

Brisbane Southside Masters Swimming Inc

CONSTITUTION

Adopted – 18 April, 2012

The object of Masters Swimming is “To encourage adults, regardless of age or ability, to swim regularly in order to promote fitness and improve their general health”

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1 Name

- 1.1 The name of the incorporated association shall be Brisbane Southside Masters Swimming Inc., (in these rules called "the Association").

2 INTERPRETATION

- 2.1 Deleted
- 2.2 The Association shall mean Brisbane Southside Masters Swimming Inc.
- 2.3 The "Club Management Committee" shall consist of all elected or appointed members to the positions described in clause 14.1 and in addition those elected or appointed members to the positions permitted by the Association By-Laws to be members of the Club Management Committee. The "Club Management Committee" will be hereafter referred to as the "CMC".
- 2.4 "Sub-committee" shall mean a subsidiary committee duly formed by the CMC to perform a specified task.
- 2.5 "Members" shall mean members of the Association as defined in Section 6 below.
- 2.6 "By-Laws" shall mean the By-Laws of the Association as may be amended from time to time.
- 2.7 Words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

3 PURPOSE

- 3.1 To encourage adults, regardless of age or ability, to swim regularly in order to promote fitness and improve their general health.

4 OBJECTIVES

- 4.1 To encourage Members to promote the objectives of Masters Swimming Australia Inc. by way of a fitness programme.
- 4.2 To co-ordinate activities for Members so that they may meet together for competition and social interaction at interclub, state, national and international levels, and to measure their own performance against those of similar age.
- 4.3 To develop accredited coaches and officials.
- 4.4 To encourage safe practices in swimming and related activities.

5 POWERS AND FUNCTIONS OF THE CMC

- 5.1 To set and implement policies and directions for the Association and to oversee the day-to-day operations of the Association.
- 5.2 To form sub-committees, to organise classes, courses, clinics and lectures, to publish and sell or distribute papers, to generate web pages, books of instruction, pamphlets and information, for the purpose of stimulating interest in and promoting the objectives of the Association and to take all other measures which may seem necessary for providing and maintaining an efficient organisation.
- 5.3 To receive and accept donations, endowments, gifts of money and any other asset whatsoever, either subject or not subject to any special trusts or conditions.
- 5.4 To invest all monies and funds of the Association which are not immediately required to be expended in authorised trustee investments as approved by the CMC.
- 5.5 To arrange for the importation and/or manufacture and distribution of awards, badges, clothing etc for the Association.
- 5.6 To do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes of the Association.
- 5.7 To promote, organise and conduct entertainment and other functions, raffles and lotteries when legally permitted to do so for the raising of funds for the purpose of furthering the aims and objectives of the Association.
- 5.8 To promote, conduct and organise swim meets, competitions and awards.

- 5.9 To make and carry out any arrangements for joint working or cooperation by affiliation or otherwise with any organisation or body, whether incorporated or not, carrying on work similar to any work carried out by the Association and paying any monies incidental thereto.
- 5.10 To enter into any arrangements with any authority or department of Federal, State or Local Governments.
- 5.11 To accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the Association provided that no disposition of any real or leasehold property shall be made without such consent or approval, if any, as may be required by law.
- 5.12 To employ, hire, appoint, engage, remove or suspend such managers, secretaries, officers, clerks, agents or other servants for permanent, temporary, part time or special services as may from time to time be thought fit and to determine their duties and to grant, continue and pay such salaries, pensions, gratuities or other forms of enrolments in recognition of services as may from time to time be requisitioned by the CMC. The only exception to this would be as defined in clause 14.7.
- 5.13. Except as otherwise provided by these Rules and subject to resolutions of the Members of the Association carried at any General Meeting, the members of the CMC:-
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 5.14 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting, the members of the CMC have the power to:-
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit, and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Queensland for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the CMC may from time to time recommend.
 - (d) to borrow, raise or secure the payment of money with or without security for the purposes of the Association provided no money shall be raised by mortgage of any property of the Association without such written and recorded approval of the CMC.
 - (e) to undertake, execute and perform any trusts and conditions affecting any real or personal property of any description acquired by the Association.
- 5.15 To make donations for patriotic, charitable or community purposes.

