in April of each year by lodging the Area affiliation form along with payment and an updated copy of its constitution, including all amendments.
  - (ii) the Constitution, By-Laws, Policies and Rules and decisions of the Board;
  - (iii) ensure that, when granting a permit to hold a meet to a Club, the provisions of the applicable By-Laws are observed;
  - (iv) each Club and its members will be subject to the governing jurisdiction of the Area and the Company;
  - (v) it will be the duty of its officers to see that the Constitution and the By-Laws are strictly enforced in the general conduct of meets, races and other events taking place under its jurisdiction or auspices;
  - (vi) all disputes and/or disciplinary issues involving Clubs and/or Individual Members taking place within the jurisdiction of the Area will be decided by that Area subject to the right of appeal to the Company in accordance with the Constitution (if any);
  - (vii) the secretary of the Area will notify to the Chief Executive Officer all matters of interest affecting the sport immediately on their occurrence;
  - (viii) the secretary of the Area will forward when requested by the Chief Executive Officer, a report of the work of the Area for the previous financial year; and
  - (ix) copies of the constitution, by laws and all amendments made by the Area or by the Clubs will be submitted to the Company for approval.

## **5. CLUB NAME**

A Club applying for membership as provided in Clause 6 will have:

- (a) not less than twenty (20) persons as members;
- (b) its headquarters pool at which the Club will conduct its normal activities be located within the statutory boundaries of an Area as defined in By-Law 2; and
- (c) be named, "A", "B" Swimming Club Incorporated.

Where:

"A" is the optional name of a sponsor;

"B" is the identifying name of the club usually a city, town, suburb, pool name or other;

“Swim” or “Swimming” one of the alternatives may be used;

- (d) final membership approval will be subject to the Company’s “New Club Admissions Policy” in place from time to time.

## **6. FEES DUE TO THE COMPANY**

- (a) Fees payable in accordance with Clause 8 will be payable by all Members including:
  - (i) an Individual Member;
  - (ii) Member Associations and Associates Members; and
  - (iii) any new category of membership created under Clause 5.2.
- (b) Each Club affiliated in accordance with Clause 6, will pay to the Company in respect of each and every Individual Member a registration fee each year, as defined in By-Law 6(c), provided that fees will not be payable in respect of a:
  - (i) Life Member;
  - (ii) A life member, the patron and the vice patron of a Club;
  - (iii) Individual Member previously registered by another Club in the current Company year.
- (c) The annual registration fees payable to the Company in respect of each Individual Member will consist of a SAL registration component, insurance cover and Company administration fee as determined by the Board from time to time.
- (d) All registration fees are due on the first day of October in each year.
- (e) Each Club shall furnish a list of Individual Members stating their full names and dates of birth, and registration fees to the Company. Each such list will be accompanied by a certificate from the secretary or other responsible office bearer of the Club stating that all members comprising the list are eligible to compete in accordance with these By-Laws or, separately listed, are members ineligible to compete, and are in all other respects qualified to be members of a Club.
- (f) The Company year for the purpose of Competition is divided as follows:
  - (i) summer season – 1 October to 31 March, in the second six (6) months of the Company year.
  - (ii) winter season – 1 April to 30 September, in the first six (6) months of the next following Company year.
  - (iii) The registration fee is an annual fee and is in respect of a summer season and the next winter season.
- (g) The annual registration fee payable by each New South Wales participant in a Company or a SAL Open Water Swimming event will be payable



concurrently with the entry fee for the first Open Water Swimming event entered each Company year. An Individual Member will be deemed to be an Individual Member of a nominated Club or the nearest Club to the nominated residential address of the Individual Member, subject to that Club's approval. The provisions of By-Law 6(b)(iii) shall apply to a member previously registered.

- (h) A perpetual identification number will be issued by the Company to each registered Individual Member and Life Member upon initial registration.
- (i) The annual fees payable to the Company in respect of each Member Association, Associate Member or new category of member will be an annual affiliation fee, which will include a premium for directors and officers liability insurance.
- (j) The Board may refund any fee which, in its opinion is warranted.

## **7. DISCIPLINARY BY-LAW**

### **7.1 Establishment of Integrity Panel**

The Board shall establish an Integrity Panel to deal with disciplinary actions and matters under Clause 12.1

### **7.2 Integrity Panel**

7.2.1 The Panel may exercise the powers under these By-Laws in relation to matters referred to, or arising out of a referral to, the Integrity Panel by:

- (a) the Board;
- (b) the Chief Executive Officer;
- (c) Member Association; or

7.2.2 Any referral to the Integrity Panel under By Law 7.2.1 must:

- (a) be in writing;
- (b) state the matter to be investigated; and
- (c) be accompanied by all relevant documentation or other evidence that is available to the person referring the matter.

7.2.3 A referral to the Integrity Panel under By Law 7.2.1 may only be withdrawn by the Board.

7.2.4 The Panel has such powers as are necessary for the Panel to

consider, investigate and report to the Board on matters concerning the integrity, probity and trust of the sport of Swimming or the management and operations of Swimming NSW.

- 7.2.5 A referral made under By Law 7.2.1 can be made on any matter including without limitation matters relating to Swimming NSW, its policies and procedures, Directors, teams, Members, athletes, coaches, management, employees, sponsors, stakeholders, volunteers or any other individual representing or purporting to represent Swimming NSW and any matters that involve allegations of:
- (a) a breach of any Swimming NSW Policy, direction, guideline, team agreement or other obligation owed to Swimming NSW.
  - (b) Illegal behaviour whether in Australia or overseas;
  - (c) doping;
  - (d) race-fixing and all other forms of corruption;
  - (e) breached of behavioural standards, team agreements and other obligations owed to Swimming NSW;
  - (f) conflicts of interest;
  - (g) gambling; and
  - (h) misconduct and unethical behaviour
- 7.2.6 The Panel has the power and authority to interview, question and seek any information, documents and other materials that it requires from Swimming NSW and any Swimming NSW Members, athletes, management, employees, sponsors, stakeholders, volunteers or any other individual representing or purporting to represent Swimming NSW. Such persons are deemed to have been instructed by the Board of Swimming NSW to respond to the Panel's enquiries.
- 7.2.7 The Panel is authorised to take such independent professional advice as it considers appropriate subject to approval of the Chief Executive Officer (which must not be unreasonably withheld).
- 7.2.8 The Panel has no executive powers with respect to its decisions and recommendations.
- 7.2.9 The Panel must exercise these powers in accordance with these By-Laws and in accordance with the Constitution of Swimming NSW.
- 7.2.10 The Panel must exercise its powers in accordance with all relevant laws, the principles of natural justice and procedural fairness.

