

## **Constitution of PEMBROKESHIRE COUNTY SWIMMING as at 18<sup>th</sup> JULY 2016**

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### **1) Name**

- a) The name of the Club shall be Pembrokeshire County Swimming

### **2) Objects**

- a) The Club and all members of the Club (The Club Members) shall be bound by this constitution (as varied from time to time) and that of Swim Wales
- b) The Swim Wales Constitution means its Articles of Association and the Swim Wales Rules (as varied from time to time).
- c) The primary objects of the Club shall be to foster encourage and develop Swimming. Swimming – means competitive swimming.
- d) The objects of Swim Wales as expressed in the Swim Wales Constitution shall – where appropriate and relevant - apply to the Club – and its membership.
- e) If there shall be any conflict between any provision of the Club's Constitution and the Swim Wales Rules – the provision of the Swim Wales Rules shall apply
- f) The Club shall be affiliated to Swim Wales and such other bodies as the Club may decide from time to time.
- g) The Club is a not for profit organisation.

### **3) Management Committee**

#### **a) Duties**

- i) The management of the Club shall be conducted solely by the Management Committee

#### **b) Membership of the Management Committee**

- i) The membership of the Management Committee shall comprise:
  - (1) The Chairman, Secretary and Treasurer; who may appoint;
  - (2) Others as Officers (and expressed to be Officers) to perform specific duties;
  - (3) At least two further members (who must be aged 18 or over) and will comprise
    - (a) a representative from each Development Club (defined in section 6)
    - (b) two representatives from the Unitary Authority
    - (c) a representative from Swim Wales
  - (4) Any co-opted members who may include any athlete representative and swimming coach and who may be invited by the Management Committee to attend meetings of the Management Committee from time to time
- ii) The Officers of the Club shall be as defined in 3bi)(1) and 3bi)(2)
- iii) The Officers of the Club and the elected members in 3bi)(3) above shall be entitled to receive notice of and to attend and vote at all meetings of the Management Committee
- iv) Any co-opted members of the Management Committee who shall attend meetings of the Management Committee by invitation shall not be entitled to vote at such meetings
- v) Every Member of the Management Committee must at all times be a fully paid up Club Member and a member of Swim Wales. Membership of Club Members of Swim Wales in this constitution means the affiliation of Club Members to Swim Wales which is derived from their membership of the Club

**c) Election/Appointment of Members of the Management Committee**

- i) Subject to any prescribed maximum number of elected members - members shall be elected or appointed to serve on the Management Committee as follows:
  - (1) By nomination by members (see Annual General Meeting (AGM) later)
  - (2) The Chairman, Secretary and Treasurer (from among nominated members) shall be proposed seconded and elected by ballot at the Annual General Meeting of the Club every year or - at the discretion of the Management Committee – at any other general meeting;
  - (3) By appointment by the Management Committee to fill a vacancy which may occur by resignation or death or otherwise.
- ii) The elected members and any member who may be appointed other than at the Annual General Meeting shall remain in office until the next Annual General Meeting after their election or appointment – and shall then retire.
- iii) Retiring members shall be eligible for re-election except that members shall not serve for more than 8 complete continuous years.
- iv) Any member who shall have retired – having served for the said maximum period - may seek re-election as a member on the expiration of a period of 4 years after the said retirement.
- v) In the case of Members of the Management Committee on the date of the adoption of this constitution the maximum period of 8 years shall commence on that date

**d) Management Committee – General Matters**

**i) Frequency of Meetings**

- (1) Management Committee meetings shall be held not less than quarterly unless the Management Committee shall prescribe more frequently held meetings.
- (2) The Chairman and the Secretary shall have the discretion to call a meeting of the Management Committee at any time.

**ii) Notice of Meetings**

- (1) Not less than 7 days written or verbal notice (unless in extenuating circumstances) of any Management Committee meeting shall be given to all the Management Committee members
- (2) Swim Wales shall have the right to attend any meeting of the Management Committee and any club committee and sub-committee meetings if it deems it to be necessary.