6 ORDINARY MEMBERSHIP

- 6.1 Ordinary Membership is gained by joining the Association, which is affiliated with Queensland Masters Swimming (QMS). The Association registers the members with QMS who then registers that member with Masters Swimming Australia Inc. (In compliance with National By-laws)
- 6.2 Registration of membership is limited to persons who satisfy the membership rules of Queensland Masters Swimming. (in compliance with National By-laws)
- 6.3 Full participation in the activities of the Association requires a person to hold Ordinary Membership of the Association.
- 6.4 Life Members are Ordinary Members who have been granted the additional benefit as described in Section 7 of the Association.
- 6.5 Honorary Members (volunteers) are considered not to have Full Membership of the Association (refer to Section 8).

7 LIFE MEMBERSHIP

- 7.1 Life membership may be conferred upon a member where it can be shown that the person's contribution is of sustained excellence to the furtherance of the objectives of the Association. Such life membership shall endure for as long as he or she shall live or for the life of the Association subject to Section 11 (Termination of Membership).
- 7.2 Any nomination for life membership shall only be considered by the CMC if it can be shown the nominee has achieved the following minimum requirements:
- Minimum of seven years service at Association level
 - Sustained excellence in service to the Association
 - Is currently a member of the Association
- Note that this service does not have to be continuous, nor is it essential that the nominee serve or has served on any Association Committee.
- 7.3 The nomination must come from an Ordinary Member with endorsements from two other Ordinary Members. The nominee must be an Ordinary Member of the Association.
- 7.4 (a) An application shall be endorsed by the CMC if a three quarters majority (taken to the highest number) is in favour of the nomination.
(b) Once endorsement is given, the submitted nomination and a letter of endorsement by the CMC shall be distributed to all Ordinary Members.
(c) Circulation of such information will be undertaken by the CMC no later than 30 days prior to the Annual General Meeting.
(d) The voting rights conferred upon Ordinary Members shall be the same voting entitlement as at an Annual General Meeting and will be based upon the membership registration at the time of the Annual General Meeting.
(e) The ballot shall be determined on the majority decision of the votes cast at the Annual General Meeting.
(f) The official announcement of Association Life Membership shall only be made at a General Meeting as defined in Section 19.
- 7.5 No more than two (2) life members can be elected in any one year.
- 7.6 Life membership confers the same voting rights as an Ordinary Member.
- 7.7 Life members may attend any CMC meeting or subcommittee meetings. They are not eligible to vote at these meetings unless they hold a current CMC or subcommittee position.
- 7.8 Where a Life Member transfers to another Association or Branch of Masters Swimming Australia Inc., the privileges of the Association Life Membership remain in the Association.

8 HONORARY MEMBERSHIP

- 8.1 An Honorary Member is a person who is a volunteer and whose membership would in the opinion of the CMC be beneficial to the Association.
- 8.2 Honorary Members are elected for a period of approximately twelve (12) months commencing at an Annual General Meeting and ending on or at the next Annual General Meeting. The CMC at its first meeting of a new membership year shall nominate or re-nominate potential Honorary Members for ratification by Ordinary Members at the Annual General Meeting for the ensuing twelve (12) month period.
- 8.3 Honorary Members have no voting entitlements as per clause 19.3 and cannot stand for or hold a position on the CMC.
- 8.4 An Honorary Member may not participate in any swimming related activity which would require them to be an Ordinary Member, specifically they may not swim in any training session, time trial or competition, however they may assist or facilitate the conduct of such activities in furtherance of the objectives of the Association.
- 8.5 An Honorary Member may be appointed to serve on sub-committees, and whilst serving on such committees fully participate in the discharge of the sub-committee's duties.

9 MEMBERSHIP FEES

- 9.1 The membership fees shall be such sum as the CMC shall from time to time so determine.

- 9.2 The membership fees shall be payable at such time in such manner as the CMC shall from time to time determine.
- 9.3 Life Members and Honorary Members of the Association are not required to pay any Association Membership fees.