- 7.2.11 The membership of the Integrity Panel shall be:
- 7.2.11.1 two suitably qualified people appointed by the Board; and
  - 7.2.11.2 a suitably qualified and experienced legal practitioner appointed by the Board as the Board sees fit.
- 7.2.12 The Chair of the Integrity Panel will be the legal practitioner appointed by the Board under By Law 7.2.11.2. The Chair must ensure proper records of the Integrity Panel are kept.
- 7.2.13 The Chair may convene such meetings of the Integrity Panel as he or she deems necessary to address any matters referred to the Panel under By Law 7.2.1.
- 7.2.14 The attendance by the Chair and at least one other Panel Member will constitute with a quorum for the purpose of a meeting of the Integrity Panel.
- 7.2.15 The Panel must provide a report to the Board in relation to any referral under By Law 7.2.1 and such report should detail:
- (a) details of the matter referred;
  - (b) any findings; and
  - (c) any recommendations include any referrals to third parties required.

### **7.3 Non-Application of By Law 7**

By Law 7 shall not apply to any incident or matter to which the Policies or the Rules apply which may include a disciplinary procedure. Any disciplinary matter which may be dealt with in accordance with the Policies or the Rules shall be dealt with in accordance with the disciplinary procedure set out in such Policies or Rules.

# GENERAL MEETING AND STATE FORUM BY-LAWS

## 8. MEETING PROCEDURES

### 8.1 Speaking to a substantive motion

A Delegate may speak once on a substantive motion, and once on each amendment proposed to it, but may not speak more than once on any motion or amendment, except in explanation of a misrepresentation of statements made by him, or as provided in By-Law 8.3. The member who has spoken on the substantive motion may subsequently move an amendment, and may not move more than one amendment, but any member who has spoken during the discussion, only on amendments, may subsequently move a further amendment. The member may not speak for more than five (5) minutes on any motion or amendment proposed at the meeting.

### 8.2 A motion or amendment

A motion or an amendment must be proposed and seconded. A further amendment will not be moved until the meeting has disposed of the amendment. As each amendment is confirmed or negated, the motion in its amended or original form will become the substantive motion before the meeting.

### 8.3 Right of reply

The right of reply may be claimed and exercised by the proposer of a motion before the final vote on the motion is taken, and also before the vote on an amendment, if such proposer has not already spoken on the amendment. New matters may not be introduced in the reply and further debate will not be allowed after the reply has been made.

### 8.4 Rules of debate

Unless inconsistent with the Constitution, the rules of debate ordinarily adopted for the conduct of meetings will be applied at all meetings of the Company.

## 9. GENERAL MEETING MINUTES

No later than thirty (30) days after a General Meeting, minutes of the business transacted shall be issued to each member of the General Meeting and to the secretary of each Member Association and shall be published in the first available issue of the Journal.

## 10. THE STATE FORUM

### 10.1 Composition

- (a) The State Forum shall consist of:
  - (i) the Directors;
  - (ii) Life Members;
  - (iii) one Delegate from each Member Association; and

- (iv) other persons as determined from time to time by the Board.
- (b) State Forum representatives will endeavour at all times to promulgate the decisions of the State Forum.

## **10.2 Convening of the State Forum**

- (a) The State Forum shall meet at the conclusion of the Annual General Meeting. At least thirty (30) days prior written notice of the date, time and place of a meeting of the State Forum will be given to each member of the State Forum as defined in By-Law 10.1, accompanied by a detailed agenda of the business to be placed before the meeting.
- (b) The Chief Executive Officer as directed by the Board will convene the State Forum provided that:
  - (i) items for inclusion on the agenda shall be invited fifty (50) days prior to the notified date of the State Forum;
  - (ii) the closure date for submission of items for the agenda will be forty (40) days prior to the notified date of the State Forum;
  - (iii) the convening notice will be given in writing to each person holding position specified in By-Law 10.1(a)(i) and 10.1(a)(ii) and to the secretary of each Member Association.

## **10.3 The Function of the State Forum**

The State Forum will consider any item submitted by the Board or Member Associations.

## **10.4 The Minutes of the State Forum**

A copy of the minutes of the business transacted at the State Forum will be issued within fourteen (14) days to each member specified in By-Law 10.1(a)(i) and 10.1(a)(ii) of the State Forum and to the secretaries of all Member Associations and will be published in the first available issue of the Journal.

## **10.5 President to Preside**

The President shall preside at every State Forum. If the President is not present, or is unwilling or unable to preside, the Directors shall elect one of the remaining Directors who shall preside as chair for that meeting only.

## **BOARD AND COMMITTEE BY-LAWS**

### **11. NOMINATION AND ELECTION PROCEDURES FOR ELECTED DIRECTORS**

- (a) The Chief Executive Officer shall issue a notice to member Associations requesting nominations for vacant positions at least three months prior to the date for the AGM as approved by the Board.
- (b) A nominee may nominate for the position of Elected Director. Where there is more than one nomination for any position, a ballot for that position shall be held.
- (c) The Board shall appoint a returning officer.
- (d) Notice of any ballot shall be issued to Member Associations with at least a six(6) week notice period prior to the closing date with the returning officer.
- (e) The Company's elections may be conducted electronically via the internet or by other means as approved by the Board. Where a member is unable to access the established voting system application can be made to the Chief Executive Officer for an alternative balloting system (such as postal)
- (f) All elections shall be conducted on a 'first past the post' system. Preferences equal to the number of vacancies in an election shall be of equal value. The member may indicate a preference for as few or as many candidates as it wishes using the numbers 1,2,3 and so on. The candidates, equal to the number of vacancies, polling the highest number of votes shall be elected.
- (g) Should the ballot result in there being an equal number of votes in favour of two or more candidates then lots shall be drawn between these candidates in such a manner as the returning officer shall determine.
- (h) At the conclusion of the election the returning officer shall record the names of all candidates declared to be elected and the position to which they have been elected and shall return the record to the Chief Executive Officer together with the ballot papers.
- (i) The result of the ballot shall be declared at the Annual General Meeting. The declaration of the poll by the returning officer shall include the following information:
  - (i) the number of Member Associations eligible to vote;
  - (ii) the number of votes received; and
  - (iii) the number of votes declared valid.
- (j) Any person who is a candidate for election to any position may, within seven (7) days of the declaration of the poll, request from the Chief Executive Officer the number of votes cast in their favour.

