



Blenheim Swimming Club Inc

Constitution of The Blenheim Swimming Club Incorporated

Part 1: Definitions

1. Definitions
 - 1.1 **AGM** means an Annual General Meeting of The Club called in accordance with this Constitution.
 - 1.2 **Constitution** means this constitution and all rules or other enactments made pursuant to it, that are from time to time applicable¹.
 - 1.3 **Financial Member** means a Member who is not in arrears with his/her Membership Fees.
 - 1.4 **GM** means a general meeting of The Club whether an AGM or SGM.
 - 1.5 **Headquarters** means Stadium 2000, Kinross St, Blenheim;
 - 1.6 **Member** means a person elected as a Member and who has not ceased to be a Member in accordance with this Constitution.
 - 1.7 **Membership Application Form** means such form approved by the Executive Committee from time to time upon which persons may apply for Membership in accordance with this Constitution².
 - 1.8 **Membership Fee** means the annual fee and any other levies required to be paid by a Member to be a Financial Member.
 - 1.9 **Rules** means all the Rules made by the Executive Committee pursuant to this Constitution.
 - 1.10 **SGM** means a Special General Meeting of The Club called in accordance with this Constitution.
 - 1.11 **Simple Majority Resolution** means a resolution which requires more than fifty per cent of those persons eligible voting in favour of the resolution.
 - 1.12 **SNM** means Swimming Nelson Marlborough Incorporated or such successor organisation responsible for organising the sport of Swimming Nelson Marlborough;

¹ From time to time The Club will make regulations or bylaws which will have the same effect as the rules in the constitution whether made by the Executive Committee or the AGM.

² The membership form is important because it represents the individual contract between you and the member which binds the member to the constitution.

- 1.13 **SNZ** means Swimming New Zealand Incorporated or such successor organisation responsible for organising the sport of Swimming in New Zealand;
- 1.14 **Special Majority Resolution** means a resolution which requires more than 75% of those persons eligible voting in favour of the resolution.
- 1.15 **Unfinancial Member** means a Member who is in arrears with his/her Membership Fees³.
- 1.16 **Voting Member** means those Members eligible to vote at a GM and who are not Unfinancial Members at the time they wish to exercise their vote.

Part 2: About The Club

2. Name

- 2.1 This organisation shall be called The Blenheim Swimming Club Incorporated ("The Club").

3. Club Details

- 3.1 The Club shall be registered in accordance with the Incorporated Societies Act 1908 or any successor Act.
- 3.2 The registered office of The Club shall be the Headquarters or such other place as the Executive Committee shall determine from time to time.
- 3.3 The competing colours of The Club shall be Maroon, White and Blue.

4. Objects

- 4.1 Participate in and promote the sport of swimming for the health and enjoyment of its Members and the wider community.
- 4.2 To promote, organise and/or conduct competitions, carnivals, tournaments and entertainments both related to the sport of swimming and also unrelated to the sport of swimming. (In the latter case for the purpose of furthering, extending, assisting, fostering or providing financial support for The Club.)
- 4.3 To promote attitudes and behaviour conducive to good conduct and fair play.
- 4.4 To affiliate through SNM, with SNZ and to abide by their rules, regulations and laws.
- 4.5 To observe the rules, by-laws and directions of FINA, SNZ. and SNM.
- 4.6 To do all other things as are incident to or conducive to the attainment of the above objects and the objects of SNZ.

5. Affiliation

- 5.1 The Club shall be affiliated to SNM and SNZ, and its Members shall be subject to the rules of SNZ and SNM insofar as those rules are applicable⁴.

