



CONSTITUTION

**GIPPSLAND SWIMMING INC.
ABN 22 621 320 862**

Date: May 2021

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1. NAME

The name of the Incorporated GSI is **GIPPSLAND SWIMMING INC (GSI)**.

2. INTERPRETATION:

(1) In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act;

Casual Vacancy means a vacancy that is caused if the officer or Committee member:

- (a) ceases to be a Member: or
- (b) becomes insolvent under administration within the meaning of the Corporations Law: or
- (c) resigns from office by notice in writing given to the Secretary or the President.

Chair means the person chairing a General Meeting or Committee meeting;

Club means a Swimming Club admitted as a Member of the Association;

Committee means the Committee managing the business of GSI;

Committee member means a member of the Committee elected or appointed under **Rule 18**;

Constitution means this constitution of GSI;

Delegates means the authorised delegates of Member Clubs with voting rights

Financial Year means the 12 month period ending on such date as is determined by the Committee from time to time;

General Meeting means a general meeting of the Members convened in accordance with Part 4 and includes an Annual General Meeting (**AGM**) and a Special General Meeting (**SGM**);

Member means a member of GSI;

Member entitled to vote means a member (Delegate) who under **rule 8** is entitled to vote at a General Meeting being the Clubs

Objects means the objects of GSI in **rule 3**;

Ordinary Member of the Committee means a Committee member who is not an Officer under **rule 15**;

Register means the register of Members required by **Rule 15**;

Registrar means the Registrar of Incorporated Associations; and

Relevant Documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of GSI and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of GSI; and
- (e) minutes of General Meetings of the incorporated GSI, including financial statements submitted at a General Meeting;

but does not include minutes of Committee meetings.

Special General Meeting (SGM) means a General Meeting other than the AGM;

Special Resolution means a resolution at a General Meeting that requires not less than three-quarters of the Members entitled to vote at that meeting voting in favour of the resolution;

Safe Sport Framework means the SWIMMING AUSTRALIA Safe Sport Framework in force from time to time;

SWIMMING AUSTRALIA means Swimming Australia Inc or its successor being the peak body for the administration of Swimming in Australia;

SV means Swimming Victoria Inc or its successor being the peak body for the administration of Swimming in Victoria;

Swimming means the sport of swimming in all its forms;

Register means the register of Members required by **Rule 15**;

Registrar means the Registrar of Incorporated Associations; and

Relevant Documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of GSI and includes the following:

- (f) its membership records;
- (g) its financial statements;
- (h) its financial records;
- (i) records and documents relating to transactions, dealings, business or property of GSI; and
- (j) minutes of General Meetings of the incorporated GSI, including financial statements submitted at a General Meeting;

but does not include minutes of Committee meetings.

- (2) Words implying:
- (a) any gender include the other gender; and
 - (b) the singular shall include the plural and vice versa.

3. OBJECTS

GSI is solely formed to promote and develop Swimming, and to accomplish this, shall:

- (a) be a member of and otherwise cooperate with SV, SWIMMING AUSTRALIA and such other bodies as may be desirable to achieve these Objects;
- (b) conduct, encourage, promote, advance, control and administer Swimming in GSI;
- (c) act in the best interests of GSI and Swimming;
- (d) promote the economic and sporting success, strength and stability of GSI;
- (e) ensure compliance with the rules, regulations and by-laws of SV and, where relevant, of Swimming Australia Limited, as amended from time to time;
- (f) apply the property and capacity of GSI towards achieving these Objects;
- (g) strive for governmental, commercial and public recognition of GSI, and Swimming;
- (h) promote the health and safety of all Members;
- (i) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to achieve these Objects;
- (j) formulate or adopt and implement appropriate policies, including in relation to harassment, discrimination, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed within GSI;
- (k) represent the interests of its Members and of Swimming generally in any appropriate forum;
- (l) have regard to the public interest in its operation;
- (m) do all that is reasonably necessary to achieve these Objects and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (n) adopt the Safe Sport Framework, and comply with its requirements;
- (o) encourage and promote performance-enhancing drug free competition; and
- (p) comply with all relevant state and national legislative requirements insofar as they relate to GSI.

4. POWERS OF GSI

- (1) Subject to the Act, GSI has power to do all things incidental or conducive to achieve the Objects.

- (2) Without limiting **rule 4(1)**, GSI may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (3) GSI may only exercise its powers and use its income and assets (including any surplus) for the Objects.