## **12. DIRECTOR RESPONSIBILITIES**

### **12.1 Directors**

Directors shall:

- (a) be excluded from standing committee membership other than as provided for elsewhere in these By Laws;
- (b) guide any committees to which they may be assigned on all matters affecting the Constitution, by Laws, Policies and Rules or any previous decision of the general Meeting or the Board
- (c) act honestly, independently and with due diligence in all decision making;
- (d) ensure that the resources of the Company are effectively and efficiently managed to fulfil the Objects;
- (e) contribute to the development of the Company strategic and business plans;
- (f) attend any assigned committee and act as the Boards adviser in the formulation of committee work plans;
- (g) act at the Boards direction, as a delegate to any meeting of a Member Association and advise and guide such meetings on any matters affecting the future of the Company, the Constitution, By-Laws, Policies and Rules;
- (h) present recommendations and reports of any assigned committee to the Board; and
- (i) subject to the concurrence of the President, attend, without vote, any other Company committee meeting.

### **12.2 President**

The President shall:

- (a) promote the image of the Company at all times and lead the pursuit of the Objects and carry out such duties as requested by a General Meeting and the Board;
- (b) guide the strategic direction of the sport of swimming in New South Wales in accordance with the approved strategic plan;
- (c) be responsible for the leadership and overall administration of the Company;
- (d) be the delegate to SAL and represent the Company on external bodies as determined by the Board; and
- (e) coordinate the Board activities and ensure that the Board properly undertakes its governance role.

## **13. OFFICERS**

### **13.1 Appointment of Officers Generally**

- (a) The following officers shall be appointed by the Board at the first Board meeting following the Annual General Meeting for a one (1) year term. Every officer appointed unless ceasing to hold office in consequence of death, resignation or removal from office, will continue to hold office until the conclusion of the next Annual General Meeting.
  - (i) One delegate to the Australian Commonwealth Games Association; and
  - (ii) Two delegates to the NSW Olympic Council.
- (b) Applications shall be invited for the positions specified in By-Law 13.1(a) at least fifty (50) days prior to the date of the Annual General Meeting and the closing date for applications shall be at least five days after the date of the Annual General Meeting. A list of applicants shall be included on the agenda paper for the first Board meeting following the Annual General Meeting.
- (c) Applications for officer positions specified in By-Law 13.1(a) may include a précis submitted by the applicant of their background, experience and qualifications pertinent to the position.
- (d) The Board may at any time terminate the appointment of any person appointed to an officer position and any such person may resign from such position by letter delivered to the Chief Executive Officer.

## **14. COMPANY SECRETARY**

- (a) A Company secretary, having been appointed by the Board shall retain the position subject to the Act.
- (b) The Company secretary will be familiar with the provisions of the Act and will use their best endeavours to ensure that all documents, financial statements, reports and statutory declarations are lodged by the prescribed date and advise the President if any item to be lodged is not available.
- (c) The Board will within fourteen (14) days of the position of Company secretary becoming vacant appoint a new Company secretary in accordance with the Act.

## **15. CHIEF EXECUTIVE OFFICER RESPONSIBILITIES**

The Chief Executive Officer, in addition to duties outlined in Clause 29 shall:

- (a) attend meetings of the Board with voice and having the right of debate but without vote;
- (b) be responsible to the Board through the President;



- (c) be responsible for implementing the administrative policies of the Company and will carry out such duties and exercise such powers and functions as directed by the General Meeting and the Board;
- (d) represent the Company at high-level business, government and swimming forums as agreed in consultation with the President;
- (e) contribute to the development of strategic and business plans; publish and distribute approved plans; develop action plans for assigned responsibilities and report performance to the Board;
- (f) issue notices of meetings as required, and conduct all correspondence of the Company;
- (g) submit to the Annual General Meeting an annual report and cause documents to be forwarded, together with audited financial statements for the year to Directors, Life Members, and the secretary of each Member Association when convening the Annual General Meeting;
- (h) be responsible, assisted by such persons as appointed, for the prudential management of all monies received or due to or by the Company as per statutory requirements and satisfying directions of the Company auditors or as directed by the Board;
- (i) arrange for collection of and account for all income at meets directly controlled by the Company;
- (j) obtain adequate evidence of all payments as required by the Board and the auditors;
- (k) keep accounting and related records as may be determined by agreement between the Board and the auditors and approved by the Board, and submit to the Board, a report covering all financial movement since the date of the last report, including;
  - (i) particulars of receipts and expenditure;
  - (ii) details of all funds;
  - (iii) the amount of funds available; and
  - (iv) details of all fixed assets held in the Company's name;
- (l) present the accounting records of the Company to the auditors no later than one (1) calendar month after the close of the Company year;
- (m) compile an annual budget for the ensuing Company year and in consultation with the President, audit and risk committee and such relevant office personnel. The Chief Executive Officer shall submit the items to the Board for approval and present the approved items to the Annual General Meeting;
- (n) ensure that the assets of the Company are adequately insured and complete other insurances as directed by the Board;

- (o) be responsible for the establishment and maintenance of good relationships with media and other organisations;
- (p) generally fulfil the duties of the office and carry out such other additional tasks as may be assigned by the Board;
- (q) supervise all office staff and other employed or contracted personnel to ensure that the requirements assign by the Board are efficiently effected;
- (r) submit to the Board, for its consideration and prior approval, all requests for capital expenditure over the sum of five thousand dollars (\$5,000.00). A capital expenditure application is required for the acquisition of any and all fixed assets. A fixed asset is deemed to be an item not acquired for resale purposes. Capital expenditure will be included in the annual budget;
- (s) register all financial members of the Company and keep records of membership as required by the Board;
- (t) Maintain a database of all swimming records established under the Swimming NSW Rules and Policies in place from time to time

#### **16. STANDING COMMITTEES**

- (a) Standing committees specified in By-Law 16(l) shall be appointed by the Board as soon as possible after the Annual General Meeting for a one (1) year term.
- (b) Every person appointed, unless ceasing to hold office in consequence of death, resignation or removal from office, will continue to hold office until the completion of their respective term or the appointment of the new committee and agree to abide by the Company's committee member code of ethics.
- (c) Applications shall be invited for the positions on standing committees specified in By-Law 16(l) at least fifty (50) days prior to the date of the Annual General Meeting and the closing date for applications shall be at least five (5) days after the date of the Annual General Meeting. A list of applicants shall be included on the agenda paper for the first Board meeting following the Annual General Meeting.
- (d) Applications for positions on standing committees may include a précis submitted by the applicant, of their background, experience and qualifications pertinent to the position.
- (e) The Board may at any time terminate the appointment of any standing committee or of any person appointed to a standing committee and any such person may resign from a standing committee by letter delivered to the Chief Executive Officer.
- (f) A member of any standing committee who is absent from three consecutive meetings without explanation acceptable to the Board shall be declared to have vacated such standing committee membership and the Board shall appoint another member in his place.