³ Unfinancial Members have no voting rights

5.2 Where there is a conflict between the rules of SNZ or SNM and The Club, the rules of The Club shall prevail.

6. Powers and Functions

- 6.1 Act with the SNM, SNZ, or with other approved representative bodies in the best interests of swimming generally.
- 6.2 Appoint appropriate honorary officials, paid officers, paid coaches or administrators.
- 6.3 Keep proper records of all decisions taken and of matters of importance to and pertaining to The Club.
- 6.4 Make or alter Rules on all matters authorised by or in furtherance of the objects of the Constitution provided that they are not inconsistent with the Constitution.
- 6.5 Set and collect such Membership Fees from the Members, where applicable.
- 6.6 Purchase, lease, hire or otherwise buy land, buildings and other real or personal property which The Club may from time to time deem necessary or expedient, or build, erect, alter or improve or contribute towards the costs of building, erecting or improving any such building or other property provided doing so is consistent with the objects of The Club.
- 6.7 Sell, let or otherwise dispose of the whole or part of the real or personal property of The Club not for the time being required for the purposes of The Club.
- 6.8 Apply the income and property of The Club from wherever it may be derived to the promotion of the objects of The Club and to invest or loan any monies of The Club not immediately required for any of its objects in any matter.
- 6.9 Borrow money, whether by way of bank overdraft or otherwise and to give security for any borrowings and/or procure guarantees.
- 6.10 Employ such professional services as may in the opinion of The Club be expedient to or necessary for carrying out execution of any of the objects of The Club.
- 6.11 Be an incorporated society.
- 6.12 Exploit its name or logo or brand.
- 6.13 Do all things that are conducive to the attainment of all or any of the objects of The Club.

Part 3: Membership of The Club

7. Membership Categories

7.1 The membership of The Club shall consist of:

- (a) *Ordinary Member.*

⁴ By becoming a member of The Club the members agree to be bound by the rules of SNZ and SNM.

(b) *Elected, Administrative and Technical Official Member.*

(c) *Life Member.*

8. Consequences of Membership

8.1 Membership of The Club shall bind all Members to abide by the provisions of this Constitution, the rules of The Club and SNZ, and the decisions of The Club. Any Member breaching them shall be dealt with in accordance with this Constitution providing always that expulsion shall require a special majority resolution of the AGM.

8.2 Unless otherwise stated, all persons on first applying for membership must complete a Membership Application Form and upon completion of that form shall abide by the provisions of this Constitution until such time as they cease to become a Member or their application for Membership is rejected⁵.

9. Responsibilities of Members

9.1 All Members shall:

(a) Foster a harmonious, co-operative and collegiate atmosphere within The Club.

(b) Preserve the good reputation of The Club amongst the swimming and wider community.

(c) Be courteous to other Members.

(d) Take all due care to ensure that The Club's equipment and property are not damaged and reimburse The Club any loss it suffers as a result of the Member's negligence or wilful action.

(e) Contribute to the efficient running of The Club.

10. Membership Category 1 Financial Member

10.1 **Eligibility:** Swimmers of all ages. Where the swimmer is under 18 years-old parents or guardians will have automatic membership.

10.2 **Nomination:** On completing a membership application form..

10.3 **Election:** By Executive Committee vote.

10.4 **Membership Fees:** Applicable.

10.5 **Voting Rights:** Full voting rights. For members under 18 years-old the voting right is transferred to their parent or guardian.

10.6 **Benefits of Membership:** Full membership rights.

⁵ This binds new members to the constitution until their membership is formally accepted by the committee.

10.7 **Term of Membership:** Membership expires at the end of the membership year (30 June) unless a new membership application form is completed and a new year's fee paid.

11. Membership Category 2 Elected, Administrative and Technical Official Member

11.1 **Eligibility:** Any person wishing to support The Club in its objectives by making themselves available for an elected position on the executive, or an administrative position, or as a technical official.

11.2 **Nomination:** On completing a membership application form.

11.3 **Election:** By Executive Committee vote

11.4 **Membership Fees:** Fee is waived in lieu of services provided to The Club

11.5 **Voting Rights:** Full voting rights.

11.6 **Benefits of Membership** Full membership rights.

11.7 **Term of Membership:** Membership expires at the end of the membership year (30 June) unless a new membership application form is completed.

12. Membership Category 3 Life Member

12.1 **Eligibility:** In consideration of outstanding and long service to The Club.