5. NOT FOR PROFIT ORGANISATION

- (1) GSI must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) **Rule 5(1)** does not prevent GSI from paying a Member:
- (a) by way reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member;

if such payment is made in good faith on terms no more favourable than if the Member was not a Member.

APPLICATION FOR MEMBERSHIP

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7. MEMBERS ADMITTED TO MEMBERSHIP

GSI must ensure that each person admitted to membership agrees to be bound by and observe:

- (a) this Constitution;
- (b) the constitution and by-laws of SV as enforced from time to time;
- (c) the SV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (d) the Safe Sport Framework.

8. CATEGORIES OF MEMBERS

Membership shall consist of:

- (a) Clubs which shall be entitled to attend, debate and vote at General Meetings through their appointed authorised Delegates provided the Club's membership rights are not suspended for any reason;
- (b) Life Members who shall be entitled to attend and debate at General Meetings but may not vote at any such meeting;
- (c) the Officers under **rule 18** who shall be entitled to attend and debate at General Meetings but may not vote at any such meeting;
- (d) Individual Members being all registered financial members of Clubs and who shall no right to notice of, attend, debate or vote at General Meetings; and
- (e) such other categories of Members with such rights as may be determined by Special Resolution.

9. ADMISSION OF MEMBERS

- (1) An applicant for membership must apply for membership of GSI and register and pay all relevant fees through the approved SV online registration system. Unless otherwise determined by the Committee there are no special qualifications for membership.
- (2) The Committee shall determine in good faith whether to approve or to reject the application, without having to give reasons.
- (3) If the Committee rejects the application all relevant fees shall be repaid. There is no appeal against a decision to reject a membership application.
- (4) If an application for membership is approved by the Committee the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- (5) A person becomes a Member and is entitled to exercise their rights of membership from the date, whichever is the later, on which the:
 - (a) Committee approves the person's membership; or
 - (b) person pays the all relevant fees.

10. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- (1) The entrance fee shall be the amount set by the Committee each year but if no fee is set the entrance fee shall be nil.
- (2) The annual subscription for each category of Member shall be the amount set by the Committee each year and is due and payable on such date and by such method(s) as determined by the Committee each year.
- (3) All Members other than Life Members must renew their membership annually. If a Member fails to pay the annual subscription by the due date their membership shall cease unless otherwise determined by the Committee. **Rules 9(2) and (3)** apply to renewal applications.
- (4) The Committee may determine that a lower annual subscription is payable by any category of Members.

- (5) The Committee may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Committee.
- (6) The rights of a Member (including but not limited to the right to vote) who has not paid any amounts owing to GSI by the due date for that payment shall cease unless otherwise determined by the Committee.

11. GENERAL RIGHTS OF MEMBERS

- (1) A Member who is entitled to vote has the right to:
- (a) receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and
 - (b) submit items of business for consideration at a General Meeting; and
 - (c) attend and be heard at General Meetings; and
 - (d) vote at a General Meeting; and
 - (e) have access to the minutes of General Meetings and other documents of GSI as provided under the Act; and
 - (f) inspect the Register subject to such inspection being requested and undertaken in good faith and for a proper purpose,
- (2) A Member is entitled to vote if:
- (a) the Member is a Club and its Delegates are more than 18 years of age;
 - (b) more than 10 business days have passed since they became a Member of GSI; and
 - (c) the Member's membership rights are not suspended for any reason.

12. RIGHTS NOT TRANSFERABLE

The rights of a Member are not transferable and end when membership ceases.

13. CEASING MEMBERSHIP

- (1) The membership of a person ceases on resignation, expulsion, death or otherwise in accordance with this Constitution.
- (2) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

14. RESIGNING AS A MEMBER

A member may resign by notice in writing given to GSI provided that Member has, at the date of resignation, paid all monies owing by the Member to GSI.

15. REGISTER OF MEMBERS

- (1) The Secretary must keep and maintain a Register that includes:
 - (a) for each current Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) which class of Member (if any) that Member is;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a Member.
- (2) A Member may, at a reasonable time and free of charge, inspect the Register.