- (g) A quorum for a meeting shall be fifty percent plus one (50% + 1) of the voting members on each standing committee.
- (h) The President and Chief Executive Officer shall be ex-officio members of all standing committees. The Chief Executive Officer shall be without vote. The Chief Executive Officer provides secretarial support for all standing committees not having their own secretary.
- (i) Each standing committee shall receive and consider all matters, correspondence and proposals which are referred to it by the Board and which fall within the scope of the functions of the standing committee as stated in these By-Laws.
- (j) All standing committees shall:
  - (i) identify and minimise areas of risk within the standing committee's area of responsibility;
  - (ii) contribute to the administration of all phases of their particular facet of the sport within the rules and policy limits, delegated to the standing committee;
  - (iii) refer any undecided policy items to the Board for determination;
  - (iv) attend to all matters within the scope of the standing committee, including but not limited to the continual review of the Company's business and strategic plans, as may be delegated by the Board;
  - (v) where necessary work in conjunction with other standing or management committees within the Company;
  - (vi) if so decided by the standing committee invite a person to attend a meeting to speak on a specific matter;
  - (vii) subject to the approval of the Board, have the power to co-opt additional members as deemed necessary; those members will be entitled to voice without vote;
  - (viii) prepare annually a budget to be submitted through the Chief Executive Officer to the Board for approval; and
  - (ix) prior to the 1 April in each year, and drawing from the Company strategic and business plans submit to the Board a proposed work programme for the ensuing Company year detailing, as far as possible, items for discussion including a projected time table for finalisation of each item.
- (k) The standing committee secretary shall:
  - (i) in consultation with the standing committee chairman issue, through the office of the Company, notices convening meetings;
  - (ii) cause accurate minutes to be kept of all meetings;

- (iii) deliver to the Chief Executive Officer within seven days, in the format approved by the Board, a copy of all minutes, reports and recommendations arising from standing committee meetings for reference to and consideration by the Board; and
  - (iv) cause all standing committee correspondence to be directed through the Chief Executive Officer.
- (l) Subject to the Constitution there shall be a standing committee for the following:
- (i) a presidents committee;
  - (ii) an audit and risk committee ; and
  - (iii) a nominations and remuneration committee
- (m) The composition of each standing committee and the duties and terms of reference relating to each standing committee are set out in By-Laws 18 to 20.

## **17. MANAGEMENT COMMITTEES**

- (a) Management committees specified in By-Law 17(l) shall be appointed by the Chief Executive Officer and endorsed by the Board as soon as possible after the 31<sup>st</sup> of March each year.
- (b) Every person appointed, unless ceasing to hold office in consequence of death, resignation or removal from office, will continue to hold office until the completion of their respective term or the appointment of the new committee and agree to abide by the Company's committee member code of ethics.
- (c) The Chief Executive Officer may at any time terminate the appointment of any management committee or of any person appointed to a management committee and any such person may resign from a management committee by letter delivered to the Chief Executive Officer.
- (d) A member of any management committee who is absent from three consecutive meetings without explanation acceptable to the Chief Executive Officer shall be declared to have vacated such membership committee membership and the Chief Executive Officer shall appoint another member in his place.
- (e) A quorum for a meeting shall be fifty percent plus one (50% + 1) of the voting members on each management committee.
- (f) The Chief Executive Officer shall be an ex-officio member of each management committee. The Chief Executive Officer shall be without vote. The Chief Executive Officer provides secretarial support for all management committees not having their own secretary.
- (g) Each management committee shall receive and consider all matters, correspondence and proposals which are referred to it by the Chief

Executive Officer and which fall within the scope of the functions of the management committee as stated in these By-Laws.

- (h) All management committees shall:
  - (i) identify and minimise areas of risk within the management committee's area of responsibility;
  - (ii) contribute to the administration of all phases of their particular facet of the sport within the rules and policy limits, delegated to the management committee;
  - (iii) refer any undecided policy items to the Board for determination;
  - (iv) attend to all matters within the scope of the management committee, including but not limited to the continual review of the Company's business and strategic plans, as may be delegated by the Chief Executive Officer;
  - (v) where necessary work in conjunction with other standing or management committees within the Company;
  - (vi) if so decided by the management committee invite a person to attend a meeting to speak on a specific matter;
  - (vii) subject to the approval of the Chief Executive Officer, have the power to co-opt additional members as deemed necessary; those members will be entitled to voice without vote;
  - (viii) prepare annually a budget to be submitted through the Chief Executive Officer to the Board for approval; and
  - (ix) prior to the 1 April in each year, and drawing from the Company strategic and business plans submit to the Chief Executive Officer a proposed work programme for the ensuing Company year detailing, as far as possible, items for discussion including a projected time table for finalisation of each item.
- (i) The management committee secretary shall:
  - (i) in consultation with the management committee chairman issue, through the office of the Company, notices convening meetings;
  - (ii) cause accurate minutes to be kept of all meetings;
  - (iii) deliver to the Chief Executive Officer within seven days a copy of all minutes, reports and recommendations arising from management committee meetings for reference to and consideration by the Chief Executive Officer and or the Board; and
  - (iv) cause all management committee correspondence to be directed through the Chief Executive Officer.

- (j) There shall be a management committee for the following:
  - (i) a selection committee;
  - (ii) a competition committee;
  - (iii) a technical swimming committee;
  - (iv) a high performance committee
- (k) The composition of each management committee and the duties and terms of reference relating to each management committee are set out in By-Laws 21 to 24.

