



# Constitution and Rules of Gloucester City Swimming Club Ltd



## 1 Definitions

- 1.1 "A.S.A." shall mean Amateur Swimming Association.
- 1.2 "I.O.S." shall mean Institute of Swimming
- 1.3 "FINA" shall mean Fédération Internationale de Natation
- 1.4 "C.A.S.C." shall mean Community Amateur Sports Club
- 1.5 "H.M.R.C." shall mean Her Majesty's Revenue and Customs
- 1.6 Words importing the masculine gender shall include the feminine and vice versa.
- 1.7 Words of the singular shall include the plural and vice versa.

## 2 Name

- 2.1 The name of the Club shall be Gloucester City Swimming Club.
- 2.2 The Club is registered as a Company Limited by Guarantee, number 09506353.

## 3 Objects

- 3.1 The main object of the club is to provide facilities for and to promote participation of the whole community in the sport of swimming. Further objects being the teaching, development and practice of swimming, for its members. In furtherance of these objects;
  - 3.1.1 The Club is committed to treat everyone equally within the context of its activity and with due respect for the differences of individuals. This shall be, for example, regardless of sex, ethnic origin, religion, disability or political persuasion, on any grounds.
  - 3.1.2 The Club shall implement the ASA Equality Policy (as may be amended from time to time).
- 3.2 The Club shall be member club of the Gloucester County A.S.A. and shall be affiliated to A.S.A. South West Region, and shall adopt and conform to the rules of this Association, and to such other bodies as the Club may determine from time to time.
- 3.3 The business and affairs of the Club shall at all times be conducted in accordance with the Laws, Regulations and Technical Rules of the Amateur Swimming Association ("A.S.A. Laws") and in particular:

- 3.3.1 all competing members shall be eligible competitors as defined in A.S.A. Laws; and
- 3.3.2 the Club shall in accordance with A.S.A. Laws adopt the A.S.A. Child Safeguarding Policy, Regulations and Procedures; and shall recognise that the welfare of children is everyone's responsibility and that all children and young people have a right to have fun, be safe and be protected from harm.
- 3.3.3 members of the Club shall in accordance with A.S.A. Laws comply with the A.S.A. Child Safeguarding Policy, Regulations and Procedures.
- 3.4 By virtue of the affiliation of the Club to A.S.A. South West Region, the Club and all members of the Club acknowledge that they are subject to the laws, rules and constitutions of:
  - 3.4.1 A.S.A. South West Region; and
  - 3.4.2 the Amateur Swimming Association; (to include the A.S.A./I.O.S. Code of Ethics); and
  - 3.4.3 British Swimming (in particular its Doping Control Rules and Protocols and Disciplinary Code); and
  - 3.4.4 FINA, the world governing body for the sport of swimming in all its disciplines (together "the Governing Body Rules")
- 3.5 In the event that there shall be any conflict between any rule or by-law of the Club and any of the Governing Body Rules then the relevant Governing Body Rule shall prevail.
- 3.6 In the event of any conflict between the rules of the Governing Body and the statutory requirements for C.A.S.C.s, the statutory requirements for C.A.S.C.s shall prevail.
- 3.7 The Company's Memorandum and Articles of Association is available online. This sets out the Company's objects, each member's liability, the responsibility of the Directors and general rules regarding the voting in and termination of Directors. The annual accounts will also be available online and from Companies House.

## 4 Membership

- 4.1 Membership of the Club shall be open to anyone interested in the sport on application regardless of gender or gender identity, age, disability, ethnicity, nationality, sexual orientation, political persuasion, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- 4.2 The Club may have different classes or categories of membership and subscription on a non-discriminatory and fair basis. **Categories will include non-competing swimmers, competing swimmers and non-swimmers.**
- 4.3 The total membership of the Club shall not normally be limited. If however the Committee considers that there is a good reason to impose any limit from time to time then the Committee shall put forward appropriate proposals for consideration at a General Meeting of the Club. The members shall have the right to impose (and remove) from time to time any limits on total membership (or any category of membership) of the Club.

