



CONSTITUTION & RULES

Of The

NORTH SHORE AMATEUR SWIMMING CLUB INCORPORATED

RULES AS PASSED AT THE ANNUAL GENERAL MEETING OF 17 JUNE 2006

1. Name

1.1. The name of the Club shall be "North Shore Amateur Swimming Club (Incorporated)".

2. Objects

2.1. The objects for which the Club is established are:

- a) To promote, foster, advance and encourage the amateur sport of swimming
- b) Engage in swim competitions
- c) Encourage and engage in, as occasion arises, any amateur activities designed to further the amateur sport of swimming.
- d) To purchase, take on lease or otherwise acquire and to own any buildings or other premises, property or equipment which 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, and to sell, lease, mortgage or otherwise dispose of the same.
- e) To raise funds to promote or further the objects of the Club.
- f) To undertake or engage in, all such other acts as in the opinion of the Board shall be conducive to the furtherance of the Club's and member's interests.

3. Interpretation

3.1. In these Rules and in any Regulations made thereunder, unless repugnant to the context:

- a) The singular shall import the plural and the plural shall import the singular; and male import the female
- b) Club shall mean the North Shore Amateur Swimming Club
- c) Board shall mean the Board set up under Rule 12 hereof
- d) Centre shall mean the Auckland Swimming Centre of the New Zealand Amateur Swimming Association
- e) Council shall mean the Council of the New Zealand Amateur Swimming Association.

4. Membership

4.1. Membership of the Club shall consist of:

- a) Competitive swimmers as defined from time to time by the New Zealand Amateur Swimming Association
- b) Restricted members, life members and supporters

4.2. A competitive swimmer is one who swims under the Club name. A restricted member is one who pays a fee but who swims for another club. A supporter is a member who pays a reduced subscription as prescribed by the Board.

4.3. Membership is subject to payment by due date of an annual subscription and such fees as the Board shall set from time to time.

5. Life Members

5.1. Life Membership is restricted to those persons who in the opinion of the Board have rendered outstanding and signal service to the Club. Life Membership may only be conferred at an Annual General Meeting of the Club and then only by a three-fourths majority of the members voting either in person or by proxy at such Annual General Meeting.

6. Application for Membership

6.1. All applications for membership shall be made in writing in such form as may from time to time be prescribed by the Board.

6.2. A new member/s application to join the club may be accepted:

- a) By the Board or an employee designated by the Board to act in this capacity.
- b) At any meeting of members of the Club at which a quorum of the Board is in attendance.

6.3. The Board may refuse to elect any applicant without giving any reason therefore.

7. Subscriptions

- 7.1. The annual subscription fees of members shall be such amount or amounts as the Board may from time to time in its absolute discretion determine and shall be due and payable on the 7th of the month following invoice, or within such a time as the Board may proclaim.
- 7.2. The headquarters of the Club are at The Millennium Institute Of Sport & Health, Mairangi Bay, Auckland. Persons wishing to use a pool at specified Club times, or participate in club activities, must be financial members of the Club or persons as provided for in Rule 28.
- 7.1. Any member of the Club wishing to leave, shall forward their resignation to the Club Secretary in writing. Any fees outstanding as at the date of resignation shall be deemed immediately due for payment.

8. Financial Issues

- 8.1. Personal Benefit - Notwithstanding anything expressed or implied in this constitution, the activities of the Club shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person
- 8.2. Payments To Members - No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 8.3. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 8.4. No person other than a member of the Board or such other person as may be appointed by the Board, shall have authority to open or operate a bank account on behalf of the Club.
- 8.5. All payments of monies (by cash, cheque, electronic transfer or otherwise) from the Club and or the club's bank account shall be signed for by not less than two members of the Board, or one person designated to have this authority plus a member of the Board.

9. Suspension and Expulsion of Members

- 9.1. Any member infringing the rules of the Club, or whose conduct, whether on the Club's premises or elsewhere, is in the opinion of the Board objectionable, or who in the opinion of the Board has acted prejudicially to the interests of the Club, shall be suspended from membership by the Board.
- 9.2. In such case the individual concerned shall have the right of appeal in writing through the Secretary to a Special Meeting of the Board which shall also include a swimmers representative, which shall be called as soon as practicable after notice of appeal has been lodged with the Secretary.
- 9.3. In the event of the Board's finding not being reversed at such Special Meeting the offending member shall cease to be a member of the Club as from the date of his or her suspension but without prejudice to his or her liability for all subscriptions or other moneys due and owing to the Club and shall have no right of action or other remedy against the members of the Club or against the Board in respect of such suspension and/or expulsion.
- 9.4. The name of any member suspended or expelled shall be sent by the Club to the Centre.

