

# **SWIMMING NORTHERN TERRITORY INCORPORATED**



## **Final CONSTITUTION**

As ratified at the Special General Meeting on 24 October 2020

# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## Table of Contents

Table of Contents.....	2
PART 1 – PRELIMINARY.....	5
1. Name.....	5
2. Objects and purposes.....	5
3. Minimum Number of Member Clubs.....	5
4. Definitions.....	5
PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION.....	8
5. Powers of Association.....	8
6. Effect of Constitution.....	8
7. Inconsistency between Constitution and Act.....	8
8. Altering the Constitution.....	8
9. Bylaws.....	8
PART 3 – MEMBERS.....	9
Division 1 – Membership.....	9
10. Types of membership.....	9
11. Association Membership Categories.....	9
12. Member Swimming Club.....	9
13. Provisional Swimming Club.....	10
14. Swim Squad (Sponsored).....	10
15. Affiliate Member.....	11
16. Application for Association Membership of SNTI.....	11
17. Approval of New Application for Association Membership or to Affiliate.....	11
18. Annual Association Member and Affiliation Renewal Process.....	12
19. Annual Association Membership Fees.....	12
20. Individual Membership Categories.....	13
21. Annual Individual Membership Renewals.....	14
Division 2 – Rights of members.....	14
22. General.....	14
23. Voting.....	14
24. Delegates as Representatives.....	15
25. Notice of Meetings and Special Resolutions.....	16
26. Access to Information on Association.....	16
27. Raising Grievances and Complaints.....	17
Division 3 – Termination, death, suspension and expulsion.....	17
28. Termination of Membership.....	17
29. Death of Member or Whereabouts Unknown.....	18
30. Suspension or Expulsion of Members and Affiliates.....	18

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

31. Appeals Against Suspension or Expulsion .....	19
PART 4 – THE BOARD .....	20
Division 1 – General.....	20
32. Role and Powers.....	20
33. Election by ballot.....	20
34. Composition of Board .....	20
35. Election of President and Vice President.....	21
36. Delegation.....	21
Division 2 – Tenure of office.....	21
37. Eligibility of board members .....	21
38. Nominations for Election to the Board at the AGM .....	22
39. Rotation and Retirement of Directors.....	22
40. Vacating Office.....	23
41. Removal of Board Members .....	23
42. Appointment of Independent Board Members .....	23
Division 3 – Duties of board members .....	24
43. Collective Responsibility of the Board .....	24
44. President.....	24
45. Executive Officer.....	25
46. Public officer .....	25
Division 4 – Sub Committees .....	25
47. Sub-Committees .....	25
48. Selection Committee .....	25
49. Competition committee .....	26
50. Technical Committee .....	26
51. Athlete and Coach Development Committee.....	27
PART 5 – MEETINGS OF BOARD.....	28
52. Meetings of the Board.....	28
53. Voting and Decision Making .....	28
54. Quorum.....	28
55. Procedure and Order of Business.....	28
56. Disclosure of Interest.....	29
PART 6 – GENERAL MEETINGS.....	30
57. Convening General Meetings .....	30
58. Special General Meetings .....	30
59. Annual General Meeting.....	30
60. Special Resolutions .....	31
61. Notice of Meetings .....	31
62. Quorum at General Meetings.....	32

**SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION**

63. Lack of Quorum .....32

64. Voting.....32

65. Proxies .....33

PART 7 – FINANCIAL MANAGEMENT.....34

66. Financial Year .....34

67. Funds and Accounts .....34

68. Accounts and Audits .....34

PART 8 – GRIEVANCE AND DISPUTES .....35

69. Grievance and Dispute Procedures .....35

PART 9 – MISCELLANEOUS .....36

70. Service Awards .....36

71. Alteration of the Constitution .....36

72. Transitional Provisions.....37

73. Distribution of Surplus Assets on Winding Up.....37

# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## PART 1 – PRELIMINARY

### 1. Name

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

### 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 member clubs and the member pathways which feed into them;
- (d) To be the peak body for swimming clubs in the Northern Territory and to mutually support and promote the interests of swimming and its member clubs;
- (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; and
- (j) To stimulate public opinion in favour of providing proper facilities for developing the sport of swimming.