12.2 **Nomination:** Any Member may nominate an eligible person by submitting a nomination in writing to the Secretary. Such nomination must then be approved for recommendation to a GM by the Executive Committee.

12.3 **Election:** Four fifths majority of those present and entitled to vote at a GM.

12.4 **Membership Fees:** Not applicable.

12.5 **Voting Rights:** Full voting rights.

12.6 **Benefits of Membership** Full membership rights.

12.7 **Term of Membership:** For life.

13. Membership Fees

13.1 Annual Membership Fees for Ordinary Members shall be determined by the Executive Committee and approved at the next AGM.

13.2 Membership fees shall be payable each year in June at a time determined by the Executive Committee for the next membership year beginning 1 July.

13.3 Any Member falling into financial arrears with The Club (whether by way of Membership Fees or otherwise) shall be deemed an Unfinancial Member. Unfinancial Members shall not be entitled to vote at a GM and further may have some or all of their membership

privileges suspended by the Executive Committee until acceptable arrangements have been made to meet the arrears.

13.4 Any Unfinancial Member who continues to be in arrears or who breaches a direction of Club in relation to those arrears may be expelled from The Club by a Special Majority Resolution of a GM but any obligation to pay such arrears remains.

14. Resignation of Membership

14.1 Any Member who wishes to withdraw from membership of The Club shall give written notice to the Secretary for consideration by the Executive Committee. Providing the Member is not in financial arrears to The Club, such resignation shall be accepted subject to the return of any property belonging to The Club⁶.

14.2 A Member's resignation may be accepted at the discretion of the Executive Committee without receipt of any unpaid arrears.

14.3 In the case of a resigning Member transferring to another swimming club, the Executive Committee must, if required and applicable, provide written evidence that the Member has discharged all his obligations to The Club⁷.

15. Misconduct

15.1 The Club shall have a Code of Conduct enacted by the Executive Committee by way of Rule ("the Code of Conduct") to which every Member shall comply. A copy of the Code of Conduct shall be made available to all Members and a copy kept on display in the Headquarters.

15.2 Any alleged breach of the Code of Conduct shall be dealt with adopting the procedure as set out in the Code of Conduct.

15.3 The Club shall also have power to enforce any sanction imposed by SNZ on any Member for any breach of the SNZ Constitution or Rules.

15.4 Any person suspended or expelled from The Club under the Code of Conduct may apply to the Executive Committee to be reinstated. Reinstatement will be granted upon special majority of the Executive Committee.

16. Members Not to derive Pecuniary Profit⁸

16.1 No Member or person associated with a Member shall derive an income, benefit or advantage from The Club where they can materially influence the payment of the income, benefit or advantage save where that income, benefit or advantage:

⁶ This allows The Club to refuse a resignation if the member is still in arrears thereby ensuring that the member is still bound by the constitution.

⁷ Clubs sometimes ask for confirmation that there is no indebtedness to another club before electing them.

⁸ This rule is required by law and must not be deleted.

- (a) is derived from professional services to The Club rendered in the course of business including the payment of salaries and wages charged at no greater rate than current market rates;
- (b) is derived from interest on money lent at no greater rates than current market rates;
- (c) is income to which that Member would be equally entitled irrespective of his membership of The Club.

16.2 In cases where clause 16.1 may apply, the Member or associated person shall, if applicable, declare their interest and in any event shall not participate in any way in any decision or resolution concerning the matter.

Part 4: Control of The Club

17. Control of The Club

17.1 Control of The Club is vested in a GM being either an AGM or a SGM, with the right to delegate any powers to the Executive Committee but subject to this Constitution.

18. Voting At All General Meetings

18.1 Subject to clause 19.12, each Voting Member shall receive one vote and must be present at the GM to exercise that vote.