**iii) Decision Making/Quorum**

- (1) All resolutions of the Management Committee shall be by a simple majority
- (2) If there shall be equality of votes cast for and against any motion/resolution the Chairman of the meeting shall be entitled to a second or casting vote
- (3) The quorum for Management Committee meetings shall be **4** members of the Management Committee (that is officers and voting members (present in person))
- (4) If a quorum shall not be present within a period of thirty minutes after the proposed start time of any meeting or adjourned meeting of the Management Committee - the meeting shall be re-convened at the discretion of the Chairman.

**iv) Co-opted Members**

- (1) The Management Committee may co-opt additional members to serve on the Management Committee for specific/designated purposes
- (2) The attendances of co-opted members at Management Committee meetings shall be at the discretion of the Management Committee
- (3) The Management Committee may terminate the appointment of any co-opted Member at any time

- (4) Co-opted members shall not be entitled to vote at Management Committee meetings and shall not be counted in establishing whether a quorum is present.

**v) Sub-Committees**

- (1) The Management Committee may create sub-committees to perform specific/designated duties from time to time
- (2) Any sub-committee members (who shall be members of the Management Committee) shall be appointed by the Management Committee.
- (3) All sub-committees shall periodically report their proceedings to the Management Committee as required by the Management Committee. They shall conduct their business in accordance with the directions of the Management Committee – which shall have the sole power of decision making in relation to any sub-committee's activities

**vi) Employees**

- (a) The Management Committee shall:
  - (i) have the sole right of appointing and terminating the employment of employees of the Club;
  - (ii) shall determine the terms and conditions of service of the employees of the Club
  - (iii) Ensure full compliance with employee rights and related legislation.

**vii) Contracts/Financial Statements etc**

- (1) The Management Committee shall have sole power to enter into contracts involving the Club on behalf of all the Club Members.
- (2) The Management Committee shall ensure:
  - (a) that the day to day accounts and financial controls and record keeping of the Club are fully secure and up to date;
  - (b) that all record keeping shall facilitate the preparation and presentation of the annual financial statements of the Club by the Club's Treasurer as a true and fair view of the financial affairs of the Club
  - (c) That it shall immediately inform Swim Wales if it has any grounds for believing that any financial record keeping or transactions of the Club shall be defective or that the Club may be insolvent – and shall take immediate appropriate remedial action with the guidance of Swim Wales
- (3) The Management Committee may at its discretion submit its annual financial statements to an Independent Examiner for examination – and shall do if directed by Swim Wales.
- (4) The annual accounting period of the Club shall end on 31<sup>st</sup> July or as decided otherwise by the Management Committee.
- (5) The Chairman's annual report and the annual financial statements of the Club shall be forwarded to Swim Wales within a period of 3 months after the end of every accounting period
- (6) The annual financial statements shall include a detailed income and expenditure account and a balance sheet. The income and expenditure account shall – by way of note – state the number of Club Members and the fees actually paid by them
- (7) All Club money shall be lodged at a bank or building society which shall be approved by the Management Committee
- (8) The Management Committee shall decide all matters relating to the Club's bank/building society account(s) (including account signatories)- But - all Club cheques – other payments and all instructions to the Club's bank must be authorised by at least 2 approved signatories, with the exception of transfers between the Club's accounts which shall be solely authorised by the Treasurer.

**e) Indemnity**

- i) The Management Committee members shall be indemnified by the Club against all liabilities claims and demands which may be properly incurred by any of them in the course of carrying out duties as a Management Committee member. This shall not apply in the case of any dishonesty or negligence on the part of any Member
- ii) The Management Committee may approve the purchase and maintenance of insurance at the expense of the Club for the benefit of the Management Committee members in respect of any loss. A loss in this case means any loss or liability which has been or may be incurred by any such member in connection with his or her duties and responsibilities for and to the Club

**f) Termination of Membership of the Management Committee**

- i) The Management Committee may terminate the membership of a member of the Management Committee:
  - (1) who shall be absent from three consecutive meetings of the Management Committee without a reasonable cause;
  - (2) who may – in the reasonable opinion of the Management Committee – have acted in any way which harms or shall harm the reputation of the Club.