### 3. Minimum Number of Member Clubs

3.1 SNTI must have at least five affiliated member swimming clubs.

### 4. Definitions

4.1 In this Constitution, unless the contrary intention appears:

“Act” means the *NT Associations Act* and regulations made under that Act;

“affiliate member” means an organisation that is affiliated with SNTI as described in clause 15;

“AGM” means the annual general meeting of SNTI;

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

“association member” means a club or organisation registered or affiliated with SNTI according to this Constitution who represents a group of individual members or an organisation having a relationship with SNTI;

“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;

“body” means an association or a club affiliated with SNTI which is entitled, subject to the Constitution, to appoint a delegate to general meetings of SNTI;

“Constitution” means the Constitution of SNTI;

“club delegate” means a person duly elected or appointed by a “member swimming club” having a right to represent that member club at the general meetings of SNTI;

“director” means a member elected or appointed to the Board;

“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;

“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;

“general meeting” means an AGM or special general meeting of the delegated representatives from member clubs, the Board and those individual members who’s right to attend is outlined in this Constitution and which is convened in accordance with Part 6;

“individual member” means an individual person who is a current and financial member of SNTI through their association;

“member swimming club” means an association which is a current financial SNTI member with full voting rights as defined in clause 11;

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

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

“provisional swimming club” means an association which has applied for membership of SNTI but its status as full voting member swimming club is still pending ratification, as per clause 11;

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

“register of members” means the register of association members and register of individual members, established and maintained under section 34 of the Act and the relevant sections of this Constitution, including clause 26;

“registered competitive swimmer” means an individual swimming member, who has nominated to be a competitive swimmer, who is current and financially registered with SNTI;

“SAL” means Swimming Australia Limited;

## **SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION**

“SNTI” means Swimming Northern Territory Incorporated;

“special resolution” means a resolution notice of which is given under clause 58 and passed in accordance with section 37 of the Act;

“swim squad” means an organisation that’s SNTI membership is sponsored by a member swimming club as described in clause 11;

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

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

# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## 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 objects or purpose and, in particular, 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 member and SNTI to the same extent as if every member and SNTI had 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 but not otherwise. If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

### 9. Bylaws

- 9.1 The Board of Management of SNTI may make, change and or rescind bylaws provided they are consistent with the intent of this Constitution. Any bylaws shall be read in conjunction with this Constitution. Any addition, deletion or changes to bylaws shall be presented at the next general meeting and must be ratified by a motion passed by a majority of member swimming club delegates before taking effect.



# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## PART 3 – MEMBERS

### Division 1 – Membership

#### 10. Types of membership

- 10.1 SNTI shall register association members who represent groups of members under those categories and with those rights outlined in clause 11.
- 10.2 SNTI shall maintain a register of association members containing at least that information contained in clause 26.
- 10.3 SNTI shall allow individuals to register as members through a registered association member as per Clause 11 and the individual member shall have those rights afforded by their category of membership as per clause **Error! Reference source not found.**
- 10.4 SNTI shall maintain a register of individual members containing at least that information contained in clause 26.

#### 11. Association Membership Categories

- 11.1 Each organisation shall ensure that for every individual member registered who is under the age of 18 years, that at least one (1) adult family member or carer shall be registered as an individual member. The adult member must have the legal authority to act as the representative of the registered competitive swimmer.
- 11.2 The following membership categories are further explained in Appendix. B.

#### 12. Member Swimming Club

- 12.1 Must have a minimum of 15 financial members registered with SNTI; and
  - (a) Darwin clubs must include a minimum of 12 registered competitive swimmer members;
  - (b) Regional clubs must include a minimum of eight (8) registered competitive swimmer members.
- 12.2 Member 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 (allowances may be allowed for regional areas)).
- 12.3 Lack of a permanent home pool venue or permanent loss of venue will make clubs ineligible to continue to hold SNTI member swimming club status (this does not include temporary closure of venues for maintenance or renovation).
- 12.4 SNTI will support a policy of one club per pool for the purposes of registering member swimming clubs, although practical usage of venues may include use by multiple clubs especially where a venue is closed for maintenance or renovation.

## **SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION**

- 12.5 Where a member 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 member swimming club status.
- 12.6 Member swimming clubs may only nominate one (1) home pool venue, however SNTI recognises and supports that clubs may train at multiple venues.
- 12.7 Whilst SNTI does not intend to compete with or restrict the commercial interests of clubs, where two (2) member swimming clubs are competing for permanent lane space at a single venue listed as a home pool by a current member club, SNTI shall provide full support and assistance to the home pool club the same as they normally would have, as though the non-home pool member club were a non-swimming body threatening the ongoing success of our clubs and sport.
- 12.8 Should compliance with an article of membership under this Constitution lapse, a club has 12 months to re-affirm its status or it must apply again as a new club, except as otherwise directed by this Constitution.

