



# **RULES OF**

**METRO WEST SWIMMING VICTORIA INCORPORATED**

*(formerly known as the Constitution)*

**Version 2022.01**

**Approved (10.08.2022)**

*Compiled under the rules of the [Associations Incorporation Reform Act 2012 \(Vic\)](#)  
and Swimming Victoria Incorporated*

## 1 NAME

The name of the Incorporated Association is METRO WEST SWIMMING VICTORIA INCORPORATED known as METRO WEST DISTRICT (in these Rules called the "District").

## 2 INTERPRETATION:

(1) In these rules unless the contrary intention appears:-

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

**Annual General Meeting** means the Annual General Meeting as required under The Act;

**Casual Vacancy** means a vacancy that is caused if a Management Committee member:-

- (a) ceases to be an Individual Member
- (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 an Annual General Meeting, Special General Meeting, Management Committee Meeting of Delegates Committee Meeting;

**Delegates Committee** means the committee of District Delegates (incorporating the Management Committee).

**Delegates Committee Meeting** means meetings of the Delegates Committee.

**Delegates Committee member** means a member of the Delegates Committee

**District Delegate** means the Individual Member appointed by the Member Club to act on the club's behalf at Annual General Meetings, Special General Meetings and Delegates Committee Meetings

**Financial Year** means the 12 month period ending on the 30<sup>th</sup> June ;

**Individual Member** means an individual member of a Member Club.

**Life Member** means a Life Member of the District

**Management Committee** means the elected office holders that manage the business of the District;

**Management Committee Meeting** means meetings of the Management Committee;

**Management Committee member** means a member of the Management Committee elected or appointed as per these Rules;

**Member Club** means a club that is allocated to, and accepted as a member, of Metro West District by the governing body.

**Officials Club** means the Officials Club as recognised by Swimming Victoria.

**Special General Meeting** means a General Meeting other than the Annual General Meeting;

**Safe Sport Framework** means the Swimming Australia Safe Sport Framework in force from time to time;

**SAL** means Swimming Australia Inc;

**Special Resolution** means a resolution at an Annual General Meeting or Special General Meeting;

**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 as required by these rules;

**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 the District 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 the District
- (e) minutes of Annual General Meetings and Special General Meetings of the incorporated District, including financial statements submitted at an Annual General Meeting; and
- (f) minutes of Management Committee Meetings.

**Rules** means the constitution of the District.

(2) In addition:-

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

### **3 OBJECTS**

(1) The District is formed to promote and develop the sport of Swimming, and to accomplish this, shall:

- (a) be a member of and otherwise cooperate with SV, SAL and such other bodies as may be desirable to achieve these Objects;
- (b) conduct, encourage, promote, advance, control and administer Swimming in the District;
- (c) act in the best interests of the District and Swimming;
- (d) promote the economic and sporting success, strength and stability of the District;
- (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 the District towards achieving these Objects;
- (g) strive for governmental, commercial and public recognition of the District, 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 the District;
- (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 Swimming Australia Limited Safe Sport Framework, (as amended from time to time), 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 the District.

### **4 POWERS OF DISTRICT**

(1) Subject to the [Act](#), the District has power to do all things incidental or conducive to achieve the Objects.

(2) Without limiting subrule (1), the District 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) The District may only exercise its powers and use its income and assets (including any surplus) for the Objects.

## **5 NOT FOR PROFIT ORGANISATION**

- (1) The District must not distribute any surplus, income or assets directly or indirectly to its Member Clubs or Individual Members.
- (2) Subrule (1) does not prevent the District from paying a member:-
- (a) reimbursement for expenses properly incurred by the Member; or
  - (b) for goods or services provided by the Member; or
  - (c) as part of a District grant scheme, for officiating at a District event, or similar - if this is done in good faith on terms no more favourable than if the Member was not a member.

## **6 MEMBERSHIP - Member Clubs**

- (1) Clubs that are allocated to Metro West District by Swimming Victoria are to be recognised as Member Clubs. In becoming Member Clubs these clubs agree to be bound by, and observe:
- (a) The Rules and By-Laws of Metro West District;
  - (b) The Rules and By-Laws of Swimming Victoria and Swimming Australia;
  - (c) The Swimming Victoria Codes of Behaviour and Rules of Competition; and
  - (d) The Safe Sport Framework or similarly named policy.

