

# **SWIMMING NORTHERN TERRITORY INCORPORATED**

Version Final



## **FINAL CONSTITUTION**

## **AUGUST 2022**

# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

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# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## PART 1 – PRELIMINARY

### 1. Name

1.1 The name of the Association is Swimming Northern Territory Incorporated (SNTI).

### 2. Objects and purposes

2.1 The objects and purposes of SNTI are as follows:

- (a) To promote and encourage participation in swimming;
- (b) To administer the sport for the benefit of all Members;
- (c) To support and develop Affiliated Swimming Clubs and the Member pathways which feed into them;
- (d) To be the peak body for Affiliated Swimming Clubs in the Northern Territory and to mutually support and promote the interests of swimming and its Members;
- (e) To promote unity, collaboration and inter-organisation projects among SNTI Members;
- (f) To assist Members to reach the highest level of swimming in the Northern Territory;
- (g) To protect the good name and well-being of SNTI;
- (h) To adopt appropriate policies of SAL in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs and other such matters;
- (i) To promote swimming as a spectator sport;
- (j) To stimulate public opinion in favour of providing proper facilities for developing the sport of swimming; and
- (k) To work with all other swimming jurisdictions to promote and develop the sport of swimming in Australia.

### 3. Minimum Number of Affiliated Swimming Clubs

3.1 SNTI must have at least five Affiliated Swimming Clubs.

3.2 Other membership types have no prescribed minimum or maximum number.

### 4. Definitions

4.1 In this Constitution, unless the contrary intention appears:

“Act” means the NT Associations Act (2003) and regulations made under that Act;

“Affiliated Swimming Club” means an affiliated association which is a current financial SNTI member with full voting rights as defined in clause 12;

“AGM” means the Annual General Meeting of SNTI;

“Associate Membership” means an organisation that is affiliated with SNTI as described in

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clause 16;

“Board” means the Board of Management of SNTI, elected or appointed in accordance with this Constitution;

“Board meeting” means a meeting of the Board of Management;

“Constitution” means the Constitution of SNTI;

“Club Delegate” means a person duly elected or appointed by an “Affiliated Swimming Club” having a right to represent that member club at the specified General meetings of SNTI;

“Darwin club” means a club whose nominated home pool location falls within Darwin, Palmerston and Litchfield LGAs;

“Director” means a person elected or appointed to the Board;

“Disaffiliation” means an action, the outcome of which is any member of SNTI so disaffiliated loses all rights including voting rights and is not a recognised entity until formal application for reinstatement is approved by the Board;

“Dry Member” means an individual person who is a current and financial member of SNTI by virtue of their membership of an Affiliated Swimming Club, but is not a swimmer and membership may be due to (but not limited to) being a parent/guardian, official or coach;

“Executive Officer” means the employee who is the administrative head of SNTI, reports to and is directed by the Board and is a non-voting representative of the Board;

“Expulsion” of a member means that member is completely excluded from any activity of SNTI unless reinstated on appeal;

“FINA” means the Federation Internationale de Natation;

“Financial institution” means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

“Financial Membership” means the Member be financial and has made prompt payments to the required entity upon reasonable demand has paid all required fees and dues.

“General Meeting” means an AGM or SGM of the delegated representatives from member clubs, the Board and those Individual Members whose right to attend is outlined in this Constitution and which is convened in accordance with Part 6;

“Grass-Roots Member” means an Individual Member of an Affiliate Member Club, who has not nominated to be a competitive swimmer, but who is current and financially registered with SNTI;

“Individual Member” means an individual person who is a current and financial member of SNTI by virtue of their membership of an Affiliated Swimming Club.

“Member” means all persons and associations affiliated with SNTI;

“Officer” means a person duly elected in accordance with the Constitution;

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“Provisional Swimming Club” means an association which has applied for membership of SNTI but its status as full voting Affiliated Swimming Club is still pending ratification, as per clause 12;

“Regional club” means a club whose nominated home pool location falls outside Darwin, Palmerston and Litchfield LGAs;

“Register of members” means the register of members of an Associate Member club and register of Individual Members, established and maintained under section 34 of the Act and clause 10;

“Registered Competitive Swimmer” means an Individual Member, who has nominated to be a competitive swimmer, who is current and financially registered with SNTI;

“SAL” means Swimming Australia Limited;

“SGM” means Special General Meeting of SNTI

“SNTI” means Swimming Northern Territory Incorporated;

“Special Resolution” means a resolution notice of which is given under clause 62 and passed in accordance with section 37 of the Act;

“Sponsored Swim Squad Member” means an organisation that is sponsored by an Affiliated Swimming Club as described in clause 12;

“Suspension” of a member means that a member is unable to exercise rights and responsibilities as set out in the Constitution other than express appeal rights against the suspension; cannot attend events and has no status other than as a suspended member. The member may resume as a member on a determination of the Board or as otherwise expressed in the Constitution;

Words of the plural shall include the singular and vice versa;

Words of the masculine gender shall include the feminine and vice versa.

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## PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

### 5. Powers of Association

5.1 For achieving its objects and purposes, SNTI has the powers conferred by sections 11 and 13 of the Act.

5.2 Subject to the Act, SNTI may do all things necessary or convenient for carrying out its objectives or purpose and, 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 the terms, and in the manner, it considers appropriate;
- (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.

### 6. Effect of Constitution

6.1 This Constitution binds every Individual Member, Affiliated Swimming Clubs and SNTI to the same extent as if every entity and SNTI has signed and sealed this Constitution and agreed to be bound by it.

### 7. Inconsistency between Constitution and Act

7.1 If there is any inconsistency between this Constitution and the Act, the Act prevails.

### 8. Altering the Constitution

8.1 SNTI may alter this Constitution by Special Resolution at a General Meeting but not otherwise. If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

### 9. By-Laws

9.1 The Board of Management of SNTI may make, change and/or rescind By-Laws provided they are consistent with the intent of this Constitution. Any By-Laws shall be read in conjunction with this Constitution. Any addition, deletion or changes to By-Laws shall be presented at the next AGM and must be ratified by a motion passed by a majority of Affiliated Swimming Club Delegates before taking effect.



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## PART 3 – MEMBERS

### Division 1 – Membership

#### 10. Register of Membership

- 10.1 SNTI shall register Members who are active and financial Members within any group as defined in clause 12 and applicable other clauses including Schedule One of this Constitution.
- 10.2 SNTI shall maintain a register of Members containing at least that information contained in clause 27.
- 10.3 SNTI shall allow individuals to register as Members through an Affiliated Swimming Club or other Membership type, as outlined in clause 12, and the Individual Member shall have those rights afforded by their category of Membership.
- 10.4 All Members are bound by any REASONABLE Policy, Rule, By-Law, Code of Conduct or any written direction intended to apply to Members for the good management and control of the sport.

#### 11. Legal Authority of Carer or Parents

- 11.1 Each Affiliated Swimming Club, being a Member of SNTI, shall ensure that for every Individual Member registered who is under the age of 18 years, that at least one (1) adult family member, guardian or carer shall be registered as an Individual Member. The adult member must have the legal authority to act as the representative of the minor.