### **13. Provisional Swimming Club**

- 13.1 Associations that are deemed by the Board to qualify for member swimming club status shall be afforded the right to register members and participate in competitions as though it had been accepted as a member swimming club. With the exception that the provisional swimming club:
- (a) Cannot vote or debate at general meetings;
  - (b) Cannot access funding or representation from SNTI available only to member swimming clubs;
  - (c) May register its individual members as any of the categories available to member swimming clubs;
  - (d) Membership category is only available to member swimming clubs which is valid until the next AGM;
  - (e) Should an application fail to be ratified at an AGM the club may re-apply; and
  - (f) Member swimming clubs may at an AGM upon consideration of the applicant, vote to block re-application for two (2) years by a motion requiring a 75% majority of votes.

### **14. Swim Squad (Sponsored)**

- 14.1 Swim squads represent a non-voting, community group, squad or association (e.g. school or swim school or other aquatic bodies), must be sponsored by a member swimming club within 5KM or nearest member swimming club.
- 14.2 Where no member swimming clubs exist within five (5) kilometres, Swim squads must be sponsored by the nearest club or club most able to foster an effective relationship where the difference in relative distance from multiple clubs is negligible.
- 14.3 Swim squads can only participate in activities and competitions identified as grass-roots, they cannot participate in championships or interstate events or in A-level meets except where their sponsor club is the host and they extend an invitation.
- 14.4 Swim squads have no right to attend, debate or vote at general meetings.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### **15. Affiliate Member**

- 15.1 Peak sporting bodies or other organisations which must function for purposes connected with any of the objects or purposes of SNTI.
- 15.2 In order to be granted affiliate membership, an organisation must function for purposes connected with any of the objects or purposes of SNTI.
- 15.3 May register individuals as grass-roots members of SNTI.
- 15.4 Have the right to attend but not to debate or vote at general meetings.

### **16. Application for Association Membership of SNTI**

- 16.1 Organisations wishing to apply for association membership with SNTI, must apply in writing to that effect to the executive officer, addressing the Board of SNTI.
- 16.2 Applications must include the following:
  - (a) the category of membership being sought;
  - (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.

### **17. Approval of New Application for Association Membership or to Affiliate**

- 17.1 The Board must consider any application made under clause 16 at the next available board meeting and must accept or reject the application at that meeting or the next based on the impact to member clubs, and compliance with this Constitution and any relevant policies.
- 17.2 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.
- 17.3 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.
- 17.4 If an applicant gives notice of an appeal against the rejection of his or its application, the Board must reconsider the application at the next board meeting after receipt of the notice of appeal.
- 17.5 If after reconsidering an application the Board reaffirms its decision regarding application, the decision is final.
- 17.6 SNTI, member swimming clubs, provisional and associate clubs, and individual members are deemed by such affiliation or membership to be bound by the Constitution, Rules and By-Laws of SAL and FINA.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- 17.7 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 and regulations of SNTI and to accept and enforce all SNTI decisions. Any breach of this agreement by an affiliated or registered organisation or person shall render such organisation or person liable to such penalty as outlined in the relevant policy or Constitutions or as the Board shall determine from time to time.
- 17.8 The admission of a new member swimming club must be ratified by 75% of current voting associations at the next AGM after the application has been received.

### **18. Annual Association Member and Affiliation Renewal Process**

- 18.1 Each member and affiliate shall be required to update or renew their status with SNTI on the first day of July each year.
- 18.2 Member swimming clubs and associates which 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.
- 18.3 SNTI shall prepare and distribute an affiliation pack each year for renewing member swimming clubs and new applicants. The pack shall be available and be distributed not later than the last day of May. The pack shall include:
- (a) A copy of the current Constitution;
  - (b) A copy of the current Individual member and member swimming club or associate fees and member 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, sub-committee members and employees; and
  - (e) A copy of all current SNTI policies or links to the same.

The affiliation pack may be delivered electronically, by mail or in person to the address recorded in the register of members and must also be available for collection from the SNTI office.

- 18.4 The annual membership fee payable by member swimming clubs and other affiliates shall be fixed at the AGM and is payable in advance on or before the first day of July each year, or upon application for new applications.
- 18.5 If an application is not successful, the fee shall be returned to the applicant.
- 18.6 Membership terminates on the cessation of affiliation or membership whether by dissolution, death, resignation or otherwise.

### **19. Annual Association Membership Fees**

- 19.1 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.

