

Constitution 2016

Version 1 Date: 26/07/2007
Version 2 Date: 28/06/2016

P.O. Box 4
Woodside SA 5244

Ph: 08 8389 7388
Fax 08 8389 9029
ABN 54 025 860 138
Incorporation No A2945

The Adelaide Hills (War Memorial) Swimming Centre Inc.



Contents

Page	3	Name Objectives Memberships Management Committee
Page	4	Vacancies General Meeting Annual General Meeting
Page	5	Election of Committee Appointment of Manager Auditor
Page	6	Duties Finance Trustees Property Dissolution and Disposition of Assets

The Adelaide Hills (War Memorial) Swimming Centre Incorporated

P.O. Box 4, Woodside SA 5244

Constitution

NAME

1. The Name of this body shall be The Adelaide Hills (War Memorial) Swimming Centre Incorporated and it shall here after be referred to as the “Centre”.

OBJECTIVES

2. The objectives and the purpose of “the Centre” are:
 - (a) To construct, establish, maintain and carry on a swimming centre as a war memorial to commemorate Australian Servicemen and Servicewomen who have served in areas of conflict.
 - (b) To promote interest and participation in aquatics, the recreational facility, and the provision of the Centre for community use.
 - (c) To promote and arrange functions, activities and the ability to raise funds for the abovementioned purposes (subject to laws and insurance relating thereto).
 - (d) To do all such things and acts conducive of the furtherance of the objectives and interests of the Centre (subject to the laws and insurance relating thereto).

MEMBERSHIP


3. As the Management Committee, hereafter to be referred to as the “The Committee”, of the Centre’s function is to promote the use of this Centre and manage the facilities and the Swimming Centre is to open to the general public, here is no requirement for people to become members of the Centre. The Management Committee of the Centre shall be elected by the general public who attend the Centre’s Annual General Meeting.

MANAGEMENT

4. (a) The business and the affairs of the Centre shall be under the management and control of a committee provided, however, that except in the case of extreme urgency, the Committee shall not take any action contrary to decisions made at an Annual General Meeting.

(b) The Committee may, subject to the discussions made at Annual General Meetings, exercise the powers of the Centre and do all such acts and things as may be done by the Centre or which it considers necessary or expedient to carry out the objectives of the Centre.

COMMITTEE

5. The Committee shall consist of,
 - (a) The President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
 - (e) Public Officer (hereafter called the Office Bearers)

And The current Pool Manager and,

a minimum of 2 and a max of 6 members of the general public elected at the Annual General Meeting or as otherwise provided herein. This may include a representative from

- (i) The Onkaparinga Swimming Club
- (ii) Any other user groups
- (III) And The Adelaide Hills Council may nominate a representative.

VACANCIES

6. Should a vacancy occur in the committee of Office Bearers of the Centre other than in the normal course of elections. The committee shall fill the vacancy from the general public, and such person duly elected shall hold office for the unexpired portion of his/her predecessor's term.

GENERAL MEETING

7. The Committee shall meet as often as may be required but at least monthly during the swimming season, to conduct the business of the Centre.
8. The President, or Secretary or four members of the committee shall have the power to call a meeting of the committee.
9. The President of the Centre shall take the Chair at all committee meetings.
10. Should the President not be present the Vice President shall take the Chair and if the Vice President is not present, the committee shall elect one of its members to take the Chair.
11. The President /Chairperson at all committee meetings shall have a casting vote in addition to a deliberative vote.
12. (a) All notices of Committee meetings shall be in writing, and members of the committee notified at least 7 days before the due date of the such meeting.
(b) The accidental omission to give any member, or the non receipt by any member of any notice required by this constitution shall not invalidate or effect any proceedings of such meeting.
13. (a) The committee shall have the power to delegate any of its functions to a Subcommittee to deal with any particular matter or matters upon such terms as the Committee may think fit. Subcommittees must report to the Committee for ratification of any proposed changes.
(b) All acts or decisions done or made by any meeting of the Committee or any member thereof, shall not with stand that it be afterwards discovered that there was some defect in the appointment of such a member of all or any of the members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or by bad faith.
14. The quorum for an Ordinary Meeting shall be one half plus one of the total membership of the committee.

ANNUAL GENERAL MEETING

15. The Annual General meeting of the Centre shall be in the month of July, and the general public shall be given notice by publication of an advertisement in a locally circulated newspaper at least 14 days before such meeting.
16. The Annual Reports (from the President, Treasure and Pool Manager), and Audited Financial Statements shall be submitted to the Annual General Meeting.
17. The Annual General Meeting may make by-laws necessary for the proper administration of the Centre, and by-laws so made shall not be repealed, added to or amended unless and until:
 - (a) Notice of intension to propose such a repeal, addition or amendment is given in writing by a Committee member to the Secretary no later than 30 days prior to the date of the Annual General Meeting.
 - (b) Such repeal, addition or amendment is proposed at such Annual General Meeting, and is approved by not less than two thirds of the people present as such meeting and vote thereon.
18. The election of Office Bearers and Committee for the ensuring twelve months shall take place at the Annual General Meeting together with any other business mentioned in the notice convening the meeting.
19. The President of the Centre shall be the Chairman at the Annual General Meeting until the positions of office are declare vacant. Should he/she not be present then the Vice President shall chair the meeting and if the Vice President is not present then the Committee shall elect one of its members to take the Chair.
20. (a) At all meetings the Chairperson's decision on points of order shall be final.
(b) The Chairperson shall have the casting vote in addition to his/her deliberative vote.

