

Constitution of



Playford Aquatic Club Incorporated

An Incorporated Club under the Associations Incorporation Act 1985

Incorporation Number: A2522

ABN: 65 516 378 977

Original 2006

Amended 2021

Annexure 'A'

This is the Annexure marked 'A' referred to in the statutory declaration of

Made on the _____ day of

Before me (justice of the Peace signature) _____

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Control Doc

• Change of Club Name	• 15 th June 2009
• Amendments and Restructure	• 27 th August 2016
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• Remove Clauses 14.2,16 and 23	• 23 rd June 2018
• Renumber Clauses from 14.3 -34 Inclusive	• 23 rd June 2018
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• Remove Clause 9.17	• 11 th September 2021
• Renumber Clause 9.18 and 27.3	• 11 th September 2021

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CLAUSE 1. NAME AND COLOURS

- 1.1. The name of the Club shall be the "Playford Aquatic Club Inc". Referred to herein as "the Club".
- 1.2. The Official Club colours shall be Navy Blue, Orange and White.
- 1.3. Club uniform shall be in the official Club colours or a colour as decided by the Committee for selected special events.
- 1.4. The Official Club logo shall be as shown on the front of this Constitution

CLAUSE 2. DEFINITIONS

- 2.1. In this Constitution unless the contrary intention appears:-
 - "**PAC**" means Playford Aquatic Club.
 - "**The Club**" means Playford Aquatic Club.
 - "**Committee**" means the Committee of Management of the Club.
 - "**Member**" means any individual, Parent or Child Member of the Club.
 - "**Financial Member**" means any individual, Parent or Child Member who has no outstanding fees or subscriptions to the Club, SSA or SAL.
 - "**Voting Member**" means any financial member of the Club who is over the age of eighteen (18) years of age.
 - "**Membership Year**" means the period from 1st October until 30th September of the following year.
 - "**Financial Year**" means the period from 1st July until 30th June of the following year.
 - "**SGM**" means Special General Meeting convened in accordance with this Constitution.
 - "**AGM**" means Annual General Meeting convened in accordance with this Constitution.
 - "**Act**" means the Associations Incorporation Act, 1985 as amended from time to time.
 - "**SSA**" means SwimmingSA Incorporated being the peak body for the administration of swimming activities in South Australia. (or its successor)
 - "**SAL**" means Swimming Australia Limited. (or its successor)
 - "**FINA**" means Fédération Internationale de Natation (English: International Swimming Federation) the governing body of world swimming. (or its successor)
 - "**Policies**" means the Policies of the Club, SwimmingSA Incorporated, Swimming Australia Limited and FINA as amended from time to time.
 - "**WWCC**" means Working with Children Check.

CLAUSE 3. OBJECTS AND PURPOSES

- 3.1. To promote and encourage the sport of swimming.
- 3.2. To affiliate with SSA and comply with its regulations and policies.
- 3.3. To conduct and participate in swimming carnivals, other forms of competitive events and functions associated with swimming.
- 3.4. To organize and/or participate in any form of legal activity which the committee may deem proper for the purpose of enhancing the assets of the Club.
- 3.5. To do such acts, things and matters as shall assist in furthering or enhancing all or any of the above objectives.
- 3.6. To ensure compliance with the policies and procedures as adopted by the Club, SSA, SAL and FINA.

CLAUSE 4. POWERS

- 4.1. The Club shall have all the powers conferred by Section 25 of the Act.

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CLAUSE 5. MEMBERSHIP

- 5.1. Subject to this Constitution the membership of the Club shall comprise of the financial members together with such other people as the committee admits to membership, any life members appointed pursuant to CLAUSE 31, any life members appointed prior to Incorporation, and any person who supports the objectives of the Club and agrees to be bound by its Constitution and By-laws.
- 5.2. The application for membership shall be made as set out in the By-Laws of the Club.
- 5.3. Upon the acceptance of the application by the Committee and upon payment of the first annual membership fees the applicant shall be a Member of the Club.
- 5.4. The Committee retain the right to refuse membership and shall advise such persons in writing, stating the reasons for such refusal.
- 5.5. Any person under eighteen years of age joining the Club is required to have a parent or guardian also register as a member. All members of the Club shall be registered with SSA and at all times will act in accordance with the adopted Policies of the Club, SSA and SAL and FINA
- 5.6. A register of Members shall be kept by the Club, showing the name, address, contact details and date of commencement of membership for each Individual Member .
- 5.7. Each Individual Member shall be entitled to receive a copy of the Club's constitution and or By-Laws on request.
- 5.8. The Committee may grant temporary membership for a period not exceeding four (4) weeks to persons who have not previously been members of a registered South Australian Swimming Club.