## **SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION**

- 19.2 Annual affiliation fees will be charged for affiliates and association members on the first day of July each year or on application for membership or affiliation.
- 19.3 The annual fee payable by other peak sporting body affiliates (if any) shall be determined from time to time by the Board.
- 19.4 An association whose affiliation fee is not paid within 3 months after the due date ceases to be an affiliate unless the Board determines otherwise.
- 19.5 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.
- 19.6 All members (except life members of SNTI) must make a financial contribution as part of their membership.
- 19.7 Fees for membership and affiliation shall be determined annually by resolution of member swimming clubs (voting association members) at the AGM.
- 19.8 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.
- 19.9 Fees for association membership shall reflect a pro-rata charge for each of the individual members registered under that association by member 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) Minimum fee for a member swimming club shall be \$200; and
  - (c) Minimum fee for a swim squad associate member shall be \$100.
- 19.10 The annual membership fee shall include a national (SAL) and territory component except grass-roots, swim squad and peak sporting body affiliate memberships which shall only include a state component.
- 20. Individual Membership Categories**
- 20.1 Individual members shall be registered with an association member as per clause 11.
- 20.2 SNTI shall register individual members as one 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.).
- 20.3 Additional information is contained in Appendix A.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### 21. Annual Individual Membership Renewals

- 21.1 Individual member applications shall be prepared and coordinated by association members (swimming clubs and associates) in accordance with the Rules and Regulations of SNTI.
- 21.2 Individual members must be registered with an association member according to the requirements of Clause 11.
- 21.3 The individual member registration category must be identifiable as one or more of the categories outlined in clause **Error! Reference source not found.**
- 21.4 Each application must be accompanied by the requisite SNTI and SAL membership fee for the applicable category, which shall be determined by the members swimming clubs from time to time at a general meeting, according to this Constitution.
- 21.5 Each Individual member membership must be renewed and paid for annually (July-June) for membership to be current.
- 21.6 SNTI shall have responsibility to ensure that all living life members are renewed each year on the first day of July with the club under which they were registered in the previous year or with another club as directed by that member.

### Division 2 – Rights of members

#### 22. General

- 22.1 An Individual member may exercise the rights of membership when their name is entered in the SNTI register of members and membership status is considered financial.
- 22.2 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 and allowing three business days for processing by SNTI.
- 22.3 Association membership is considered current from the close of the board meeting or AGM where a determination has been made to admit the association subject to clauses 17 and 17.8, provided that the association's status is also deemed current and financial according to this Constitution.
- 22.4 A right of affiliation or membership of SNTI:
- (a) Is not capable of being transferred or transmitted to another person or organisation; and
  - (b) Terminates on the cessation of affiliation or membership whether by dissolution, death, resignation or otherwise.

#### 23. Voting

- 23.1 Subject to Part 3, Division 1, each member swimming club has one vote at general meetings of SNTI.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- 23.2 The vote of each member swimming club shall be represented and accepted at general meetings in the following forms :
- (a) Delegate as per Clause 24;
  - (b) Proxy as per clause 65 (proxies); and
  - (c) Written submission addressing each agenda item as listed in the notice of motions which:
    - (i) is co-signed by the delegate and president of the member club; or
    - (ii) where the president is the delegate, signed by the president and another member of the member clubs executive committee; or
    - (iii) is accompanied by a signed copy of the minutes for the member club's board meeting at which the motions were considered.
- 23.3 Board members and employees of SNTI are ineligible to vote or hold another member's vote at a general meeting.
- 23.4 Each individual member may hold a maximum of one (1) vote.
- 23.5 A member swimming club is eligible to vote from the next general meeting after its application for affiliation has been ratified as per clause 13.
- 23.6 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.
- 24. Delegates as Representatives**
- 24.1 In the form prescribed by SNTI, member swimming clubs must notify SNTI of their nominated delegate at the time of membership renewal or at any point when they choose to change their nominated delegate.
- 24.2 Member swimming clubs may nominate an alternate delegate (proxy) different from the individual named in their renewal.
- 24.3 Member swimming clubs may nominate an alternate delegate by written notice not less than seven (7) days prior to a general meeting. The notice must be dual signed by the named delegate and club president, or by the club president and one other committee member. Alternate delegates shall hold delegate authority only for the single meeting(s) named in the notice.
- 24.4 Where no notice of a delegate is received in writing by SNTI from a member swimming club within seven days of a meeting, the President of each member swimming club shall be considered the delegate at general meetings of SNTI, provided that no other delegate has been nominated that financial year.
- 24.5 Delegates of member 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.
- 24.6 Clubs may use a mix of delegate consideration and written submissions to vote at any single general meeting as indicated by a written submission.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- 24.7 For any motion where a club votes by a written submission, the delegate may debate but the written vote shall count as that delegate's vote.
- 24.8 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, at general meetings according to this Constitution.
- 24.9 In their dealings with 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 delegate may be shared with that delegate's club committee.
- 24.10 Delegates and proxies holding a vote must be a member of the association that they are representing except where a member swimming clubs home pool is more than 50 kilometres from the meeting venue, under which circumstances the club may nominate a member of another club to act as their proxy (delegate).
- 24.11 SNTI shall be required to have a register of delegates as authorised by member associations at each relevant meeting and copies of any proxies or written submissions as received from member associations.
- 24.12 Where exceptional circumstances have prevented the originally nominated delegate from attending, 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 delegates by majority (51%) as the first item of business.