**g) Conflict of Interest**

- i) Every Member of the Management Committee must avoid any kind of conflict of interests which he she may have with those of the Club and shall not participate in any decision making in relation to any such conflicting interest. Any such conflict and any interest which any Member may have in any business which may be conducted by the Management Committee must be fully disclosed by the particular Member to the Management Committee prior to any consideration of the particular business. In that case the said Member shall vacate the meeting and shall take no part in any such consideration or decision making in relation to the particular business

**h) Officers**

- i) The Officers of the Club shall be appointed by the Management Committee – and by Club Members at the Annual General Meeting. The Management Committee may terminate the office of any Officer at any time.
- ii) Officers shall remain in office until the next Annual General Meeting after their appointment or re-appointment – and shall then retire.
- iii) Retiring Officers shall be eligible for re-appointment except that no Officer shall serve for more than 8 continuous years. Any Officer who shall have retired – having served for the said maximum period - may be appointed as an Officer on the expiration of a period of 4 years after the said retirement.
- iv) In the case of Members of the Management Committee on the date of the adoption of this constitution the maximum period of 8 years shall commence on that date
- v) An Officer may not be an office holder of more than one office at any one time. (“Office holder” means – Officer of the Club or the holder of any other office or designated role within the Club - whether paid or not). A family relative or partner of any office holder or of any other member of the Management Committee shall not be permitted to serve on the Management Committee in any capacity.
- vi) Officers shall attend Swim Wales safeguarding courses at least once every three years or as required by the Management Committee– and any other course which Swim Wales believe to be appropriate

**i) The Club Welfare Officer**

- i) The Club - as with all Swim Wales affiliated clubs - must have a Club Welfare Officer

ii) The Club Welfare Officer - who shall not be an Officer of the Club - shall be entitled to receive notice of and to attend but not to vote at meetings of the Management Committee. He or she can attend in an advisory capacity.

iii) Reference to the role of the Welfare Officer can be found in the Y Plant – Swim Wales Safeguarding Policy for Children and Vulnerable Adults or shall be as otherwise defined by Swim Wales.

iv) The Club Welfare Officer shall attend:

- (1) a Swim Wales “Time to Listen” course within a period of 3 months after his or her appointment and whenever Swim Wales may require; and
- (2) Swim Wales safeguarding courses at least once every three years or as required by the Management Committee – and any other course which Swim Wales believe to be appropriate

#### **4) Annual General Meeting (AGM)**

##### **a) Date/Business**

- i) The Annual General Meeting of the Club shall be held within a period of **6** months after the end of the Club’s financial year.
- ii) The business of the AGM shall be:
  - (1) To receive any annual reports of the Officers
  - (2) To receive the annual financial statements of the Club
  - (3) To appoint Officers
  - (4) To elect representatives of the Development Clubs to serve on the Management Committee
  - (5) To consider any motion which may be proposed
  - (6) To confirm membership fees (if appropriate)
  - (7) To consider any other appropriate business at the discretion of the Chairman

##### **b) President/Vice-President(s)**

- i) The Annual General Meeting may on the recommendation of the Management Committee elect a President and/or Vice-President(s)

##### **c) Notice of the AGM**

- i) Notice of the AGM shall
  - (1) be given in writing to the Club Members and to Swim Wales at least **21** days before the date of the AGM
  - (2) invite nominations for the appointment of Officers
  - (3) invite nominations for elected membership of the Management Committee
  - (4) Prescribe the latest date for the submission of such nominations
  - (5) Require that nominations shall be proposed and seconded by voting Club Members of the Club and shall be signed by the person nominated.
  - (6) be accompanied by copies of the annual reports and financial statements of the Club

##### **d) Voting and Quorum**

- i) Voting at the AGM shall normally be by a show of hands. The Chairman of the meeting shall have the discretion to call a ballot – and shall do so if at least 5 voting Club Members request one
- ii) The quorum for the AGM shall be at least 10 voting Club Members – present in person. If this quorum shall be or shall become impractical it may be varied at the joint discretion of the Management Committee and Swim Wales
- iii) An aggregate of - at least 10 voting Club Members or at least 10% of the number of voting Club Members of the Club (whichever shall be the highest number) may require the consideration of a motion at the AGM by giving written notice to the Club at least 7 days before the meeting.