10 ADMISSION & REJECTION OF MEMBERS

- 10.1 At the next meeting of the CMC after the receipt of any application and the fee applicable for membership of the Association, such application shall be considered by the CMC who shall thereupon determine upon the admission or rejection of the applicant. Admission of applicants shall not be unfairly withheld.
- 10.2 Any application for membership that receives a majority of the votes cast by the members of the CMC present at the meeting at which such application is being considered shall be accepted as an Ordinary Member.
- 10.3 Upon the acceptance or rejection of an application for membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

11 TERMINATION OF MEMBERSHIP

- 11.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 11.2 The CMC shall consider whether an Individual's membership is to be terminated if that individual is found responsible for any of the following:
1. is convicted of an indictable offence
 2. fails to comply with any of the provisions of the Rules of FINA, Masters Swimming Australia Inc., Queensland Masters Swimming or the Association, excluding technical breaches for which the sole remedy is disqualification from a swimming event.
 3. has membership fees in arrears
 4. acts in a manner considered to be injurious or prejudicial to the character or interests of the Association.
 5. has their membership of Queensland Masters Swimming suspended or cancelled due to disciplinary proceedings conducted by FINA, Masters Swimming in Australia Inc. or Queensland Masters Swimming
- 11.3 (a) Where termination of membership is considered by the CMC, the individual under enquiry shall be given a full and fair opportunity to present a case.
- (b) The case shall be heard by the CMC in the presence of the member under enquiry, if that person so desires.
- (c) The decision to terminate membership or otherwise remains the responsibility of the CMC, and shall be determined by vote of the CMC.
- (d) The member under enquiry shall not be present during any vote but shall be informed of the result formally in writing by the Secretary.

12 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 12.1 A person whose application for membership has been rejected or whose membership has been terminated may within four (4) weeks of receiving written notification thereof, lodge with the Secretary written notice of intention to appeal against the decision of the CMC.
- 12.2 (a) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within six (6) weeks of the date of receipt of such notice, a meeting to determine the appeal.
- (b) At any such meeting the applicant shall be given the opportunity to fully present a case and the CMC or those members thereof who rejected the application for membership or termination of membership subsequently shall likewise have the opportunity of presenting a case.
- (c) The appeal shall be determined by a member of the QMS Board who is not a member of the Association.

(d) Should an appeal be lodged, the right of “innocent till proven guilty” shall deem that all benefits of membership shall continue until a determination has been conveyed to the member.

- 12.3 Where a person whose application is rejected does not appeal against the decision of the CMC within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall arrange forthwith the refund of the monthly pro rata amount of any of the Association's component of membership fee paid.

13 REGISTER OF MEMBERS

- 13.1 The CMC shall cause Registers to be kept in which shall be entered details of all persons granted membership to the Association and the dates of their admission.
- 13.2 Such particulars as the CMC may direct, as listed in the By-laws, or as directed by the majority of Members represented at any general meeting may determine shall be kept.
- 13.3 The Register of members shall be open for inspection as legislated under the Freedom of Information act at the time of the written request.

14 MEMBERSHIP OF THE CMC

- 14.1 The CMC of the Association shall consist of an Executive and non-Executive group. Positions in the Executive group include:

:

- President
- Vice President
- Secretary
- Treasurer

Positions in the non-Executive group may vary from year to year depending on the requirements of the Association. Non-Executive positions may include, but not be limited to:

- Club Captain
- Registrar
- Recorder
- Club Coach and
- Social Director

- 14.2 The CMC shall consist of all members listed in clause 14.1 plus those positions as described in By-Laws as being members of the CMC.
- 14.3 All members of the CMC shall be Ordinary Members of the Association.
- 14.4 All positions will be voted on at the Annual General Meeting.
- 14.5 At the annual general meeting of the Association, all members of the CMC for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 14.6 The election of officers and other members of the CMC shall take place in the following manner:-
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the CMC;
- (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place;
- (c) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (d) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 14.7 Any member of the CMC holding an elected position, either elected at the Annual General Meeting or co-opted by the CMC to fill a casual vacancy for an elected position, shall be entitled to expenses incurred in the fulfilment of their duties, but shall not be entitled to payment of any nature for their time in relationship to their position on any committee or sub-committee.