## **7 MEMBERSHIP - Individual Members**

- (1) Individuals that are members of Member Clubs are considered to be Individual Members of the District and agree to be bound by, and observe:
- (a) The Rules and By-Laws of Metro West District;
  - (b) The Rules and By-Laws of Swimming Victoria and Swimming Australia;
  - (c) The Swimming Victoria Codes of Behaviour and Rules of Competition; and
  - (d) The Safe Sport Framework or similarly named policy.
- (2) Under these Rules, an individual that is an Individual Member of the Officials Club, providing that club is financial and formally recognised by Swimming Victoria, shall be considered an Individual Member and is entitled to the rights of an Individual Member afforded in these Rules.

## **8 MEMBERSHIP - Membership Types**

- (1) The membership shall consist of:
- (a) Member Clubs, who are represented by a District Delegate, are entitled to attend, debate and vote (where relevant) at the Annual General Meeting, Special General Meeting and Delegates Meeting provided the Member Club's membership rights are not suspended for any reason;
  - (b) Individual Members, who are registered Individual Members of Member Clubs, are entitled to attend Annual General Meetings and Special General Meetings, provided the Individual Member is financial and their membership rights are not suspended for any reason. Individual members are not entitled to debate or vote at the Annual General Meeting or Special General Meetings; and

- (c) Life Members, who are Life Members of the District are entitled to attend Annual General Meetings and Special General Meetings, provided they are financial and their membership rights are not suspended for any reason. Life Members are not entitled to debate or vote at the Annual General Meeting or Special General Meetings.
- (2) Life Members are individuals who the District has conferred Life Membership upon as a result of their long and meritorious service to the District and their efforts in furthering the interested of the District. Life Membership:
- (a) may only be conferred or removed by Special Resolution at a Special General Meeting; and
  - (b) must be submitted by a Member Club or by the Management Committee (through a resolution of the Management Committee); and
  - (c) must be received on the prescribed form by the Secretary at least twenty-eight (28) days prior to the relevant Special General Meeting; and
  - (d) may only be awarded to a current financial Individual Member; and
  - (e) must meet the guidelines for awarding Life Membership as per the Metro West By-Laws.

## **9 MEMBERSHIP - Admission of Members**

- (1) An applicant to be an Individual Member must be completed through a Member Club, by registering and paying all relevant fees through the approved Swimming Victoria registration system. There are no special qualifications for membership.
- (2) Swimming Victoria and the Member Club shall determine whether to approve or to reject the application to become an Individual Member.
- (3) If an application to become an Individual Member is approved by Swimming Victoria and the Member Club, the Secretary of Metro West District 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.
- (4) A person becomes an Individual Member and is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) Swimming Victoria and the Member Club approves the person's membership; or
  - (b) the Individual Member pays all relevant fees.

## **10 MEMBERSHIP - Member Club Affiliation Fee and Individual Member Fee**

- (1) The Member Club Affiliation Fee is to be determined at a Special General Meeting convened at least six (6) months prior to the commencement of the season. If no meeting is convened the Affiliation Fee for that subsequent season shall be nil.
- (2) The Individual Member District Membership Fee is to be determined at a Special General Meeting convened at least six (6) months prior to the commencement of the season. If no meeting is convened the Individual Member District Membership Fee for that subsequent season shall be nil.
- (3) The payment rate for Swimming Victoria Officials providing services at Metro West events, is to be determined at a Special General Meeting convened at least six (6) months prior to the commencement of the season. If no meeting is convened the payment rate shall be nil.
- (4) A Member Club or Individual Member who joins after the start of a financial year must, for that financial year, pay a fee equal to the full Member Club Affiliation Fee or the full Individual Member Fee.
- (5) The rights of a Member Club or Individual Member who has not paid any amounts owing to the District by the due date for that payment may be suspended until the amount is paid in full unless otherwise determined by the Committee.