- 4.4 All persons who assist voluntarily in any way with the Club's activities shall become members of the club and hence the A.S.A. and the relevant A.S.A. membership fee shall be paid. Assisting with the Club's activities shall include but not be restricted to, administrators, voluntary instructors, teachers and coaches, Ceremonial Positions, technical and non-technical officials, and verifiers or tutors of the A.S.A.'s educational certificates.
- 4.5 Paid instructors, teachers and coaches who are not members of the Club must be members of a body which accepts that its members are bound by the A.S.A.'s Code of Ethics, the Laws and Regulations relating to Child Safeguarding and those parts of the Judicial Laws, Judicial Regulations and procedures necessary for their implementation and whilst engaged in activities under the jurisdiction of the A.S.A. shall be subject to all the constraints and privileges of the Judicial Laws and Regulations.
- 4.6 Any person who wishes to become a member of the Club must submit a signed application, indicating acknowledgement of entering a contract according to Rule 19.1, to the Membership Secretary (and in the case of a junior swimmer the application must be signed by the swimmer's parent or guardian). Election to membership shall be determined by the Membership Secretary but other person(s) authorised by the committee may make recommendation as to the applicant's acceptability.
- The Membership Secretary shall be required to give reasons for the refusal of any application for membership. Any person refused membership may seek a review of this decision before a review panel appointed by the Committee ("Review Panel") comprised of not less than three members (who may or may not be members of the Committee). The panel shall wherever practicable include one independent member nominated by the ASA South West Region. The person refused membership shall be entitled to make representations to the Review Panel. The procedures for review shall be at the discretion of the Review Panel whose decision shall be final and binding
- 4.7 The Committee may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to a separate appeal panel, no member of which will have been involved in making the initial decision.

## **5 Subscription and Other Fees**

- 5.1 The annual members' subscription and all other coaching and squad fees (as applicable) shall be determined from time to time by the Committee and the Committee shall in so doing make special provision for different classes of membership as it shall determine. The annual subscription will include the relevant A.S.A. membership fee plus county and regional affiliation fees.

- 5.2 The annual subscription and entrance fee (if any) shall be due on joining the Club and thereafter on the 1st day of September each year.
- 5.3 Any member whose subscription or fee is unpaid by the date falling 30 days after the due date for payment may be suspended by the Committee from some or all Club activities from a date to be determined by the Committee and until such payment is made.
- 5.4 The Committee shall, from time to time, have the power to determine the annual membership subscription and other fees. This shall include the power to make such increase in the subscription as shall, where the Club pays the individual A.S.A. Membership Fees plus County and Regional affiliation fees to the A.S.A. on behalf of members, be consequential upon an increase in individual A.S.A. membership fees. Any increase in subscriptions shall be advised to the members in writing with the reasons for any increase to be reported to the members at the next Annual General Meeting.
- 5.5 The Executive Officers (or the Committee) shall have the power in special circumstances to remit the whole or part of the fees, including the A.S.A. membership fees, to address issues of social inclusion. **The Club will aim to keep subscriptions at levels that will not pose a significant obstacle to people participating.**

## **6 Resignation**

- 6.1 A member wishing to resign membership of the Club must give to the Secretary one (1) month written notice of his resignation. A member's resignation shall only take effect when this (Rule 6.1) has been complied with.
- 6.2 A member who resigns from the Club in accordance with Rule 6.1 above shall not be entitled to have any part of the annual subscription or any other fees refunded.
- 6.3 Notwithstanding the provisions of Rule 6.1 above a member whose subscription or fees is more than two months in arrear shall be deemed to have resigned. Where the membership of a member shall be terminated in this way he shall be informed in writing that he is no longer a member by notice handed to him or sent by post to his last known address.
- 6.4 The A.S.A. Membership Department shall be informed should a member resign when still owing money or goods to the Club.