18.2 A declaration by the President on the result of any voting shall be accepted as final.

19. General Meetings of The Club

19.1 The GM shall have the following powers:

- (a) All decisions of a GM shall be binding on the Executive Committee insofar as such decisions do not breach this Constitution.
- (b) The GM has the power to add to, alter or rescind the Constitution as provided in clause 30⁹.
- (c) The GM has the power to fix Rules and to add to, alter or rescind such Rules.
- (d) Except as specified elsewhere in this Constitution, all decisions of the GM shall be made by simple majority decision.
- (e) The GM will delegate governance, stewardship, regulation and policy formulation and implementation to the Executive Committee.
- (f) The GM has the power by special majority resolution to rescind or vary a decision of the Executive Committee or a Rule made by the Executive Committee pursuant to the powers given by this Constitution providing that ten Voting Members give due

⁹ Changes to the constitution can only be made by the GM

written notice to reconsider the decision. Once notice is received no further action shall be taken by the Executive Committee pursuant to its decision pending the decision of the General Meeting. Action consequential to an Executive Committee decision so rescinded or varied is ratified up to that date.

- (g) The GM has power by special majority to remove the Executive Committee as one body providing 10 Voting Members¹⁰ give due written notice to exercise that power. Once notice is received no further action shall be taken by the Executive Committee pursuant to its decision pending the decision of the General Meeting. Action consequential to an Executive Committee decision so rescinded or varied is ratified up to that date.

19.2 The composition of the General Meeting shall be as follows:

- (a) Voting Members;
- (b) Officers;
- (c) Executive Committee Members.

19.3 Any invitee of the Executive Committee may attend a GM in the capacity of an observer but shall have no voice (unless invited to speak by the Chairperson) or voting right. The GM may by a simple majority resolution require any observer to leave the GM for the whole or any part of the meeting provided such requirement is considered to be in the best interests of The Club.

19.4 **Meetings:**

- (a) The AGM shall be held at the Headquarters in the month of May unless otherwise determined by the Executive Committee.
- (b) A SGM may be convened by the Executive Committee or at the request of 10 Voting Members. Applications must be in writing to the Secretary and set out the business to be transacted.

19.5 **Notice of Meetings:**

- (a) Notice convening a GM of The Club shall be issued by the Secretary giving 10 clear working days notice in writing or by email to each Voting Member at their last known address and shall include the agenda, and any other relevant details that require prior consideration by the Voting Member.
- (b) Failure to give the required notice or circulate relevant details or the non-receipt of the required notice or details shall not invalidate the meeting.

¹⁰ A vote of no confidence in the Executive Committee is a significant vote therefore the number of members required to initiate the motion should be many.

19.6 **Notices of Motion:** A notice of motion may be submitted to a GM by the Executive Committee or any Voting Member. Such notice intended to be moved at any GM shall be given in writing by the mover to the Secretary at least 10 working days prior to the date of such meeting and shall be included in the notice calling that meeting.

19.7 **Quorum:**

- (a) The quorum for a GM shall be 13 Voting Members.
- (b) If, after 30 minutes from the appointed starting time, a quorum is not present, the meeting shall adjourn and shall reconvene after 7 days and before 14 days have expired, with the quorum at the reconvened meeting to be those Voting Members present. Notice of such meeting shall be emailed to all Voting Members.

19.8 **Chairperson:** The President shall be the Chairperson or where the President is not present the Voting Members shall appoint a Chairperson for the GM. The Chairperson shall have a deliberative and casting vote.

19.9 **Business:** The business of the AGM shall be to:

- (a) Confirm the minutes of the previous AGM;
- (b) Receive and approve the accounts and Annual Report;
- (c) Approve the Membership Fees for the current financial year;
- (d) Elect the Officers;
- (e) Elect those positions for which an election is required on any Committees;
- (f) Consider notices of motion duly submitted;
- (g) Consider any other proper business.

19.10 The business of a SGM shall be only such business of which due notice has been given in accordance with sub clause 19.5(a).