COMMITTEE

16. ROLE AND POWERS

- (1) The business of GSI will be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of GSI except those powers that this Constitution or the Act require to be exercised by the Members in a General Meeting.
- (3) Subject to this Constitution and the Act the Committee may perform all such acts as it deems essential for the proper management of GSI.
- (4) Without limiting this **rule 16** the Committee shall have the power to create, amend and/or interpret By Laws and policies for the efficient operation of GSI. Such By Laws and policies shall be published to the Members from time to time for their information.
- (5) All clauses, rules, policies and by laws of GSI in force at the date of the adoption of this Constitution insofar as such clauses, rules, policies and by laws are not inconsistent with, or have been replaced by, the Constitution, shall be deemed to be By Laws under **rule 16(4)**.

17. DELEGATION

- (1) The Committee may delegate to a Committee member, a subcommittee or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The Committee may delegate to a Committee member, a subcommittee or staff, the role and responsibilities to represent GSI at meetings of or with SV.
- (3) A delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

- (4) The Committee may, in writing, revoke a delegation wholly or in part at any time.

18. OFFICERS AND COMMITTEE MEMBERS

- (1) The Officers of GSI shall be:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer; and
- (e) Chief Referee.

(Officers).

- (2) The Officers have power, and are responsible, for the management and business of GSI between Committee meetings. The Officers shall report all matters and business undertaken by them between Committee meetings to the next Committee meeting.
- (3) Each Officer shall hold office until the completion of the AGM next held following their election or appointment. They are eligible for re-election.
- (4) In addition to the Officers each Club shall appointed two (2) delegates to represent the Club at Committee meetings. Such appointed delegates shall hold office as determined by their appointing Club.
- (5) If there is a casual vacancy for any Officer position on the Committee, with the exception of the Secretary, subject to **rule 18(10)**, that position shall be filled by the Committee.
- (6) If there is a casual vacancy for the position of Secretary on the Committee that position must be filled by the Committee either permanently or an interim basis within 14 days of the vacancy occurring.
- (7) A Committee member may resign from the Committee verbally or by written notice to the Committee.
- (8) A person ceases to be a Committee member if that person:
- (a) ceases to be an individual, registered, financial member of a Club;
 - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under **rule 18(9)**;
 - (c) if a Club delegate, is removed from that position by the appointing Club;
 - (d) is removed from office by a Special Resolution under **rule 18(9)**; or
 - (e) otherwise ceases to be a Committee member by operation of section 78 of the Act.
- (9) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 6 months.
- (10) A General Meeting may by Special Resolution:

- (a) remove a Committee member from office; and
 - (b) elect an eligible Member to fill the vacant position in accordance with this rule.
- (11) A Member who is the subject of a proposed Special Resolution under **rule 18(10)(a)** may make representations in writing to the Secretary or President of GSI (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (12) The Secretary or the President may give a copy of the representations to each Member entitled to vote or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.
- (13) Where a Committee member's rights of membership are suspended for any reason, that person's entitlement to be a Committee member is also suspended but such suspension shall not amount to a casual vacancy on the Committee unless the suspension continues for more than six (6) months.

19. GENERAL DUTIES

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with this Constitution and the Act.
- (2) The Committee is collectively responsible for ensuring that GSI complies with the Act and that individual Committee members comply with this Constitution.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
- (a) in good faith and in the best interests of GSI; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position:
- so as to gain an advantage for themselves or any other person or to cause any form of detriment to GSI.
- (6) In addition to any duties imposed by this Constitution, a Committee member must perform any other duties imposed from time to time by the Act.

20. ELECTION OF OFFICERS

- (1) A nomination for an Officer position on the Committee shall be in writing, signed by two (2) Members. The written acceptance of the nomination by the nominee must be endorsed on the nomination form. A nominee must be an individual, registered, financial member of a Club.
- (2) The nomination form shall be delivered to the Secretary at least seven (7) days prior to the AGM.

- (3) If the number of nominations received for a position is equal to or less than the number provided, they shall be declared elected at the AGM.
- (4) The Chairperson may call for further nominations at the AGM for any Officer position where the number of written nominations are not equal to or more than the number provided. Any such nominations must be made by a Member entitled to vote, seconded by another Member entitled to vote and accepted by the nominee. Such nomination and acceptance may be done orally at the AGM.
- (5) If more nominations are received for a position than the number provided a secret ballot shall be held.
- (6) Such a ballot shall be held at the AGM each year.

21. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER?

Any registered individual member of a Club is eligible to be elected or appointed as a Committee member so long as they are over 18 years of age and a resident of Australia.