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

- 25.1 SNTI must give all individual and association members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

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

- 26.1 The following must be available for inspection by members.
- (a) A copy of this Constitution;
  - (b) A register of association members, including:
    - (i) organisation name;
    - (ii) for each year, organisation(s) nominated voting 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);



## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- (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, date of birth, 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;
  - (iv) the date on which the member first became a member of the association;
  - (v) a record of SNTI offices 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.
- 26.2 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.

### **27. Raising Grievances and Complaints**

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

### **Division 3 – Termination, death, suspension and expulsion**

#### **28. Termination of Membership**

- 28.1 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 association members this should include signed copies of minutes or similar which authorise the resignation.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- 28.2 Termination of membership due to failure to renew shall occur:
- (a) For associations upon non-payment of the annual affiliation and membership fee within the time allowed under clause 19;
  - (b) For individuals from the first day of July, non-payment of annual fees or failure to complete registration renewal; or
  - (c) By expulsion in accordance with this Division.

### 29. Death of Member or Whereabouts Unknown

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

### 30. Suspension or Expulsion of Members and Affiliates

- 30.1 Employees, members or affiliates of SNTI may bring to the attention of the Board, through notice to the Executive Officer, addressed to the Board, situations, circumstances or events which may require a review of a member's or affiliate's registration. 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.
- 30.2 The Board of SNTI may determine, through a vote in accordance with clause 53, to suspend or expel a member for a breach of rules as determined by the Constitution, or for gross misconduct.
- 30.3 If the Board considers that an association or individual member should be suspended or expelled, it 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 the association;
  - (b) For individual members, to the individual and the member association 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
  - (d) Be given to the member not less than 30 days before the date of the Board meeting referred to in clause 30.2.
- 30.4 Suspension of member associations shall be implemented subject to clause 30.6. Where the Board determines that a member swimming club should be expelled this will come into effect only once ratified at an AGM or SGM. If a member swimming club is suspended by the Board they will still have voting rights at a general meeting which considers that suspension.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- 30.5 Where an association 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.
- 30.6 At the meeting, the Board must afford the affiliate, member and/or their representative a reasonable opportunity to be heard and/or to make representations in writing.
- 30.7 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 7 days of the meeting at which the resolution was passed.
- 30.8 Subject to clause 27, the decision by SNTI Board to suspend or expel an affiliate or member takes effect 14 days after the day on which notice of the decision is given to the club or individual.

### **31. Appeals Against Suspension or Expulsion**

- 31.1 An affiliated club or member expelled or suspended under clause 30 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.
- 31.2 Where an individual member appeals against suspension or expulsion, the appeal shall be heard by the Board.
- 31.3 Where an appeal is made by an association 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.
- 31.4 The appeal must be considered at a Board meeting of SNTI and the affiliated club or 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.
- 31.5 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 affiliated club or member.
- 31.6 The affiliated club or member is not suspended or does not cease to be an affiliated club or member until that decision of the Board to suspend or expel is confirmed by a resolution of the Board or where put to a special general meeting, resolution of the member delegates.

# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## PART 4 – THE BOARD

### Division 1 – General

#### 32. Role and Powers

- 32.1 The business of SNTI shall be managed by or under the direction of the Board.
- 32.2 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.
- 32.3 The Board may appoint and remove staff.
- 32.4 The Board must establish at least those sub-committees required by clause 47 and may create additional subcommittees as required subject to the process outlined in the Constitution or the policy which forms the committee.
- 32.5 No more than one board member may be elected to each subcommittee and that board member shall not hold an unequal vote with regard to the resolution of each sub-committee.
- 32.6 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.
- 32.7 The Board must provide in writing, advice of the outcome of the considerations of any report, advice or results of its sub-committees within 7 days of the meeting at which the communication was reviewed.
- 32.8 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.