**18. PRESIDENTS COMMITTEE**

- (a) The functions of the presidents committee shall be to:
  - (i) build and consolidate positive relationships by examining all aspects of the sport of swimming and evaluate current thinking and trends of Member Associations;
  - (ii) be a forum for the exchange of information between the Company and Member Associations;
  - (iii) to assist in the determination of major strategic directions for the Company;
  - (iv) to assist in the development of policies and policy initiatives; and
  - (v) generally comply with the provisions of By-Law 16.
- (b) The membership of the presidents committee shall be:
  - (i) all Directors;
  - (ii) the president or a suitably qualified representative of each Area endorsed by the Board from notification by the Area; and
  - (iii) the Chief Executive Officer who shall provide secretarial support for the presidents committee.
- (c) The President shall chair all meetings of the presidents committee. If the President is not present, or is unwilling or unable to preside, the members shall elect one of the remaining Directors to chair that meeting only.
- (d) Each other member with the exception of the Chief Executive Officer shall have one (1) vote.
- (e) The presidents committee shall meet at least once each year between the Annual General Meetings.

## 19. AUDIT AND RISK COMMITTEE

The role of the Audit & Risk Committee includes assisting the Board with the Company's governance and exercising of due care, diligence and skill in relation to:

### (a) Audit;

- (i) review the audited annual financial statements before their presentation to the board, to ensure they represent a true and fair view of the Company's financial position and performance and its cash flow, and
- (ii) periodically review the appointment, terms of engagement and remuneration of the external auditor, and
- (iii) meet with the external auditors to review results and discuss the adequacy and effectiveness of accounting and financial controls and any issues the external auditors wish to raise, and
- (iv) ensure a system is in place to assess the appropriateness and compliance with the Company's internal control systems, and
- (v) ensure the independence of the external auditors.
- (vi) ensure its ongoing compliance to By Law 16.

### (b) Financial Management;

- (i) advise the board on financial management and reporting matters, including the financial processes and procedures of the Company, and
- (ii) review the proposed annual budget, assessing alignment to strategic and business plans and appropriateness of underlying assumptions before recommending it to the board, and
- (iii) review the Company's monthly financial reports in a timely manner, making recommendations to the board as required, and
- (iv) monitor the solvency of the Company and raise any concerns to the board's immediate attention.

### (c) Investment Management;

- (i) advise the board on the investment of the property of the Company, and make recommendations about investment policies, and
- (ii) from time to time, exercise the powers delegated to the Committee by the board in relation to the investment of the property of the Company, and
- (iii) review the performance of the investments of the Company in a timely manner, and
- (iv) review the performance of any investment manager appointed by the board, and
- (v) make reports and recommendations to the board as required.

### (d) Work Health & Safety;

- (i) advise the board on the development of Work Health and Safety policies and procedures, and
- (ii) monitor compliance with such policies and procedures approved by the board, and
- (iii) monitor and report on the Company's Work Health and Safety performance and compliance with legislation.

(e) Risk Management;

- (i) assess and monitor risks to the Company and recommend strategies to the board to manage and mitigate current and emerging identified financial and operational risks through the risk management plan, and
- (ii) monitor compliance with applicable laws, regulations, standards, contracts and best practice guidelines, and
- (iii) review the level and type of insurance coverage for the Company and make recommendations to the board as required.

(f) Authority;

The Board authorises the Committee to;

- (i) investigate any activity covered by its role, and
- (ii) oversee the work of the external auditor engaged by the Company, and
- (iii) resolve any disagreements between management and the external auditor on financial reporting, and
- (iv) review all audit services prior to seeking board approval, and
- (v) meet with any other consultants and advisors engaged by the board in relation to the affairs of the Company, and
- (vi) with the prior approval of the board, obtain legal or other independent professional advice.

(g) The membership of the audit and risk committee shall be:

- (i) two (2) Directors appointed by the Board;
- (ii) by invitation of the Board up to four (4) persons with appropriate financial/business skill sets who will be appointed for a two (2) year term;
- (iii) subject to By Law 19c (ii), to ensure rotational terms, two (2) members of the Committee shall retire each year but will be available for re-appointment.
- (iv) the Chief Executive Officer who shall provide secretarial support for the audit and risk committee.

(h) The Board shall appoint the chair from the appointed Directors who cannot be the Chair of the Board.

(i) Each other member with the exception of the Chief Executive Officer shall have one (1) vote.

(j) The operation of the audit and risk committee shall be as agreed by the audit and risk committee members from time to time however a minimum of four (4) meetings are to be conducted annually.

(k) Unless otherwise determined by the Board, the audit and risk committee is authorised to investigate any activity covered by its functions, duties and responsibilities.

(l) The audit and risk committee is authorised to meet with the external auditor, insurance broker and other consultants and advisors engaged by the Board in relation to the affairs of the Company.



- (m) The audit and risk committee shall have the authority, subject to the Board's prior approval, to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.
- (n) The audit and risk committee shall have no executive powers with regards to its findings and recommendations.

## **20. NOMINATIONS AND REMUNERATION COMMITTEE**

- (a) The Board shall appoint a nominations and remuneration committee to assist and advise the Board in fulfilling its responsibilities to members of Swimming NSW on:

Advice to members on the composition, structure and operation of the Swimming NSW Board.

- (b) The functions of the nominations committee shall be to:
  - (i) Provide guidance and opinion that the Board has the effective composition, size and commitment to adequately discharge its responsibilities and duties;
  - (ii) Conduct searches for new Board members and recommend preferred candidates to the Board. This may come from the Swimming NSW membership or externally for independent directors;
  - (iii) Assess the extent to which the necessary and desirable competencies are represented on the Board;
  - (iv) Recommend required Board competencies, number and profiles of Board members;
  - (v) Review and monitor Director and Board evaluation policies and processes;
  - (vi) Ensure that Board succession plans are in place to maintain the required competencies, number and profiles of Board members;
  - (vii) Continually monitor Board membership and structure to ensure that there is appropriate representation on the Board from across the membership;
  - (viii) To identify individuals either within or external to the Swimming NSW membership who have the potential to positively contribute to future Swimming NSW Boards;
  - (ix) Assist Board and Management with the appointment of individuals to other standing and management committees
- (c) The Committee will also review and make recommendations to the Board in relation to:
  - (i) the induction program for new Directors and members of senior management, including monitoring of the program's effectiveness;
  - (ii) recruitment, retention and termination policies and processes for the Chief Executive Officer and senior management;
  - (iii) company policy for incentive arrangements and bonuses;