#### 12. Membership types

- 12.1 The following membership types apply each with different roles, responsibilities and voting rights.
- (a) Affiliated Swimming Club.
  - (b) Provisional Swimming Club.
  - (c) Sponsored Swim Squad Member.
  - (d) Associate Member.
- 12.2 The rights attached to each membership category are set out in the Constitution and summarised in Schedule One of this Constitution.
- 12.3 In order to be granted acceptance as an Affiliated Swimming Club the Board must be satisfied that the applicant has met the criteria for Membership as set out in this Constitution.
- 12.4 In order to be granted acceptance as a Provisional Swimming Club the Board must be satisfied that the applicant has met the criteria for Membership as set out in this Constitution.
- 12.5 In order to be granted as a Sponsored Swim Squad Membership, the Board must be satisfied that the applicant has met the criteria for Membership as set out in this Constitution.
- 12.6 In order to be granted Associate Membership the Board must be satisfied that the applicant has met the criteria for Membership as set out in this Constitution.
- 12.7 In all cases, a motion of the Board must record the decision to grant membership.

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### 13. Affiliated Swimming Club

- 13.1 Must have a minimum of fifteen (15) Financial Members registered with SNTI, counted every quarter: and
- (a) Darwin clubs must include a minimum of twelve (12) Registered Competitive Swimmer Members (counted quarterly);
  - (b) Regional clubs must include a minimum of eight (8) Registered Competitive Swimmer Members (counted quarterly).
- 13.2 To maintain affiliation, all Affiliated Swimming Clubs must demonstrate adherence to section 13.1 (a) and (b) on a quarter-by-quarter basis. That is, minimum Financial Membership and minimum Registered Competitive Swimmer Member numbers are counted and assessed every three months commencing 1 January, every year.
- 13.3 When an Affiliated Swimming Club fails to satisfy 13.1 and 13.2 their status as an affiliated club will cease 28 days after the failure is identified to the Board. The Board may, by a competent motion, extend the period of affiliation past 28 days but no longer than two (2) reporting quarters. If no such motion is passed by the Board, then the club is disaffiliated and has no rights as an Affiliated Swimming Club Member.
- 13.4 Affiliated Swimming Clubs must represent an organisation which primarily promotes competitive swimming pathways and must have a nominated home pool. The venue must be suitable for competitive training purposes (i.e. at least 25 metres in length – though allowances may be allowed for regional areas).
- 13.5 Lack of a permanent home pool venue or permanent loss of venue will make clubs ineligible to continue to hold SNTI Affiliated Swimming Club status. This does not include temporary closure of venues for maintenance or renovation.
- 13.6 SNTI will support a policy of one (1) club per pool for the purposes of registering Affiliated Swimming Clubs, although practical usage of venues may include use by multiple clubs especially where a venue is closed for maintenance or renovation.
- 13.7 Where an Affiliated Swimming Club already exists at a pool nominated as a home pool by another organisation seeking SNTI membership, the applicant trying to claim the same location as their home pool shall be ineligible for SNTI Affiliated Swimming Club status.
- 13.8 Affiliated Swimming Clubs may only nominate one (1) home pool venue, however SNTI recognises and supports that clubs may train at multiple venues.
- 13.9 Affiliated Swimming Clubs are full voting members at Association meetings.
- 13.10 Affiliated Swimming Clubs must, at all times, be financial and make prompt payments to SNTI upon reasonable demand. Failure to pay fees due and payable is a major breach of responsibility and will lead to disaffiliation under clause 31.
- 13.11 Should non-compliance with any article of membership under this Constitution be determined by the Board to have occurred (except 13.3 and 13.5), the Affiliated Swimming Club may be suspended without voting rights, by a competent motion of the Board.

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13.12 Any club disaffiliated under clauses 13.3 and 13.5 may reapply to the Board for membership but only if the non-compliance leading to disaffiliation is rectified.

### **14. Provisional Swimming Club**

14.1 Associations that are deemed by the Board to qualify for Provisional Swimming Club status shall be afforded the right to register members and participate in competitions as though it had been accepted as an affiliated member swimming club, under the same terms and conditions as determined for an affiliated member swimming club under Section 13. With the exception that the Provisional Swimming Club:

- (a) Cannot vote or debate at General Meetings;
- (b) May be invited to speak by the chair;
- (c) Cannot access funding or representation from SNTI;
- (d) May register its Individual Members as any of the categories available to Affiliated Swimming Clubs;
- (e) Provisional Swimming Club status is only valid until the next AGM;
- (f) Should an application fail to be ratified at an AGM, the club may re-apply; and
- (g) Affiliated Swimming Clubs may, at an AGM, upon consideration of the re-application, vote to block re-application for two (2) years by a motion requiring a 75% of votes.

### **15. Swim Squad**

15.1 Swim squads represent a non-voting, community group, squad or association (e.g. school or swim school or other aquatic bodies), and must be sponsored by an Affiliated Swimming Club operating within five (5) kilometres of the squad.

15.2 Where no Affiliated Swimming Clubs exist within five (5) kilometres, Swim squads must be sponsored by the nearest Affiliated Club or the Affiliated Club most able to foster an effective relationship, as determined by the Board.

15.3 Swim squads can only participate in activities and competitions identified as grass-roots, and they cannot participate in championships or interstate events or other meets, except where their sponsor club is the host of the event or meet and they are extended an invitation by the hosting sponsor club.

15.4 Swim squads have no right to attend, debate or vote at General Meetings.

15.5 Swim squads must be approved by the Board and may be ephemeral in nature.

### **16. Associate Membership**

16.1 Associate Membership is established upon mutual signing of a document setting out the rights responsibilities and obligations of the signatories to the document. Associate Members are non-voting Members but may be invited to speak at any General Meeting.

16.2 To become an Associate Member, the applying body must have a relevant connection to swimming and support the objectives and purposes of this Constitution. (Example; Masters Swimming NT).

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16.3 Associate Membership is initiated on a competent motion of the Board and finalised on mutual signing of the formal document.

16.4 The form of the formal document is determined by the Board and the Associate.

### **17. Application for Membership of SNTI**

17.1 Organisations wishing to apply for membership with SNTI, must apply in writing to that effect to the Executive Officer, addressing the Board of SNTI.

17.2 Applications must include the following:

- (a) the category of membership being sought (refer clause 12 and schedule one);
- (b) evidence of compliance with eligibility under this Constitution;
- (c) a nomination fee which is equivalent to the relevant fees which would be payable on approval of the application including association membership fees and Individual membership fees for each member seeking registration with the body applying.

### **18. Approval of New Application for Membership**

18.1 The Board must consider any application made under clause 17 at the next available Board Meeting and must accept or reject the application at that meeting or the next based on the impact to Affiliated Swimming Clubs, and compliance with this Constitution and any relevant policies.

18.2 The Board must provide written notice of the outcome to the applicant and all other, current SNTI members, including sufficient information regarding the reason for their decision.

18.3 If an application is rejected, the applicant may appeal against the decision by giving notice to the Executive Officer within 14 days of being advised of the rejection.

18.4 If an applicant gives notice of an appeal against the rejection of the application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.

18.5 If after reconsidering an application the Board reaffirms its decision regarding application, the decision is final.