10. Register of Members

- 10.1. A register shall be maintained and such register be prima facie proof of the persons who are members of the Club.

11. Officers

- 11.1. At each Annual General Meeting, the members shall elect Honorary Officers of the Club to make up the Governing Board.

12. The Board

- 12.1. The Governing Board of the Club, to be elected at each Annual General Meeting shall be not less than 4 and not more than 8 members comprising:
 - a) President
 - b) Secretary

- c) Treasurer
 - d) Such other members as circumstances dictate desirable
- 12.2. Nominations for the Board shall close with the Secretary at 5.00 PM 7 clear days prior to the Annual General Meeting. A notice calling for all nominations shall be placed in the Club's clubrooms at least three weeks prior to the date of the Annual General Meeting. After the closing date for Nominations, a notice listing all nominations received shall be placed in the clubrooms.
 - 12.3. If for any reason whatsoever no nominations are received for all or any office, then and in such event it shall be competent for the Annual General Meeting to fill any office for which no nominations have been received.
 - 12.4. The Board shall be entitled to appoint a Director Of Coaching from time to time.
 - 12.5. The Board shall have the power to co-opt any additional members to the Board and/or sub committees.
 - 12.6. In the event of the resignation of a member, or members, of the Board, the remaining members may, on their own motion, appoint replacement(s) for the members who have resigned.
 - 12.7. The Board will, at its first meeting after the AGM, elect all or some of the officers needed for the betterment of the Club including; delegates or representative to any body or bodies to which the Club may from time to time be affiliated, and delegate responsibility to Committee members for other specified duties required for the successful operation of the Club.
 - 12.8. If any member of the Board absents themselves from three consecutive nominated meetings without sufficient excuse, his or her seat may be declared vacant and a replacement appointed pursuant to Clause 12.6. Such member shall remain eligible for re-election.
 - 12.9. Following the appointment of any member of the Board pursuant to clause 12.6, the Board shall, in a timely manner that it considers appropriate, advise members of that appointment having been made.

13. Sub – Committees

- 13.1. The Board may appoint such additional sub-committees as may be necessary or desirable to more efficiently promote and carry out the objects of the Club and such additional sub-committees shall be strictly bound by the terms of the resolutions appointing them and defining the matters referred to them. Sub-committees shall:
 - a) Arrange and conduct, at such times and places as the Board shall direct, such activities as are in the interest of the Club and such sub-committee shall have power to co-opt any person for any special purpose or purposes.
- 13.2. Executive Emergency Sub-Committee -
The Board may appoint an emergency sub-committee not exceeding four members who will have the confidence of the Club to deal with Club matters that arise between meetings. The emergency sub-committee may not finalise any financial business of the Club unless earlier empowered by the Board.
- 13.3. Sub-Committees Appointed Only to Assist The Board -
Every sub-committee appointed by the Board shall be subject in all things to the control of the Board and shall carry out all directions general or special of the Board given in relation to such sub-committee or its affairs. It is expressly declared that every such sub-committee shall be regarded as appointed only to assist the Board in carrying out the business of the Club and such sub-committee shall have no authority to transact any business of the Club other than that given to it by the Board.

14. Duties of Sub-Committee

- 14.1. Every such sub-committee shall:
 - a) Elect its own Chairman provided that no person shall be Chairman of more than one sub-committee, although he or she may be a member of more than one sub-committee.
 - b) Consist of at least three members of the Club.
 - c) Meet at such times and places as it thinks fit and give sufficient notice of such meetings to each member of such sub-committee.
 - d) Appoint a minutes clerk whose duty it shall be to keep full and correct minutes of all its meetings and records of its activities.
 - e) Report fully in writing to the Board at each Board meeting on such sub-committee's activities since the previous meeting of the Board.

- f) Hand to the Board at each Board meeting a duplicate copy of all minutes of such sub-committee's meetings held since the previous meeting of the Board.

15. Duties

15.1. **President** - Shall preside at all meetings, providing leadership, whether of the Board or of the Club and failing his attendance one of the members in attendance shall take the chair. The President shall ensure:

- a) Meeting discussion content is confined to those issues that are relevant to the reason for which the meeting was called, and remain true to Board policy.
- b) Deliberation is fair, open, and thorough but also timely, orderly, and kept to the point.
- c) All Board members be encouraged and enabled to make a contribution to the Board's deliberations.
- d) When the President is called upon to interpret a Board policy or policies, all interpretations shall reflect both the stated intent and spirit of the policy(s).
- e) The President shall establish and maintain a regular communication channel to ensure an exchange of information between all members on relevant topics.
- f) The President has no authority to unilaterally change any aspect of Board policy.
- g) The President may delegate aspects of the authority accompanying the position but remains accountable for its use.