## 11 MEMBERSHIP - General Rights of Member Clubs and Individual Members

- (1) A Member Club is entitled—
  - (a) to receive notice of the Annual General Meeting and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit special resolutions for consideration at the Annual General Meeting; and to attend the Annual General Meeting via their District Delegate; and
  - (c) to vote at the Annual General Meeting via their District Delegate; and
  - (d) receive notice of any Special General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (e) to submit special resolutions for consideration at a Special General Meeting; and
  - (f) to attend the Special General Meeting via their District Delegate; and
  - (g) to vote at the Special General Meeting via their District Delegate; and
  - (h) receive notice of the Delegates Committee Meetings and of proposed business in the manner and time prescribed by these Rules; and
  - (i) to submit items of business for consideration at the Delegates Committee Meeting; and
  - (j) to attend Delegates Committee Meetings via their District Delegate; and
  - (k) to have access to the minutes of the Annual General Meeting, Special General Meetings, Management Committee Meetings and Delegates Committee Meetings, and other documents of the District as provided under the [Act](#); and
  - (l) to inspect the Register.
- (2) A Member Club is entitled to vote if—
  - (b) more than 10 business days have passed since they became a Member Club; and
  - (c) the Member Club's membership rights are not suspended for any reason.
- (3) An Individual Member is entitled to —
  - (a) receive notice of the Annual General Meeting and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit special resolutions for consideration at the Annual General Meeting; and
  - (c) to attend the Annual General Meeting;
  - (d) receive notice of any Special General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (e) to submit special resolutions for consideration at Special General Meetings; and
  - (f) to attend Special General Meetings;
- (4) An Individual Member does not have any voting rights under these Rules.
- (5) A Life Member is entitled to —
  - (a) receive notice of the Annual General Meeting and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit special resolutions for consideration at the Annual General Meeting; and
  - (c) to attend the Annual General Meeting;
  - (d) receive notice of any Special General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (e) to submit special resolutions for consideration at Special General Meetings; and
  - (f) to attend Special General Meetings;
- (6) A Life Member does not have any voting rights under these Rules.

## **12 MEMBERSHIP - Rights Not Transferable**

- (1) The rights of a Member Club or Individual Member are not transferable and end when membership ceases.

## **13 MEMBERSHIP - Ceasing Membership**

- (1) The membership of an Individual Member ceases on when their membership with their Member Club and/or Swimming Victoria ceases.
- (2) If a Member Club or Individual Member ceases to be a member, the Secretary must, as soon as practicable, enter the date the Member Club or Individual Member ceased to be a member in the register of members.

## **14 MEMBERSHIP - Register Of Members**

- (1) The Secretary must keep and maintain a Register that includes—
  - (a) for each current Individual Member—
    - (i) the Member's name;
    - (ii) the electronic address of the member;
    - (iii) the date of becoming a Member; and
    - (iv) any other information determined by the Committee; and
  - (b) for each former Individual Member, the date of ceasing to be a Member.
- (2) A Member may, at a reasonable time and free of charge, inspect the Register in line with the provisions of *The Privacy Act (1988)*.

## **15 MANAGEMENT COMMITTEE - Role and powers**

- (1) The business of the District must be managed by or under the direction of a Management Committee.
- (2) The Management Committee may exercise all the powers of the District except those powers that these Rules or the [Act](#) require to be exercised by an Annual General Meeting or Special General Meeting.
- (3) Subject to these Rules and the [Act](#) the Management Committee may perform all such acts as it deems essential for the proper management of the District.
- (4) The Management Committee shall have the power to create or amend By Laws and policies for the efficient operation of the District. Such By Laws and policies shall be published to all Member Clubs and Individual Members from time to time for their information.

## **16 MANAGEMENT COMMITTEE - Delegation**

- (1) The Management Committee may delegate to a Management Committee member, the Delegates Meeting, or subcommittee, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Management Committee by the [Act](#) or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- (3) The Management Committee may, in writing, revoke a delegation wholly or in part.

## 17 MANAGEMENT COMMITTEE - Officers and Management Committee Members

- (1) The officers of the District (Management Committee Members) shall be:-
  - (a) President;
  - (b) Vice President;
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Competitions Officer;
  - (f) District Referee;
  - (f) General Officer.
- (2) Each officer of the District shall hold office until the completion of the Annual General Meeting next held following their election or appointment. They shall be eligible for re-election.
- (3) If there is a Casual Vacancy for any position on the Management Committee, with the exception of the Secretary, that position shall be filled by appointment by the Management Committee from the Individual Members. The Casual Vacancy shall be filled as soon as practicable. In the interim, another member of the Management Committee may act in an 'Acting' position, but is not entitled to extra voting rights in the 'Acting' position.
- (4) If there is a Casual Vacancy for the position of Secretary, that position shall be filled by appointment by the Management Committee from the Individual Members, and as per The Act must be filled within 14 days of the vacancy occurring.
- (5) A Management Committee member may resign from the Management Committee by written notice to the Management Committee.
- (6) A person ceases to be a Management Committee member if that person –
  - (a) ceases to be an Individual Member; or
  - (b) otherwise ceases to be a Management Committee member by operation of section 78 of the [Act](#).
- (7) Where a Management Committee member's rights of membership are suspended for any reason, that person's entitlement to be a Management Committee member is also suspended but such suspension shall not amount to a casual vacancy on the Management Committee.
- (8) Should a Management Committee Member have a Conflict of Interest due to a financial or personal interest on any item required to be voted on at a relevant meeting, the Management Committee Member must declare the conflict and abstain from voting. It is the individual Management Committee Member's responsibility to identify and declare any Conflict of Interest. The Secretary should record any declared Conflict of Interests in the minutes of the relevant meeting.