18.6 All applicants approved for Membership, including Individual Members of any successful applicant, are deemed by such Membership to be bound by the Constitution, Rules and By-Laws of SNTI, SAL and FINA.

18.7 The acceptance of affiliation or membership of SNTI shall operate as an agreement binding upon such affiliated bodies, clubs or registered individuals to abide by the provisions of the By- Laws, Rules, Policies and Regulations of Swimming Australia and SNTI and to accept and enforce all SNTI decisions. Any breach of this agreement by an Affiliated Swimming Club, Individual Member or any other person shall render such organisation or person liable to such penalty as outlined in the relevant policy or this Constitution or as the Board shall determine from time to time.

18.8 The admission of a new Affiliate Swimming Club must be ratified by at least 75% of current voting Association Members eligible to votes at the next AGM after the application has been received.

18.9 All other Membership types are approved by the Board at the sole discretion of the Board and in

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accordance with the requirements of the Constitution – See also Schedule One.

### **19. Annual Member and Affiliation Renewal Process**

- 19.1 Each type of Member, including Affiliated Swimming Clubs shall be required to update or renew their status with SNTI within 30 days commencing 1 July each year.
- 19.2 Affiliated Swimming Clubs, and other types of Members, who choose not to lodge any updates to their details shall be assumed to have lodged their renewal with the same details as the last update received.
- 19.3 Where requested, SNTI shall prepare and distribute an affiliation pack each year for renewing Affiliated Swimming Clubs and/or new applicants. The pack shall include:
- (a) A copy of the current Constitution;
  - (b) A copy of the current Individual Members and Affiliated Swimming Club Members rights policies;
  - (c) A copy of the current member renewal form to be completed by associations and used by SNTI to meet its obligation relating to the register of members particulars and other articles of this Constitution;
  - (d) A current list of SNTI Board members
  - (e) A copy (including electronic links) of all current SNTI policies and information on any fees applicable to the requesting entity, and
  - (f) The affiliation pack may be delivered electronically, by mail or in person to the address recorded in the Register of members.
- 19.4 The annual membership fee payable by Affiliated Swimming Clubs, and other member types, shall be fixed at the AGM and is payable as defined in section 20.
- 19.5 Upon application for new member status the relevant fee is to be paid on application. If an application for new member status is not successful, the fee shall be returned to the applicant.
- 19.6 Membership terminates on the cessation of affiliation, whether by dissolution, death, resignation or failure to comply with the Constitution, including non-payment of fees and charges otherwise due.
- ### **20. Annual association membership fees**
- 20.1 All annual association membership fees must be paid within one month of falling due. SNTI shall maintain a policy regarding all membership categories, relevant fees, requirements, and application processes as outlined in this Constitution and by resolutions of General Meetings and as required for the administration of SNTI.
- 20.2 Annual affiliation fees will be charged for Affiliate Member Clubs, and other member types, on the first business day of July each year or on application for membership or affiliation.
- 20.3 An Affiliate Swimming Club whose affiliation fee is not paid within 3 months after the due date, ceases to be an affiliate. In such cases, the association or member is disaffiliated and has no rights unless the Board determines otherwise by competent motion.

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- 20.4 Individual Membership fees shall be charged and become due upon application or renewal of membership according to the SNTI membership policy and resolution of the previous AGM.
- 20.5 All members (except life members of SNTI) must make a financial contribution as part of their membership.
- 20.6 Fees for Membership and Affiliation shall be determined annually by resolution of Affiliated Swimming Clubs (or voting Association Members) at the AGM.
- 20.7 Where a resolution is not passed at the AGM the resolution of the previous year stands as if it had been passed at that AGM.
- 20.8 Fees for Membership shall reflect a pro-rata charge for each of the Individual Membership type:
- (a) Where a resolution is not passed at the AGM the resolution of the previous year stands as if it had been passed at that AGM;
  - (b) Unless otherwise determined at an AGM the minimum fee for an Affiliated Swimming Club shall be \$200; and
  - (c) Unless otherwise determined at an AGM the minimum fee for a Swim Squad or Associate Member shall be \$100.
- 20.9 The annual membership fee shall include a national (SAL) and Territory component except Grass-Root or Swim Squad members which shall only include a state component.

### **21. Individual Membership Categories**

- 21.1 Individual Members shall be registered with an association member as per clause 10.
- 21.2 SNTI shall register Individual Members as one (1) or more of the following membership categories:
- (a) Registered Competitive Swimmer;
  - (b) Grass-Roots swimmer (non-competitive);
  - (c) SNTI Life Member; and
  - (d) Dry Member (includes parents, officials, coaches etc.).
- 21.3 Any fees and charges are payable upon registration with SNTI or no later than 3 months after Registration. Failure to pay in the specified time terminates registration.

### **22. Annual Individual Membership Renewals**

- 22.1 Individual Member applications shall be prepared and coordinated by SNTI members (Affiliated Swimming Clubs etc.) in accordance with the Policies, Rules and Regulations of SNTI.
- 22.2 Individual Members must be registered with an Affiliated Swimming Club Member according to the requirements of clause 10.
- 22.3 The Individual Member registration category must be identifiable as one or more of the categories outlined in clause 21.2.

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- 22.4 Each application must be accompanied by the requisite SNTI and SAL membership fees, as required and outlined in clause 20, for each category.
- 22.5 Each Individual Membership must be renewed and paid for annually (July-June) for membership to be current.
- 22.6 SNTI shall have responsibility to ensure that all living life members are renewed each year on the first business day of July, with the club under which they were registered in the previous year or with another club if so directed.

### **Division 2 – Rights of members**

#### **23. General**

- 23.1 An Individual Member may exercise the rights of Membership when their name is entered in the SNTI Register of members and their membership status is considered financial.
- 23.2 Non-Financial members have no membership rights.
- 23.3 For the purposes of registration, entry to the Register of members shall be considered complied with when application and payment are made through the online registration portal, allowing three business days for processing by SNTI.
- 23.4 SNTI Membership is considered current from the close of the Board meeting or AGM where a determination has been made to admit the applicant, provided that the applicant's status is also deemed current and financial according to this Constitution.
- 23.5 A right of Affiliation or Membership of SNTI:
- (a) Is not capable of being transferred to another person or organisation; and
  - (b) Terminates on the cessation of affiliation or membership whether by dissolution, death, resignation or failure to pay fees and charges by the due date.

#### **24. Voting**

- 24.1 Subject to Part 3, Division 1, each Affiliated Swimming Club has one vote at General Meetings of SNTI and that vote can only be exercised if the Affiliated Swimming Club is financial at the time of the vote.
- 24.2 The vote of each Affiliated Swimming Club shall be represented and accepted at General Meetings in the following forms:
- (a) Club Delegate as per clause 24.1;
  - (b) Proxy as per clause 67 (proxies); and
  - (c) Written submission addressing each agenda item as listed in the notice of motions which:
    - (i) is co-signed by the Club Delegate and President of the Affiliated Swimming Club; or
    - (ii) where the President is the Club Delegate, signed by the President and another member of the Affiliated Swimming Club executive committee; or
    - (iii) is accompanied by a signed copy of the minutes for the Affiliated Swimming Club's Board

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meeting at which the motions were considered.

