

CONSTITUTION

NEW SOUTH WALES BRANCH
OF THE
AUSTRALIAN SWIMMING COACHES
AND
TEACHERS ASSOCIATION
INCORPORATED

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CONSTITUTION

NEW SOUTH WALES BRANCH of THE AUSTRALIAN SWIMMING COACHES AND TEACHERS ASSOCIATION

1. Definitions & interpretation

1.1. In this Constitution:

Annual General Meeting has the meaning given to it in Rule 10.1.

Ascta means the Australian Swimming Coaches and Teachers Association.

asctaNSW means the NSW branch of the ascta

Board means the Board of Directors of asctaNSW.

By-Laws mean the by-laws, from time to time, made by the Board under Rule 23.

Code of Conduct means the code of conduct for ascta Members.

Constitution means the Constitution of ascta and asctaNSW.

Director means an elected or appointed, in accordance with the Constitution, member of the Board of Directors.

General Meeting means a meeting of the Members of asctaNSW.

Life Member means and includes those persons recognised under Rule 8.

Member means a current financial Member of ascta who is entered in the register of Members.

NSW New South Wales

President means the Director elected as president of the Board.

SAL means Swimming Australia Limited.

Honorary Secretary means the person appointed to the office of Secretary of asctaNSW by the Board.

Serious Criminal Offence means behaviour that is directed towards a person that is a crime as indicated under the Crimes Act 1900 (Cth) and any other Commonwealth, State or Territory legislation dealing with a person's wellbeing and welfare as applicable from time to time and includes physical abuse, sexual abuse, emotional abuse, neglect and any other violation of a person by another in a position of trust and authority.

2. Purposes

2.1. asctaNSW:

- (a) Will operate predominately for the promotion and development of coaches and teachers of swimming within New South Wales in accordance with the objects;
- (b) Will apply its profits (if any) in promoting its objects;
- (c) Does not exist for the purpose of profit or promotion of individual Members.

3. Objectives

3.1. The objectives of asctaNSW are to:

- (a) Encourage, promote, foster, develop and assist swimming coaches and swimming teachers in NSW;
- (b) Provide, conduct, encourage, promote and administer educational programs, including professional development and continuing education programs, for swimming coaches and swimming teachers in NSW;
- (c) Promote the improvement of swimming technique and training methods among our Members by the medium of clinics, meetings, seminars and other educational forums;
- (d) Study existing rules, regulations, and laws that affect Members and make recommendations to the relevant governing bodies so that those rules, regulations, and laws may be coordinated, standardised, and understood by the Members;
- (e) Promote the growth and development of the sport of swimming;
- (f) Promote swimming as a water safety, fitness, and life-long recreational activity;
- (g) Promote 'best practice' methods for the teaching of swimming and the coaching of swimming;
- (h) Promote cooperation between swimming coaches, swimming teachers, swim officials, and sponsoring organisations;
- (i) Encourage affiliation with associations or organisations having objects wholly or partly similar to those
- (j) Present awards in recognition of the pursuit of excellence in swimming coaching and swimming teaching in NSW;
- (k) Do all that is reasonably necessary to enable these Objectives to be achieved and to enable the Members to receive the benefits which these Objectives are intended to achieve;
- (l) Undertake and or do all things or activities which are necessary, incidental or conducive to advance these Objectives.

4. Addition, alteration or amendment

4.1. No addition, alteration or amendment can be made to this Constitution unless it has been approved by special resolution at a General Meeting of asctaNSW

5. Income and property

- 5.1. The income and property of asctaNSW must be applied solely towards the promotion of the Objectives.
- 5.2. No portion of the income or property of asctaNSW is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 5.3. No remuneration or other benefit in money or money's worth is to be paid or given by asctaNSW to any Member who holds any office of asctaNSW.
- 5.4. Nothing contained in Rules 5.2 or 5.3 prevent payment in good faith to any Member for goods or services actually rendered to asctaNSW, whether as an employee or otherwise, in the ordinary and usual course of business:
 - (a) provided that any such payment does not exceed the amount ordinarily payable between commercial parties dealing at arm's length in a similar transaction; and
 - (b) for out-of-pocket expenses incurred by the Member on behalf of asctaNSW

6. Distribution of property on winding up

- 6.1. If upon winding up or dissolution of asctaNSW there remains after satisfaction of all its debts and liabilities any assets or property, the same must not be paid to or distributed amongst the Members but must be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on asctaNSW.
- 6.2. The Members are to decide which organisation or organisations are to receive the distribution of property referred to in Rule 6.1.