19.11 **Elections:**

- (a) Nominations for all elected positions must be made to the Secretary at least 10 working days before the commencement date of the AGM, together with the written consent of the nominee and a declaration of any conflicts of interests that may arise by virtue of holding the position for which the person is nominated. Nominations may be initiated by any Voting Member. Advice of all nominations must be included in the notice calling the meeting.
- (b) Where no nominations for an elected position are received, the Chairperson may accept nominations from the floor, provided such nomination meets the criteria of

the position and the person so nominated declares any potential conflicts of interest. Where there is more than one nomination, a ballot shall be conducted and if no candidate receives a simple majority, the candidate with the lowest vote shall be eliminated and a new ballot taken.

(c) If no appointment can be made, a casual vacancy exists.

19.12 Postal Ballot: For decisions which require a decision of a General Meeting and which in the opinion of the Executive Committee it is not practicable or desirable to convene a SGM, the Executive Committee shall have the power to authorise the conducting of postal or email ballots with voting for such ballots to be the same as for a GM and a certificate signed by the Executive Committee Chairperson recording the votes based on such postal ballot shall be final. Notice of a postal or email ballot shall be given to each Voting Member 10 working days in advance of the closing date for the ballot together with relevant information outlining the reasons for the decision required.

19.13 Minutes:

- (a) Minutes of the GM will be posted in the Headquarters or The Club website within 10 working days of the last day of the GM.
- (b) Minutes signed by the Chairperson of the meeting shall be receivable as prime facie evidence of the matters contained in such Minutes.

Part 5: Management of The Club

20. Officers

20.1 The Club shall elect the following Officers who constitute the Executive Committee:

- (a) President;
- (b) Secretary;
- (c) Treasurer;
- (d) Recorder;
- (e) Carnival Organiser;
- (f) 5 further officers, the roles and responsibilities of whom are to be determined at the first meeting of the Executive Committee.

20.2 **Eligibility:** any individual who can be expected to provide support to The Club in all its activities and relationships with the community.

20.3 **Election:** Officers shall be elected by simple majority at the GM.

20.4 **Term of Office:** until the end of the next AGM following their election.

21. President

21.1 **Responsibilities:** The President's responsibilities are to:

- (a) direct, supervise, or control the affairs of The Club;
- (b) maintain regular contact with the Secretary regarding routine matters;
- (c) chair Executive Committee meetings;
- (d) be a signatory to all financial and legal documents;
- (e) liaise with other clubs and regional associations;
- (f) to participate in all Club activities e.g., general meetings, carnivals etc.; and
- (g) be available to promote The Club on all occasions.

21.2 The Secretary shall assume the responsibilities of the President in their absence.

22. Secretary

22.1 **Responsibilities:** The Secretary's responsibilities are to:

- (a) Convene GMs in accordance with 19.5;
- (b) Convene Executive Committee meetings, preparing agendas, taking and circulating minutes, conducting correspondence on behalf of The Club and maintaining records;
- (c) ensure The Club complies with all statutory and governing body requirements; and
- (d) assume the responsibilities of the President in their absence.

23. Treasurer

23.1 **Responsibilities:** The Treasurer's responsibilities are to:

- (a) prepare an annual forecast and budget;
- (b) operate The Club's bank accounts;
- (c) bank subscriptions and other receivables;
- (d) upon Executive Committee approval, pay accounts as and when they become due;
- (e) complete and file of periodic GST tax returns;
- (f) provide interim financial reports to the Executive Committee;
- (g) prepare and present annual financial accounts to the AGM; and
- (h) file annual returns under the Charities Act.

24. Recorder

24.1 **Responsibilities:** The Recorder's responsibilities are to:

- (a) register all Club swimmers with SNZ;
- (b) maintain a membership register (Team Manager database) showing the times of such members for all distances over which such members compete in races and amending such register so it represents a true record of times;
- (c) ensure the register of times is current and available for inspection;
- (d) act as recorder for all Club meets;
- (e) advise Club swimmers of away meets and enter swimmers as required; and
- (f) advise SNM recorder of all Club entries for meets outside SNM region and the results of Club meets so they can be sent to SNZ.