- 24.3 Board Members and employees of SNTI are ineligible to vote or hold another member's vote at a General Meeting.
- 24.4 Each Affiliated Swimming Club Member may hold a maximum of one (1) vote.
- 24.5 A Provisional Swimming Club is eligible to vote from the next General Meeting after its application for Affiliation has been ratified as per clause 13.
- 24.6 Individuals must be current financial members of SNTI and at least 18 years of age in order to be eligible to vote or hold a vote.

### **25. Club Delegates as Representatives**

- 25.1 In the form prescribed by SNTI, Affiliated Swimming Clubs must notify SNTI of their nominated Club Delegate at the time of membership renewal or at any point when they choose to change their nominated delegate.
- 25.2 Affiliated Swimming Clubs may nominate an alternate Club Delegate (proxy) different from the individual named in their renewal.
- 25.3 Affiliated Swimming Clubs may nominate an alternate Club Delegate by written notice no less than seven (7) days prior to a General Meeting. The notice must be dual signed by the named Club Delegate and Club President, or by the Club President and one (1) other committee member. Alternate Club Delegates shall hold delegate authority only for the single meeting(s) named in the notice.
- 25.4 Where no notice of a Club Delegate is received in writing by SNTI from an Affiliated Swimming Club within seven (7) days of a meeting, the President of each Affiliated Swimming Club shall be considered the Club Delegate at General Meetings of SNTI, provided that no other Club Delegate has been nominated that financial year.
- 25.5 Club Delegates of Affiliated Swimming Clubs shall represent their association at General Meetings and shall have the rights to attend meetings and may consider and vote on resolutions at General Meetings as per the rights of that member in this Constitution.
- 25.6 Clubs may use a mix of Club Delegates consideration and written submissions to vote at any single General Meeting as indicated by a written submission.
- 25.7 For any motion where a club votes by a written submission, the Club Delegate may debate but the written vote shall count as that Club Delegate's vote.
- 25.8 At General Meetings according to this Constitution, members who do not have the right to attend may not attend, members who do not have the right to debate shall not debate and members who do not have the right to vote shall not vote,.
- 25.9 In their dealings with Club Delegates, SNTI will acknowledge their role to speak as a representative of their own association committee. SNTI acknowledges that information provided to an individual as a Club Delegate may be shared with that Club Delegate's club committee.
- 25.10 Club Delegates and proxies holding a vote must be a member of the association that they are representing except where an Affiliated Swimming Clubs home pool is more than 50 kilometres from



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the meeting venue, under which circumstances the club may nominate a member of another club to act as their proxy (Club Delegate).

25.11 SNTI shall be required to have a register of Club Delegates as authorised by member associations at each relevant meeting and copies of any proxies or written submissions as received from member associations.

25.12 Where exceptional circumstances have prevented the originally nominated Club Delegate from attending, Club Delegate authority may be passed to another member up to 30 minutes prior to the scheduled meeting via the appropriate form or via phone (with hard copy documentation to be lodged within three (3) business days). The quorum of voting members shall determine acceptance or not of such Club Delegates by majority (51% or more) as the first item of business.

### **26. Notice of Meetings and Special Resolutions**

26.1 SNTI must give all individual and association members notice of General Meetings and Special Resolutions in the manner and time prescribed by this Constitution.

### **27. Access to Information on Association**

27.1 The following must be available for inspection by members.

- (a) A copy of this Constitution;
- (b) A register of SNTI members, including:
  - (i) organisation name;
  - (ii) for each year, organisation(s) nominated voting Club Delegate, President and contact details;
  - (iii) the date on which the organisation first Affiliated;
  - (iv) the type of affiliation held by that organisation;
  - (v) should an affiliate's classification under this Constitution change, the date on which that status changed;
  - (vi) a record of the dates for which the organisation held all other Affiliation status(es)
  - (vii) should the organisation cease to be Affiliated under this Constitution, the date at which affiliation ceases; and
  - (viii) other particulars as required under the Act.
- (c) A register of Individual Members, including:
  - (i) member name, contact details;
  - (ii) for each year, the membership categories held by the member and date of registration or renewal;
  - (iii) a record of each Affiliate through whom the member is registered and the period for which they are registered with that Affiliate;

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- (iv) the date on which the member first became a member of the association;
  - (v) a record of SNTI positions held by that individual and the years held;
  - (vi) should an individual's membership classification under this Constitution change, the date on which that status changed; and
  - (vii) other particulars as required under the act.
- (d) Annual reports and audited annual financial statements;
- (e) Copies of all General Meeting minutes; including a draft (unratified) versions of minutes 30 days from the close of the General Meeting; and
- (f) Copies of all policy documents as used by this organisation for its management.
- 27.2 When making the Register of members available for viewing, SNTI will ensure that personal contact details shall be kept private, except as used by the Board and officers of SNTI for the administration of its business.

### **28. Raising Grievances and Complaints**

- 28.1 A member may raise a grievance or complaint about a Board member, the Board or another member of SNTI or its Affiliates.
- 28.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

### **Division 3 – Termination, Death, Suspension and Expulsion**

#### **29. Termination of Membership**

- 29.1 Affiliation with, and Membership of, SNTI may be terminated by a signed notice of resignation addressed and posted or given personally to the Public Officer, Registrar or Executive Officer. For non-Individual Members this should include signed copies of minutes or similar which authorise the resignation of said Association from SNTI.
- 29.2 Termination of Membership due to failure to renew shall occur:
- (a) For Associations upon non-payment of the annual Affiliation and Membership fees within the time allowed under clause 20;
  - (b) For Individuals from the first business day of July, non-payment of annual fees or failure to complete registration renewal; or
  - (c) By expulsion in accordance with this Division.

#### **30. Death of Member or Whereabouts Unknown**

- 30.1 If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

#### **31. Suspension, Expulsion or Disaffiliation of Members and Affiliates**

- 31.1 Employees, Members or Affiliates of SNTI may bring to the attention of the Board, through notice to the Executive Officer, Board situations, circumstances or events which may require a review of a

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member's Affiliation with SNTI. The Board must acknowledge receipt of such communication and must take the information into consideration at the next Board meeting or, at the latest, the next meeting after that.

- 31.2 Affiliate Affiliated Swimming Clubs will become disaffiliated where a relevant clause of this Constitution expressly states that:
- (a) A matter, or thing, is required to be done, and
  - (b) the matter or thing is not done by the Affiliate as required by the clause and,
  - (c) the stated consequence in the clause is disaffiliation.
- 31.3 Where an Affiliate Swimming Club is disaffiliated by an expressly stated clause in the Constitution, the body so remaining may reapply for Affiliation by the ordinary process in this Constitution but only if the conditions of the 'relevant matter to be done' effecting the disaffiliation has been rectified.
- 31.4 The Board of SNTI may determine, through a vote, to suspend or expel a member for a breach of rules as determined by the Constitution, or for gross misconduct.
- 31.5 If the Board considers that an Association or Individual member should be suspended or expelled under clause 31.4, the Board must give notice in writing to the contacts listed in the Register of Members, of the proposed suspension or expulsion:
- (a) For Association members, to that Association;
  - (b) For Individual Members, to the individual and the Affiliate Swimming Club Member through which they are registered with SNTI;
  - (c) The notice must include:
    - (i) time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided;
    - (ii) particulars of the conduct or reason for which suspension or expulsion is being considered; and
    - (iii) be given to the member not less than 30 days before the date of the Board meeting referred to in clause 31.5 (c) (i).
- 31.6 The Board may suspend, expel or decline to suspend or expel the affiliated club or individual from SNTI and must give written notice of the decision and the reason for it to the club or individual within seven (7) days of the meeting at which the resolution was passed.
- 31.7 Suspension of a members shall be implemented immediately following a decision by the Board to suspend a member.
- 31.8 Where the Board determines that an Affiliate Swimming Club should be Disaffiliated, this will come into effect only once ratified at a General Meeting. If an Affiliated Swimming Club is Disaffiliated by the Board, they will still have voting rights at a General Meeting which considers that expulsion.
- 31.9 Where an association or member is suspended or expelled at a General Meeting by Special Resolution of the members, such suspension or expulsion will stand from the time the motion is passed.