15.2. **Secretary**

- a) It shall be the duty of the Secretary to:
- b) To assist the President and Board with all aspects of the administration of the club
- c) Keep a true record of the proceedings of all meetings of the Club and where necessary to give effect to all resolutions passed at such meetings.
- d) Keep a Register of Members including their names and addresses and the dates at which they became or ceased to be members.
- e) Notify the Treasurer during the year of the election of new members.
- f) Have the custody of and to file all documents connected with the business of the Club and to bring them before such meetings as may properly deal with them.
- g) Notify each officer of the Club of his election.
- h) Conduct the correspondence of the Club.
- i) Notify those concerned of every meeting of the Board or of the Club.
- j) In case of inability to attend any meeting to notify the President of such fact and to cause the necessary books and papers to be conveyed to the place of meeting.
- k) Complete all returns and supply all data as may be required by the Registrar of Incorporated Societies in respect of the registration of the Club under the Incorporated Societies Act 1908.
- l) Not give any information in connection with the Club or transact any business except on the authority of the Board.
- m) The President shall be a member ex officio of all sub-committees appointed by the Board with power to convene meetings of any such sub-committee

15.3. **Director Of Coaching**

- a) Responsibility for the successful performance of the club at Local, National and International swimming competitions
- b) Oversee the coaching staff, providing guidance and mentoring

15.4. **Treasurer**

- a) It shall be the duty of the Treasurer to:
- b) Collect and receive all moneys (including subscriptions) due to the Club and pay all accounts contracted by it, which accounts have been duly passed for payment by the Board and keep a correct account of all monies received and paid out in books provided for that purpose.
- c) Produce to the Board prior to the Annual General Meeting a balance sheet duly audited of receipts and disbursements of the past year and a report generally on the finances of the Club.
- d) Have custody of all of the funds of the Club and to keep account of same in such manner as will at any time clearly show the true financial position of the Club.

- e) Pay all moneys collected as soon as practicable to the account of the Club with such Bank as the Club may from time to time decide.
- f) Permit the internal auditor and the Board to have access to the Club's books of account at all times.
- g) Report to the Board at least once a month on the financial position of the Club.

16. Annual General Meeting

16.1. The Annual General Meeting of the Club shall be held prior to the 15th July in each year when the officers of the Club shall be elected for the ensuing year and the annual report and balance sheet and any other business, which is brought before the meeting shall be considered.

17. Special General Meeting

17.1. A Special General Meeting of members may be called at any time by the Board or by requisition signed by not less than ten percent (10%) of financial members. The requisition shall be addressed to the Secretary and shall set out specifically the business for which the Special General Meeting is required. Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The notice of a Special General Meeting shall be the same as that prescribed for the Annual General Meeting.

17.2. At a special General Meeting only the business set out in the notice convening the meeting shall be considered, provided that the meeting may, by unanimous vote, permit the consideration of additional business.

18. Board Meetings

18.1. Board meetings shall be held from time to time as business demands, but not less than once every 2-months.

19. Notice of General Meeting

19.1. Notice of General Meetings of the Club shall be either by advertisement in a newspaper circulating on the North Shore of Auckland or by notice in writing delivered by email or post to each financial member entitled to vote at each meeting at his or her address in the Registrar provided that accidental omission to notify any member or members shall not invalidate the meeting if this rule be otherwise substantially complied with. Such notice shall advise that the full agenda for the General Meeting is available for inspection pursuant to clause 19.2.

19.2. A full agenda for any General Meeting shall be posted in the Club's clubrooms not less than three weeks prior to the date of the General Meeting

20. Quorum

20.1. At all general meetings of members of the Club the quorum shall be:

- a) 60% of the Board and not less than 10 financial members
- b) Should 60% of the Board be present, and less than 10 financial members, the President shall call a vote of all financial members present. If all financial members agree, the President may accept this as a quorum and proceed with the meeting.

20.2. If after the expiration of such time as the President shall decide from the time appointed for the commencement of the meeting there is no quorum present, or those present are not in unanimous agreement to proceed, the -President shall adjourn the meeting to a date and time to be determined by the President. Notice of the new date and time shall be given by the Secretary in the manner prescribed for notice of a general meeting. If at the resumed meeting there is still no quorum present then those present shall constitute a quorum and shall be entitled to transact the business of the meeting.