## 18 MANAGEMENT COMMITTEE - General Duties

- (1) As soon as practicable after being elected or appointed to the Management Committee, each member of the Management Committee must become familiar with these Rules and the [Act](#).
- (2) The Management Committee is collectively responsible for ensuring that the District complies with the [Act](#) and that individual Management Committee members comply with these Rules.
- (3) Management Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Management Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the District; and
  - (b) for a proper purpose.



- (5) Management Committee members and former Management Committee members must not make improper use of their position or 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 the District.
- (6) In addition to any duties imposed by these Rules, a Management Committee member must perform any other duties imposed from time to time by a resolution at a Management Committee Meeting or Delegates Meeting, or by the [Act](#).

## **19 MANAGEMENT COMMITTEE - Election of Management Committee members**

- (1) The Secretary must give notice to each Member Club with a call for Nominations for Management Committee Positions at least twenty-eight (28) days prior to the relevant meeting where officers are elected.
- (2) A nomination for a position on the Management Committee shall be in writing, signed by two Individual Members other than the nominee. The written acceptance of the nomination by the nominee shall be endorsed on the nomination form.
- (3) The nomination form shall be delivered to the Secretary at least twenty-one (21) days prior to the Annual General Meeting.
- (4) 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 Annual General Meeting without the need to call for a vote.
- (5) The Chair may call for further nominations at the Annual General Meeting for any position where the number of written nominations are not equal to or more than the number required. Any such nominations must be made by an Individual Member, seconded by another Individual Member, and accepted by the nominee. Such nomination and acceptance may be done orally at the Annual General Meeting.
- (6) If more nominations are received for a position than the number provided, a vote shall be taken at the Annual General Meeting to elect the office bearer. In this instance the individual with the greatest number of votes received from those entitled to vote shall be deemed elected without the need for an absolute majority. In the instance of a tie a second vote shall be taken. Should the second vote also result in a tie, the position shall remain vacant and filled by the Casual Vacancy provisions within these Rules.
- (7) During the election of Office Bearers, once two Individual Members of a Member Club are elected to the Management Committee, no further Individual Members from the Member Club are entitled to be elected to further positions as per Rule 20(3).

## **20 MANAGEMENT COMMITTEE - Who is eligible to be a Management Committee Member**

- (1) An Individual Member under these Rules is eligible to be elected or appointed as a Management Committee member providing the Individual Member is:
  - (a) in good standing with the District; and
  - (b) currently financial; and
  - (c) an Australian resident; and
  - (d) is over 18 years of age.
- (2) An Individual Member can only hold one (1) position on the Management Committee, except in the instance that a member of the Management Committee is fulfilling duties in an acting role as per these Rules when a Casual Vacancy occurs.
- (3) Only two Individual Members from the same Member Club are entitled to hold office of the District on the Management Committee at any one time, excluding a member filling an 'acting' role as per these Rules.

## **21 MANAGEMENT COMMITTEE - Proceedings of the Management Committee**

- (1) The Management Committee shall meet at least four (4) times in each year, at a place and time determined by the Management Committee.
- (2) The quorum for a Management Committee meeting shall be more than one half of the Management Committee members.
- (3) If a quorum is not present within 30 minutes of the starting time for the meeting, the meeting shall be deferred to a later date.
- (4) At Management 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 Chair from available members of the Management Committee.
- (5) Each Management Committee member shall have one vote. In the instance of a tie there is no second of casting vote rights afforded to the President or any member of the Management Committee.
- (6) Notice of Management Committee meetings shall be given to each Management Committee member, in such form as the Management Committee determines.
- (7) The Management Committee may act on any matter, subject to sub-clause (2), notwithstanding the absence of any member or a vacancy on the Committee.