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31.10 At the General Meeting, ratifying a Board decision to expel a member, the Board must afford the affiliate, member and/or their representative a reasonable opportunity to be heard and/or to make representations in writing.

### **32. Appeals against Suspension or Expulsion**

32.1 An Affiliated Swimming Club or Individual Member expelled or suspended under clause 31 may appeal against that suspension or expulsion by giving notice to the Executive Officer within fourteen (14) days after receipt of the Board's decision.

32.2 Where an Individual Member appeals against suspension or expulsion, the appeal shall be heard by the Board.

32.3 The Individual Member appeal must be considered at a Board Meeting of SNTI and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

32.4 The directors present at the Board meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the Individual Member.

32.5 Where an appeal is made by an Association, being a non-Individual Member, and the Board does not choose to put aside their decision, the appeal shall be heard at a Special General Meeting subject to Part 6 of this Constitution.

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## PART 4 – THE BOARD

### Division 1 – General

#### 33. Role and Powers

- 33.1 The business of SNTI shall be managed by or under the direction of the Board.
- 33.2 The Board may exercise all the powers of SNTI except those matters that the Act or this Constitution requires SNTI to determine through a Special General Meeting of members.
- 33.3 The Board may appoint and remove staff.
- 33.4 The Board must establish at least those sub-committees required by clause 49 and may create additional sub-committees as required subject to the process outlined in the Constitution or the policy which forms the committee.
- 33.5 No more than one (1) Board member may be elected to each sub-committee and that Board member shall hold an equal vote with regard to the resolution of each sub-committee.
- 33.6 Sub-committees have the right to reach decisions independently of the Board and the Board must heed the advice of its sub-committees or provide advice in writing as to why it has not.
- 33.7 The Board must provide in writing, advice of the outcome of the considerations of any report, advice or results of its sub-committees within seven (7) days of the meeting at which the communication was reviewed.
- 33.8 Consideration of communication from a sub-committee must be timely. Where a communication is not considered at the next meeting, the Board must provide satisfactory written advice as to why it was not considered.

#### 34. Election by ballot

- 34.1 The Board shall be elected by Club Delegates of Affiliated Swimming Clubs at an AGM. Specifically:
- (a) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
  - (b) Election shall be by those members entitled to a vote at a General Meeting.
  - (c) The ballot shall be conducted in writing by nomination of preferred candidates.

#### 35. Composition of Board

- 35.1 The Board shall comprise the following directors:
- (a) President;
  - (b) Vice President;
  - (c) An additional five (5) Directors; and
  - (d) At most, two independent Directors. (NOTE – A Board of nine (9) is possible).

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### **36. Election of President and Vice President**

- 36.1 Once elected the Board shall elect its President and then its Vice President at the first Board meeting. Election is by majority vote.
- 36.2 The first Board meeting is to be organised by the Executive Officer, no later than 6 weeks after the AGM.
- 36.3 If after two Board meetings, the Board is unable to elect a President or Vice President, a Special General Meeting is to be called where voting shall be by those members entitled to a vote at a General Meeting to elect the President or Vice President, as per the election of individual Board members (clause 34).

### **37. Delegation**

- 37.1 The Board may delegate to a sub-committee or staff any of its powers and functions other than:
- (a) This power of delegation; or
  - (b) A duty imposed on the Board by the Act or any other law; and
  - (c) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 37.2 The Board may, in writing, revoke wholly or in part the delegation.

## **Division 2 – Tenure of office**

### **38. Eligibility of Board members**

- 38.1 A Board member must be aged 18 years or over.
- 38.2 Board members may be elected to the Board at an AGM or appointed under clause 44 (independent) or in the case of a casual vacancy, as set out in clause 42.
- 38.3 Must be current financial members of SNTI.
- 38.4 Employees of SNTI are not eligible for election to the Board.
- 38.5 A Board member must not be in breach of any other clause of this Constitution related to eligibility of membership or election.
- 38.6 All Board members and nominees must be current financial members of an Affiliated Swimming Club holding a membership category of Registered Competitive Swimmer, Dry Member or “life member” (unless appointed under clause 44 (Independent Board Member)).
- 38.7 All persons holding office or a position within SNTI shall be resident in the Northern Territory unless approved otherwise by the Board.

### **39. Nominations for Election to the Board at the AGM**

- 39.1 A member is not eligible for election to the Board unless the Executive Officer receives a written nomination for that member not less than seven (7) days before the date of the next AGM
- 39.2 Where fewer nominations are received than the number of positions vacant at an AGM, the nominees are thereby appointed, and Club Delegates may nominate additional candidates on the day provided that:

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- (a) The nominee meets all other requirements under this Division; and
- (b) The nominee(s) do not displace a written nominee who has complied with clause 39.1 (who are thereby appointed).

39.3 The nomination must be signed by the nominator and a seconder, and the nominee must signify their willingness to stand for election.

39.4 A person who is eligible for election or re-election under this clause may:

- (a) Propose or second themselves for election or re-election; and
- (b) Where the person is entitled to a vote as a Club Delegate, vote for themselves.

39.5 Where a nominee is also a Club Delegate and is elected to the position of Board member, they shall continue to hold the right to vote until the close of the current meeting at which they are elected.

### **40. Rotation and Retirement of Directors**

40.1 Individual Directors shall be elected and appointed at (no more than) every second AGM. (i.e. a Directors term will be approximately (2) two years).

40.2 Director terms shall be created to ensure that at least three (3) Directors are up for election at each AGM.

40.3 Unless elected directly as a separate office holder, the Board must appoint one Board member to be SNTI's public officer.

40.4 A Board member holds office until the expiry of his term unless the member vacates the office under clause 41 or is removed under clause 43.

40.5 The President of the outgoing Board must preside at the AGM until new Board members are elected.

40.6 Directors may serve a maximum of five (5) consecutive terms on the Board, including any Terms less than two (2) years.

40.7 Presidents and Vice Presidents may serve a maximum of two (2) consecutive terms in that position, including any terms less than two (2) years.

### **41. Vacating Office**

41.1 The office of a Board member becomes vacant if:

- (a) The director:
  - (i) is disqualified from being a Board member under section 30 or 40 of the Act; or
  - (ii) resigns by giving written notice to the Executive Officer; or
  - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health; or
  - (iv) ceases to be a resident of the Territory; or
- (b) The director is absent from more than:

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- (i) 3 consecutive Board meetings; or
- (ii) 3 Board meetings in the same financial year without tendering an apology to the Executive Officer of which meetings the member received notice and the Board has resolved to declare the office vacant.

