

Constitution of



STARplex Swim Club Incorporated

An Incorporated Club under the Associations Incorporation Act 1985

Original 2002
Amended 2004
Amended 2012
Amended 2023

**Constitution of
STARplex SWIM CLUB INC.
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CLAUSE 1. NAME AND COLOURS

Sub Clause 1. The name of the Club shall be the STARplex Swim Club Inc. Referred to herein as "the Club".

Sub Clause 2. The Club colours shall be Navy Blue and Yellow. (Blue PMS/Pantone) 281C, Yellow (PMS/Pantone) 137C)

CLAUSE 2. DEFINITIONS

In this Constitution unless the contrary intention appears:-

“Committee” means the Committee of Management of the Club.

“GM” means a general meeting of members of the Club convened in accordance with this Constitution.

“AGM” means Annual General Meeting convened in accordance with this Constitution.

“Member” means a member of the Club.

“Act” means the Associations Incorporation Act, 1985 as amended from time to time.

“Family” means married or single Parents/Guardians and all children under eighteen years of age.

“Single” means an individual over eighteen years of age.

“Swim SA” means SwimmingSA Incorporated or its successor being the peak body for the administration of swimming activities in South Australia.

“Policies” means the Policies of Swimming Australia Limited, and SwimmingSA Incorporated as amended from time to time.

CLAUSE 3. OBJECTS AND PURPOSES

1. To encourage, teach and promote the sport of swimming by members.
2. To affiliate with Swim SA Inc.
3. To conduct and participate in swimming carnivals and other forms of competitive events associated with swimming.
4. To organize and/or participate in any form of legal activity which the committee may deem proper for the purpose of enhancing the assets of the Club.
5. To do such acts, things and matters as shall assist in furthering all or any of the above objects.
6. To ensure compliance with the Policies as adopted by the Club, Swim SA, Swimming Australia and FINA.

CLAUSE 4. POWERS

The Club shall have all the powers conferred by Section 25 of the Act.

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CLAUSE 5. MEMBERSHIP

1. Subject to this Constitution the membership of the Club shall comprise the financial members together with such other people as the committee admits to membership. Any life members appointed pursuant to clause 31 and any life members appointed prior to Incorporation.
2. Any person who supports the objects of the Club and agrees to be bound by its Constitution and By-laws, and who applies for Family or Single membership of the Club.
3. The application for membership shall be made to the Committee or via Electronic Registration.
4. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Club.
5. The Committee retain the right to refuse membership and shall advise such persons in writing, stating the reasons for such refusal.
6. All competitive members of the Club (and one parent of a child under eighteen years of age) shall be registered with Swim SA and at all times will act in accordance with the Policies.
7. A register of members shall be kept by the Club, showing the name, email and postal address and date of commencement of membership for each member. Provision for noting the cessation of membership shall also be contained in the register.

CLAUSE 6. SUBSCRIPTIONS

1. The subscription fees for membership, recommended by the Committee, shall be a sum as the members shall determine from time to time in at the AGM.
2. The subscription fees shall fall due annually on such dates as are set by Swim S.A. and must be paid in full within one month of the date of submission of an application to join the Club.
3. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may reinstate such a person's membership upon payment of outstanding subscriptions or on such terms as it thinks fit.

CLAUSE 7. RESIGNATION/TRANSFER OF MEMBERSHIP

1. A member may resign from membership of the Club at any time. Any member so resigning shall be liable for any outstanding subscriptions, or other debts, which shall be recovered as a debt due to the Club.
2. A member may request a transfer of membership to another Club at any time. Transfer of membership shall be actioned through the Registrar of the accepting Club. Any persons requesting a transfer shall be liable for any outstanding subscriptions, or other debts, which shall be recoverable before the transfer request is granted.