25. Carnival Organiser

25.1 **Responsibilities:** The Carnival Organiser's responsibilities are to:

- (a) ensure sufficient Officials and timekeepers are available for the smooth running of Club Carnivals;
- (b) ensure ribbons are available when necessary;
- (c) liaise with Recorder and other Officer to ensure the Carnival venue is prepared; and
- (d) liaise with The Club Recorder, SNM Recorder and SNM Secretary in organising SNM Carnivals held in Blenheim;

26. Executive Committee

26.1 **Responsibilities:** Without limitation as to any general powers given to the Executive Committee, the Executive Committee shall:

- (a) Govern, manage and control the affairs of The Club.
- (b) Govern the finances of The Club.
- (c) If required, appoint up to 2 additional Members as Executive Committee Members to provide specific competencies determined necessary by the Executive Committee from time to time, such appointments to be for such period expiring no later than the next AGM and on such terms as the Executive Committee may determine.
- (d) Develop and regularly review a strategic plan for The Club.
- (e) Raise any funds necessary for the purposes of The Club by such means as the Executive Committee may from time to time determine.

- (f) If required, appoint committees and sub-committees and delegate its authority to such committees or sub-committees in order to carry out the objects of The Club efficiently and advantageously.
- (g) Deal with any misconduct issues under the Code of Conduct.
- (h) Fill casual vacancies until the next AGM.
- (i) Generally carry out the aims, objects and Rules of The Club.
- (j) Make, amend or repeal any Rules, Regulations or policies not inconsistent with this Constitution for the internal management of The Club¹¹.
- (k) Settle any questions that may arise not specifically provided for in this Constitution.
- (l) Appoint and engage such professional or other advisers as the Executive Committee considers appropriate and fix or negotiate remuneration for such advisers.
- (m) Appoint a Patron or Patrons to further the objects of The Club. A Patron may or may not be a Member and the associated voting rights apply.

26.2 **Composition:** the Executive Committee shall consist of the elected Officers of The Club;

26.3 **Meetings:**

- (a) The Executive Committee shall meet as a minimum once every month, between March and December¹², or such further times each year as the Executive Committee considers necessary for the efficient governance and leadership of The Club.
- (b) The President shall chair Executive Committee Meetings and in their absence the Executive Committee shall elect a Chair for the meeting.
- (c) **Quorum:** The quorum for Executive Committee meetings shall be 5.

26.4 **Minutes**

- (a) Minutes of Executive Committee Meetings will be distributed to each Executive Committee Member.
- (b) The Executive Committee shall cause Minutes to be kept of all meetings, resolutions and decisions made by it.
- (c) Minutes purporting to be signed by the Chairperson of the Executive Committee shall be receivable as prime facie evidence of the matters contained in such Minutes.

¹¹ This allows the Executive Committee to implement rules which have the same effect as the constitution subject always to the right of the GM to overturn them

¹² Generally there is no activity by the Club during these months.

26.5 **Vacation of Office:** the office of an Executive Committee Member shall be vacated if an Executive Committee Member:

- (a) Dies; or
- (b) Resigns in writing; or
- (c) Becomes bankrupt; or
- (d) Becomes of unsound mind or becomes a person the subject of an order under the Protection of Personal and Property Rights Act 1988; or
- (e) Fails to attend 3 consecutive meetings of the Executive Committee without sending an apology; or
- (f) Does any act which is contrary to or hinders the objects of The Club; or
- (g) Is, in the opinion of a GM, or Executive Committee as appropriate, unable to fulfil the duties of an Executive Committee Member; or
- (h) Is sentenced to imprisonment for a criminal offence.

26.6 **Invalidity:** An act or decision of the Executive Committee shall not be invalid by reason only of:

- (a) A fault, default or irregularity in or in connection with the appointment of a Executive Committee Member; or
- (b) A vacancy in the number of Executive Committee Members including a vacancy arising because of the failure to appoint an Executive Committee Member.

26.7 **Vacancy:** in the event of a vacancy occurring on the Executive Committee, whether by death, resignation or otherwise the vacancy may be filled by the Executive Committee in accordance with 26.1(h).