7. Members

- 7.1 The categories of membership of asctaNSW will be set down by ascta.
- 7.2 Applications for membership and membership fees and a register of members will be set and kept by ascta.
- 7.3 Cessation of membership and reinstatement will be conducted by ascta.

8. Life Members

- 8.1 The Board may, from among persons who have provided long and meritorious service to asctaNSW, elect Life Members in recognition of their efforts in furthering the interests of asctaNSW.

A nominee for life membership must:

- (a) Be an accredited swimming coach or teacher of swimming;
 - (b) Be an Australian citizen at the time of nomination; and
 - (c) Have made a significant contribution to the fulfilment of the Objects of asctaNSW.
- 8.2 Nomination for life membership must be submitted in writing by a current financial Member to the Board and be received by the secretary at least fourteen (14) days before the Annual General Meeting.
 - 8.3 A person may only be elected as a Life Member by a resolution of the Board passed by a two-thirds majority.
 - 8.4 Upon obtaining life membership the person's details are to be entered on the register.

9. Code of Conduct and Discipline of Members

9.1 A code of conduct will be set by ascta and any matters brought to asctaNSW will be passed onto the CEO of ascta.

10. General Meetings

10.1 A General Meeting is to be held at least once in every year at such time and place determined by the Board. This meeting is to be called the Annual General Meeting. All other General Meetings are to be called Special General Meetings.

10.2 A General Meeting may be convened:

(a) By resolution of a majority of the Board whenever the Board thinks fit.

10.3 Despite any other Rule of this Constitution, no Member is entitled to attend or vote at a General Meeting, unless all monies due by that Member to ascta are paid.

10.4 Subject to Rule 19.3, all Members are allowed to voice their opinion at a General Meeting, subject to the rules of the meeting as determined by the chairman.

10.5 Subject to Rule 19.3, only those Members entitled to vote, are allowed to attend and vote at a General Meeting (including the Annual General Meeting). However, the Board may permit any other person to attend a General Meeting as it sees fit.

11. Notice of General Meetings

11.1 Notice of each General Meeting must be given to each Member at least 21 days prior to the meeting, giving the place, day and hour of the General Meeting.

11.2 asctaNSW may give the notice of meeting to a Member as set out in Rule 26. The notice must include the business to be transacted at the General Meeting and a list of all nominations received for election to the Board.

11.3 The business of each Annual General Meeting is to include the consideration of financial accounts, reports from the Board and any other business which under this Constitution to be transacted at an Annual General Meeting.

11.4 All other business transacted at an Annual General Meeting and all other business transacted at any Special General Meeting is special business.

11.5 A person's attendance at a General Meeting waives any objection that person may have to:

(a) A failure to give notice, or the giving of a defective notice, of the meeting unless at the beginning of the meeting, the person objects to the holding of the meeting; and

(b) The consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented

12. Quorum for General Meetings

12.1 No business may be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. For the purposes of considering business to be transacted at an Annual General Meeting and to elect a chairperson, the Members present constitute the quorum. The quorum for consideration of all other business at a General Meeting is 10 Members entitled to vote.

12.2 If within half an hour from the time appointed for a General Meeting (including the AGM) a quorum is not present, the meeting is to be adjourned to such other day and at such other time and place as the chairman may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse. No business is to be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13. Chairman at General Meetings

13.1 The President, subject to this Constitution, is to preside as chairman at every General Meeting (including the Annual General Meeting) of asctaNSW. If the President is not present, or is unwilling or unable to preside, the Vice-President is to preside as the chairman for that meeting only. If the Vice-President is not present, or is unwilling or unable to preside, Members are to elect one of the remaining Directors who must preside as chairman for that meeting only. If no Director is not present, or is unwilling or unable to preside, Members are to elect one of the Members who must preside as chairman for that meeting only.