## **22 PRESIDENT**

- (1) The President:-
  - (a) is the principal leader of the District;
  - (b) bears the overall responsibility for the District's administration and operation;
  - (c) is responsible for ensuring the Objects of the District are achieved as per these Rules; and
  - (d) is responsible for ensuring the rights and responsibilities of all Members are upheld as per these Rules.
- (2) The role of the President includes (but is not limited to):
  - (a) being well informed on all current and future Metro West activities and events;
  - (b) have a thorough working knowledge of the Metro West Rules, By-Laws, procedures and policies; and
  - (c) ensuring the Management Committee is fulfilling their roles as per the Metro West Rules;
  - (d) act as facilitator for district activities and events;
  - (e) chair meetings as required by these Rules; and
  - (f) representing the District at a local, state and national level.

## **23 VICE PRESIDENT**

- (1) The Vice President:
  - (a) is the secondary leader of the District;
  - (b) and assists the President in ensuring the outcomes in Rules 22(1) and 22(2) are achieved.

## **24 SECRETARY**

- (1) The Secretary must—
  - (a) maintain the Register in accordance with Rule 14; and

- (b) keep custody of the common seal (if any) of the District and, except for the financial records referred to in Rule 25, all Relevant Documents; and
  - (c) subject to the [Act](#) and these Rules, provide members with access to the Register and the Relevant Documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules 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) the District is legally entitled or obliged to do so.

## **25 TREASURER**

- (1) The Treasurer must—
- (a) be responsible for accounting for all moneys received by the District, and ensure receipts are issued by the District or by systems used to receive payments to the District;
  - (b) ensure that all moneys received are paid into the account of the District as soon as practicable; and
  - (c) make any payments authorised by the Management Committee from the District's funds; and
  - (d) ensure cheques comply with Rule 40(1); and
  - (e) ensure online transfers comply with Rule 40(2); and
  - (f) ensure that the financial records of the District are kept in accordance with the [Act](#);
  - (g) coordinate the preparation of the financial statements of the District and their certification by the Committee prior to their submission to the Annual General Meeting; and
  - (h) ensure that at least one other Committee member has access to the accounts and financial records of the District, and keep in his or her custody, or under his or her control
    - (i) the financial records for the current financial year; and
    - (ii) any other financial records as authorised by the Committee.

## **26 DELEGATES COMMITTEE**

- (1) The Delegates Committee shall meet at least four (4) times in each year, at a place and time determined by the Management Committee.
- (2) The quorum for a Delegates Committee meeting shall be more than one half of the Management Committee members.
- (3) The Delegates Committee Meeting gives the Management Committee an opportunity to report on the business of the District and present reports from members of the Management Committee.
- (4) The Delegates Committee Meeting also gives Member Clubs to ask questions of the Management Committee and to raise items of business for the Management Committee to consider.
- (5) At the Delegates 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 Chair from available members of the Management Committee.
- (6) There is no requirement for votes to be taken at a Delegates Committee meeting.

- (7) Notice of Delegates Committee meetings shall be given to each Member Club via their District Delegate, in such form as the Management Committee determines.

## **27 USE OF TECHNOLOGY**

- (1) A participant at the Annual General Meeting, Special General Meeting, Management Committee Meeting or Delegates Committee Meeting who is not physically present may be permitted to attend, participate in, and vote (where permitted by these rules) by the use of technology.
- (2) For the purposes of this Part, participating in a meeting as permitted under subrule (1) is taken to be present at the meeting and, if voting, is considered to have voted in person.

## **28 DISTRICT MEETINGS - Annual General Meetings**

- (1) The Management Committee must convene an Annual General Meeting of the District to be held within three months after the end of each financial year.
- (2) The Management Committee will determine the date, time and place of the Annual General Meeting.
- (3) The business of the Annual General Meeting is as follows—
- (a) Apologies;
  - (b) Confirmation of the minutes of the previous Annual General Meeting and of any Special General Meetings held since then;
  - (c) to receive and consider—
    - (i) Annual Reports of the Management Committee;
    - (ii) Financial Statements of the District for the preceding financial year submitted by the Management Committee in accordance with Part 7 of the [Act](#);
  - (d) to elect the Management Committee and appoint any other relevant District roles;
  - (e) to consider any resolutions to alter the District's Rules that are proposed in accordance with these Rules;
  - (f) to consider any resolutions to wind up the District.
- (4) No other business shall be conducted at the Annual General Meeting.