## **7 Expulsion and other Disciplinary action**

- 7.1 The Committee shall have power to expel a member when, in its opinion, it would not be in the interests of the Club for him to remain a member. The Club in exercising this power shall comply with the provisions of Rules 7.3 and 7.4 below

- 7.2 Upon expulsion the former member shall not be entitled to have any part of the annual subscription or any other fees refunded. The former member shall return any Club or external body's trophy or trophies held forthwith.
- 7.3 The Club shall adopt and comply with the relevant Judicial Regulations for handling Internal Club Disputes ("the Rules") as the same may be revised from time to time. The Rules are set out as an Appendix to the A.S.A. Judicial Laws and appear in the A.S.A. Handbook. (A copy of the current Rules may be obtained from the A.S.A. Department of Legal Affairs).
- 7.4 A member may not be expelled or (subject to Rule 7.5 below) be made the subject of any other penalty unless the panel hearing the complaint shall by a two-thirds majority vote in favour of the expulsion of (or other penalty imposed upon) the member. An appeal against such a decision may be made in accordance with Rule 4.7
- 7.5 The Officers of the Club (or any person to whom the Committee shall delegate this power) may temporarily suspend or exclude a member from particular training sessions and/or wider club activities, when in their opinion, such action is in the interests of the Club. Where such action is taken the complaint will thereafter be dealt with in accordance with the appropriate Judicial Regulations.

## **8 Committee**

- 8.1 The Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer (together "the Executive Officers" of the Club) and between 3 and 12 elected members all of whom must be members of the Club. Only one member from a family may be elected as an Executive Officer of the Club. All Committee members must be not less than 18 years of age though the Committee may allow younger member(s) to attend their meetings without power to vote. Committee Roles and Responsibilities shall be published on the Club website.
- 8.2 The Company requires at least two (2) members of the Club to act as Directors of the Company one (1) of which should be a Committee member. The current Directors will be reviewed at the Annual General Meeting.
- 8.3 The Committee shall appoint an independent Welfare Officer, who must not be less than 18 years of age, who should have an appropriate background and who is required to undertake appropriate training in accordance with A.S.A. Child Safeguarding courses. The independent Welfare Officer will have a right to attend Committee meetings without the power to vote. The Committee may also appoint one or more members of the Club as a Welfare Officer, who must be not be less than 18 years of age, who should have an appropriate background and who is required to undertake appropriate training in accordance with A.S.A. Child Safeguarding courses.

- 8.4 The Executive Officers and Committee members shall be proposed, seconded and elected by ballot with a simple majority, regardless of competition, at the Annual General Meeting each year and shall remain in office until their successors are elected at the next Annual General Meeting. Any Committee member found to have breached confidence of the Committee may be removed from the Committee by a majority vote. Any vacancy occurring by resignation or otherwise may be filled by the Committee. Retiring members of the Committee shall be eligible for re-election.
- 8.5 Committee meetings shall be held not less than quarterly (save where the Committee itself shall by a simple majority resolve not to meet) and the quorum of that meeting shall be such number as shall represent not less than three of the Committee members (to include not less than one Executive Officer). The Chairman and the Secretary shall have discretion to call further meetings of the Committee if they consider it to be in the interests of the Club. The Secretary shall give all the members of the Committee not less than two days oral or written notice of a meeting. Decisions of the Committee shall be made by a simple majority (and in the event of equality of votes the Chairman (or the acting Chairman of that meeting) shall have a casting or additional vote). The Secretary, or in his absence a member of the Committee, shall take minutes.
- 8.6 In the event that a quorum is not present within thirty minutes of the published start time, a meeting shall stand adjourned to the time and date falling seven days after the date of the meeting, or such other date and time as may be determined by the Chairman. If a quorum is not present at the adjourned meeting then those Committee members attending may act for the purpose of calling a Special General Meeting of the members, to which the provisions as to minimum notice contained in Rule 12.1 shall not apply
- 8.7 In addition to the members so elected the Committee may co-opt up to six further members of the Club who shall serve until the next Annual General Meeting. Co-opted members shall be entitled to vote at the meetings of the Committee and shall be counted in establishing whether a quorum is present.
- 8.8 The Committee may from time to time appoint from the among the members additional Non-Committee roles, to support specific functions as they may consider necessary (and to remove (in whole or in part) or vary the terms of reference of such roles) and may delegate to them such of the powers and duties of the Committee as the Committee may determine. Non-Committee Roles & Responsibilities shall be published on the website.