#### 33. Election by ballot

- 33.1 The Board shall be elected by delegates of member 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.

#### 34. Composition of Board

- 34.1 The Board shall comprise the following directors:
- (a) President;
  - (b) Vice President;

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- (c) An additional Five (5) Directors; and
- (d) At most, two independent Directors.

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

- 35.1 Once elected the Board shall elect its President and then its Vice President at the first Board meeting. To be elected, a board member will require a majority of votes, including their own vote.
- 35.2 The first board meeting is to be organised by the Executive Officer, no later than 6 weeks after the AGM.
- 35.3 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 club members will elect the President or Vice President. The election of a President or Vice President by club members, will be as per the election of individual board members (clause 33).

### **36. Delegation**

- 36.1 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.
- 36.2 The Board may, in writing, revoke wholly or in part the delegation.

## **Division 2 – Tenure of office**

### **37. Eligibility of board members**

- 37.1 A board member must be aged 18 years or over.
- 37.2 Board members must be elected to the Board at an AGM or appointed under clause 39 (independent).
- 37.3 Must be current financial members of SNTI.
- 37.4 Employees of SNTI are not eligible for election to the Board.
- 37.5 A board member must not be in breach of any other clause of this Constitution related to eligibility of membership or election.
- 37.6 All board members and nominees must be current financial members of a member swimming club holding a membership category of registered competitive swimmer, dry member or “life member” (unless appointed under clause 42 i.e. independent).
- 37.7 All persons holding office or a position within SNTI shall be resident in the Northern Territory.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

37.8 A member is not eligible for election to the Board unless the Executive Officer receives a written nomination for that member not less than 7 days before the date of the next AGM Subject to clause 37.8.

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

38.1 Where fewer nominations are received than the number of positions vacant at an AGM, delegates may nominate additional candidates on the day provided that:

- (a) The nominee meets all other requirements under this Division, other than clause 37.8; and
- (b) The nominee(s) do not displace a nominee who has complied with clause 37.8.

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

38.3 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 delegate, vote for themselves.

38.4 Where a nominee is also a 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, after which clause 23 shall come into effect.

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

39.1 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)

39.2 Director terms shall be created to ensure that at least 3 Directors are up for election at each AGM.

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

39.4 A board member holds office until the expiry of his term unless the member vacates the office under clause 40 or is removed under clause 41.

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

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

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

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### 40. Vacating Office

40.1 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:
  - (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.

### 40A

#### 40 Casual Vacancies

40.1.1 Where a vacancy on the Board exists due to the application of section 40 the Board can determine that a casual vacancy exists.

40.1.2 If the Board determines a casual vacancy exists, then the Board can determine any process for seeking Expressions of Interest from eligible members and can determine the subsequent appointment on merit for the casual vacancy;

40.1.3 The process of appointing a replacement Board member for any casual vacancy must include advertising the casual vacancy within and through all affiliated club.

40.1.4 Any casual vacancy appointment is only for the remaining duration of the vacating Board members term, in accordance with section 39.

### 41. Removal of Board Members

41.1 SNTI, through a special general meeting of members, may remove any board member before the member's term of office ends.

41.2 If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

### 42. Appointment of Independent Board Members

42.1 The Board has the right to appoint up to (2) two independent board members to:

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- (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 41.
- 42.2 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.
- 42.3 An independent board member is not required to be a financial member of a club (as per clause 37.3), can be appointed for a maximum term of two (2) years which can be renewed up to five (5) times.
- 42.4 An independent board member can be elected President or Vice President and may receive remuneration, as approved by the elected board members.
- 42.5 If the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

### Division 3 – Duties of board members

#### 43. Collective Responsibility of the Board

- 43.1 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.
- 43.2 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.
- 43.3 The Board is collectively responsible for ensuring SNTI complies with the Act and regulations made under the Act.
- 43.4 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.

#### 44. President

- 44.1 Subject to sub-clauses (2), (3), and (4) the President must preside at all general meetings and board meetings.
- 44.2 A majority of members may elect at a general meeting to have a delegate, instead of the president, chair that meeting by adding it as the first item of business.
- 44.3 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.
- 44.4 If the President and Vice-President are both absent, the board members present shall elect the chair.



## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### **45. Executive Officer**

- 45.1 The Executive Officer shall be the first point of contact in all administrative matters pertaining to SNTI.
- 45.2 The Executive Officer shall attend meetings of the Board unless directed otherwise by the Board, but shall not be entitled to vote.
- 45.3 The Executive Officer shall make all information requested by the Board available as soon as possible.
- 45.4 The Executive Officer shall not keep any information confidential from the Board unless otherwise directed by the Board.

### **46. Public officer**

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

## **Division 4 – Sub Committees**

### **47. Sub-Committees**

- 47.1 SNTI will 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.
- 47.2 The Board will appoint members of sub-committees based on the Constitution and relevant policies.
- 47.3 Directors may constitute a maximum of one (1) person per sub-committee.
- 47.4 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.
- 47.5 The sub-committee will elect its chair by majority vote.
- 47.6 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.
- 47.7 The following sub-committees shall be elected each year by the Board.

### **48. Selection Committee**

- 48.1 Selection Committee shall consist of 3-5 members who represent a range of expertise in coaching, officiating, governance and sport/athlete development.
- 48.2 The committee shall include at least one (1) senior coach and at least one (1) senior technical official.

## **SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION**

48.3 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.

48.4 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 and selection, appointment or awarding of Squad or coaching positions and recognitions.

48.5 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.

### **49. Competition Committee**

49.1 The Competition Committee shall consist of 3-5 members who represent a range of expertise in coaching, officiating, and sport/athlete development.

49.2 The committee shall include at least one (1) senior coach and at least one (1) senior technical official

49.3 Committee will, with the Technical Committee, review and provide updates to SNTI Policies regarding swim meet classification standards to be ratified by the Board.

49.4 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.

49.5 Will work with member swimming clubs and other affiliates to develop and promote the development of activities which would benefit the competition calendar, athlete development and grass-roots initiatives.

49.6 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.

### **50. Technical Committee**

50.1 The Technical Committee shall consist of 3-5 members who represent a range of technical, training and governance skills and experience.

50.2 The Technical Committee shall include at least (1) one Referee and at least one (Technical assessor).

50.3 The Technical Committee will set and review SNTI's policy(s) regarding pathways for technical officials for ratification by the Board.

50.4 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.

50.5 Will organise with Board and Executive Officer to create member training opportunities to be incorporated into the SNTI calendar of events.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

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

- 51.1 The Athlete and Coach Development Committee shall consist of 3-5 members who represent a range of expertise in coaching, officiating, governance and sport and athlete development.
- 51.2 The committee shall include at least one (1) senior coach
- 51.3 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)
- 51.4 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.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### PART 5 – MEETINGS OF BOARD

#### 52. Meetings of the Board

- 52.1 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.
- 52.2 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.
- 52.3 The Executive Officer and/or President must give all Directors of the Board the following notice if meetings are to be convened including date, time, location and business to be considered not less than (3) three days' notice of a special meeting of the Board.

#### 53. Voting and Decision Making

- 53.1 Each board member present at the meeting has a deliberative vote.
- 53.2 Each question or motion arising at a Board meeting must be decided by a majority of votes.
- 53.3 If there is no majority a motion lapses.
- 53.4 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 or on the declaration of the result of 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.

#### 54. Quorum

- 54.1 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 (4) four members to be present for a quorum.
- 54.2 The Board may conduct its meetings and business using the full range of available information communication technology including video conferencing, telephone conferencing and electronic mail and 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.

#### 55. Procedure and Order of Business

- 55.1 The procedure to be followed at a Board meeting shall be determined from time to time by the Board.
- 55.2 The order of business may be determined by the members present at the meeting.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

55.3 Only the business for which the meeting is convened may be considered at a special meeting.

### **56. Disclosure of Interest**

56.1 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.

56.2 The Executive Officer must record the disclosure in the minutes of the meeting.

56.3 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.

# SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

## PART 6 – GENERAL MEETINGS

### 57. Convening General Meetings

57.1 The SNTI must hold its AGMs within 5 months after the end of the Association's financial year.

57.2 The Board:

- (a) May at any time convene a special general meeting;
- (b) Must, within 30 days after the executive officer receives a notice under clause 31.1; convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) Must, within 21 days after it receives a request under clause 58.1, convene a special general meeting for the purpose specified in that request.

### 58. Special General Meetings

58.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.

58.2 The request must:

- (a) State the purpose of the special general meeting; and
- (b) Be signed by the members making the request.

58.3 If the Board fails to convene a special general meeting within the time allowed:

- (a) For clause 57.2(b) – the appeal against the decision of the Board is upheld; and
- (b) For clause 57.2(c) – the members who made the request may convene a special general meeting as if they were the Board.