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CLAUSE 8. EXPULSION OF A MEMBER

1. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the Interests of the Club in accordance with the STARplex Code of Conduct.
2. Particulars of the charge shall be communicated to the member at least seven days before the meeting of the Committee at which the matter will be determined.
3. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to sub clause 4, cease to be a member seven days after the Committee has communicated its determination to the member.
4. It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Club within seven days after the determination of the Committee has been communicated to the member.
5. In the event of an appeal under sub clause 4. the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

CLAUSE 9. THE COMMITTEE

1. The affairs of the Club shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this Constitution required to be done by the Club in GM. The committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which this Constitution are silent.
2. The Committee shall appoint a public officer as required by the Act.
3. The Committee shall be comprised of a President, Vice President, Secretary, Treasurer, and up to six committee members numbered 1 through 6.
4. The Committee in office at the date of adoption of this constitution shall hold office until the next AGM at which time one half of the members of the Committee shall retire from the Committee but shall be eligible for reappointment. At each subsequent AGM one half of the members of the Committee, being the longest serving members shall retire and shall be eligible for reappointment.
5. The positions of President, Secretary, Committee Person 1, Committee Person 3, and Committee Person 5 shall be vacated at the AGM of any year which ends in an even number or zero. The positions of Vice President, Treasurer, Committee Person 2, and Committee Person 4, and Committee Person 6 shall be vacated at the AGM of any year which ends in an odd number. Any vacant positions not filled at the previous AGM shall be called for election but with a term of twelve months only.

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6. The Committee may appoint a natural person, whether a member for twelve calendar months or not, to fill a casual vacancy, and such a committee member shall hold office until the next AGM of the Club and shall be eligible for reappointment provided they have completed twelve months membership.
7. No member shall be eligible to stand for election unless two member of the Club have nominated that person at least twenty eight days before the meeting by delivering the nomination of that person to the secretary of the Club.
8. No member shall be eligible to stand for election to an Office Bearers position on the Committee unless they have been a member of the Committee for twelve (12) calendar months. The nomination shall be signed by the proposer, and the seconder.
9. Notice of all vacant positions or persons seeking election to the Committee shall be given to all members of the Club with the notice calling the AGM.
10. If only one eligible nomination is received to fill an existing vacancy, the Secretary shall report accordingly to the AGM, and the Chairperson shall declare such persons duly elected to the position. Otherwise a ballot shall be held with two independent scrutinizers appointed by the committee in office.

CLAUSE 10. EXECUTIVE COMMITTEE

1. The Executive Committee is comprised of members in the following positions: President, Vice President, Secretary and Treasurer.
2. All Executive Committee Members are to attend Committee Meetings on a regular basis.
3. The Executive Committee acts on behalf of the Committee and shall be empowered to act on behalf of the Committee to deal with any urgent business that occurs between meetings, these acts are to be presented to the Committee for full review at the next meeting.

CLAUSE 11. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:-

- a. Disqualified by the act;
- b. Expelled under this Constitution;
- c. Permanently incapacitated by ill health;
- d. Absent without apology from more than three (3) consecutive meetings or more than four (4) meetings in a financial year.
- e. Non-compliant with any STARplex Swim Club Code of Conduct, Swimming Australia or Swim SA Policy.

CLAUSE 12. RESIGNATION OF A COMMITTEE MEMBER

A Committee member may resign from their position at any time, such resignation shall be forwarded to the Secretary for presentation at the next meeting of the Committee.

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CLAUSE 13. PROCEEDINGS OF COMMITTEE

1. The Committee shall meet together as often as is deemed necessary to conduct the business of the Club and not less than on 10 occasions in the 12 months following the AGM.
2. Questions arising at any meeting of the committee shall be decided by the majority of votes of those present, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative Vote.
3. A quorum for a meeting of the Committee shall be one half of the members elected at the previous AGM or appointed under the provisions relating to casual vacancies.
4. The Committee may function validly provided its number is not reduced below the quorum. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.
5. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next AGM of the Club.