- iv) All Club Members shall be entitled to vote at general meetings of the Club – except
  - (1) Club Members who shall not have reached 16 years of age;
  - (2) Suspended Club Members. A suspended Club Member means a member who shall be deprived of membership rights pending an enquiry or appeal
  - (3) Lapsed Club Members. A lapsed member means a member who shall have failed to pay membership fees whose membership rights shall be withheld until all outstanding membership fees have been fully paid
  - (4) Honorary Club Members – and Presidents and Vice-Presidents – in those capacities
- v) A parent or guardian may represent and vote on behalf of a Club Member under the age of 16 – on presentation of proof of his or her relationship with the particular Club member in a form approved by the Management Committee. A parent or guardian of 2 or more of such Club Members shall be restricted to 2 votes on any motion.
- vi) Swim Wales shall have the right to attend any General Meeting – including any Special General Meeting if it deems it to be necessary.

## **5) Special General Meeting (SGM)**

- a) A Special General Meeting:
  - i) may be called at any time by the Management Committee;
  - ii) shall be called on a written requisition in writing to the Club by not less than 20% of the number of voting Club Members; and
  - iii) shall be called on a written requisition by Swim Wales to the Club.
- b) Any such written requisition shall set out precisely the specific and prescribed purpose of the requisitioned meeting.
- c) No other business shall be transacted at such a meeting.
- d) If the SGM shall not be called within a period of 4 weeks after the service on the Club of any such requisition - the said Club Members or Swim Wales (as the case may be) may convene the meeting and may prescribe how it shall be conducted.
- e) Otherwise the above provisions which apply to the AGM – as appropriate – in relation to notice - voting and quorum shall apply to an SGM – except that in the case of a Club Members' requisition - at least 80% of the voting Club Members of the Club who shall have expressly requisitioned the SGM shall be an additional quorum requirement for the meeting

## **6) Membership**

- a) Membership of the Club shall be open to all members of a Development Club subject to the approval of the Management Committee - and to any written directions of Swim Wales in accordance with the Swim Wales Rules. Membership of the Development clubs is open to the whole community without discrimination.
- b) A Development Club shall be based in Pembrokeshire and be required to affiliate all Club Members to Swim Wales. All Club Members shall be bound by the Swim Wales Rules and constitution of Swim Wales and of the Club which are in force at the appropriate time.
- c) All Club Coaches and Teachers - Club Swimmers and other Club service providers must be or must become Club Members. Club service providers means any person (who may include a parent or relative or carer of any Club member) who shall carry out any swimming related activity (whether poolside or not) for and with the written

authority of the Management Committee. No person shall be permitted to carry out any such activities for the Club or for any Club member unless he or she shall have been admitted as Club Member before doing so.

- d) Coaches teachers and club service providers shall attend Swim Wales safeguarding courses at least once every three years or as otherwise required by the Management Committee – and any other courses which Swim Wales believe to be appropriate
- e) Any person applying for membership of the Club who is already a member of another Club shall be admitted at the discretion of the Management Committee
- f) Any person applying for membership of the Club shall do so on the prescribed form provided by the individual Development Club.
- g) The Management Committee may appoint any person as an honorary Club Member for such period as it thinks fit. Any honorary Club Member shall be entitled to all the privileges of membership except that he or she shall not be entitled (in the capacity of honorary member) to vote at general meetings of the Club nor serve as Officer. Any honorary Club Members must be included in the Club's annual return as to membership.

## **7) Membership Fees**

- a) Membership fees payable by Club Members shall include the Club joining fees and the ongoing Club fees. The subscription fees of Swim Wales shall be collected and paid to Swim Wales by the Development Club.
- b) The Club joining and ongoing Club fees shall be reviewed annually (or as necessary at other times) by the Management Committee. The said Club joining and ongoing Club fees shall be confirmed at the AGM
- c) Membership fees – payable by Club Members - shall be due on the first day of August in each year.
- d) The Management Committee may lapse the membership of a Club member who shall fail to pay all membership fees both to the Club and to the Development Club by the due date. Any such Club Member (while he or she shall be a lapsed member) shall not be permitted to take part in any Club activity whether competitive or not – nor to attend and vote at any general meeting of the Club. The membership of a lapsed member may be re-instated by the particular member paying up all membership fees which shall be due. It shall then be as if he or she had not been a lapsed member
- e) Any person applying for membership on or after the first day of August shall - for the period to 31<sup>st</sup> July - be required to pay the Club joining fee - and such part of the ongoing Club fees for the period to 31<sup>st</sup> July as shall be decided by the Management Committee. All fees shall be payable within one month of acceptance of membership

## **8) Resignation of Club Members**

- a) A Club Member wishing to resign membership of the Club must give written notice to the Club of his/her resignation and must discharge all liabilities to the Club. A member's resignation shall only take effect when this rule has been complied with.
- b) A Club Member whose membership Fees shall be more than 2 months in arrears shall be deemed to have resigned. Where any membership shall be terminated in

this way the individual concerned shall be informed in writing of the termination of membership by written notice handed to him/her or sent by post to his/her last known address.