15 RESIGNATION and REMOVAL FROM MANAGEMENT COMMITTEE

- 15.1 Any member of the CMC may resign from office at any time by giving notice in writing to the Secretary. Such notice of resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice. In such a case, the resignation will be effective as of the date specified in the written notice.
- 15.2 Any member may be removed from the CMC where:-
- (a) a motion of no confidence with a minimum of seven days notice is put to the respective committee and that no confidence motion is carried by a majority of two thirds calculated to the highest number of the remaining members of that respective committee
 - (b) that person has had their membership terminated as per Section 11 of this document.
 - (c) That person fails to attend three or more consecutive meetings of the CMC without first gaining a written leave of absence from the relevant committee.
- 15.3 Where a member of the CMC retires by not re-nominating for election, resigns their position or is removed from office, all assets and intellectual property pertaining to the Association shall be returned to the Association within 30 days of such event as per Section 24.
- 15.4 Notification of any change to the membership of the CMC shall be made known to Members within five (5) weeks of any such change occurring.

16 NOMINATIONS FOR AND ELECTIONS OF THE CMC and VACANCIES ON THE CMC

- 16.1 The procedure for nominating as a prospective member of the CMC shall be as follows:
- (a) Ordinary Members seeking election must be nominated and seconded by two Ordinary Members. The nomination must be completed on the official form circulated to all Ordinary Members by the Secretary at least thirty (30) days prior to the Annual General Meeting.
 - (b) All nominations, signed by the nominee, proposer and seconder must be in the hands of the Secretary at least fourteen (14) days prior to the date of the election and the Annual General Meeting. The Secretary shall act as returning officer as per clause 19.1(g).
 - (c) All nominations should include a brief description of the experience and/or qualifications of the nominee, relevant to the nominated position.
- 16.2 (a) A list detailing all nominees, together with names of respective proposers and seconders shall be circulated to all Ordinary Members at least seven (7) days prior to the election and Annual General Meeting.
- (b) Where there are two or more nominees for one position, the nominees shall be listed in alphabetical order on any documentation relating to the election. The submitted descriptions of experience and qualifications will also be circulated to Ordinary Members.
 - (d) Where there is no nomination received fourteen (14) days prior to an Annual General Meeting, the CMC will act subject to clause 19.4.
- 16.3 Any Ordinary Member of the Association is eligible to nominate for any position, or any number of positions on the CMC. A member shall only hold a maximum of one (1) Executive position on the CMC and no more than one (1) non-Executive position simultaneously.
- 16.4 When a vacancy on the CMC exists, the election, confirmation or appointment to positions shall follow the following sequence. President, Vice President, Treasurer, and then in order as appears in the By-Laws.
- 16.5 Any one member may only hold the same Executive position on the CMC for a maximum of five (5) continuous terms of office. This does not apply to members holding non-Executive positions nor exclude the member from nominating for any other position on the CMC or from renominating for that same position should:-
- (a) one term have passed since that member previously held the position.
 - (b) no other member either fourteen (14) days prior to the Annual General Meeting or from the floor of the Annual General Meeting have nominated for the vacated position.
 - (c) there be a casual vacancy occur for that position.
- 16.6 In the event of the previous incumbent being appointed as listed in clause 16.5 it shall be deemed that the member is in the first year of office. In the event of clause 16.5(c) such

appointment shall still be deemed to be for a full term of office for the purposes of calculation when considering clause 16.5.

- 16.7 The CMC shall have power at any time to appoint an Ordinary Member of the Association to fill any casual vacancy on the CMC until the next Annual General Meeting.
- 16.8 a) The continuing members of the CMC, may continue to act, notwithstanding any casual vacancy that may exist in the CMC.
(b) If and as long as the number of members of the CMC is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the CMC, the continuing number or members may act for the sole purpose of increasing the number of members of the CMC to that number required or of summoning a general meeting of the Association, but for no other purpose.