22. PROCEEDINGS OF THE COMMITTEE:

- (1) The Committee shall meet at least four (4) times in each year, at a place and time, and in the manner, determined by the Committee.
- (2) The quorum for a Committee meeting shall be more than one (1) half of the Committee members.
- (3) If a quorum is not present within 30 minutes of the starting time for the meeting, the meeting shall be deferred for a week at the same place and time.
- (4) At Committee meetings:
 - (a) the President shall preside;
 - (b) If the President is unable or unwilling to act the Vice President shall preside; or
 - (c) if both the President and the Vice President are unwilling or unable to act, the Committee shall appoint a Chairperson from among its number.
- (5) Committee members, being the Delegates appointed by Clubs and the Officers, shall each have one (1) vote at Committee meetings. If there is a tie the Chairperson shall not have a second or casting vote and the motion shall be lost.
- (6) Notice of Committee meetings shall be given to each Committee member, in such form and within such timeframes, as the Committee determines.
- (7) The Committee may act on any matter, subject to **rule 22(2)**, notwithstanding the absence of any member or a vacancy on the Committee.

23. USE OF TECHNOLOGY

- (1) Committee meetings and General Meetings may be held by any form of technology that allows each:
 - (a) Committee member and the other Committee members;

(b) Members and other Members;

present at the relevant meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this **rule 23**, a person participating in a meeting as permitted under **rule 23(1)** is taken to be present at the meeting and, if the person (being entitled to vote) votes at the meeting, is taken to have voted in person.
- (3) Subject to this Constitution and to all Committee members or Members entitled to vote (as the case may be) receiving notice of a proposed resolution, a resolution in writing, signed or assented to by any form of visible or other electronic communication by the majority of the Committee members or Members entitled to vote (by their authorised Delegates) (as the case may be) shall be as valid and effectual as if it had been passed at a Committee meeting or General Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee members or Members entitled to vote (by their authorised Delegates) (as the case may be).

24. SECRETARY

(1) The Secretary must:

- (a) maintain the Register in accordance with **rule 15**; and
- (b) keep custody of the common seal (if any) of GSI and, except for the financial records referred to in **rule 25**, all Relevant Documents and minutes of Committee meetings; and
- (c) subject to the Act and this Constitution, provide members with access to the Register and the Relevant Documents; and
- (d) perform any other duty or function imposed on the Secretary by this Constitution or the Act.

(2) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

(3) A request for inspection of the Register may be refused by the Secretary where:

- (a) such documents relate to confidential, personal, employment, commercial or legal matters or
- (b) to do so may be prejudicial to the interests of the Association, or
- (c) GSI is legally entitled or obliged to do so.

25. TREASURER

The Treasurer must:

- (a) receive all moneys paid to or received by GSI and issue receipts for those moneys in the name of GSI; and
- (b) ensure that all moneys received are paid into the account of GSI within five (5) working days after receipt; and

- (c) make any payments authorised by the Committee or by a General Meeting from GSI's funds; and
- (d) ensure cheques are signed by at least two (2) Committee members.
- (e) ensure that the financial records of GSI are kept in accordance with the Act;
- (f) coordinate the preparation of the financial statements of GSI and their certification by the Committee prior to their submission to the Annual General Meeting;
- (g) ensure that at least one other Committee member has access to the accounts and financial records of GSI; and
- (h) keep in their custody, or under their control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Committee.

GENERAL MEETINGS

26. ANNUAL GENERAL MEETINGS

- (1) The Committee must convene an AGM of GSI to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the AGM.
- (3) The ordinary business of the AGM is to:
 - (a) receive and record apologies;
 - (b) confirm the minutes of the previous AGM and of any SGM held since then;
 - (c) receive and consider the:
 - (i) annual report of the Committee on the activities of GSI during the preceding financial year; and
 - (ii) financial statements of GSI for the preceding financial year submitted by the Committee in accordance with the Act; and
 - (d) elect the Officers.
- (4) An AGM may also conduct any other business of which notice has been given in accordance with this Constitution.

27. SPECIAL GENERAL MEETINGS

- (1) The Committee may, if it thinks fit convene an SGM at any time.
- (2) The Committee must convene an SGM if a request to do so is made by at least 10% of the total number of Members entitled to vote.
- (3) A request for an SGM under **rule 27(2)** must:

- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- (4) If the Committee does not convene a SGM within one (1) month after the date on which the request is made, the Members making the request (or any of them) may convene the SGM.
- (5) An SGM convened by Members under **rule 27(2)**:
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (6) GSI must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under **rule 27(2)**.