## **29 DISTRICT MEETINGS - Special General Meetings**

- (1) The Management Committee may, if it thinks fit, convene a Special General Meeting.
- (2) In addition, the Management Committee must convene a Special General Meeting if a request to do so is made by more than 50% of the total number of Member Clubs.
- (3) A request for a Special General Meeting pursuant to Rule 29(2) must—
- (a) be in writing; and
  - (b) state the resolutions to be proposed; and
  - (c) include the names and signatures of the District Delegates of the Member Clubs requesting the meeting; and
  - (d) be given to the Secretary.
- (4) If the Management Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Member Clubs making the request may convene the Special General Meeting.
- (5) A Special General Meeting convened by Member Clubs under Rule 29(4):
- (a) must be held within 3 months after the date on which the original request was made; and

- (b) may only consider the resolution stated in that request.
- (6) The District must reimburse all reasonable expenses incurred by the Member Clubs convening a Special General Meeting under Rule 29(4).
- (7) The Management Committee will determine the date, time and place of any Special General Meeting (excluding those convened as per Rule 29(4))
- (8) The business of the Special General Meeting is as follows—
  - (a) Apologies;
  - (b) to consider any resolutions to alter the District's Rules that are proposed in accordance with these Rules;
  - (c) to set the Member Club Affiliation Fee (if required);
  - (d) to set the Individual Member District Membership Fee (if required);
  - (e) to set the payment rate for Swimming Victoria Officials (if required);
  - (f) to consider nominations for Metro West Life Membership (if required);
  - (g) to consider any resolutions to wind up the District.
- (9) No other business shall be conducted at a Special General Meeting.

### **30 DISTRICT MEETINGS - Notice of Annual General Meetings and Special General Meetings**

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 29(4), the Member Clubs convening the meeting) must give to each Member Club at least twenty-one (21) days notice of an Annual General Meeting or Special General Meeting.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) include the full agenda and business of the meeting; and
  - (c) state in full the resolutions being proposed as per these Rules.
- (3) The Secretary must also post notice of the meeting on the District website (or the primary service used to post information pertaining to the District), at least 21 days prior to the Annual General Meeting or Special Meeting.
- (4) The Secretary must also give notice to each Member Club a call for Nominations for Management Committee Positions (if relevant) and a call for Special Resolutions, at least twenty-eight (28) days prior to the relevant meeting.

### **31 DISTRICT MEETINGS - Attendance at Annual General Meetings and Special General Meetings**

- (1) As per these rules the following membership types are entitled to attend an Annual General Meeting or Special General Meeting:
  - (a) Member Clubs
  - (b) Individual Members
  - (c) Life Members
- (2) Member Clubs are required to advise the Secretary of their District Delegate prior to the commencement of the Annual General Meeting or Special General Meeting.
- (3) Member Clubs wishing to nominate a proxy to attend the meeting and vote on their behalf, must provide the Secretary with a completed proxy form prior to the commencement of the Annual General Meeting or Special General Meeting. The proxy can be an individual that is already entitled to attend and vote at the meeting.

### **32 DISTRICT MEETINGS - Voting at Annual General Meetings or Special General Meetings**

- (1) At any Annual General Meeting or Special General Meeting:
  - (a) Each Member Club that is entitled to vote as per these Rules shall have one vote;
  - (b) Each Member Club shall exercise this vote via a District Delegate;
  - (c) No other Individual Member is entitled to vote as per these Rules;
  - (d) Proxy voting is permitted as per Rule 31(3). A proxy is considered to be present.
  - (e) A vote shall be conducted by a show of hands or by the method determined by the Chair. The result of the vote shall be declared by the Chair and shall be final.
  - (f) In the case of an equality of votes on a question the Chairperson is not entitled to exercise a second or casting vote. A tied vote is considered lost.

### **33 DISTRICT MEETINGS - Proceedings at Annual General Meetings or Special General Meetings**

- (1) The quorum for an Annual General Meeting or Special General Meeting is more than half of Member Clubs entitled to vote.
- (2) At an Annual General Meeting or Special General Meeting:
  - (a) the President shall preside;
  - (b) in their absence the Vice President shall preside; or
  - (c) in the absence of both, the meeting shall appoint a Chair.
- (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 and place seven days later, unless another place is specified by the Chair at the time of adjournment. At the adjourned meeting the quorum shall be half of the quorum specified in clause 33(1). If a quorum is not attained within 30 minutes of the scheduled time for commencement the adjourned meeting shall lapse.

### **34 DISTRICT MEETINGS - Adjournment of Annual General Meetings or Special General Meetings**

- (1) The Chair of an Annual General Meeting or Special General Meeting at which a quorum is present may, with the consent of a simple majority of Member Clubs present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting Rule 34(1), an Annual General Meeting or Special General Meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Member Clubs 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 these Rules.