17 MEETINGS of the CMC

- 17.1 The CMC shall meet at least once every two (2) calendar months to exercise its function for the proper administration of the Association.
- 17.2 A special meeting of the CMC shall be convened by the Secretary on the requisition in writing signed by not less than one half, taken to the highest number if necessary, of the members of the relevant Committee. Such requisition shall clearly state the reasons why such a special meeting is requested and the nature of the business to be discussed.
- 17.3 Not less than fourteen (14) days notice shall be given by the Secretary to members of the CMC of any special meeting of the relevant Association committee. Such notice shall clearly state the nature of the business to be discussed.
- 17.4 At every meeting of the CMC, a number equal to half, taken to the highest number if necessary, of the number of members elected or appointed to the CMC as at the close of the last General Meeting of the members, shall constitute a quorum.
- 17.5 Subject to the provisions of this document, the CMC may meet together and regulate proceedings as thought fit, - providing that questions arising at any meeting of the CMC shall be decided by a majority of votes and in the case of equality of votes the question shall be deemed to be decided in the negative.
- 17.6 Any member/s of the CMC shall not vote (or coerce other members of the CMC to vote) in respect of any agreement, contract, proposed or otherwise which may benefit them personally. Where it is considered such a vote was influenced by a contravention of this clause, then that vote or agreement shall be considered null and void.
- 17.7 (a) The President shall preside as Chairman at every meeting of the CMC.
(b) If at any meeting the President is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be elected as Chairman.
(c) In the event of there being no President or Vice President in attendance ten minutes after the due commencement time of a meeting of the CMC and a quorum is present, then the members may elect one from amongst them to act as Chairman.
- 17.8 If within half an hour from the time appointed for the commencement of a CMC meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Association, shall lapse. In any other cause it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the relevant committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 17.9 A resolution in writing signed by all the members of the CMC for the time being entitled to receive notice of a meeting of the relevant committee shall be as valid and effectual as if it had been passed at a meeting of the relevant committee duly convened and held. Any such resolution may consist of several documents in like form, signed by one or more members of the relevant committee.

18 SUB-COMMITTEES

- 18.1 The CMC may delegate any of their powers to a sub-committee consisting of such members of the Association or others as the relevant committee thinks fit. Any sub-committee so formed

shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the relevant Association committee.

- 18.2 A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 18.3 A sub-committee may meet as often as is required for the purpose of the sub-committee, or as directed by the relevant Association committee. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of any equality of votes, the question shall be deemed to be decided in the negative.
- 18.4 All decisions made by any meeting of the CMC, or any subcommittee shall be valid even if afterwards it is discovered that there was some defect in the appointment of any member of that committee.
- 18.5 Reports on the activities and discussions of any sub-committee will be provided on a regular basis as directed by the relevant Association committee.
- 18.6 A Report signed by the sub-committee chairperson on the activities of the sub-committee must be presented for inclusion in the Annual Report if so desired by the CMC.
- 18.7 A quorum at any sub-committee meeting shall be at least one half of the members, taken to the highest number if necessary, of that subcommittee.

19 GENERAL MEETINGS

19.1 CONDUCT

(a) A General Meeting is defined as either a Special General Meeting or an Annual General Meeting. At any such General Meeting, voting is only accepted from Ordinary Members as described in Section 6.

(b) The Secretary shall convene:-

An Annual General Meeting within six months of the close of the financial year by giving no less than thirty (30) days notice of any such meeting to Ordinary Members of the Association with no less than fourteen (14) days notice to respond to requests for agenda items,
or

A Special General Meeting by giving not less than fourteen (14) days notice of any such meeting to the Ordinary Members subject to a condition of clause 19.1(c) being complied with.

(c) The Secretary shall convene a Special General Meeting when:-

- directed to do so by the CMC; or
- a requisition in writing is received, signed by not less than one half of the members presently on the CMC taken to the highest number if necessary or
- a requisition in writing is received, signed by not less than one third of the number of Ordinary Members taken to the highest number if necessary.

Such requisition shall clearly state the reasons why such a special general meeting is being convened and the nature of the business for discussion.

(d) At any General Meeting the President shall preside as Chairman.

(e) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.

(f) If there is no President, or if the President is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall act as the Chairman. Should the Vice-President not be present then a member of the CMC shall be elected or appointed to act as the Chairman.

(g) The Secretary shall act in the role of returning officer for all elections. In the absence of the Secretary the CMC shall appoint a proxy to fulfill this position

(h) Business conducted at General Meetings shall be in the order (when constitutionally required) of:

Present

Apologies

Amendments to Minutes of previous General Meeting

Confirmation of Minutes of previous General Meeting

Business Arising
President's report
Financial report for previous financial year
Auditors report for previous financial year
Election of office bearers - (by ballot)
Appointment of auditor
Motions on Notice for Constitutional Change
Motions on Notice for By Law Change
Motions on Notice
General Business on Notice
Appointment of Life Members
Appointment of Honorary Members
Other

(i) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every CMC meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection subject to the current Freedom of Information act at the time of the written request.

(j) For the purposes of ensuring the accuracy of the recording of such minutes, the confirmed minutes of every CMC meeting and general meeting shall be signed by the Chairman of the meeting or the Chairman of the next succeeding CMC meeting or general meeting verifying their accuracy.