58.4 If a special general meeting is convened under subclause (3)(b), the SNTI must meet any reasonable expenses of convening and holding the special general meeting.

58.5 The Executive Officer must give to all members not less than 21 days notice of a special general meeting.

58.6 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.

### 59. Annual General Meeting

59.1 The Executive Officer must give to all members not less than 30 days notice of an AGM unless otherwise provided in the Constitution.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

59.2 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.

59.3 The order of business for each AGM is as follows:

- (a) First – the consideration of the accounts and reports of the Board;
- (b) Second – the election of new board members;
- (c) Third – any other business requiring consideration by the Association at the meeting.

### **60. Special Resolutions**

60.1 A special resolution may be moved at any general meeting of the Association.

60.2 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 unless otherwise provided in the Schedule.

60.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

### **61. Notice of Meetings**

61.1 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.
- (c) Sending it by electronic mail to a member at the address of the member appearing in the register of members.

61.2 If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

61.3 Upon receiving notice of a general meeting, association members may submit additional motions or items of business for consideration:

## **SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION**

- (a) Motions must be in writing and signed by the club delegate;
- (b) For special general meetings individual Association members may propose business;
- (c) For AGM s additional business must be signed by at least 3 eligible voting members;
- (d) Motions must be received in writing not less than 21 days prior to the meeting date.

### **62. Quorum at General Meetings**

- 62.1 At a general meeting, 60 percent of delegates of voting swim member clubs present in person constitutes a quorum.

### **63. Lack of Quorum**

- 63.1 If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:
- (a) For an AGM or special general meeting convened under clause 57.2(a) – 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 57.2(b) – 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 57.2(c) –the meeting lapses.
- 63.2 If within 30 minutes after the time appointed by subclause (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.
- 63.3 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.
- 63.4 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.
- 63.5 If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

### **64. Voting**

- 64.1 Subject to clauses 23 and 24, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 64.2 At a general meeting:



## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

- (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 three-quarters of the members who are present in person or by proxy vote in favour of the resolution.

64.3 A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.

64.4 If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

### **65. Proxies**

65.1 A member club may appoint in writing an alternate delegate to be the proxy of the appointed delegate to attend and vote on behalf of the member club at any general meeting as per clause 24.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### PART 7 – FINANCIAL MANAGEMENT

#### **66. Financial Year**

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

#### **67. Funds and Accounts**

67.1 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.

67.2 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.

67.3 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.

67.4 The Board may authorise the Executive Officer 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 (3). Each instrument must be approved by the Board prior to establishment.

67.5 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 (3).

#### **68. Accounts and Audits**

68.1 The responsibility of the Board under clause 43.3 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and 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.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### PART 8 – GRIEVANCE AND DISPUTES

#### 69. Grievance and Dispute Procedures

69.1 This clause applies to disputes between:

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

69.2 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.

69.3 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.

69.4 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, agreed to by both parties.

69.5 A member of SNTI can be a mediator.

69.6 The mediator cannot be a party to the dispute.

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

69.8 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.

69.9 The mediator must not determine the dispute.

69.10 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.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

### PART 9 – MISCELLANEOUS

#### **70. Service Awards**

- 70.1 SNTI shall maintain a policy(s) regarding service awards including a register of recipients, their award and date received.
- 70.2 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.
- 70.3 Nominations for Service Awards should be submitted to the Board through a member club by their Delegate. Nominations may be submitted at any time throughout the year.
- 70.4 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.
- 70.5 On receipt of the nomination the Chair of the Board shall convene a panel of three 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).
- 70.6 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.
- 70.7 The Board may ratify this decision or pass it back to the panel for further consideration if they feel additional information should be provided.
- 70.8 Awards shall be presented at the AGM.
- 70.9 Nominations shall be recognized at the Next AGM, provided that nominations were received not less than 60 days prior to that AGM
- 70.10 Life members shall be exempt from payment of SNTI membership fees.

#### **71. Alteration of the Constitution**

- 71.1 The Constitution may be amended by special resolution as per clause 60.
- 71.2 Notice of the proposed amendment(s) shall be included in the notice calling the Special General Meeting.

## SWIMMING NORTHERN TERRITORY INCORPORATED CONSTITUTION

71.3 Any alteration to the objects, purposes or rules of SNTI is of no effect until a copy of the alteration is lodged, and approved by Licensing NT.

### **72. Transitional Provisions**

72.1 This Constitution shall come into effect immediately following its acceptance by a quorum of delegates at a general meeting.

72.2 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.

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

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

73.1 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.

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

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