- (iv) the development of:
    - appropriate employment contracts;
    - policies for incentive arrangements and bonuses; and
    - other policies in relation to staff recruitment, retention, termination and employment conditions;
  - (v) the negotiation of Workplace Agreements where appropriate;
  - (vi) the adequacy of professional indemnity and liability insurance for Directors and senior management;
  - (vii) succession plans for the Chief Executive Officer and senior management;
  - (viii) position descriptions for senior management roles and selection processes;
  - (ix) remuneration levels and performance goals for senior staff other than the Chief Executive Officer;
  - (x) senior staff evaluation policies and procedures;
  - (xi) the payment of incentives and bonuses for senior staff; and
  - (xii) any other matters referred to the Committee by the Board.
- (d) The membership of the nominations and remuneration committee shall be:
- (i) All appointments to the Committee shall be approved by the Board. At a minimum the Committee must include two (2) Directors of Swimming NSW
  - (ii) A maximum of five (5) members is preferred
  - (iii) Committee members will be selected from amongst the Directors
  - (iv) The Board will appoint the Chairman
  - (v) The Chief Executive Officer will be invited to, and may attend, all meetings of the Nomination and Remuneration Committee. The Chief Executive Officer shall be excluded from discussions of the Committee in relation to his or her performance or remuneration arrangements at the discretion of the Committee

Appointment to the Committee will be reviewed annually or as determined by the Board of Swimming NSW.

## **21. SELECTION COMMITTEE**

- (a) The Chief Executive Officer shall appoint a selection committee comprising three (3) Individual Members from three separate Clubs. If appointed, the Team Head Coach of the Team being selected shall be an ex-officio member of the selection committee.

- (b) On every occasion when a team is to be selected to represent New South Wales, the Chief Executive Officer shall notify the selection committee of its requirements. The selection committee shall by a specified time submit to the Chief Executive Officer a list of names of Individual Members totalling the number required by the Chief Executive Officer and graded in such a manner as the selection committee, in the absence of any direction from the Board or Chief Executive Officer, considers appropriate to the type of team or squad required. The selection committee may further, at its discretion, recommend an increase or decrease in the team complement. The Board shall have the right to adopt the recommendations in whole or part. It may reject any recommended Individual Member but shall not add to the list without a prior recommendation from the selection committee.
- (c) All Company representatives shall have been first claim members of a Club for a period of six (6) months before selection.

## **22. COMPETITION COMMITTEE**

- (a) The functions of the competition committee shall be to:
  - (i) review the competitive swimming programme of the Company at the completion of each swimming season (winter and summer) and recommend to the Chief Executive Officer alterations where necessary;
  - (ii) each year submit to Management qualifying times as required for the Company events for summer and winter seasons;
  - (iii) prior to 1 October and 1 April in each year prepare programmes for Company swimming meets for submission to Management for approval and such consolidated programmes shall cover the ensuing winter and summer activities respectively;
  - (iv) carry out at the request of Management any duty related to the conduct of Company meets;
  - (v) coordinate programmes of open water swimming at all levels of competition;
  - (vi) carry out at the request of the Management any duty related to the conduct of the New South Wales open water swimming championships; and
  - (vii) generally comply with the provisions of By-Law 16.
- (b) The membership of the competition committee shall be:
  - (i) a suitably qualified coach nominated by ASCTA (NSW) and endorsed by the Chief Executive Officer;
  - (ii) six (6) suitably qualified Individual Members appointed by the Chief Executive Officer;

- (iii) to ensure rotational terms, three (3) members of the Committee shall retire each year, but will be available for re-appointment;
  - (iv) The maximum period that an individual may be appointed to this Committee is six years commencing 1<sup>st</sup> April 2021; and
  - (v) a staff member who shall provide secretarial support for the competition committee.
- (c) The Chief Executive Officer will appoint a chair. The maximum period that an individual can be appointed as Chair is three years commencing 1<sup>st</sup> April 2021.
  - (d) Each other member with the exception of the staff member shall have one (1) vote.
  - (e) The operation of the competition committee shall be as agreed by the competition committee members from time to time.

### **23. TECHNICAL SWIMMING COMMITTEE**

- (a) The functions of the technical swimming committee shall be to:
  - (i) advise Management on all matters related to the technical rules of swimming as issued by FINA and SAL, and ensure the rules are disseminated and applied uniformly throughout New South Wales;
  - (ii) advise Management on all matters related to the technical open water rules of swimming as issued by FINA and SAL, and ensure the rules are disseminated and applied uniformly throughout New South Wales;
  - (iii) deliver key outcomes that relate to officiating in the Swimming NSW Strategic Plan;
  - (iv) implementation of the National Officiating Framework in NSW
    - a. Development of NSW training aids, tools and resources as necessary to align with and implement the national programs for the education, assessment and accreditation of technical officials
    - b. Development and implement pathways for Swimming NSW officials
    - c. Assess technical officials' performance
    - d. Encourage and foster Swimming NSW Technical Official nominations to Technical Committees at all levels;
  - (v) develop and implement new strategies to attract and retain technical officials in the sport of swimming;

- (vi) roster qualified technical officials for all Company swimming meets;
  - (vii) where appropriate, submit to the Chief Executive Officer recommendations for rule changes for consideration by the Company, SAL and FINA;
  - (viii) develop and review the protocols and procedures in conjunction with the Swimming NSW Events Officer for the conduct of Company swimming meets to ensure best practice presentation of these meets;
  - (ix) development of a succession plan to ensure that Swimming NSW maintains representation on the FINA Accredited Lists;
  - (x) sourcing of information from and provide feedback to SAL, other State Technical Committees and Area Technical Swimming Committees;
  - (xi) organise and implement Chief Executive Officer authorised forums, seminars and workshops for the dissemination of information regarding rules and procedures for the conduct of Company meets;
  - (xii) any other matters referred to the Committee by the Chief Executive Officer;
  - (xiii) generally comply with the provisions of By-Law 16.
- (b) The membership of the technical swimming committee shall be:
- (i) six (6) suitably qualified Individual Members appointed by the Chief Executive Officer;
  - (ii) to ensure rotational terms, three (3) members of the Committee shall retire each year, but will be available for re-appointment;
  - (iii) The maximum period that an individual may be appointed to this Committee is six years commencing 1<sup>st</sup> April 2021;
  - (iv) a staff member who shall provide secretarial support for the technical swimming committee; and
  - (v) with the exception of the staff member all members of the technical swimming committee must be accredited SAL swimming referees.
- (c) The Chief Executive Officer will appoint a chair. The maximum period that an individual can be appointed as Chair is three years commencing 1<sup>st</sup> April 2021.
- (d) Each other member with the exception of the staff member shall have one (1) vote.
- (e) The operation of the technical swimming committee shall be as agreed by the technical swimming committee members from time to time.