14. Voting at General Meetings

14.1 At a General Meeting each Member must vote in person and has one vote on a show of hands or on a poll.

14.2 The appointing of a proxy is invalid

14.3 A challenge to the right to vote at a General Meeting may only be made at the meeting and must be determined by the chairman, whose decision is final.

14.4 At a General Meeting, a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded.

14.5 On a show of hands, a declaration by the chairman is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.

14.6 A demand for a poll may be withdrawn.

14.7 A poll demanded on a matter other than the election of a chairman or the question of an adjournment must be taken when and in the manner the chairman directs.

14.8 A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

15. asctaNSW Board

15.1 The Board must act in accordance with the objectives of asctaNSW and ascta and operate for the collective and mutual benefit of asctaNSW and the Members.

15.2 The Board is to consist of no more than 9 Directors, inclusive of the President. The State Coach NSW and NSW Coaching Director will be ex officio directors.

15.3 Members elected to the Board as Directors must be Members entitled to vote.

16. Nomination and election of Directors

16.1 Nominations must be in writing from a Member entitled to vote (seconded by another Member entitled to vote), signed also by the candidate and submitted to the secretary at least 21 days before the Annual General Meeting.

16.2 Members are to be notified as per Rule 26, 21 days before the holding of the Annual General Meeting of the names of candidates nominated for election as Directors.

16.3 If the number of nominated Members for positions on the Board does not exceed the number of vacant positions for Directors, then those Members are to be declared at the Annual General Meeting as having been elected as Directors of the Board.

16.4 If the number of nominated Members exceeds the number of positions available for Directors then the Directors are to be elected from the candidates by a vote of the Members by way of a ballot.

- 16.5 The ballots will be counted by two (2) non-voting members appointed by the president. If the voting is equal the president will have the casting vote.
- 16.6 In all matters relating to an election of the Directors for which no procedure is specifically prescribed in this Constitution, a procedure is to be adopted and followed as determined by the President.
- 16.7 If the number of nominated Members for positions on the Board does not fill the number of vacant positions for Directors nominations maybe called for from the floor at the AGM.

17. Term of Directors

- 17.1 Commencing 2022, Directors are elected under a rotating system whereby 3 Directors are elected each year to serve a three-year term of office.
- 17.2 Directors may be re-elected to successive terms.
- 17.3 Any adjustment to the term of Director(s) to ensure rotational terms in accordance with this Constitution must be determined by the Board.

18. Vacancies on the Board

- 18.1 A Director may resign from the Board (giving notice in writing). The resignation takes effect on the date specified in the notice or on its earlier acceptance by the Board.
- 18.2 In addition to any other circumstance in which the office of Director becomes vacant, whether set out in this Constitution, the office of a Director becomes vacant if the Director dies, ceases to be a Member becomes of unsound mind.
- 18.3 Any casual vacancy occurring in the office of Director is to be filled by appointment from the Board within 3 months of the vacancy arising. The board may decline the casual appointment if the vacancy occurs 3 months prior to the general meeting.
- 18.4 Any casual vacancy is to be filled only until the next Annual General Meeting.
- 18.5 Directors filling a casual vacancy may stand for election to the vacant term of office at the next Annual General Meeting.
- 18.6 In the event of multiple vacancies on the Board, leaving insufficient numbers to constitute a quorum, the remaining Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

19. Meetings of the Board

- 19.1 The Board is to meet as often as is deemed necessary for the dispatch of business and may schedule, adjourn, and otherwise regulate its meetings as it thinks fit. Directors may meet in person or by electronic communication or a combination of physical and electronic presence provided that all Directors have the opportunity to communicate with all other Directors simultaneously.
- 19.2 A Board meeting may be called by a Director giving written notice (in the manner permitted under Rule 26) to every other Director not less than 7 days before the meeting, unless all Directors agree to hold a meeting upon shorter notice. The agenda is to be forwarded to each Director not less than 4 days before such meeting.
- 19.3 The Board may invite, at the President's discretion, any Members, consultants or advisors to attend a Board meeting.
- 19.4 A quorum will consist of half the number of directors plus one [1].