- 8.9 The Committee may from time to time appoint from among their number such sub-committees as they may consider necessary (and to remove (in whole or in part) or vary the terms of reference of such sub-committees) and may delegate to them such of the powers and duties of the Committee as the Committee may determine. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.
- 8.10 The Committee shall be responsible for the management of the Club and shall have the sole right of appointing and determining the terms and conditions of service of service providers to the Club. The Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the members of the Club. The Committee shall be responsible for ensuring that the Accounts of the Club for each financial year be examined by an independent examiner to be appointed by the members in General Meeting. The Committee shall also have power to make regulations, bylaws (see Rule 14.1) and to settle disputed points not otherwise provided for in this Constitution.
- 8.11 The Directors of the Company shall be responsible for submitting Annual Returns and Accounts, as shall be required by H.M.R.C. requirements. Accounts shall be submitted to Companies House within 9 months of the Company year-end, Tax Returns shall be submitted by 31<sup>st</sup> March the following year. The Directors of the Company shall have overall responsibility for the Health & Safety of all Club activities, by ensuring appropriate procedures are put in place.
- 8.12 The members of the Committee shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.
- 8.13 The Committee shall maintain an Accident Book in which all accidents to club members at swimming related activities shall be recorded. Details of such accidents shall be reported to the A.S.A. Membership Department. The Club shall make an annual return to the A.S.A. Membership Department indicating whether or not an entry has been made in the prescribed form, which is to be found on the membership renewal form.

## **9 Ceremonial Positions and Honorary Members**

- 9.1 The Annual General Meeting of the Club, if it thinks fit, may elect a President and Vice-Presidents. A President or Vice-President need not be a member of the Club and on election shall, ex officio, be an honorary member of the Club and must be included in the Club's Annual Return of Members to the A.S.A.

- 9.2 The Committee may elect any person as an honorary member of the Club for such period as it thinks fit and they shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings and serve as officers or on the Committee unless any such person shall have retained in addition his ordinary membership of the Club. Such honorary members must be included in the Club's annual return as to membership.

## **10 Annual General Meeting**

- 10.1 The Annual General Meeting (AGM) of the Club shall be held each year on a date in June. The date for the Annual General Meeting shall be fixed by the Committee. This meeting will also be the AGM of the Company.
- 10.2 The purpose of the Annual General Meeting is to transact the following business:
- 10.2.1 to receive the Chairman's report of the activities of the Club during the previous year;
  - 10.2.2 to receive and consider the accounts of the Club for the previous year and the report on the accounts of the independent examiner and the Treasurer's report as to the financial position of the Club;
  - 10.2.3 to remove and elect the independent examiner (who must not be a member of the Committee or a member of the family of a member of the Committee) or confirm that he remain in office;
  - 10.2.4 to elect the Executive Officers and other members of the Committee;
  - 10.2.5 to review the Directors of the Company and make any new appointments or terminations;
  - 10.2.6 to decide on any resolution which may be duly submitted in accordance with Rule 10.3.
- 10.3 Nominations for election of members to any office or for membership of the Committee shall be made in writing by the proposer and seconder to the Secretary not later than fourteen (14) days before the meeting. The nominee shall be required to indicate in writing on the nomination form his willingness to stand for election and include a profile briefly describing his suitability for the role. Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Secretary not later than fourteen (14) days before the meeting.