CLAUSE 6. MEMBERSHIP FEES

- 6.1. The annual fees for membership of the Club shall be a sum determined by the Committee and reviewed annually.
- 6.2. The annual fees for membership of SSA and SAL shall be a sum determined by them and reviewed annually.
- 6.3. The annual fees for membership of the Club, SSA and SAL become due on the first (1st) day of October or within one month of submission of an application to join the Club.
- 6.4. The Committee shall have the power to suspend membership privileges to any non-financial member.
- 6.5. Non-financial Members shall not be eligible to enter any competitions or race(s).

CLAUSE 7. RESIGNATION/TRANSFER OF MEMBERSHIP

- 7.1. A Member may resign from membership of the Club at any time. Any Member so resigning shall be liable for any outstanding subscriptions, or other debts, which shall be recovered as a debt due to the Club.
- 7.2. A Member may request a transfer of membership to another Club at any time. Transfer of membership shall be actioned through the online registration portal and approved by the Club Registrar. Any persons requesting a transfer shall be liable for any outstanding subscriptions, or other debts, which shall be recoverable before the transfer request is granted.

CLAUSE 8. SUSPENSION/EXPULSION OF A MEMBER

- 8.1. The Committee may take disciplinary action which may include the suspension or expulsion of any Member or Life Member who has been found to be in breach of the Constitution or By-laws of the Club, or to the Committee's satisfaction has been proved to be guilty of actions or misconduct which in the Committees' opinion is detrimental or prejudicial to the interests of the Club or to the sport of swimming.
- 8.2. Particulars of the breach shall be communicated to the Member in writing at least seven (7) days before the meeting of the Committee at which the matter will be determined. The Member shall be given the opportunity of presenting to the committee any information in relation to such matter.

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- 8.3.** Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the Interests of the Club in accordance with the policies and procedures as adopted by the Club, SSA, SAL and FINA.
- 8.4.** The determination of the Committee shall be communicated to the Member within 24 hours. If the determination is to expel the Member from the club, the Member shall cease to be a Member seven (7) days after this communication.
- 8.5.** The Member has the right to appeal the Committee's decision to expel them. Notification of an intention to appeal must be received by the Secretary or Public Officer of the club within seven (7) days after the determination of the Committee has been communicated to the member.
- 8.6.** In the event of an appeal under Sub Clause 8.5, an SGM will be called as per Clause 16. Until the SGM is held and the result of the appeal is determined, the Member will remain suspended from the Club. If the SGM votes to uphold the decision of the Committee, the Member will cease to be a Member of the Club from the date of the SGM.

CLAUSE 9. THE COMMITTEE

- 9.1.** The affairs of the Club shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this Constitution required to be done by the Club in a GM.
- 9.2.** The Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which this Constitution are silent.
- 9.3.** The Committee shall be comprised of a minimum of Seven (7) and a maximum of twelve (12) persons and consist of the following officers.
 - i. President,
 - ii. Vice President,
 - iii. Secretary,
 - iv. Treasurer,
 - v. Registrar
 - vi. Nominations Officer/Statistician
 - vii. General committee members (numbered 1 through 6).
- 9.4.** Each member holding an officer position on the Committee shall hold office for a term of two (2) years. General member positions 1 through 6 will be for a tenure of one (1) year. At each AGM one half of the officer members of the Committee shall retire from the Committee but shall be eligible for reappointment.
- 9.5.** The positions of President, Treasurer, Registrar shall be vacated at the AGM of any year which ends in an even number or zero.
- 9.6.** The positions of Vice President, Secretary, Nominations Officer/Statistician shall be vacated at the AGM of any year which ends in an odd number.
- 9.7.** Any vacant positions not filled at the previous AGM shall be called for election but with a term of twelve (12) months only.
- 9.8.** All Committee members are required to obtain a WWCC. If any Committee member is convicted of a criminal offence they shall be disqualified and removed from the Committee.
- 9.9.** Any financial Members of the Club, excluding Members under the age of eighteen (18), whose membership exceeds six (6) months, at the time of notification of the AGM, shall be eligible for election to the Committee. Any Member holding any position on the Committee of another swimming club shall not be eligible to hold office on the PAC Committee.
- 9.10.** Nominations for any Committee position must be in writing, setting out the name of the person and position nominated. The person nominated must sign the nomination and the person proposing and seconding must be a financial Members of the Club. Such nominations must be given to the Secretary not less than fourteen (14) days prior to the advertised date of the AGM.