20.3. In the case of a special general meeting called by requisition of members, if there is no quorum present the President shall adjourn the meeting or declare such meeting lapsed.

20.4. At all meetings of the Board the quorum shall be 60% of Board members

20.5. At all Sub-Committee meetings of the Club the quorum shall be half the number of such Sub-Committee.

21. Voting

21.1. At all general meetings every financial member of the age of 16 years and over present in person or by proxy and every Life Member and parent of financial members under 16 years of age shall be entitled to have a vote and in case of an equality of votes the President shall have a casting vote as well as a deliberative vote. Proxies must be in writing and in the hands of the Secretary

before the commencement of the meeting. Voting shall be by ballot. Junior members under the age of 16 years shall not be entitled to vote. There shall be no plural voting except in representing multiple absent members by proxy in writing.

22. Trophies

22.1. The Board will confirm the awarding of all Club trophies, which shall be as listed in the regulations of the Club relating to trophies, as shall from time to time be prescribed. No restricted member is eligible to compete in Club championships.

23. Borrowing Powers

23.1. If at any time the Club in general meeting shall pass a resolution authorising the Board to borrow money, the Board shall thereupon be empowered to borrow for the purposes of the Club such amount of money, either at one time or from time to time at such rate of interest and in such form and manner and upon such security, as shall be specified in such resolution and thereupon the Board shall do all things and the Club shall execute all documents as the Board may deem proper for giving security for such loans and interest. Any such resolution to be carried by a three-fifths majority of the members voting either in person or by proxy at such general meeting. All members of the Club whether voting on such resolution or not and all persons becoming members of the club after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favour of such resolution.

24. Damage to Club Property

24.1. All damage to Club property by any member, which in the opinion of the Board was due to deliberate action, carelessness or neglect, shall be paid for by the member causing same, including all costs associated with the collection of the debt.

25. Affiliation

25.1. The Club shall affiliate with the New Zealand Amateur Swimming Association and/or with the Auckland Centre of the New Zealand Amateur Swimming Association and/or with such other amateur body or bodies as the Board may from time to time think fit.

26. Audit

26.1. The Club's book shall be audited by a duly qualified auditor to the 31st day of March in each year on which date the financial year of the Club shall end. The Board shall be empowered to arrange for a special audit of the Club's books at any time should it be deemed advisable.

27. Visitors

27.1. Members of kindred clubs visiting North Shore may be allowed the privileges of the Club for any period not exceeding one month, without being called on to pay any subscription to the Club, provided they abide by the Club rules.

28. Alteration of Rules

28.1. These rules shall not be altered or repealed, nor any new Rule introduced, except at the Annual General Meeting or at a Special General Meeting called for that purpose. Notice of a proposed alteration, repeal or introduction of a new Rule shall be included in the meeting agenda.

28.2. No addition to, or alteration or deletion of the amateur sports objects, Personal Benefit clause, Payments To Members clause or the Winding Up clause shall be made without the approval of the Inland Revenue Department (or its statutory successor in the approval of amateur sports promoters). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

29. Winding Up

29.1. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities any funds or property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other amateur charitable sports promoter ~~or charitable organisation~~.

30. Interpretation of Rules

30.1. The Board is the sole authority for the interpretation of these Rules and of the regulations made thereunder and the decision of the Board upon any question of interpretation shall be final and binding on the members, subject to the right of appeal as provided in the Rules of the New Zealand Amateur Swimming Association.

31. Matters Not Provided For In Rules

31.1. If any case occurs which in the opinion of the Board is not provided for by these Rules, it shall be determined by the Board in such manner as it shall think fit and its decision shall be final subject to the right of appeal as provided in the Rules of the New Zealand Amateur Swimming Association.

32. Inspection and Copies of Rules

32.1. These Rules shall be open to inspection at all reasonable times and a copy thereof shall be supplied on such terms and conditions as the Board may from time to time direct.

33. Regulations

33.1. The Board are empowered to make repeal and amend such regulations (not inconsistent with these Rules), as it may from time to time consider necessary for the internal management and well being of the Club. All regulations made by the Board under this Rule shall be binding on the members until repealed or rescinded by the Board or set aside by the Club in general meeting.

34. Registers of Club Property

34.1. The regulations of the Club shall provide for Registers to be maintained of all assets of the Club including all Club trophies.

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President

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Secretary