### **42. Casual Vacancies**

- 42.1 Where a vacancy on the Board exists due to the application of section 41, the Board may determine a casual vacancy exists.
- 42.2 If the Board determines a casual vacancy exists the Board can determine any process for filling that casual vacancy, but any process must be merit based and embody procedural fairness.
- 42.3 The process for filling a casual vacancy must include advertising the vacancy to Members and Affiliate Swimming Clubs.
- 42.4 Any casual appointment is only for the remaining duration of the vacating Board members term.

### **43. Removal of Board Members**

- 43.1 SNTI, by a Special Resolution at a General Meeting of members, may remove any Board member before that member's term of office ends.
- 43.2 If a vacancy arises through removal under subclause 43.1, the vacancy may be deemed a casual vacancy.

### **44. Appointment of Independent Board Members**

- 44.1 The Board has the right to appoint up to two (2) Independent Board Members to:
  - (a) Fill skills shortages;
  - (b) If a vacancy remains on the Board after an AGM; and or
  - (c) If the office of a Board Member becomes vacant under clause 42 or 43.
- 44.2 When appointing Board Members, the elected Board members should have regard to which personal skills and experience the Board thinks will complement the Board composition.
- 44.3 An independent Board Member is not required to be a financial member of a club, can be appointed for a maximum term of two (2) years which can be renewed up to five (5) times.
- 44.4 An independent Board Member can be elected President or Vice President and may receive remuneration, as approved by the elected Board members.
- 44.5 If the office of Public Officer becomes vacant, a person must be appointed to fill the vacancy in accordance with the Act.



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### Division 3 – Duties of Board Members

#### 45. Collective Responsibility of the Board

- 45.1 As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act and regulations made under the Act.
- 45.2 As soon as practicable after being elected to the Board, each Board member must become familiar with this Constitution and the policies and By-Laws of SNTI.
- 45.3 The Board is collectively responsible for ensuring SNTI complies with the Act and regulations made under the Act.
- 45.4 Directors shall agree to provide contact information to be listed publicly on the SNTI website and be made available to members by request through the Executive Officer.

#### 46. President

- 46.1 Subject to sub-clauses 46.2, 46.3 and 46.4, the President must preside at all General meetings and Board meetings.
- 46.2 A majority of members may elect, at a General Meeting, to have a Club Delegate, instead of the President, chair that meeting by adding it as the first item of business.
- 46.3 If the President is absent from a meeting, the Vice-President must preside at the meeting. The Vice-President may determine that a member other than themselves shall be elected by the director's present as the chair for that meeting.
- 46.4 If the President and Vice-President are both absent, the Board members present shall elect the chair.

#### 47. Executive Officer

- 47.1 The Executive Officer's title may be deemed to be any title approved by the Board including Executive Officer, Chief Executive Officer (CEO) or similar.
- 47.2 The Executive Officer shall be the first point of contact in all administrative matters pertaining to SNTI.
- 47.3 The Executive Officer shall attend meetings of the Board unless directed otherwise by the Board but shall not be entitled to vote.
- 47.4 The Executive Officer shall make all information requested by the Board available as soon as possible.
- 47.5 The Executive Officer shall not keep any information confidential from the Board unless otherwise directed by the Board.

#### 48. Public officer

- 48.1 The Public Officer must ensure that documents are filed in accordance with the Act.

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### Division 4 – Sub Committees

#### 49. Sub-Committees

- 49.1 SNTI may form sub-committees to provide guidance, technical expertise and operational assistance to the Board, Staff and members. The Board may form sub-committees as required by creating or adjusting the relevant terms of reference.
- 49.2 The Board will appoint members of sub-committees based on the Constitution and relevant policies.
- 49.3 Directors may constitute a maximum of one (1) person per sub-committee.
- 49.4 Each sub-committee shall have a chair who will be responsible for organising the business of the committee and reporting its activities according to policy and Constitution.
- 49.5 The sub-committee will elect its chair by majority vote.
- 49.6 Resolutions and decisions of sub-committees shall be determined by majority consensus, where each member shall have a deliberative vote. If a vote should be split the chair shall have an additional vote.
- 49.7 The following sub-committees shall be elected each year by the Board.

#### 50. Selection Committee

- 50.1 Selection Committee shall consist of three to five (3-5) members who represent a range of expertise in coaching, officiating, governance and sport/athlete development.
- 50.2 The committee shall include at least one (1) senior coach and at least one (1) senior technical official.
- 50.3 The Selection Committee will be responsible for the approval/selection of appointment for all positions to teams and committees according to the relevant policy and shall provide selection results according to the relevant policy.
- 50.4 The Selection Committee in conjunction with the athlete and coach development committee will set/review Benchmark times, standards and qualifying times for SNTI meet qualifying times as well as selection, appointment or awarding of Squad or coaching positions and recognitions.
- 50.5 The Selection Committee in conjunction with the Technical Committee will set and review standards for selection and approval of Technical Officials to swim meets, teams, camps and development programs.

#### 51. Competition Committee

- 51.1 The Competition Committee shall consist of three to five (3-5) members who represent a range of expertise in coaching, officiating, and sport/athlete development.
- 51.2 The committee shall include at least one (1) senior coach and at least one (1) senior technical official
- 51.3 Committee will, with the Technical Committee, review and provide updates to SNTI Policies regarding swim meet classification standards to be ratified by the Board.
- 51.4 Will work with the Athlete and Coach Development Committee to ensure swim meets and development activities are suitably arranged to allow for peak outcomes and suitable selection timeframes.
- 51.5 Will work with Affiliated Swimming Clubs and other affiliates to develop and promote the development

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of activities which would benefit the competition calendar, athlete development and grass-roots initiatives.

- 51.6 Will work with the Technical Committee to ensure event structure and timing allow for appropriate staffing by officials and that the arrangement of events allow for ongoing training and pathways for officials.

### **52. Technical Committee**

- 52.1 The Technical Committee shall consist of three to five (3-5) members who represent a range of technical, training and governance skills and experience.
- 52.2 The Technical Committee shall include at least one (1) Referee and at least one (1) (Technical assessor).
- 52.3 The Technical Committee may set and review SNTI's policy(s) regarding pathways for technical officials for ratification by the Board.
- 52.4 Will as a group, or by representative nominated by the sub-committee, approve all updates to the NT register of officials on a monthly basis in conjunction with the Executive Officer will approve or verify all records of successful training for entry into the NT and National register of officials.
- 52.5 Will organise with the Board and Executive Officer, the creation of member training opportunities to be incorporated into the SNTI calendar of events.

### **53. Athlete and Coach Development Committee**

- 53.1 The Athlete and Coach Development Committee shall consist of three to five (3-5) members who represent a range of expertise in coaching, officiating, governance and sport/athlete development.
- 53.2 The committee shall include at least one (1) senior coach
- 53.3 The Athlete and Coach Development Committee along with other sub-committees and the Board, generate and review policies related to athlete development pathways (including team/squad selection) and coach development pathways (including selection)
- 53.4 Will work with the relevant bodies to promote and ensure the development and delivery of development activities for coaches and athletes over both long and short term.