CLAUSE 14. ANNUAL GENERAL MEETINGS

1. The Committee shall call an AGM in accordance with the Act or this Constitution.
2. The AGM shall be held within two (2) calendar months of the end of the financial year.
3. The order of the business at the meeting shall be the confirmation of the minutes of the last preceding AGM and of any special general meeting held since that meeting. The receipt and consideration of a statement from the committee which is not misleading and gives a true and fair account for the last the Club Financial year this to include, income and expenditure, assets and liabilities, charges and other securities, coaches report, and the report of any auditors, the appointment of committee members, the appointment of auditors, appointment of a public officer and any other business requiring consideration by the Club in GM.
4. The lesser of Twenty (20) members or Fifty (50) percent of all current voting members present personally or by proxy shall constitute a quorum for the transaction of business at the AGM.
5. If within thirty minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
6. The President or in their absence, the Vice President shall preside as Chairperson at the AGM of the Club.
7. If a Chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the Chairperson of that meeting.

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CLAUSE 15. SPECIAL GENERAL MEETING

1. The Committee may call a Special General Meeting of the Club at any time.
2. Upon a requisition in writing of not less than twenty five (25) percent of the total number of members of the Club, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
3. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
4. If a special general meeting is not convened within one month as required by Sub clause 3. The requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.
5. Fifty (50) percent of all current voting members present personally or by proxy shall constitute a quorum for the transaction of business at a Special General Meeting.
6. If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse.
7. The President or in their absence, the Vice President shall preside as Chairperson at a Special General Meeting of the Club.
8. If a Chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the Chairperson of that meeting.

CLAUSE 16. NOTICE OF GENERAL MEETINGS

- 1 Subject to Sub clause 2. at least fourteen (14) days' notice of any GM shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
2. Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.
3. A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members.
4. Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail. Where a notice is sent by email it shall be deemed to be served at the time of sending.

CLAUSE 17. SPECIAL RESOLUTION

A Special Resolution may be passed by a General Meeting of the Club to affect the following:

- a. To change the Constitution of the Club.
- b. To make or amend By-Laws of the Club.
- c. To amalgamate with another swimming club.
- d. To voluntarily wind up the Club and distribute the property/assets of the Club subject to Clause 29.

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A Special Resolution shall be passed in the following manner:

- a. A notice must be sent to all members advising that a GM is to be held to consider a special resolution.
- b. The notice must give details of the proposed special resolution and give at least twenty one (21) days notice of a meeting.
- c. A quorum must be present at the meeting.
- d. At least a three quarters majority of those present, eligible and voting must be in favour of the resolution.
- e. A special resolution to change the name of the Club, Constitution or objects shall be of no effect until such time as it has been approved by Swim SA Inc. Or such other body or corporation as may succeed that Organisation.

CLAUSE 18. MINUTES

1. Proper minutes of all proceedings of the AGM, GM and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
2. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
3. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

CLAUSE 19. VOTING

1. At any GM, a motion, other than a special motion, put to a vote shall be decided by simple majority on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
2. If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs.
3. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than two thirds of the members who being entitled to do so vote personally or by proxy at the meeting is required.
4. A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

CLAUSE 20. VOTING RIGHTS

1. Subject to this Constitution each member over the age of eighteen (18) present in person or by proxy shall be entitled to one vote.

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2. Votes will be valid providing that members are financial sixty (60) days prior to notification of the AGM.
3. The register of voting members will be closed when the AGM notification is sent to members. Notification to members will be sent out twenty-eight (28) days prior to the date set for the AGM.

CLAUSE 21. PROXY VOTES

A financial member shall be entitled to appoint in writing a natural person, who is also a member of the Club, to be their proxy. The appointed person shall attend and vote, in the manner designated by the member who has appointed them, at any AGM or GM of the Club. Such appointment shall be made in writing and submitted to the Secretary prior to the meeting. Proxy votes will only be accepted once a quorum of voting members is present.