## 24. HIGH PERFORMANCE COMMITTEE

- (a) The function of the high performance committee shall be to support the Chief Executive Officer by reviewing and making recommendations to the Chief Executive Officer in relation to:
- (i) The development of content and ideas towards the development and implementation of the Swimming NSW High Performance Plan including;
    - Contribution and agreement on the overall vision of the HP Plan;
    - Contribution and agreement on the Performance Drivers, Accountabilities and KPI's for the HP Plan;
    - Contribution and agreement on the agreed Strategies and Actions of the HP Plan;
  - (ii) The progress made on each of the High Performance Plan's identified Strategies and Actions on a quarterly basis to ensure that:
    - The actions listed for each strategy are being implemented;
    - Any actions that are not being implemented are identified and appropriate strategies for remediation are implemented;
    - The strategies and actions remain relevant and in the plan as required.
- (b) The focus of the Committee is:
- (i) To maximise the Swimming NSW medal outcomes at all Australian Championships (Open, Age, MC, OWS),
  - (ii) To oversee the delivery of the SNSW Development Pathway and associated programs to ensure we produce and foster athletes who can produce high performance results for NSW and Australia
  - (iii) To oversee the delivery of the SNSW Coach Development Framework and ensure education programs and support systems are in place for our coaches to enable our swimmers to deliver the best performance when it matters;
  - (iv) To ensure SNSW has the most effective structure, people, resources and relationships to develop, lead and execute the High Performance Plan
  - (v) To ensure the daily training environment and camps/tours conducted by SNSW create and support sustainable success;
  - (vi) To ensure that we offer competition pathways and opportunities to build experience and knowledge in tactical, technical and mental components of elite performance to prepare athletes to achieve podium performances; and
  - (vii) To use research and innovation to identify and gain competitive advantage through knowledge, research and innovation.

- (c) The membership of the high performance committee shall be:
- (i) one (1) suitability qualified Individual Member appointed by the Chief Executive Officer;
  - (ii) by invitation of the Chief Executive Officer, the SAL Director of High Performance or their representative;
  - (iii) by invitation of the Chief Executive Officer, one (1) representative from the NSW Institute of Sport with appropriate high performance skill sets;
  - (iv) by invitation of the Chief Executive Officer, the SAL High Performance Youth Coach or their representative;
  - (v) by invitation of the Chief Executive Officer, one (1) independent from another sport with appropriate high performance skill sets;
  - (vi) two (2) representatives from ascta NSW with appropriate high performance skill sets and who will be endorsed by the Chief Executive Officer;
  - (vii) the Chief Executive Officer or their delegate who shall provide secretarial support for the high performance committee.
- (d) Each other member with the exception of the Chief Executive Officer shall have one (1) vote.

## **SWIMMING BY-LAWS**

### **25. LAWS AND RULES GOVERNING SWIMMING NEW SOUTH WALES**

The technical laws of FINA as set out in the handbook of FINA with regard to swimming, shall (where practicable) be applicable and binding on all competitions held in New South Wales. Any alterations or amendments to the FINA technical laws shall be immediately notified to all Members by the Company and shall become operative two (2) months after the date of approval by FINA, unless otherwise required by FINA.

### **26. FIRST CLAIM INDIVIDUAL MEMBERS**

- (a) A person may be a member of an unlimited number of Clubs. First claim membership applies to all Individual Members and Life Members, provided that:
  - (i) a Club will not make it a condition of membership of that Club that any Individual Member or Life Member or person wishing to join the Club will represent it as a first claim member;
  - (ii) a non-swimming Individual Member or Life Member, who is a Club or Area officer bearer, shall not represent any other Club or Area, respectively.
- (b) An Individual Member or Life Member will not represent more than one Club in State or Area championships and open interclub competition in any one season, excepting:
  - (i) a non championship dual meet restricted to members of two only Clubs in closed competition;
  - (ii) an Individual Member or Life Member, after having represented in a State or Area championship or an open interclub competition as a member of one Club will be known as a first claim member of that Club and will not represent any other Club in State or Area Championships or open interclub competition in the same season without obtaining permission of the Board; and
- (c) The Board may, due to the temporary change of residence, permit a first claim Individual Member or Life Member of a Club in an Area to compete with a Club from another Area, but such member will be eligible to compete only in the events of one Area.
- (d) For the purpose of competing in Australian age championships conducted on or after 1 April the Swimmer shall retain first claim membership of the Club which the Swimmer represented in the immediately preceding summer season. Such extension shall not apply to any other Championship.

### **27. TRANSFERS**

An Individual Member may be granted a transfer of first claim membership from the existing first claim Club in accordance with one of the following procedures.



- (a) Transfer of first claim membership to any Club affiliated to the Company may be made automatically at the end of a current summer or winter season.
- (b) Transfer of first claim membership between Clubs affiliated to the Company may be made during the currency of a summer or winter season however the provision of By Law 27 will be in effect. The original Club shall determine that the member is not incumbent to the Club and approve the request for transfer.
- (c) Where objection or dissent is raised by a Member Association regarding the transfer, the matter shall be referred to the Board for decision.

## **28. ELIGIBILITY**

- (a) A person who is not an Individual Member shall not nominate for, nor hold office except the office of patron, vice patron and auditor.
- (b) A person elected patron or vice patron who is not an Individual Member, shall be deemed to be an Individual Member whilst holding such office. The holding of office shall not entitle a person to compete in a meet unless such person is otherwise duly eligible to compete.

## **29. SWIMMERS HONOUR ROLL**

The Company will keep an honour roll of New South Wales Swimmers who have achieved distinction by winning an Olympic gold medal, a World Championship gold medal or have established a world record for an individual or a teams' relay event in swimming as recognised by FINA.

## **30. PERMITS TO HOLD MEETS**

In all cases where permits to hold meets are granted, each Member Association agrees to see that the Rules governing the sport are strictly enforced and each Member Association shall insist that all swimming races and competitions shall be stated in advertisements, entry forms, programs and all official notices as going to be held and shall actually be held under the Rules of SAL and Swimming New South Wales.