### **35 DISTRICT MEETINGS - Minutes of Annual General Meetings or Special General Meetings**

- (1) The Committee must ensure that minutes are taken and kept of each Annual General Meeting and Special 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 Annual General Meeting must include—
- (a) the names of all Member Clubs (District Delegates) and Individual Members attending the meeting; and
  - (b) the financial statements submitted to members in accordance with these Rules; and
  - (c) the certificate signed by two Management Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the District; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements if required under the [Act](#).

### **36 ALTERATION OF RULES**

- (1) Subject to Rule 36(2), these Rules may only be amended by a Special Resolution at an Annual General Meeting or Special General Meeting.
- (2) Proposed amendments to these Rules shall be approved by Swimming Victoria before they are submitted to the Registrar as an authorised change to these Rules.
- (3) Proposed amendments to these Rules must be provided to the Secretary in the form of a Special Resolution, signed by two Individual Members or on behalf of the Management Committee, at least twenty-eight (28) days prior to the relevant meeting.
- (4) A Special Resolution to change the Rules requires at least 75 percent of Member Clubs voting at the meeting (either in person or by proxy) to vote in favour of the Special Resolution to change the rules.

### **37 WINDING UP OR CANCELLATION**

- (1) The District shall not be wound up other than by a Special Resolution at an Annual General Meeting or Special General Meeting of which due notice has been given.
- (2) If the District is wound up or the Incorporation of the District is cancelled, the assets of the District shall be forwarded to Swimming Victoria Inc to be held in trust for a period of five (5) years. If the District is not reformed within this time the assets shall be used for the promotion and development of Swimming in Victoria.
- (3) Under no circumstances shall the assets of the District be distributed amongst the membership of the District.

### **38 SOURCE OF FUNDS**

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

### **39 MANAGEMENT OF FUNDS**

- (1) The District must open an account with a financial institution from which all expenditure of the District is made and into which all of the District's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the District, the Committee may approve expenditure on behalf of the District.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the District (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, promissory notes, online transfers and other negotiable instruments must be signed or authorised by two (2) Management Committee members.
- (5) All funds of the District must be deposited into the financial account of the District no later than 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.

#### **40 CHEQUES AND ONLINE TRANSFERS**

- (1) All cheques shall be signed by at least two persons authorised by the Management Committee.
- (2) All online transfers shall be authorised by two persons authorised by the Management Committee.

#### **41 FINANCIAL STATEMENTS**

- (1) For each financial year, the Management Committee must ensure that the requirements under the [Act](#) relating to the financial statements of the District are met.
- (2) Without limiting Rule 41(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 the District;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) The District must retain the financial records for seven (7) years after the transactions covered by the records are completed.

#### **42 CUSTODY OF RECORDS**

- (1) Unless provided otherwise within these Rules, the Secretary shall keep in his or her custody and control all Relevant Documents and securities of the District.

#### **43 THE SEAL**

- (1) The District 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 Management Committee and shall be countersigned by two authorised Management Committee members .

#### **44 GRIEVANCES**

- (1) At the commencement of each financial year, the Management Committee shall appoint a Grievance Officer or approve the use of Swimming Victoria's Grievance Officer to deal with grievances as per this section of the Rules.
- (2) Where an Individual Member or Member Club has a grievance arising from their involvement in the activities of the District, whatever that may be, with;
  - (a) another Individual Member;



- (b) a Member Club;
- (c) a member of the Management Committee;
- (d) a member of the Delegates Committee;
- (e) a Life Member;
- (f) a person employed by the District;
- (g) the District in general;

and that Member considers that the grievance warrants investigation and action by the District that Member shall follow the procedure in this clause.

- (3) If the grievance is a matter which is dealt within the [Safe Sport Framework](#) it shall be dealt with in accordance with that document.
- (4) The Member shall contact the relevant Grievance Officer as per Rule 44(1), and advise that they have a grievance that they wish to discuss. The identity of the Grievance Officer will be communicated to all Individual Members in writing each year. Where a grievance is to be submitted in writing it should be addressed clearly to the relevant Grievance Officer and marked "Private and Confidential".
- (5) If the Grievance Officer is unable to be unbiased against, or in favour of, the member concerned then the Management Committee shall appoint another Grievance Officer without bias specifically to hear the matter.
- (6) 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.
- (7) 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.
- (8) 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 the Management Committee.
- (9) 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 Management Committee.
- (10) All grievances received by the Grievance Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievance Officer on investigation shall be confidential and may only be communicated to the Secretary and/or the Management Committee.
- (11) In investigating a grievance and/or determining its legitimacy, the Grievance Officer shall observe the rules of natural justice.