28. NOTICE OF GENERAL MEETINGS

- (1) The Secretary (or, in the case of a SGM convened under **rule 27(2)**, the Members convening the meeting) must give to each Member at least:
- (a) 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed state:
 - (i) in full the proposed resolution; and
 - (ii) the intention to propose the resolution as a Special Resolution.

29. VOTING AT GENERAL MEETINGS:

At any General Meeting:

- (a) proxy voting is permitted;
- (b) each Club has two (2) votes only which shall be exercised by the Club's appointed authorised Delegates. For the avoidance of doubt each Club has two (2) votes which will be exercised by its two (2) appointed authorised Delegates. If a Club cannot for whatever reason be able to appoint two (2) Delegates it can appoint one

(1) Delegate who may exercise the Club's two (2) votes. No other Member is entitled to vote;

- (c) a vote shall be conducted by a show of hands or such other method as determined by the Chairperson. The result of the vote shall be declared by the Chairperson and shall be final; and
- (d) in the case of an equality of votes on a question the Chairperson is not entitled to exercise a casting vote and the motion is lost.

30. PROCEEDINGS AT GENERAL MEETINGS

- (1) The quorum for a General Meeting is a majority of Members who are entitled to vote.
- (2) At a General Meeting:
 - (a) the President shall preside;
 - (b) in his absence the Vice President shall preside; or
 - (c) in the absence of both, the meeting shall appoint a Chairperson.
- (3) If a quorum is not present within 30 minutes of the scheduled time for commencement of the meeting it shall be adjourned to the same time in the next week and, unless another place is specified by the Chairperson at the time of adjournment, at the same place. At the adjourned meeting the quorum shall be half of the quorum specified in **rule 30(1)**. If a quorum is not attained within 30 minutes of the scheduled time for commencement the adjourned meeting shall lapse.

31. ADJOURNMENT OF GENERAL MEETING

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of simple a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting **rule 31(1)**, a General Meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with **rule 28**.

32. MINUTES OF GENERAL MEETING

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each AGM must include:

- (a) the names of the Members attending the meeting; and
- (b) the financial statements submitted to the Members under **rule 26(3)**; and
- (c) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of GSI; and
- (d) if required under the Act audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

33. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- (1) Subject to **rule 33(2)** this Constitution may only be amended by a Special Resolution at a General Meeting.
- (2) Proposed amendments to this Constitution must be approved by SV before they are submitted to the Registrar as an authorised change to this Constitution. SV's approval will not be unreasonably withheld.

34. WINDING UP OR CANCELLATION

- (1) GSI shall not be wound up other than by a Special Resolution at a properly convened General Meeting.
- (2) If GSI is wound up or the incorporation of GSI is cancelled, the assets of GSI shall be forwarded to SV to be held in trust for a period of five (5) years. If GSI is not reformed by this time the assets shall be used by SV for the promotion and development of Swimming in Gippsland.
- (3) Under no circumstances shall the assets of GSI be distributed amongst the membership of GSI.

35. SOURCE OF FUNDS

The funds of GSI shall be derived from entrance fees, annual subscriptions, donations and any other sources that the Committee reasonably considers appropriate and in accordance with the Objects.

36. MANAGEMENT OF FUNDS

- (1) GSI must open an account with a financial institution from which all expenditure of GSI is made and into which all of GSI's revenue is deposited.
- (2) Subject to any reasonable restrictions imposed by a General Meeting of GSI, the Committee may approve expenditure on behalf of GSI.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of GSI (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, electronic funds transfers, promissory notes and other negotiable instruments must be signed by two (2) Committee members as identified at the Annual General Meeting of GSI.

- (5) All funds of GSI must be deposited into the financial account of GSI no later than five (5) working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

37. CHEQUES

All cheques shall be signed by at least two (2) persons authorised by the Committee.

38. FINANCIAL STATEMENTS

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to financial statements of GSI are met.
- (2) Without limiting **rule 38(1)**, those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the Annual General Meeting of GSI;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) GSI must retain its financial records for seven (7) years after the transactions covered by the records are completed.

39. CUSTODY OF RECORDS

Unless provided otherwise within this Constitution, the Secretary shall keep in their custody and control all Relevant Documents and securities of GSI.

40. THE SEAL

- (1) GSI has elected not to use a Common Seal.
- (2) Any document that would have required the use of the Common Seal, shall be authorised by the Committee and shall be countersigned by two authorised Committee members.