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- 9.11.** Should more than one (1) Member nominate for a position a ballot shall be held at the AGM with two independent scrutineers appointed by the Committee in office to count the votes.
- 9.12.** Should no nominations be received prior to the AGM for a particular position, the President of the meeting may call for nominations from or on behalf of eligible Members who are present at the meeting or who have indicated in writing their willingness to be nominated.
- 9.13.** The Committee may appoint a natural person, whether a member for six (6) calendar months or not, to fill a casual vacancy. Such a Committee member shall hold office until the next AGM of the Club and shall be eligible for reappointment provided they are financial members.
- 9.14.** Committee meetings shall be convened by the Committee, by the President or Secretary giving at least five (5) days clear notice to all Committee members, except that if all Committee members are present, they may by unanimous vote waive the need for notice of that meeting.
- 9.15.** The Committee may appoint one or more of its Members either alone or with other Club Members to be a sub-committee for any purpose and may delegate to any such sub-committee any of its power or functions and may revoke at any time such appointment and/or delegation.
- 9.16.** The Committee shall be responsible for:
- i. Review and amendment to the Club Constitution and By-Laws when necessary
 - ii. Review and formulation of the Strategic plan
 - iii. Hire or purchase of facilities and equipment
 - iv. Employment of Coaching staff
 - v. Sale of goods to its members
 - vi. Reviewing and setting fees for Club Membership
 - vii. Reviewing and setting fees for Coaching Services
- 9.17.** The Head Coach shall have a standing invitation to attend the Committee meetings but will have no entitlement to vote on any matter at that meeting.

CLAUSE 10. EXECUTIVE COMMITTEE

- 10.1.** The Executive Committee is comprised of members in the following positions: President, Vice President, Secretary and Treasurer.
- 10.2.** All Executive Committee Members are to attend Committee Meetings as defined in Clause 13.1.
- 10.3.** The Executive Committee acts on behalf of the Committee and shall be empowered to deal with any urgent business that occurs between meetings, these acts are to be presented to the Committee for full review and endorsement at the next meeting.
- 10.4.** The Executive committee shall maintain control of all club funds and assets.

CLAUSE 11. DISQUALIFICATION OF COMMITTEE MEMBERS

- 11.1.** The office held by a Committee member shall become vacant if the holder is:
- i. Disqualified by the Act;
 - ii. Expelled under this Constitution;
 - iii. Permanently incapacitated by ill health
 - iv. Absent without apology from three (3) consecutive meetings or for four (4) or more meetings in a 12-month period (from the time of appointment), of which such member has been given due notice.
 - v. Absent with apology from five (5) or more consecutive meetings or for six (6) or more meetings in a in a 12-month period (from the time of appointment), of which such member has been given due notice.
 - vi. Non-compliant with the policies and procedures as adopted by the Club, SSA, SAL and FINA.
 - vii. Particulars relating to such a disqualification shall be communicated to the Committee member in writing.

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CLAUSE 12. RESIGNATION OF A COMMITTEE MEMBER

- 12.1.** A Committee member may resign from their position at any time by notifying the Committee in writing, such resignation shall be forwarded to the Secretary for presentation at the next meeting of the Committee.
- 12.2.** The Committee may make the decision to fill the vacated position with a casual committee membership or leave the position vacant until the next AGM.

CLAUSE 13. PROCEEDINGS OF COMMITTEE

- 13.1.** The Committee shall meet together as often as is deemed necessary to conduct the business of the Club but not less than on 10 occasions in the 12 months following the AGM.
- 13.2.** Questions arising at any meeting of the committee shall be decided by the majority of votes of those present, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative Vote.
- 13.3.** A quorum for the Committee meetings shall be half ($\frac{1}{2}$) of the number of current committee members (rounded up to the nearest whole person).
- 13.4.** The Committee may function validly provided its number is not reduced below the quorum. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.
- 13.5.** A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next AGM of the Club.