27. Finance

27.1 **Financial Year:** The financial year of The Club shall end on 30 June each year.

27.2 Accounts

- (a) The Club shall operate such bank accounts, as the Executive Committee shall deem necessary.
- (b) Any cheques, drafts or other negotiable instruments shall be signed and counter-signed on behalf of The Club by signatories authorised by the Executive Committee.
- (c) Any endorsement of any cheques, drafts or other negotiable instruments that may be required shall be endorsed on behalf of The Club by signatories authorised by the Executive Committee.

27.3 **Transactions:** The Club, by decision of the Executive Committee, may:

- (a) Purchase, lease or exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and hold, improve, manage, develop, let or lease, sell, exchange or otherwise dispose of any such property, rights and privileges.
- (b) Construct, build, alter, improve, enlarge, pull down, remove, or replace any buildings or other improvements which may be in, upon and about any of the real or leasehold property of The Club.
- (c) Borrow, having first obtained the approval of the General Meeting by special majority resolution, or raise money in such manner as The Club may think fit and secure its repayment by this issue of debentures or mortgage or by charge upon the whole or any part of the property or assets of The Club whether present or future, and purchase or redeem or pay off any such securities.

27.4 The Executive Committee shall invest and deal with the monies of The Club not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or on purchase of real, leasehold or personal property, or securities or by depositing such monies with any bank at interest rates.

27.5 The Executive Committee shall do all or any of the acts previously mentioned or exercise all or any of the powers conferred upon The Club jointly with any person partnership, corporation, company or society and to become jointly and severally liable with any such person partnership, corporation, company or society (whether incorporated or otherwise) or any contract or obligation in connection therewith.

27.6 **Audit:** The Executive Committee may appoint an auditor to audit the books of accounts for The Club.

27.7 **Insurance:** The Executive Committee shall be empowered to take out any necessary insurance on behalf of The Club.

27.8 **Expenses of Officials:** Every Executive Committee Member and approved official of The Club may be indemnified out of the funds of The Club to an extent determined by the Executive Committee in respect of all costs, charges and expenses which the Executive Committee Member or approved official shall be put to in the normal bona fide execution of his respective office.

28. Common Seal

28.1 The Club shall have a Common Seal bearing the words "The Common Seal of The Blenheim Swimming Club", and it shall be kept by the Treasurer.

28.2 Any document required to be executed under Common Seal for and on behalf of The Club shall be executed by the President and Secretary.

Part 6: Procedural Matters

29. Irregularity of Procedure

29.1 In case any irregularity shall occur in the convening or holding of any GM or in any election or other proceeding of such a meeting which is not noted or objected to at the time, all proceedings of such meetings shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noted and objected to, the meeting shall decide as to its validity and such decision shall be final and conclusive.

30. Amendment or Alteration to Constitution

30.1 This Constitution or any section of it may be added to altered or rescinded at a GM of The Club provided due notice of motion is forwarded to the Secretary as required by this Constitution and that the motion is approved by a special majority resolution provided that no addition to or alteration of the aims/objects, payments to members clause or the winding- up clause shall be approved without the prior approval of Inland Revenue.

30.2 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

31. Winding Up¹³

31.1 The Club may at any time be wound up by a special majority resolution of Voting Members present and entitled to vote at any GM of The Club, and confirmed by a special majority resolution of members present and entitled to vote at a subsequent GM convened for this purpose and held not earlier than 30 days and not later than 60 days after the date on which the original resolution was passed.

31.2 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation such as Swimming Nelson Marlborough or Swimming New Zealand, or to some other charitable organisation or purpose, within New Zealand.

This Constitution was approved and adopted by way of amendment to the constitution registered on 2002 at an Annual General Meeting held at the Headquarters on 29 May 2011

¹³ This clause is required by law.

SIGNED¹⁴

_____PRESIDENT [pp SECRETARY]

¹⁴ The constitution must be signed by 3 members to be registered at the Societies Office.