## **9) Disciplinary/Dispute matters**

- a)** Whenever any dispute may arise which involves a Club Member or if any alleged breach of discipline by a Club Member may occur - the Club shall endeavour to resolve the dispute/breach as quickly – informally - and as amicably as possible and in accordance with the Club's relevant Code of Conduct. Where appropriate the Club Welfare Officer shall be involved and consulted from the outset.
- b)** Subject to the said Code of Conduct - any need to discipline Club Members for minor incidents of misbehaviour or to resolve a dispute - can usually be done by the Coach/Team Manager. If this fails or cannot be resolved within a period of 7 days or if it is clearly necessary to discipline a Club member - the Club shall follow its published Disciplinary Code unless the disciplinary process/dispute resolution shall be conducted by Swim Wales.
- c)** If any dispute shall be employee related the parties shall be bound by the terms of the employment contract.
- d)** Subject to the preceding clauses a) and b) - the following principles shall apply in the case of any dispute/disciplinary action which involves a Club Member
  - i)** Any resolution of any dispute between the Club and a Club Member and any disciplinary proceedings involving a Club Member shall be conducted by the Club unless Swim Wales may be involved in any Appeal. The Club shall inform Swim Wales of any such dispute or disciplinary action immediately.
  - ii)** It will always be in the interests of the Club and the particular Club Member to commence and conclude any dispute or disciplinary proceedings without delay.
  - iii)** The Club shall commence and diligently follow its dispute/disciplinary procedures which are prescribed in its Disciplinary Code within a period of 7 days after having received notice of the dispute or alleged breach. The Club shall make all reasonable endeavours to resolve any such dispute and to conclude any disciplinary proceedings without delay and within a period of three months after the dispute or alleged breach becomes known to the Club.
  - iv)** If any dispute resolution or disciplinary proceedings shall not be commenced and concluded within the above period - Swim Wales may at its discretion direct the Club to refer the dispute/disciplinary proceedings to Swim Wales.
  - v)** If Swim Wales shall exercise its discretion under the previous Clause the Club shall refer the dispute/disciplinary proceedings to Swim Wales as soon as it is directed to do so. Swim Wales shall then conduct the dispute resolution or disciplinary proceedings in accordance with its Disciplinary Code
  - vi)** Any dispute between a Club Member and a Club Member of a different Club or between a Club Member and Swim Wales shall be referred by the Club to any dispute resolution shall be conducted by Swim Wales. The Club shall refer the dispute to Swim Wales as soon as it becomes aware of it. Swim Wales shall then conduct the dispute resolution process in accordance with its Disciplinary Code and shall make all reasonable endeavours to commence and conclude the proceedings within the above period of three months
  - vii)** The Club's and Swim Wales' Disciplinary Codes shall include the policies and the procedures which shall be followed in the case of any disciplinary action and how the process and any appeal shall be conducted. The Disciplinary Code shall also include provisions relating to the procedures and policies which shall relate to the



resolution of any dispute involving a Club Member – and how any dispute resolution shall be conducted

- viii) The relevant Disciplinary Code shall be made available to the particular Club Member at the earliest opportunity.
- ix) The particular Club Member shall be treated fairly and shall be given opportunities to present his or her case and responses – and shall have the right to be accompanied by a suitable person at any hearing.
- x) Every Club Member has a right of appeal to Swim Wales against any determination by the Club of any dispute and any decision of the Club relating to disciplinary action involving the Club Member. Any such Appeal shall be conducted in accordance with the Swim Wales Rules.
- xi) The Management Committee or Swim Wales (as the case may be) shall ensure that all procedures which shall be followed shall be in accordance with the relevant Disciplinary Code
- xii) The Club's and Swim Wales' powers in relation to any disciplinary action shall be at their discretion and may include a written warning – or suspension or expulsion as a Club Member