19.2 QUORUM

(a) At any General Meeting a quorum shall be the number of club Ordinary Members equal to or higher than one third of the total number of Ordinary Members of the Association.

(b) No business shall commence to be transacted at any General Meeting unless a quorum is present. All business will cease if a quorum is not maintained.

(c) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened by requisition of members of the CMC or by a number of Ordinary Members shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the CMC shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Ordinary Members present shall be a quorum.

(d) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

19.3 VOTING ENTITLEMENTS

(a) Each Member is entitled to one (1) vote for each item being voted on.

(b) Every question, matter, motion or resolution tabled at a General Meeting, including the election of members of the CMC shall be decided by a majority of votes cast by the Ordinary Members of the Association.

(b1) An Ordinary Member may vote in person or by proxy.

(b2) The instrument appointing the proxy shall be in writing in the following form and signed and dated by the Ordinary Member.

--

Proxy form
Brisbane Southside Masters Swimming Inc.

I,of
being an ordinary member of the Brisbane Southside Masters Swimming Inc, hereby appoint
.....of.....
As my proxy to vote for me on my behalf at the "Annual General Meeting" / "Special General Meeting" (delete whichever does not apply) dated 20...

Signed this.....day of 20....
Signature.....
Print Name.....

This form is to be used to vote in the matter of
I vote in favour of the resolution
against the resolution
(delete whichever does not apply)

(b3) The completed proxy shall be lodged with the Secretary prior to the commencement of the Annual General Meeting or Special General Meeting or if the meeting is adjourned the meeting at which the person named in the form proposes to vote.

(c) Ordinary Members of the Association and persons holding proxies present at the meeting shall vote by a show of hands, unless not less than one fifth of the persons entitled to vote (taken to the highest number if necessary) demand a ballot in which case there shall be a secret ballot. A proxy vote is valid in any secret ballot.

(d) Where a secret ballot is required, the Chairman shall appoint two financial members approved by the Members present to assist the Secretary or proxy to conduct the secret ballot in the following manner:

1. Each Ordinary Member or proxy shall receive a voting slip, where more than one entitlement to vote exists, for example, an Ordinary Member who holds more than one proxy, the appropriate number of voting slips shall be issued. Where specific voting instructions have been issued by the Ordinary Member appointing the proxy the proxy shall mark the voting slip in accordance with the instructions. Unless otherwise directed a proxy may vote on matters arising which were not covered by the notice of meeting.
2. Each Ordinary Member exercising their own entitlement to vote shall mark the voting slip as they desire
- 3 All completed voting slips shall be collected by the scrutineers and handed to the Secretary or proxy.
- 4 The Secretary or proxy, in the presence of the scrutineers shall count all votes.
- 5 Upon determination of the result and endorsement by the scrutineers, the result shall be passed to the Chairman who shall declare the result of the ballot.
- 6 In the case of an equal number of votes, the chairman shall have the casting vote.
- 7 All ballot papers shall be destroyed as soon as practicable after the vote has been taken.

19.4 ELECTION OF MEMBERS of the CMC

- (a) At an Annual General Meeting, all elected and appointed members of the CMC shall retire from office, but shall be eligible upon nomination for re-election, subject to clause 16.5.
- (b) All positions of the CMC shall be filled by election of a nominee gaining the majority of votes from Members.
- (c) Members of the CMC will be elected by a ballot conducted at the time of the Annual General Meeting. The ballot will be conducted in accordance to clause 19.3.
- (d) At the commencement of the Annual General Meeting, and in view of the Ordinary Members, the President or determined Chairman shall deliver to the Secretary or proxy the results of each position being contested.

(e) The ballot papers submitted by Members to determine the membership of the CMC shall be opened by the Secretary or proxy in the presence of two scrutineers appointed by the delegates present at the Annual General Meeting.

(f) In the event of a tie for any position other than President, the outgoing President's selection which remains in a sealed envelope to this point shall be opened and cast. Should a tie still exist for any position other than President (as may occur with three or more nominees) the outgoing President shall cast a further vote so as to break the deadlock.

(g) Should a tie for the position of President exist, all other positions on the CMC shall be determined first. The newly elected CMC shall determine an acting Chairman as per clause 19.1. The Chairman will then conduct a vote amongst the members of the CMC to determine the majority support for President. Such a vote shall take place as soon as practicable after the Annual General Meeting.