## **11 Special General Meeting**

- 11.1 A Special General Meeting may be called at any time by the Committee. A Special General Meeting shall be called by the Secretary within 28 days of receipt by him of a requisition in writing signed by not less than seven (7) members entitled to attend and vote at a General Meeting or (if greater) such numbers as represents (one-tenth) in number of such members stating the purposes for which the meeting is required and the resolutions proposed.



## 12 Procedure at the Annual and Special General Meetings

- 12.1 The Secretary shall personally be responsible for the handing out or sending to each member at his last known address a written agenda giving notice of the date, time and place of the General Meeting together with the resolutions to be proposed thereat at least seven (7) days before the meeting and in the case of the Annual General Meeting a list of the nominees for the Committee posts with their profiles and a copy of the examined accounts. The Secretary may alternatively distribute these materials by e-mail or similar form of communication. The Notice of Meeting shall in addition wherever possible be displayed on the Club Notice Board where one exists.
- 12.2 The quorum for the Annual and Special General Meetings shall be seven (7) members entitled to attend and vote at the Meeting or (if greater) such number as represents (one-tenth) in number of such members. For the purpose of determining the quorum and total number of votes, such members as have voted in accordance with Rule 12.4 shall be included.
- 12.3 The Chairman, or in his absence a member selected by the Committee, shall take the chair. Each member shall have one vote and appointments or resolutions shall be passed by a simple majority, with the exception of alterations to the Rules, in accordance with Rule 13.1. For the procedures for submitting resolutions to be considered at a General Meeting members are referred to Rule 10.3. In the event of an equality of votes the Chairman shall have a casting or additional vote.
- Only paid up members who have reached their 16th birthday shall be entitled to be heard and to vote on all matters. (Members who have not reached their 16th birthday shall be entitled to be heard and vote only on those matters determined by the Chairman as matters concerning juniors, such as the election of club captains.)
- 12.4 Every member is entitled to vote by postal or e-mail communication, providing that vote is received by the Secretary at least two (2) days before the General Meeting and the member so submitting has been verified from the list of members. In the event of personal attendance, the postal vote shall be discarded.
- 12.5 At least two (2) independent Tellers shall be appointed, who shall have responsibility to collate and count the votes before announcing the result. The Tellers may be appointed from the members present providing they are not any one of the members nominated for a Committee position.
- 12.6 The Secretary, or in his absence a member of the Committee, shall take minutes at the Annual and Special General Meetings. Approval of accounts and appointment or termination of Directors shall be recorded in the minutes.

12.7 The Chairman shall at all General Meetings have unlimited authority upon every question of order and shall be, for the purpose of such meeting, the sole interpreter of the Rules of the Club.

## 13 Alteration of the Rules and other Resolutions

13.1 The rules may be altered by resolution at an Annual or Special General Meeting provided that the resolution is carried by a majority of at least (two-thirds) of members present and entitled to vote at the General Meeting.

13.2 Any member shall be entitled to put any proposal for consideration at any General Meeting provided the proposal in writing shall have been handed to or posted to the Secretary of the Club so as to be received by him not later than fourteen (14) days before the meeting in the case of the Annual General Meeting or, in the case of a Special General Meeting, eighteen (18) days before the date of the meeting and thereafter the Secretary shall supply a copy of the proposal or resolution to the members in the manner provided in Rule 12.1

## 14 By-Laws

14.1 The Committee shall have power to make, repeal and amend such by-laws as they may from time to time consider necessary for the well-being of the Club which by-laws, repeals and amendments shall have effect until set aside by the Committee or at a General Meeting.

## 15 Finance

15.1 The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules and all surplus income or profits are reinvested in the club.