*[Note: In connection with this By-Law, the words "conducted under the Rules of SAL & Swimming NSW" shall appear in every entry form and program and each Member Association is responsible to see this direction is implemented.]*

## **31. CLUB, LEARN-TO-SWIM**

Where possible, a Club, on application by any registered Individual Member, will be prepared to teach the member to swim. A Club will appoint annually, from its members, an organising committee, or a qualified learn to swim instructor, who will be responsible for the organisation and control of the learn to swim activities of the Club.

## **32. SWIMMERS COMPETING IN FOREIGN COUNTRIES**

- (a) An Individual Member will not be permitted to take part in exhibitions, clinics, training, or competitions with members of a body not affiliated to or

under suspension by FINA unless specific permission has been obtained from FINA.

- (b) Swimmers competing at registered meets in foreign countries must be Individual Members and observe and be bound by the laws of the association under whose jurisdiction the meet takes place.

### **33. TOURS IN FOREIGN COUNTRIES**

- (a) Any Swimmer or teams of Swimmers touring a foreign country must obtain from SAL through the Company a written clearance stating that the Swimmer or the team is eligible to compete.
- (b) The clearance will be produced before competing, and at any time, when asked for by the officials of the country in which the Swimmer or the team is competing.

### **34. ELIGIBILITY TO COMPETE**

To be eligible to compete in any competition any Swimmer must be an Individual Member registered with SAL through the Company or a member of a national federation affiliated to FINA.

When competing at Competitions outside of NSW, all Swimmers must apply for a Competition Clearance from the Company. This Clearance will verify their membership of SAL through the Company.

### **35. SWIMMER BREAKING ELIGIBILITY TO COMPETE LAW**

A Swimmer, who has broken the eligibility to compete law knowingly, as defined by By-Law 33, may not be requalified as eligible to compete, provided that a Swimmer who has been suspended, disqualified or expelled shall not compete until the term of suspension has been served, the disqualification lifted or the expulsion reversed.

### **36. SANCTIONS IMPOSED BY OTHER FINA MEMBERS**

Any sanction (suspension or disqualification) imposed on a Swimmer or group by a member country of FINA will be recognised and complied with by the Company and member countries of FINA, subject to reconsideration by the FINA Bureau on appeal.

### **37. KNOWINGLY COMPETING AGAINST A SUSPENDED SWIMMER**

Any registered Swimmer knowingly competing against a person who is under sentence of suspension shall be suspended until the expiration of such sentence or for any shorter or longer period as the Board may deem appropriate.

### **38. FORFEIT OF FEES AND PRIZES FOLLOWING DISQUALIFICATION**

Where a Swimmer is disqualified or suspended in respect of an event, all fees paid and prizes won by such Swimmer shall be forfeited. The committee of the Member Association holding the event will have full power to confiscate any prize and redistribute or deal with the matter at its discretion.

## MISCELLANEOUS BY-LAWS

### 39. AWARDS

#### 39.1 SERVICE EXCELLENCE AWARD

- (a) The Company shall recognise outstanding service to the Company by an Individual Member who shall be eligible to receive the service excellence award provided that the nominated member has given at least ten (10) years outstanding service to Swimming NSW.
- (b) Candidates for the award may be nominated by any Member.
- (c) The criteria is not based on length of service alone but shall also include the scope of the nominees contribution beyond the norm of ordinary duties of office.
- (d) Nominations shall be submitted in writing to the Chief Executive Officer by 31 March each year on the approved nomination form and shall include swimming specific qualifications.
- (e) The Board will determine from the nominations the recipients of the service excellence award. No more than three service excellence awards will be awarded in any one year.
- (f) The service excellence award will be presented to the recipient at an Annual General Meeting.

#### 39.2 WARATAH RECOGNITION AWARD

- (g) The Company shall recognise outstanding service to the sport of Swimming in NSW by an Individual Member who shall be eligible to receive the Waratah recognition award provided that the nominated member has given at least ten (10) years outstanding service to the sport of Swimming in NSW.
- (h) Candidates for the award may be nominated by any Member.
- (i) The criteria are not based on length of service alone but shall also include the scope of the nominee's contribution beyond the norm of ordinary duties of office and may also include swimmer representation for NSW.
- (j) Nominations shall be submitted in writing to the Chief Executive Officer by 31 March each year on the approved nomination form and shall include swimming specific service.
- (k) The Board will determine from the nominations the recipients of the Waratah recognition award. No more than three Waratah recognition awards will be awarded in any one year.
- (l) The Waratah recognition award will be presented to the recipient at an Annual General Meeting. An individual can be awarded a Waratah recognition Award and Service Excellence Award in the same year.

#### **40. COLOURS**

The colours of the Company will be light blue.

#### **41. BADGES AND LOGO**

- (a) The badge of the Company will be the New South Wales coat-of-arms, surmounted by dolphins. The badge shall not be made or worn without written permission of the Company.
- (b) The Company logo shall be the stylised image of a person swimming, with the red ochre colour indicating the person's head and arm and the blue elements representing a bow wave and water ripples to be used in conjunction with the words "swimming new south wales".
- (c) The Company logo shall be used on all letterhead, business cards, advertising material and sporting apparel issued to the Company's Directors, office staff, standing committee members, technical officials, squads and touring teams.
- (d) The Company logo shall not be used without the Company's prior written approval.

#### **42. JOURNAL**

- (a) The Company will publish the Journal monthly.
- (b) The Journal will be used for the dissemination of information on the activities of the Company and will include the minutes of all General Meetings and State Forums, information on Rule changes and such other information as determined by the Board.
- (c) The Chief Executive Officer will act as the editor and will be assisted by the Board as an editorial committee of review.
- (d) Copies of the Journal will be provided free of charge to:
  - (i) the Member Associations;
  - (ii) the Directors, Life Members and officers as defined in By-Law 13; and
  - (iii) the members of standing committees defined in By-Law 16(I).
- (e) The Journal will be available to persons other than those specified in By-Law 42(d) by way of subscription payable to the Company.
- (f) The subscription fee payable for the Journal will be as determined by the Board.

#### **43. AVAILABILITY OF AMENDED PAGES**

Where an addition to, amendment or rescission, wholly or in part, is made to the Constitution, By-Laws, Policies or Rules, updated copies of the relevant pages shall be available on request to the Members within two (2) calendar months of any such

addition to, amendment or rescission of, whether wholly or in part or otherwise shall be posted on the Company website.