CLAUSE 14. ANNUAL GENERAL MEETINGS

- 14.1.** The Annual General Meeting of the Members of the Club will be held on a date determined by the Committee in accordance with the Act.
- 14.2.** Notification will be sent to Members twenty-eight (28) days prior to the date set for the AGM.
- 14.3.** The business of the Annual General Meeting shall be to:
 - i. Confirm the minutes of the previous meeting;
 - ii. Receive any reports;
 - iii. Adopt and approve the annual report and financial statements;
 - iv. Deal with any business arising out of the minutes;
 - v. Consider motions to alter this Constitution;
 - vi. Election of members of the Committee; and
 - vii. Any other business as required by the Act, this Constitution or By-Laws.
- 14.4.** The lesser of Twenty (20) members or thirty (30) percent of all current voting members present personally or by proxy shall constitute a quorum for the transaction of business at the AGM.
- 14.5.** If within thirty minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place (if possible) and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 14.6.** The President, or in their absence the Vice President, shall preside as Chairperson at an AGM of the Club
- 14.7.** If the President or appointed Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the Chairperson of that meeting.

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CLAUSE 15. SPECIAL GENERAL MEETING

- 15.1.** The Committee may call an SGM of the Club at any time.
- i. Upon receipt a requisition in writing of not less than ten (10) Members of the Club entitled to vote at such a meeting.
 - ii. To propose a Special Resolution.
- 15.2.** Every requisition for an SGM shall be signed by the relevant Members and shall state the purpose of the meeting.
- 15.3.** The Committee shall within twenty-one (21) days of the receipt of the requisition, convene an SGM for the purpose specified in the requisition.
- 15.4.** Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 15.5.** Notice of an SGM may be given to the Club Members by post or electronic mail. The notice shall set out where and when the meeting will be held, and the nature and order of the business to be transacted at the meeting.
- 15.6.** Where a notice is sent by post, service of the notice shall be deemed effected if it is properly addressed and posted to the member by ordinary prepaid mail.
- 15.7.** Where a notice is sent by electronic mail, service of the notice shall be deemed effected if it is properly addressed and mailed to the member by a commercial electronic mail service.
- 15.8.** A quorum shall be twenty (20) voting Members present, personally or by proxy.
- 15.9.** If within thirty (30) minutes after the time appointed for the SGM a quorum of members is not present, a meeting convened upon the requisition of Members shall lapse.
- 15.10.** The President, or in their absence the Vice President, shall preside as Chairperson at a SGM of the Club.
- 15.11.** If a Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee member or one of their own number to be the Chairperson of that meeting.

CLAUSE 16. SPECIAL RESOLUTION

- 16.1.** A Special Resolution may be passed by a General Meeting of the Club to affect the following:
- i. To change the name of the Club.
 - ii. To change the Constitution of the Club.
 - iii. To amalgamate with another swimming club.
 - iv. To voluntarily wind up the Club and distribute the property/assets of the Club subject to CLAUSE 28.
- 16.2.** A Special Resolution shall be passed in the following manner:
- i. The meeting shall be run as per CLAUSE 15 sub clauses 15.3 -15.11
 - ii. At least two thirds (2/3) majority of eligible Voting Members present personally or by proxy must be in favour of the resolution.
- 16.3.** A special resolution to change the name of the Club or Constitution shall be registered with SSA and Consumer & Business Services, or such other body or corporation as may succeed that organisation, within one (1) month of the GM

CLAUSE 17. MINUTES

- 17.1.** Proper minutes of all proceedings of the AGM, SGM, and of meetings of the Committee, shall be kept.
- 17.2.** The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 17.3.** Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

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CLAUSE 18. VOTING/VOTING RIGHTS

- 18.1. At any AGM or SGM, a motion, other than a special motion, put to a vote shall be decided by simple majority on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost.
- 18.2. If a poll is demanded by the Chairperson of the meeting or by five (5) or more Members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting.
- 18.3. Subject to this Constitution each Member over the age of eighteen (18) present in person or by proxy shall be entitled to one (1) vote at the AGM or SGM.
- 18.4. Votes will be valid providing that Members are financial prior to notification of the meeting.
- 18.5. The register of voting Members will be closed when notification of a meeting is sent to Membership.