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### PART 5 – MEETINGS OF BOARD

#### 54. Meetings of the Board

- 54.1 The Board must meet together, in person or by way of telecommunication, for the conduct of business a minimum of four (4) times in each financial year.
- 54.2 Where the Board plans to hold a normal meeting of the Board it shall notify Members of its intention to meet at least (7) seven days in advance to allow matters requiring the Boards attention to be brought forward.
- 54.3 The Executive Officer and/or President must give all Directors of the Board the following notice if a meeting is to be convened including;
- (a) date, time, location and business to be considered and
  - (b) not less than three days' (3) notice of a meeting of the Board.

#### 55. Voting and Decision Making

- 55.1 Each Board member present at the meeting has a deliberative vote.
- 55.2 Each question or motion arising at a Board meeting must be decided by a majority of votes.
- 55.3 If there is no majority, a motion lapses.
- 55.4 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless an anonymous poll is (before the show of hands) demanded:
- (a) By the Chair; or
  - (b) By at least two (2) authorised voters present in person or by teleconference at the meeting.

#### 56. Quorum

- 56.1 For a Board meeting, a majority of elected and appointed Board members must be present (in person or by electronic communications). For example, a seven (7) member Board requires at least four (4) members to be present for a quorum.
- 56.2 The Board may conduct its meetings and business using the full range of available electronic communications, including video conferencing, telephone conferencing, and electronic mail. Any resolution of the Board adopted through the use of such technology is as valid and effectual as if all available Directors had adopted it at a Board meeting physically attended.

#### 57. Procedure and Order of Business

- 57.1 The procedure to be followed at a Board meeting shall be determined from time to time by the Board.
- 57.2 The order of business may be determined by the members present at the meeting.
- 57.3 Only the business for which the meeting is convened may be considered at a meeting.

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### **58. Disclosure of Interest**

- 58.1 A Board member who has a direct or indirect pecuniary interest in a resolution, contract, or proposed contract with SNTI, must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- 58.2 The Executive Officer must record the disclosure in the minutes of the meeting.
- 58.3 The Chair must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

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## PART 6 – GENERAL MEETINGS

### 59. Meetings by Electronic Means

- 59.1 In this Part (Part 6) meetings are usually held with persons physically present and attending.
- 59.2 If in circumstances any Government order exists limiting or prohibiting gathering of persons, then meetings may be held by electronic means (like 56.2) notwithstanding that a Notice indicating a physical meeting may have been issued. That Notice stands operative unless revoked.
- 59.3 If Government orders, limiting physical gatherings, exist then the Board and Executive Officer (EO) may do all that is fair and reasonable to enact an electronic meeting in this Part.

### 60. Annual General Meetings

- 60.1 The SNTI must hold its AGM within 5 months after the end of the Association's financial year.
- 60.2 The EO must give to all members not less than 30 days' notice of an AGM.
- 60.3 The notice must specify:
- (a) When and where the meeting is to be held; and
  - (b) The particulars of and the order in which business is to be transacted.
- 60.4 The order of business for each AGM is as follows:
- (a) First – the consideration of the accounts including approval of the Budget (clause 69) and then reports of the Board;
  - (b) Second – Any proposed changes to the SNTI Constitution;
  - (c) Third – any other business requiring consideration of the Association at the meeting so long as notice of such business is advised at least 14 days prior to the AGM.
  - (d) Fourth – the election of new Board Members;
- 60.5 The Board:
- (a) May at any time convene a SGM;
  - (b) Must, within 30 days after the Executive Officer receives a notice under clause 32.3 convene a SGM to deal with the appeal to which the notice relates; and
  - (c) Must, within 21 days after it receives a request under clause 60.1 convene a SGM for the purpose specified in that request.

### 61. Special General Meetings

- 61.1 A Special General Meeting (SGM) must be held if three (3) Association Members OR three (3) Board Members make a written request to the Board or Executive Officer for a SGM.
- 61.2 When requested by clause 60.1 the Board must call a SGM within 30 days

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- 61.3 The written request must:
- (a) State the purpose of the SGM; and
  - (b) Be signed by the Members making the request.
- 61.4 If the Board fails to convene a SGM within the time allowed:
- (a) For clause 32.5 – the members who made the request may convene a SGM as if they were the Board.
  - (b) For clause 60.1 - the members who made the request may convene a SGM as if they were the Board.
- 61.5 If a SGM is convened by any party the SNTI must meet any reasonable expenses of convening and holding the SGM.
- 61.6 The Executive Officer must give to all members not less than 21 days' notice of a SGM.
- 61.7 The notice must specify:
- (a) When and where the meeting is to be held; and
  - (b) The particulars of and the order in which business is to be transacted.
- 62. Special Resolutions**
- 62.1 A Special Resolution may be moved at any General Meeting of the Association.
- 62.2 The Executive Officer must give all members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed.
- 62.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 63. Notice of Meetings**
- 63.1 The Executive Officer must give a notice under this Part by:
- (a) Serving it on a Member personally; or
  - (b) Sending it by post to a member at the address of the Member appearing in the register of members; or
  - (c) Sending it by electronic mail to a member at the address of the Member appearing in the Register of members.
- 63.2 If a notice is sent by post under subclause 63.1(b), sending of the notice is taken to have been properly affected if the notice is addressed and posted to the member by ordinary prepaid mail.
- 63.3 Upon receiving notice of a General Meeting, Association Members may submit additional motions or items of business for consideration:
- (a) Motions must be in writing and signed by the Club Delegate;

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- (b) For SGMs individual SNTI Members may propose business;
- (c) For AGMs additional business must be signed by at least three (3) eligible voting Members;
- (d) Motions must be received in writing not less than fourteen (14) days prior to the meeting date.

### 64. Quorum at General meetings

64.1 At a General meeting, 60% of Club Delegates of financial voting Affiliated Swimming Clubs present in person constitutes a quorum.

- (a) If any Government order exists limiting the capacity of Affiliated Swimming Clubs congregating, then a quorum may be obtained by electronic or other means.

### 65. Lack of Quorum

65.1 If within 30 minutes after the time specified in the notice for the holding of a General Meeting a quorum is not present, then:

- (a) For an AGM or SGM convened under clause 60 or 61 – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- (b) For a meeting convened under clause 32.5 – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) For a meeting convened under clause 60.1 – the meeting lapses.

65.2 If within 30 minutes after the time appointed by subclause 65.1(a) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may proceed with the business of that General Meeting as if a quorum were present.

65.3 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that General Meeting from time to time and from place to place.

65.4 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General meeting was adjourned.

65.5 If a General Meeting is adjourned for a period of 30 days or more, the Executive Officer must give notice of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

### 66. Voting

66.1 Subject to clause 24, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

66.2 At a General Meeting:

- (a) An ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
- (b) A Special Resolution put to the vote is passed if 75% of the members who are present in person or by proxy vote in favour of the resolution.



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- 66.3 A poll may be demanded by the Chairperson or by three (3) or more members present in person or by proxy.
- 66.4 If demanded, a poll must be taken immediately and in the manner the Chairperson directs.
- 67. Proxies**
- 67.1 A member club may appoint in writing an alternate Club Delegate to be the proxy of the appointed Club Delegate to attend and vote on behalf of the member club at any General Meeting as per clause 24.

