

RULES OF
UNITED SWIMMING CLUB INCORPORATED

THE CLUB

1.0 Name

1.1 The name of the Club is United Swimming Club Incorporated ("the Club").

1.2 The Club is constituted by resolution dated 11 November 2002.

2.0 Registered Office

2.1 The Registered Office of the Club will be as determined by the Committee from time to time.

3.0 Objects of Club

3.1 The objects of the Club shall be:

- a. To promote, teach and encourage the development of swimming.
- b. To stimulate public opinion in favour of providing proper accommodation and facilities for swimming.
- c. To do such things as are necessary and incidental to attain the objects of the Club.
- d. To raise funds to promote all or any of the objects of the Club.
- e. To borrow or raise or secure the payment of money in such a manner as the Club may think fit.
- f. To purchase, take on, lease or otherwise acquire and to own any buildings or other premises, property or equipment that may be required for the purposes of or conveniently used in connection with the discharge of any of the duties of the Club pursuant to these objects. To sell, lease, mortgage or otherwise dispose of the same.
- g. To affiliate to Auckland Swimming Association Inc ("ASA"). The Committee may effect affiliation to other kindred bodies from time to time.
- h. To promote club involvement to develop a positive club community support structure for the swimmers.
- i. To promote the international recognition of NZ swimmers by the development of technical training programs and by approved sponsorship of individual swimmers competing at internationally accredited swim meets.
- j. To affiliate with Swimming New Zealand (Incorporated) ("SNZ") and to do all acts, matters and things incidental thereto.
- k. To do all other acts, matters and things as are incidental to or conducive to the attainment of the above objects and the objects of SNZ.

3.2 Pecuniary gain is not a purpose of the Club.

MANAGEMENT OF THE CLUB

4.0 Managing Committee

4.1 The Club shall have a managing committee (“the Committee”), comprising the following persons:

- (a) The President;
- (b) The Secretary;
- (c) The Treasurer;
- (d) The Handicapper; and
- (e) Other people as the Club shall decide, including a Vice President.

4.2 Only Members of the Club (or parents or guardians of Club Members) may be Committee Members.

4.3 There shall be a minimum of three Committee Members.

5.0 Appointment of Committee Members

5.1 At a Club Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall have the title of Chairperson, Secretary, Treasurer, Handicapper and Vice President if applicable;
- (c) Whether any Committee Member may have more than one title;
- (d) How long each person will be a Committee Member (‘the Term’).

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Club at a Club Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

7.0 Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board (or advise the membership by email) at least 2 days before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.
- 7.2 If the position of any Committee Member becomes vacant between Club Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Club Meeting.
- 7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

8.0 Role of the Committee

- 8.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:
- (a) Administer, manage, and control the Club;
 - (b) Carry out the objects and purposes of the Club, and Use Money or Other Assets to do that;
 - (c) Manage the Club's bank accounts;
 - (d) Ensure that all Members follow the Rules;
 - (e) Decide how a person becomes a Member, and how a person stops being a Member;
 - (f) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (g) Decide the procedures for dealing with complaints;
 - (h) Set Membership fees, including subscriptions and levies;
 - (i) Make regulations.
- 8.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.
- 8.3 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.
- 8.4 The Committee may appoint from its members an Executive Committee to transact the business of the club and generally to fulfil all the functions of the Committee between Committee meetings, but all decisions of the Executive Committee must be ratified at the first meeting or they must lapse. The Executive Committee shall present to each meeting of the Committee a report of its transactions in such form as the Committee shall determine.
- 8.5 The Committee may at any time appoint such sub committees as it may consider necessary and shall prescribe the duties, authorities and reporting requirements of the sub committee and may dissolve such sub committees and replace personnel as it determines from time to time.

9.0 Roles of Committee Members

9.1 The President's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Club;
- (e) Give a report on the operation of the Club at each Annual General Meeting;
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.2 The Vice President's role, if one is appointed, is to assist the President perform its role and, if the President is not present at a Meeting, to chair the Meeting.

9.3 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Club's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Club, if the Club has a common seal.