CLAUSE 19. PROXY VOTES

- 19.1. A Voting Member shall be entitled to appoint in writing a natural person, who is also a Voting Member of the Club, to be their proxy. The appointed person shall attend and vote, in the manner designated by the Member who has appointed them, at any AGM or SGM of the Club. Such proxy appointment shall be made in writing and submitted to the Secretary prior to the meeting as indicated on the notification of the meeting.

CLAUSE 20. APPOINTMENT OF STAFF

- 20.1. The Committee shall appoint staff to undertake specific duties to achieve its objects and purpose. All such staff shall be Members of the Club and be bound by this Constitution.
- 20.2. Staff appointments, annual performance appraisals and reviews of remuneration conditions shall be approved by the majority of the Committee before the Club obligates itself to these commitments.

CLAUSE 21. CONSTITUTION

- 21.1. The Constitution shall not be added to or any part rescinded, except at an AGM or SGM of the Club's voting Members as detailed in this Constitution.
- 21.2. No motion to add or rescind any part of this Constitution will have effect unless carried by a majority of two thirds (2/3) of the Voting Members present.
- 21.3. Any such alteration shall be registered with Consumer & Business Services and SSA, or such other body or corporation as may succeed that Organisation, as required by the Act, within one (1) month of the AGM or SGM
- 21.4. The registered Constitution shall bind the Club and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

CLAUSE 22. BY-LAWS

- 22.1. The Committee may from time to time make such By-Laws as may be necessary for the purposes of attaining the objectives of the Club.
- 22.2. The Committee may from time to time vary, amend or repeal any By-Laws made pursuant to this Clause.
- 22.3. Such By-laws shall be posted to Members by electronic mail or ordinary prepaid mail and shall become binding on Members from the date they are first displayed on the Club notice board.
- 22.4. By-laws prescribed by the Committee shall not overrule or conflict with this Constitution or the Act.

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CLAUSE 23. FINANCIAL YEAR

23.1. The financial year of the Club shall be the period commencing on 1st July and ending on 30th June of the following year.

CLAUSE 24. ACCOUNTS

24.1. The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.

CLAUSE 25. FUNDS

25.1. The funds of the Club shall be derived from the fees of the membership, coaching fees, donations, sponsorship, grants and other sources approved by the club.

25.2. Financial support for Members competing at Club endorsed Interstate or National Championships can, at the Committee's discretion, be allocated a dollar amount from specific fundraising activities as per the PAC policy.

CLAUSE 26. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

26.1. The assets and income of the Club shall be applied exclusively to the promotion of its objects and purpose and no portion shall be paid or distributed directly or indirectly to Members except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

CLAUSE 27. AUDIT

27.1. At each AGM the Members present are to appoint a person/company as auditor of the Club accounts.

27.2. If an appointment is not made at an AGM, the Committee is to appoint an auditor for the current financial year.

CLAUSE 28. WINDING UP

28.1. The Club may be wound up in accordance with the provisions of the Act.

CLAUSE 29. APPLICATION OF SURPLUS ASSETS

29.1. If after winding up of the Club there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objectives and a Constitution prohibiting the distribution of its assets and income to its Members.

29.2. Such organisation or organisations shall be identified and determined by a Special Resolution of Members in an SGM.

CLAUSE 30. LIABILITY OF MEMBERS

30.1. The Members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

CLAUSE 31. LIFE MEMBERS

31.1. Any person or persons may be elected a Life Member of the Club in recognition of services rendered over a period of not less than ten (10) years to the Club.

31.2. A Life Member may only be appointed at the AGM following a nomination and recommendation of the Committee

31.3. A Life Member shall be deemed to be and shall be entitled to all the rights and privileges of a financial Voting Member of the Club.

31.4. A Life Member shall be eligible for election to office or Committee.

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CLAUSE 32. THE SEAL

- 32.1.** The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- 32.2.** The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the President.
- 32.3.** The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

CLAUSE 33. PUBLIC OFFICER

- 33.1.** The Club shall appoint a Public Officer as per the Act.
- 33.2.** The name of the duly appointed public officer shall be registered with Consumer & Business Services, or such other body or corporation as may succeed that Organisation, as required by the Act within one (1) month of the AGM.

CLAUSE 34. SWIMMING SA CLAUSE

- 34.1.** The Club and its registered Members are bound by the Constitution, Rules, Policies and By-laws (as amended from time to time) of Swimming SA, Swimming Australia and FINA. (or any of its successors)