CLAUSE 22. CONSTITUTION

1. Subject to approval by a 2/3 majority vote on a special resolution of the members of the Club, this Constitution may be altered, including an alteration to the Club's name, (refer to current Memorandum of Understanding re the Club naming rights and guidelines) or be rescinded and replaced by substituted Constitution. Such an alteration shall be registered with the Office of Consumer and Business Affairs as required by the Act within one (1) month of the AGM.
2. The registered Constitution shall bind the Club and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

CLAUSE 23. CLUB RULES

1. The Committee may from time to time make such Club Rules as may be necessary and convenient for the purposes of attaining the objectives of the Club.
2. The Committee may from time to time vary, amend or repeal any Club Rules made pursuant to this Clause.
3. A Club Rule made pursuant to this Clause shall take effect from the date that it is made or such later date as the committee shall decide, and shall be laid before the next AGM of the Club, and that AGM may disallow the Club Rule whereupon it shall cease to have effect from the date of that meeting.
4. A Club Rule made pursuant to this Clause shall not be inconsistent with this Constitution nor inconsistent with any rules adopted or recognised by Swim SA Inc. or such other body or corporation as may succeed that Organisation.

CLAUSE 24. BY-LAWS

1. The Committee may, from time to time, prescribe By-Laws which shall be binding on all members. Such By-laws shall be posted to members by electronic mail or ordinary prepaid mail and shall become binding on members three (3) business days after posting.
2. By-Laws prescribed by the Committee shall not contravene the Act or this Constitution.

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CLAUSE 25. FINANCIAL YEAR

The financial year of the Club shall be the period commencing on 1st October and ending on 30th September of each year.

CLAUSE 26. ACCOUNTS

The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.

CLAUSE 27. FUNDS

The funds of the Club shall be derived from the fee of members, donations, sponsorship, grants and other sources approved by the club.

CLAUSE 28. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The assets and income of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

CLAUSE 29. AUDIT

1. At each AGM the members present are to appoint a person as auditor of the Club.
2. The auditor is to hold office until the next AGM and is eligible for reappointment.
3. If an appointment is not made at an AGM, the Committee is to appoint an auditor for the current financial year.

CLAUSE 30. WINDING UP

The Club may be wound up in the manner provided for in the Act.

CLAUSE 31. APPLICATION OF SURPLUS ASSETS

1. If after winding up of the Club there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and Constitution prohibiting the distribution of its assets and income to its members.
2. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

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CLAUSE 32. LIABILITY OF MEMBERS

The members of the Club shall have no 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.

CLAUSE 33. LIFE MEMBERS

1. At the AGM of the Club any person or persons may be elected a Life Member of the Club in recognition of special services rendered over a period of not less than three (3) years to the Club, SwimmingSA or Swimming Australia.
2. Each nominee shall be recommended to the Committee for consideration and if approved by the Committee, be submitted for election at the AGM of the Club and carried by three quarters majority of those present, eligible and voting.
3. A Life Member shall be entitled to attend and speak at all meetings of the Club and shall have such other privileges as may be decided upon from time to time by the Club.
4. A Life Member shall be eligible for election to office or Committee with full voting power.

CLAUSE 34. THE SEAL

1. The Club shall have a common seal upon which its corporate name shall appear in legible characters.
2. The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the President.
3. The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

CLAUSE 36. SWIM SA CLAUSE

The Club and its registered members are bound by the Constitution, Rules, Policies and By-laws (as amended from time to time) of Swim SA, Swimming Australia and FINA.

CLAUSE 35. PUBLIC OFFICER

1. The Club shall appoint a Public Officer at the AGM as per the Act.
2. The Public Officer is to hold office until the next AGM and is eligible for reappointment.
3. The name of the duly appointed public officer shall be registered with the Office of Consumer and Business Affairs as required by the Act within one (1) month of the AGM.

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Accepted at the AGM held on 3 June 2023

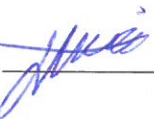
Signed for and on behalf of the STARplex Swim Club Inc

Signature: 

Name: ANTHONY TOOLE

Secretary

Date 8/7/2023

Signature: 

Name: Jeremy Nasci

President

Date 08/07/2023