9.4 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Club. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Club's account book, so that the Club's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Club decides this in a Meeting.
- (d) Forward the annual financial statements for the Club to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

- 9.5 The Handicapper's role is to manage all the entries for race meetings and to maintain a data base of all race results.

CLUB MEMBERSHIP

10.0 Types of Members

- 10.1 A Member is either an Ordinary Member or a Life Member, but not an Honorary Member. Where a Member has not yet attained the age of 18 years, that Member's parent or guardian is entitled to exercise the rights on behalf of that Member and they will also be bound by the objects, rules and regulations of the Club.
- 10.2 An Ordinary Member has the rights and responsibilities set out in these Rules.
- 10.3 A Life Member is a person who is acknowledged as a longstanding Member of the Club. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.
- 10.4 An Honorary Member is a person who is acknowledged as providing or having provided important services to the Club. An Honorary Member does not have to pay fees, subscriptions, or levies and has none of the rights or privileges of a Member.
- 10.5 Where a Member has not yet attained the age of eighteen (18) years that Member shall not be entitled to vote at any meeting of the Club. Instead, the parent or guardian of that Member shall be entitled to exercise a proxy vote on the Member's behalf. The rules of the meeting may require the parent or the guardian to be present at the meeting in order to exercise the proxy vote on the Member's behalf.
- 10.6 Where a Member is 18 years of age and older, a parent or guardian may vote for that Member providing written permission has been given from the Member to their parent. That parent shall give the document to the Club Secretary prior to the commencement of the meeting.

11.0 Admission of Members

- 11.1 To become an Ordinary Member, a person ("the Applicant" or a person acting on behalf of the Applicant) must:
- (a) Submit a completed application form, if the Committee requires this; and
 - (b) Supply any other information the Committee requires.
- 11.2 The Committee may interview the Applicant when it considers Membership applications.
- 11.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

- 11.4 An person may become a Life or an Honorary Member only if:
- (a) The Committee recommends that the Club should appoint that person as a Life or Honorary Member; and
 - (b) The Club passes a resolution appointing that person as a Life or Honorary Member by a two-thirds majority of those Members present and voting.

12.0 The Register of Members

- 12.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.
- 12.2 If a Member’s address or telephone number changes, that Member shall give the new address or telephone number to the Secretary.
- 12.3 Each Member shall provide such other details as the Committee requires.

13.0 Cessation of Membership

- 13.1 Any Member may resign by giving written notice to the Secretary.
- 13.2 A Member may have his or her Membership terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or has failed to pay fees and levies as required in accordance with clause 17.2 or is acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
 - (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
 - (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Club.
 - (b) 14 days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the

Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Club Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Club Meeting.
- (d) When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.
- (e) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.
- (f) In the event that the termination stands the Club may advise SNZ and/or ASA of the action taken in disciplining a member involving suspension, disqualification or expulsion.
- (g) The Club shall advise the member charged and so dealt with that he/she has the right of appeal to SNZ or ASA as provided in the Constitution of that Body.

14.0 Re-admission of former Members

- 14.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Club, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

15.0 Obligations of Members:

- 15.1 All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

MONEY AND OTHER ASSETS OF THE CLUB

16.0 Use of Money and Other Assets

- 16.1 The Club may only Use Money and Other Assets if:
 - (a) It is for a purpose or object of the Club;
 - (b) It is not for the sole personal benefit of any Member; and

- (c) That Use has been approved by either the Committee or by majority vote of the Club.

17.0 Joining Fees, Subscriptions and Levies

17.1 The Club shall decide by majority vote at a Club Meeting:

- (a) What a Member must pay to join the Club (“Joining Fee”); and
- (b) What a Member must pay in order to stay a Member (“Subscription”) and how often this must be paid.

17.2 If any Member does not pay a Subscription by the date set by the Committee or the Club, that Member shall have a further period of seven days to pay the Subscription. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and the Member’s Membership shall be suspended until all arrears are paid in full.

18.0 Additional Powers

18.1 The Club may:

- (a) Employ people for the purposes or objects of the Club;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Club Meeting.