41. GRIEVANCES

- (1) Where a Member has a grievance arising directly from this Constitution with:
 - (a) another Member,
 - (b) an officer, Committee member or employee of GSI; or
 - (c) the Committee; or
 - (d) GSI;

and that Member reasonably considers that the grievance warrants investigation and action by GSI the Member must follow the procedure in this clause.

- (2) If the grievance is a matter which is dealt within the Safe Sport Framework it shall be dealt with in accordance with that document.
- (3) Grievance Officer
 - (a) The Member shall contact GSI's Grievance Officer, who has been appointed by the Committee, and advise that they have a grievance that they wish to discuss. The identity of GSI Grievance Officer will be communicated to all Members in writing each year. Where a grievance is to be submitted in writing it should be addressed clearly to GSI Grievance Officer and marked "Private and Confidential".
 - (b) If the Grievance Officer is unable to be unbiased against, or in favour of, the member concerned then the Committee shall appoint a Grievance Officer without bias specifically to hear the matter.
- (4) Action by Grievance Officer
 - (a) Where a grievance has been received by the Grievance Officer, that person shall as soon as practicable, discuss the grievance with the aggrieved party and take whatever steps and conduct whatever investigations necessary to determine whether a grievance is legitimate.
 - (b) Where the Grievance Officer determines that the grievance is legitimate that person shall take all necessary steps to resolve the grievance and may recommend to the Committee what that person considers appropriate action.
 - (c) Where the Grievance Officer determines that the grievance is not legitimate that person shall advise the aggrieved party accordingly in writing. If the aggrieved party is not satisfied with the Grievance Officer's determination they may appeal to GSI Committee.
 - (d) Where the Grievance Officer is unable to resolve a grievance or considers the grievance of a very serious nature that person shall report the grievance to the Secretary and/or the Committee.
 - (e) All grievances received by the Grievance Officer, and all information surrounding the circumstances of a grievance which is discovered by GSI Grievance Officer on investigation shall be confidential and may only be communicated to the Secretary and/or the Committee.
- (5) Procedures by a Grievance Officer

In investigating a grievance and/or determining its legitimacy, the Grievance Officer shall observe the rules of natural justice.

42. DISCIPLINE OF MEMBERS

- (1) Subject to **rule 42(2)** GSI may take disciplinary action against a Member in accordance with this rule where the Committee becomes aware of an allegation (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, a Member) that a Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Committee or duly authorised committee; or
 - (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of GSI and/or Swimming; or
 - (c) brought GSI or Swimming into disrepute.
- (2) If the matter falls within the Safe Sport Framework it shall be dealt with in accordance with that document.
- (3) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the Member (**disciplinary sub-committee**).
- (4) The members of the disciplinary sub-committee:
- (a) may be Committee members, Members of GSI or anyone else; but
 - (b) must not be, or reasonable perceived to be, biased against or in favour of, the Member concerned.
- (5) Before disciplinary action is taken against a Member, the Committee must give written notice to the Member:
- (a) stating that GSI proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (**disciplinary meeting**); and
 - (d) advising the Member that they may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting; and
 - (ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting.
- (6) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting.
- (7) At the disciplinary meeting must:
- (a) give all relevant parties including the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by any relevant party including the Member.
- (8) After complying with **rule 42(7)**, the disciplinary sub-committee may:
- (a) take no further action against the Member; or

- (b)
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period or on such terms as it sees fit; or
 - (iii) expel the Member from GSI; or
 - (iv) impose such other sanction or requirement as the disciplinary sub-committee reasonably considers appropriate in all of the circumstances.
- (9) The suspension of membership rights or the expulsion of a Member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.
- (10) A person whose membership rights have been suspended or who has been expelled from GSI may give notice to the effect that they wish to appeal against the suspension or expulsion to GSI at a SGM.
- (11) The notice must be in writing and given to the Secretary within 3 days after the decision of the disciplinary sub-committee is provided to the Member.
- (12) The Committee must then convene an SGM to hear the appeal.
- (13) At such SGM:
 - (a) no business other than the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard; and
 - (d) a decision to reverse the decision of the disciplinary sub-committee may only be made upon the passing of a Special Resolution.

43. ACCEPTANCE OF AUTHORITY

By signing the Application for Membership Form, the applicant acknowledges that they are bound by this Constitution and the rules regulations and policies of SV, SWIMMING AUSTRALIA and FINA for the time being in force.

ENDS