#### **45 DISCIPLINE OF MEMBERS**

- (1) The District may take disciplinary action against a Member Club or Individual Member in accordance with these Rules where the Management Committee becomes aware of an allegation (not being vexatious, trifling or frivolous) by an Individual Member or Member Club that the Member Club or Individual Member:
  - (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 the District and/or Swimming; or
  - (c) brought the District 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 Management Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member Club or Individual Member, the Management Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the Member.
- (4) The members of the disciplinary sub-committee—
  - (a) may be Management Committee members, Individual Members or anyone else; but
  - (b) must not be or reasonable perceived to be biased against, or in favour of, the Member Club or Individual Member concerned.
- (5) Before disciplinary action is taken against a Member Club or Individual Member, the Management Committee must give written notice to the Member Club or Individual Member —
  - (a) stating that the District 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 (the disciplinary meeting); and
  - (d) advising the Member Club or Individual 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;
    - (ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
    - (iii) setting out the Member's appeal rights under these Rules.
- (6) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting, the disciplinary sub-committee must—
  - (a) give the Member Club or Individual Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member Club or Individual Member.
- (7) After complying with subrule (a), the disciplinary sub-committee may—
  - (a) take no further action against the Member Club or Individual Member; or
  - (b) reprimand the Member Club or Individual Member; or
  - (c) suspend the membership rights of the Member Club or Individual Member for a specified period or on such terms as it sees fit; or
  - (d) expel the Member Club or Individual Member from the District; or
  - (e) impose such other sanction or requirement as the disciplinary sub-committee reasonably considers appropriate in all of the circumstances.
- (8) The suspension of membership rights or the expulsion of a Member Club or Individual Member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.
- (9) A Member Club or Individual Member whose membership rights have been suspended or who has been expelled from the District under this rule may give notice to the effect that he or she wishes to appeal against the suspension or expulsion to the District at a Management Committee Meeting.
- (10) The notice must be in writing and given to the Secretary within three (3) days after the vote to suspend or expel the Member Club or Individual Member is taken.
- (11) The Committee must then convene a Management Committee Meeting to hear the appeal.
- (12) At such a Management Committee Meeting —
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the Member Club or Individual Member and the reasons for taking that action;
  - (c) the Member Club or Individual Member whose membership has been suspended or who has been expelled must be given an opportunity to be heard; and

- (d) a decision to confirm or overturn the decision of the disciplinary sub-committee is to be taken by a vote requiring a simple majority. In the instance of a tied vote, a vote shall be retaken until a simple majority is achieved. The Management Committee must continue to vote until an outcome is achieved.
- (13) A Member Club or Individual Member who is the subject of a decision pursuant to Rule 45(12) above may appeal the matter to SV provided one of the following grounds are met:
  - (a) there has been a denial of natural justice;
  - (b) there has been an error of fact or law;
  - (c) in any other case with leave from SV.
- (14) Member Clubs and Individual Members will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of SV set out in the SV Constitution or By-Laws.

#### **46 INDEMNITY**

- (1) Metro West shall indemnify its Management Committee Members against all damages and costs (including legal costs) for which they become liable to any third party in consequence of any act or omission occurred in performance of their duties - except for wilful misconduct. The Metro West Management Committee shall be indemnified out of the property or assets of Metro West against any liability incurred as a Committee or as individual Management Committee Members, in defending such proceedings.

#### **47 BY-LAWS**

- (1) The Management Committee will establish and maintain a set of By-Laws to facilitate the management and administration of the District.
- (2) The By-Laws may be altered through resolution at a Management Committee meeting.
- (3) The By-Laws must be consistent with the clauses set out in these Rules.
- (4) The By-Laws are binding on Member Clubs, Individual Members and Life Members.
- (5) Any amendments, alternations, interpretations or other changes to the By-Laws must be communicated to Member Clubs and Individual Members no later than fourteen (14) days after approval at a Management Committee meeting.

#### **48 ACCEPTANCE OF AUTHORITY**

- (1) Member Clubs acknowledge that by affiliation with Swimming Victoria as a club allocated to Metro West District, they shall be bound by these Rules and the rules regulations and policies of Swimming Victoria Inc, Swimming Australia Limited and FINA for the time being in force.
- (2) Individual Members acknowledge that by affiliation with a Member Club that is allocated to Metro West District, they shall be bound by these Rules and the rules regulations and policies of Swimming Victoria Inc, Swimming Australia Limited and FINA for the time being in force.

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