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## PART 7 – FINANCIAL MANAGEMENT

### **68. Financial Year**

68.1 The financial year of SNTI is the period of 12 months ending on 30 June.

### **69. Funds and Accounts**

69.1 SNTI must maintain an account (or accounts) with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

69.2 The annual budget for SNTI must be approved at the AGM. Subject to any restrictions imposed by SNTI at the AGM, the Board may approve expenditure on behalf of the SNTI within the limits of the budget.

69.3 All financial transactions must be authorised by two (2) Board members or otherwise authorised as provided for by the Board in the case of electronic banking.

69.4 The Board may authorise the EO to establish credit-based cards and trading accounts for the operation of SNTI provided transactions are accurately recorded at the time of the transaction, regularly reconciled and also reviewed by the Board in a manner consistent with sub-clause 69.3. Each instrument must be approved by the Board prior to establishment.

69.5 With the approval of the Board, the Association 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, regularly reconciled and also reviewed by the Board in a manner consistent with sub-clause 69.3.

### **70. Accounts and Audits**

70.1 It is the responsibility of the Board to ensure compliance with the Act including meeting the requirements of Part 5 of the Act and any regulations made for that Part relating to:

- (a) The keeping of accounting records; and
- (b) The preparation and presentation of SNTI's annual statement of accounts; and
- (c) The auditing of the SNTI's accounts; and
- (d) Those other requirements as required by the Act.

**PART 8 – GRIEVANCE AND DISPUTES**

**71. Grievance and Dispute Procedures**

71.1 This clause applies to disputes between:

- (a) A Member and another Member; or
- (b) A Member and the Board.

71.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

71.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

71.4 The mediator must be:

- (a) A person chosen by agreement between the parties; or
- (b) In the absence of agreement:
  - (i) for a dispute between a Member and another Member – a person appointed by the Board;  
or
  - (ii) for a dispute between a member and the Board – an independent mediator, appointed by the NT Governments Department of Sport and Recreation (or similar).

71.5 A member of SNTI can be a mediator.

71.6 The mediator cannot be a party to the dispute.

71.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

71.8 The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard;
- (b) Allow due consideration by all parties of any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

71.9 The mediator must not determine the dispute.

71.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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### PART 9 – MISCELLANEOUS

#### **72. Service Awards**

- 72.1 SNTI shall maintain a policy(s) regarding service awards including a register of recipients, their award and date received.
- 72.2 SNTI shall recognise outstanding service to SNTI in the following categories:
- (a) Life membership;
  - (b) Service Merit Award. SNTI may set levels of service merit award in its policies.
- 72.3 Nominations for Service Awards should be submitted to the Board through an Affiliated Member Club by their Club Delegate. Nominations may be submitted at any time throughout the year.
- 72.4 The nomination of individuals shall be accompanied by a statement detailing: the member's length of service to SNTI, office(s) held, a resume of the activities of the nominee and any further details on specific contribution to the sport of swimming and the swimming community.
- 72.5 On receipt of the nomination the Chair of the Board shall convene a panel of three (3) members to consider the nomination. The panel shall contain at least one (1) life member.
- (a) The panel should be convened not less than 60 days prior to the next AGM; and
  - (b) Shall consider all nominations received up until 60 days prior to the next AGM; and
  - (c) Be required to provide advice on the assessment of service awards not less than 45 days prior to the next AGM; and
  - (d) Will consider each nomination based on the policy(s) outlined in sub clause (1).
- 72.6 The panel shall determine acceptance of the nomination and recommend to the Board the category of award to be presented based on this Constitution and the associated policies.
- 72.7 The Board may ratify this decision or pass it back to the panel for further consideration if they feel additional information should be provided.
- 72.8 Awards shall be presented at the AGM.
- 72.9 Nominations shall be recognized at the next AGM, provided that nominations were received not less than 60 days prior to that AGM
- 72.10 Life members shall be exempt from payment of SNTI membership fees.

#### **73. Transitional Provisions**

- 73.1 This Constitution shall come into effect following its acceptance by a quorum of delegates at a General meeting, and submission to and acceptance by a relevant NT Government body responsible for such approvals (E.g. - Dept of Business Affairs).
- 73.2 Nothing in this Constitution shall be taken to undermine or change the validity of acts taken and appointments made by the Board or committees of SNTI under the preceding Constitution.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

73.3 The officers of SNTI elected under the previous Constitution shall be considered to have been elected to the Board under this Constitution.

### **74. Distribution of Surplus Assets on Winding Up**

74.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the Members or former Members.

74.2 The surplus assets must be given or transferred to another association incorporated under the Act that:

- (a) Has similar objects and purposes;
- (b) Is not carried on for profit or gain to its Individual Member(s); and
- (c) Is determined by resolution of the Members.

74.3 In this clause, due consideration must be taken when considering assets going to Swimming Australia if deemed as suitable by the Board.

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**Schedule One of the SNTI Constitution**

Schedule One Membership Categories and the Applicable Requirement to be met by the Applicant			
<b>NAME</b>	<b>VOTING STATUS</b>	<b>Requirements to be met for Membership Application</b>	<b>General Rights</b>
All member types	See specific comments below	<u>clause 10</u> <ul style="list-style-type: none"> <li>• Any individual person</li> <li>• Any legal entity</li> <li>• Must add value to Swimming NT</li> <li>• Is bound by rules, directives, By-Laws, and similar devices promulgated for the management and control of the Sport</li> </ul>	Various as applicable
Affiliated Swimming Club	Full voting rights.	<u>clause 13</u> <ul style="list-style-type: none"> <li>• Approved by 75% of members (S13) at affiliation</li> <li>• Nominated home pool to be identified</li> <li>• Minimum club members to be maintained</li> <li>• Must be financial</li> <li>• Must abide by all reasonable requests of SNTI</li> </ul>	Must comply with s13 or be disaffiliated.  Must be financial or may be disaffiliated suspended or expelled.
Provisional Swimming Club	No voting rights.  May be invited to speak at a General meeting.	<u>clause 14</u> <ul style="list-style-type: none"> <li>• Approved by Board</li> <li>• Ratified by AGM</li> <li>• Can reapply if rejected.</li> </ul>	Is supported by the Board and affiliated clubs. Limited funding paths available Status can't exceed one year
Sponsored Swim Squad Member	No voting rights  No meeting rights.	<u>clause 15</u> <ul style="list-style-type: none"> <li>• Community based</li> <li>• 5Km rule applies</li> </ul>	Assessed on a case-by-case basis
Associate Member	No voting rights at General meetings  May be invited	<u>clause 16</u> <ul style="list-style-type: none"> <li>• Requires an associate to have empathy and clear alignment with swimming and the objects of this</li> </ul>	All rights, roles and responsibilities are agreed to as set out in a mutually signed document.

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	to speak at any General meeting.	constitution <ul style="list-style-type: none"><li>• Details of any arrangements are contained in an agreed formal signed document.</li><li>• May be an Incorporated body in the NT.</li></ul>	Must be approved by the Board  Must add value to Swimming NT.
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