21. The quorum for an Annual General Meeting shall be 10 members of the public present.
22. If at any Annual General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there be no quorum with 30 minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
23. Only members of the general public present in person at the Annual General Meeting shall be entitled to vote.

ELECTION OF COMMITTEE

24. Nomination for each candidate for election as Office Bearer or Committee member shall be proposed and seconded respectively by two present at Annual General Meeting. Contested offices shall be subject to a ballot at an Annual General Meeting of the public present and voting thereon.
25. The election of Office Bearers and the other Committee members shall be by ballot of people present and voting thereon held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be duly declared elected.
26. (a) The Committee member representing the Adelaide Hills Council shall be appointed by the Adelaide Hills Council and not elected at the Annual General Meeting.

(b) The Pool Manager shall have a place on the Committee resulting from holding this position and shall not be elected at the Annual General Meeting.

APPOINTMENT OF THE MANAGER

27. The following options can be applied in relation to the Pool Manager position.
 - (a) Recruitment—the Pool Manager can be recruited using the following methods.
 - (i) The current Pool Manager may be re-appointed at a general meeting by the current committee at the end of the Centre's financial year.
 - (ii) Expressions of interest for the position of Pool Manager may be sought by advertisement in a locally circulated newspaper. Should a suitable person be found, he/she will be appointed forthwith.
 - (iii) Should no suitable person be forthcoming at any stage, an Acting Pool Manager shall be appointed by the committee until after the next Annual General Meeting.
 - (b) Termination-The Pool Manager may be terminated using the following means;
 - (i) The Pool Manager may be dismissed at a General Meeting by the current Committee and at the end of the Centre's Financial year and a new Pool Manager appointed through the process outlined in 27(a) clause (ii)
 - (ii) The Pool Manager may be lawfully dismissed at any time during the season, as a result of a decision by the committee at an extraordinary meeting. The appointment of a Pool Manager will follow the guidelines of 27 (a) clause (ii).

AUDITOR

28. An Auditor for the Centre shall be appointed in each financial year of the Centre, and such Auditor:
 - (a) Shall be a member of a Professional Australian Accounting body and have current Public Liability and Professional Indemnity Insurance.
 - (b) Shall be independent of the Committee.
 - (c) The Auditor shall in each year examine the accounts of the Centre and shall certify the correctness thereof.

DUTIES

29. (a) The Secretary shall carry out his/her duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Committee may from time to time direct.
- (b) The Manager shall be responsible for overseeing the day-to-day operations of the Centre in accordance with the law and prudent business and management practices.
- (c) The Treasurer shall keep a proper set of accounts for all monies received and distributed by the Centre. A reconciled current financial statement shall be presented at each ordinary meeting of the Centre. Such accounts shall be audited annually and presented at each Annual General Meeting.

FINANCE

30. The financial year shall be the 1 May to 30 April.
31. All monies of the Centre shall be paid into an account of the Centre at such financial institution as the Committee may direct at anytime.
32. Monies transferred out of the Centre's accounts may be done by electronic transfer with approval of two authorised Committee members or by cheque signed by two signatories as authorised by the Committee.
33. The Committee may set a limit of expenditure by the Pool Manager at each month, for other than normal running costs, without redress to a meeting of the Committee. If such a limit is to be set,
- (a) It will be done at the first meeting after pool closure each season at the review of the Business Plan.
- (b) The Pool Manager must contact any 2 Office Bearers, for approval, prior to any expenditure above this limit.

TRUSTEES

35. Unless otherwise determined, the members of the Committee of the Centre for the time being shall be deemed to be Trustees of the Centre, to hold any property real and personal belonging to the Centre.
36. This Shall be the only Constitution of the Adelaide Hill (War Memorial) Swimming Centre Incorporated and shall come into force forthwith and shall not be altered, varied added to or replaced unless two thirds of the people present at an Annual General Meeting or at a meeting specially convened for that purpose and in favour of such alterations, variation, addition or repeal.

PROPERTY

37. The property, assets and income of the Centre, wherever derived, shall be applied towards the promotion of the objectives of the Centre.

DISSOLUTION AND DISPOSITION OF ASSETS

38. The Centre may be dissolved or wound up only upon the resolution carried by a majority of three-quarters of the people present and voting at a general meeting called for such purpose. If upon the dissolution or winding up of the Centre there remains after the satisfaction of all debts and liabilities and any property whatever the same shall not be paid to or distributed among the members of the Centre but shall be given to transferred to some other Association or Institution having objects similar wholly or in part of the objectives of the Centre and which shall prohibit the distribution of its income and property among its members or to some charitable object or objects which Association or institution or object shall be determined by members of the Centre at or before the time of dissolution or winding up.