(h) Where no nomination for a position on the CMC is received by the due date, the Chairman shall call for expressions of interest from the floor of a General Meeting. The CMC is empowered to consider such expressions from the floor of the meeting and elsewhere. The position will be deemed to be a casual vacancy and shall be filled in accordance with clause 16.7 of these Rules.

20 BY-LAWS

20.1 The CMC may from time to time make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Association.

20.2 Any By-Laws may be created, amended or repealed at any General Meeting.

21 ALTERATION OF RULES

21.1 Subject to the provisions of the Associations Incorporation Act 1981 (or subsequent amendments to that act) these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting; provided that no such amendment, rescission or addition shall be valid unless the same is approved by the Director- General, of the relevant Queensland Government Department.

22 COMMON SEAL

22.1.1 The CMC shall provide for a Common Seal and its safe custody. The Common Seal shall only be used by the authority of the CMC and every instrument to which the seal is affixed shall be signed by a member of the CMC and shall be counter signed by the Secretary or by a second member of the CMC or by some other person appointed by the CMC for that purpose.

23 FUNDS AND ACCOUNTS

23.1 The funds of the Association shall be banked in the name of the Association in such bank accounts as the CMC may from time to time direct.

23.2 Proper books shall be kept and maintained either in written, electronic or printed form in the English language, showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature.

23.3 All monies shall be banked as soon as practical after receipt thereof.

23.4 All amounts of twenty dollars or over shall, where possible, be paid by cheque signed by any two of the President, Vice President, Treasurer, or other members authorised from time to time by the CMC. Payments which cannot be made by cheque, for example, payment of registration fees to Masters Swimming Queensland Incorporated, may be made by electronic funds transfer or by use of a debit card.

23.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances, or petty cash recoupments which may be open.

23.6 The CMC shall determine the amount of petty cash which shall be kept on the impress system.

23.7 All expenditure shall be approved or ratified at a CMC meeting.

23.8 As soon as practicable after the end of the financial year the Treasurer shall cause to be prepared a statement containing particulars of:-

- (a) the income and expenditure for the financial year just ended; and
- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

- 23.9 All such statements shall be examined by the auditor who shall present a report upon such audit to the Treasurer prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 23.10 The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objectives and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment, in good faith of interest to any such member in respect of monies advanced by that member to the Association or otherwise owing to that member by the Association or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.
- 23.11 Only payments of a type authorised by the CMC, for example, payment of registration fees to Masters Swimming Queensland Incorporated, shall be made by electronic funds transfer or by the use of a debit card.
- 23.12A member authorised by the CMC to make electronic payments, shall by means of a single password or a single signature, operate an account which is operated by means of electronic funds transfer or by a debit card. All payments made by the use of electronic funds transfer or by use of a debit card shall be approved by two members authorised to sign cheques as per clause 23.4. A signed and dated record of the approval shall be retained by the treasurer for ratification by the CMC and audit purposes.

24 GOODS AND PROPERTY

- 24.1 Unless written agreement states otherwise, any intellectual property created or used for any purpose associated with the Association shall remain the sole property of the Association.
- 24.2 The CMC shall provide for the safe custody of books, documents, instruments of title and securities of the Association.
- 24.3 (a) All assets and intellectual property of the Association with a book value of \$100 or more shall be listed in a register of assets.
- (b) Where assets and intellectual property is provided by the Association to members or others, such assets or property shall be returned to the Association within thirty (30) days of:-
- the completion of the task for which assets and/or intellectual property was required
 - a member or other person resigning, no longer continuing, or being removed from a position for which assets and/or intellectual property was provided
 - damage occurring which warrants repair
 - a written request being received from the Association for return of assets and/or intellectual property
- (c) Should any asset or property be damaged, stolen, corrupted or lost, the Association is to be notified as soon as practical and no later than seven (7) days after such event becoming apparent

25 FINANCIAL YEAR

- 25.1 The financial year of the Association shall close on the 28th February each year, except in leap years when it shall close on the 29th February.

26 DISTRIBUTION OF SURPLUS ASSETS

- 26.1 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and any subsequent amendments, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 23.10, such institution or institutions to be determined by the members of the Association.