20. Chairman of Board meetings

20.1 The President must chair any Board meeting at which he is present. If the President is not present, or is unwilling or unable to preside the Vice-President must preside as chairman for that meeting only. If the Vice- President is not present, or is unwilling or unable to preside, the remaining Directors must appoint one of their numbers to preside as chairman for that meeting only.

21. Decisions of the Board

21.1 Subject to this Constitution, questions arising at any Board meeting are to be decided by a majority of votes, determined by the Directors present and entitled to vote. The President has a casting vote where voting is equal; in the absence of the President the chairman for the meeting has a casting vote where voting is equal.

21.2 Directors may declare themselves ineligible to vote on specific resolutions whenever a 'conflict of interest' may occur (such as a financial, selection, or disciplinary matter directly affecting the Director).

21.3 The Directors may pass a resolution without a Board meeting being held if each Director entitled to vote on the resolution signs a document containing the resolution and a statement that they are in favour of or against the resolution, or otherwise indicates by other electronic means whether they are in favour of or against the resolution. The secretary is responsible for compiling the vote and notifying the President of the result.

21.4 No resolution passed by a General Meeting is to invalidate any prior act of the Board which would have been valid if that resolution had not been passed.

21.5 The Board may delegate functions in writing to create, establish, or appoint from among the Directors or other persons committees empowered to carry out such duties and functions as the Board determines and make recommendations to the Board for approval. The Board may by instrument in writing, revoke wholly or in part any delegation made under this rule and may amend, repeal, or veto any decision made by a committee.

22. Office Bearers

22.1 Each year, following the Annual General Meeting where the new Board is elected, the Board will meet to elect a President, Vice-President, Honorary Secretary and Treasurer in accordance with the procedure prescribed in the By-Laws.

22.2 The board will also appoint a public officer plus a reserve.

23. By-Laws

23.1 The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend its By-Laws for the proper advancement, management and administration of asctaNSW and the advancement of the Objects as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

23.2 All By-Laws made under this rule are in force at the date of the approval. The Secretary must keep a register of the approved By-Laws.

24. Records and Accounts

- 24.1 Proper accounting and other records must be kept in generally accepted accounting principles and/or any applicable code of practice. The record of accounts of asctaNSW must be retained for not less than 7 years after the completion of the transactions or operations to which they relate by the treasurer.
- 24.2 The Board must submit to the Annual General Meeting the accounts of asctaNSW in accordance with this Constitution. The accounts when approved or adopted by an Annual General Meeting are to be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
- 24.3 All cheques, bankers drafts, or other negotiable instruments paid by asctaNSW must be signed, endorsed or otherwise executed by two authorised Directors or in such other manner and by such persons the Directors determine.

25. Auditor

- 25.1 A properly qualified auditor or auditors must be appointed by asctaNSW at the Annual General Meeting and the remuneration of such auditor or auditors approved by the Board. The accounts of asctaNSW including the profit and loss accounts and balance sheet are to be examined by the auditor at least once in every year.

26. Notices to Members

- 26.1 Notices may be given to any Member
- (a) Personally; or
 - (b) By sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
 - (c) By sending it to the fax number or electronic address (if any) nominated by the Member; or
 - (d) By sending it to the Member by other electronic means (if any) nominated by the Member; or
 - (e) By notifying the Member that the notice is available (using an electronic means nominated by the Member for such notification) and how the member may access the notice (using an electronic means that the Member has nominated him or she may use for such access); or
 - (f) A notice may be displayed at state, metropolitan or country meets in the coaches room or table and advised over the public address
- 26.2 A notice sent by post is taken to be given 3 days after it is posted. A notice sent by fax, or other electronic means, is taken to be given on the business day after it is sent. A notice given to a Member under Rule 26.1(e) is taken to be given on the business day after the day on which the Member is notified that the notice is available.