15.2 All moneys payable to the Club shall be received and deposited in a bank account in the name of the Club. No sum above £100 shall be drawn from that account except by cheque signed by two of the signatories who shall be the Executive Officers. Any moneys not required for immediate use may be invested as the Committee in its discretion think fit.

15.3 The income and property of the Club shall be applied only in furtherance of the objects of the Club and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Club, (save as set out in Rule 18.3).

15.4 The Committee shall have power to authorise the payment of remuneration and expenses to any officer, member or service provider to the Club and to any other person or persons for services rendered to the Club though not for competing.

- 15.5 The financial transactions of the Club shall be recorded by the Treasurer in such manner as the Committee thinks fit.
- 15.6 The financial year of the Club shall be the period commencing on 1 April and ending on 31 March. Any change to the financial year shall require the approval of the members in a General Meeting.
- 15.7 The Committee shall retain for a minimum period of six years all financial records relating to the club and copies of Minutes of all meetings.

## **16 Borrowing**

- 16.1 The Committee may borrow money on behalf of the Club for the purposes of the Club from time to time at their own discretion [up to such limits on borrowing as may be laid down from time to time by the General Meeting] for the general upkeep of the Club or with the (prior) approval of a General Meeting for any other expenditure, additions or improvements.
- 16.2 When so borrowing the Committee shall have power to raise in any way any sum or sums of money and to raise and secure the repayment of any sums or sums of money in such manner or on such terms and conditions as it thinks fit, and in particular by mortgage of or charge upon or by the issues of debentures charged upon all or any part of the property of the Club.
- 16.3 The Committee shall have no power to pledge the personal liability of any member of the Club for the repayment of any sums so borrowed.

## **17 Property**

- 17.1 The property of the Club, other than cash at the bank, shall be vested in not more than four (4) Custodians. They shall deal with the property as directed by resolution of the Committee, as recorded in the minutes.
- 17.2 The Custodians shall be elected at a General Meeting of the Club and shall hold office until death or resignation unless removed by a resolution passed at a General Meeting.
- 17.3 The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, reasonable away-competition expenses, post-competition refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002.
- 17.4 The Club may also in connection with the sports purposes of the Club:

- 17.4.1 sell and supply food, drink and related sports clothing and equipment
- 17.4.2 engage the services of members (though not for playing) and remunerate them for providing goods and services, on fair terms set by the Committee without the person concerned being present
- 17.4.3 pay for reasonable hospitality for visiting teams and guests

## **18 Dissolution**

- 18.1 A resolution to dissolve the Club shall only be proposed at a General Meeting and shall be carried by a majority of at least three-quarters of the members present and entitled to vote. A specific date for the dissolution shall be included in the resolution.
- 18.2 The dissolution shall take effect from the date specified in the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Club.
- 18.3 Any property remaining after the discharge of the debts and liabilities of the Club shall not be paid to or distributed among the members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies nominated by the last Committee:
  - 1. Another Club with similar sports purposes which is a registered charitable organisation(s).
  - 2. Another Club with similar sports purposes which is a registered C.A.S.C.
  - 3. The sport's national governing body for use by them for related community sports.

## **19 ACKNOWLEDGEMENT**

- 19.1 The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and the Club.

***Version – Dated 28<sup>th</sup> June 2015***



# Constitution and Rules of Gloucester City Swimming Club Ltd



Summary of changes in February 2018 Revision:

8.2 Directors to be 2 members (1 committee) instead of 3 Executive Officers

Summary of changes in June 2015 Revision:

- Definitions added
- Limited Company details and Directors responsibilities added and wording changed in-line
- Reworded in-line with current ASA model constitution including
  - Addition of membership categories
  - Membership of volunteers
  - Social inclusion
  - Property custodians
- Clarified annual subscription includes affiliation, no refund
- Clarified Committee details including
  - Exec includes Vice Chair
  - Welfare appointed not elected
  - Member removal for breach
  - Appointment of non-Committee roles
- Added ability for postal voting