19.0 Financial Year

19.1 The financial year of the Club begins on 1 April of every year and ends on 31 March of the next year.

20.0 Cheques

20.1 All Cheques must be signed as authorised by Committee resolution and in the event that the Committee has not so resolved then by the Chairperson, and countersigned by one other Committee Member.

21.0 Appointing an Auditor

21.1 At an Annual General Meeting, the Club may by majority vote appoint someone to audit the Club (“the Auditor”). The Auditor shall audit the Club’s accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Club. If the Club appoints an

Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22.0 Club Meetings

- 22.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.
- 22.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Club shall meet within those dates.
- 22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.
- 22.4 The Secretary shall give all Members at least 14 days written notice of:
- (a) The time, date and place of and an outline of the business to be conducted at any Club Meeting;
 - (b) A copy of the Annual Report and Statement of Accounts, if the Club Meeting is an Annual General Meeting;
 - (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 22.5 Subject to rule 10.5 all Members may attend and vote at Club Meetings.
- 22.6 No Club Meeting may be held unless at least fifteen (15) Members (or their parent or guardian representative) attend.
- 22.7 All Club Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Vice President (if one is appointed) shall chair the meeting. If the Vice President is also absent or one has not been appointed, the Secretary shall chair the Club Meeting. If the Secretary is also absent, the Club shall elect another Committee Member to chair that meeting. Any person chairing a Club Meeting has a casting vote.
- 22.8 On any given motion at a Club Meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;

(b) Show of hands; or

(c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

22.9 The business of an Annual General Meeting shall be:

(a) Any minutes of the previous Meeting(s);

(b) The Chairperson's report on the business of the Club;

(c) The Treasurer's report on the finances of the Club, and the Statement of Accounts;

(d) Election of Committee Members;

(e) Motions to be considered;

(f) General business; and

(g) Approval of plans for the balance of the current and next calendar years.

22.10 All resolutions and voting at Club Meetings will be decided by Majority Vote unless a different threshold is specifically required by the Rules.

23.0 Motions at Club Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

(a) It must be voted on at the Club Meeting chosen by the Member; and

(b) The Secretary must give the Member's Information to all Members at least 14 days before the Club Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the next Club Meeting validly convened.

23.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions").

24.0 Committee Meetings

- 24.1 No Committee Meeting may be held unless at least three of the Committee Members attend.
- 24.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Vice President (if one is appointed) shall chair the meeting. If the Vice President is also absent or one has not been appointed, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.
- 24.3 Decisions of the Committee shall be by Majority Vote.
- 24.4 The Chairperson or person acting as Chairperson has a casting vote.
- 24.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 24.6 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

25.0 Signing of Documents

- 25.1 The Club shall have a common seal. A document shall be executed on behalf of the Club if:
 - (a) The common seal is attached to the document; and
 - (b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE RULES

26.0 Altering the Rules

- 26.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 26.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the Secretary at least 28 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 26.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

- 26.4 When a Rule change is approved by a General Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

WINDING UP

27.0 Winding up

27.1 If the Club is wound up:

- The Club's debts, costs and liabilities shall be paid;
- Surplus Money and Other Assets of the Club may be disposed of:
 - (a) By resolution; or
 - (b) No resolution is put to Members or a resolution is not approved, then according to the provisions in the Incorporated Societies Act 1908; but
 - No distribution may be made to any Member;
 - The surplus Money and Other Assets shall be distributed to ASA for the promotion of swimming in the Auckland Region.

28.0 Other

28.1 Neither the Members of the Club nor the parents or guardians acting on behalf of the Members shall have any liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

28.2 All Members agree to be subject to and observe the rules, bylaws and directions of FINA, SNZ, and ASA.

29.0 Definitions

29.1 In these Rules:

- (a) "Cheque" means a personal cheque or a bank cheque.
- (b) "Committee" means the Committee of the Club.
- (c) "Committee Meeting" means a meeting of the Committee.
- (d) "Committee Member" means any Member or parent of the Member who is on the Committee.
- (e) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

(f) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

(g) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.

(h) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.

(i) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

(j) "Rules" means these rules, being the rules of the Club.

(k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods sent to the member's last advised address which shall be deemed to be given if posted 2 days after posted or if emailed or sent by facsimile within 24 hours of transmission.