## **10) Health & Safety**

- a) The Club will
  - i) take all reasonable steps to ensure compliance with health and safety obligations by the Club and its members
  - ii) ensure compliance with
    - (1) all insurance policy provisions involving the Club
    - (2) all statutory regulations relating to the public display of insurance certificates
    - (3) Any directives which Swim Wales may make in relation to its insurance policies which cover the Club

## **11) Child/Vulnerable Adult Protection**

- a) The Club shall comply with all Vulnerable Adult/Child Protection legislation – Y Plant Swim Wales Safeguarding Policy and related Swim Wales Rules which are in force from time to time
- b) The Club shall ensure that a risk assessment shall be carried out whenever it shall have any direct responsibility for any child or vulnerable adult. The assessment shall cover all persons - acting on behalf of or under the control of the Club - who shall have any responsibility of any kind for - or any access to any data or financial matters relating to - any child or vulnerable adult. The risk assessment must consider a person's well being to undertake any role and qualifications where appropriate. Anyone within these criteria must have a Disclosure and Barring Service check undertaken which shall be renewed every three years

## **12) Execution of Documents**

- a) Any document deed or contract entered into by the Club after prior approval of the Management Committee shall be signed by at least two Officers of the Club

## **13) Indemnity**

- a) Every Officer of the Club shall be indemnified out of the assets of the Club against any losses or liability of any kind which he or she may sustain or incur in or about the proper and lawful execution or discharge of his/her duties as Officer of the Club.
- b) This indemnity shall apply in the same way to any Club Member who may incur any such losses or liabilities in connection with any claim or demand against that Member for any action or omissions of the Club

- c) No Officer nor any Club Member shall be liable for any loss, damage or mis-fortune which may happen to or be incurred by the Club in the proper execution or discharge of his or her office or duties or in relation to such office or duties or as ClubMember
- d) The Management Committee may decide to purchase and maintain insurance at the expense of the Club for the benefit of any relevant Officer or any Club Member in respect of any such loss or liability as above.

#### **14) Alteration of the Constitution**

- a) The Club may recommend alterations to its constitution from time to time by resolution (by a simple majority) of its Members.
- b) It is in the best interests of Swimming in Wales and its proper governance that every affiliated Club may recommend to its members the adoption of this constitution as varied or replaced from time to time.

#### **15) By-Laws / Swim Wales Approvals**

- a) With the prior written approval of Swim Wales the Management Committee may make - repeal – or amend any by-laws which the Club may from time to time consider necessary for the well being of the Club
- b) Any such approved By-laws shall have effect until set aside by the Management Committee or at a general meeting
- c) If there shall be a conflict between any by-law and the Club's constitution the provisions of the constitution shall apply and prevail.
- d) References in this constitution to approvals by Swim Wales mean the approvals of the Directors of Swim Wales on its behalf - exercising their delegated powers in accordance with the Articles of Association of Swim Wales

#### **16) Cessation of Club Activities – Club Closure**

- a) The conduct of any cessation and closure of the Club shall be the sole responsibility of the Management Committee
- b) Before any such cessation and closure of the Club:
  - i) The Management Committee and Swim Wales shall engage in consultations and discussions at the earliest opportunity to consider the future of the Club – when up to date Club accounts shall be made available;
  - ii) If it shall then be proposed that cessation and closure of the Club should proceed - a Special General Meeting (SGM) of the Club shall be convened as soon as shall be practical to consider and decide on any proposed cessation and closure. The Management Committee shall convene or Swim Wales may requisition the Special General Meeting.
- c) In the case of any closure of the Club – Any development funding in existence at that time will be split equally between the member Development clubs and after prior consultation with Swim Wales. Management of any assets of the Club by Swim Wales will be provided in the event of a Management Committee not being in place.

#### **17) Swimming in Wales - Organisation/Re-Organisation -**

- a) Swim Wales has the absolute discretion - with prior consultation with all interested parties - to organise and re-organise the structure and conduct of Swimming in Wales.
- b) The Club – with the prior written approval of Swim Wales - may - by resolution of its Members – approve the continuity and conduct of the Club's swimming club and

related activities as an incorporated body on terms which shall be approved by Swim  
Wales

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