

Swim Coaches and Teachers New Zealand Incorporated
CONSTITUTION
9 September 2023

RULE 1 NAME AND REGISTERED OFFICE

- 1.1. **NAME** The name of the association is the Swim Coaches and Teachers New Zealand Incorporated (SCTNZ).
- 1.2. **REGISTERED OFFICE** The registered office of SCTNZ shall be in New Zealand.

RULE 2 INTERPRETATION

- 2.1. In this Constitution (unless the context requires otherwise):

Act means Incorporated Societies Act 2022;

AGM means Annual General Meeting

Board means the Executive Committee holding appointment under Rule 8;

Code of Conduct means the Code of Conduct for SCTNZ Members as it may be worded from time to time under Rule 6. The form at the time of consolidation of this Constitution is appended as Schedule A;

EO means the Executive Officer of SCTNZ appointed by the Board pursuant to Rule 16.2;

Financial Year means the year commencing on 1 July in any given year and concluding on 30 June of the following year;

Full Member means a Member of SCTNZ with full rights as defined in Rule 4.2(d);

Member means a Member of SCTNZ as defined in Rule 4;

Month means a calendar month;

Officer means a member of the Executive Committee or a natural person occupying a position in the society that allows the person to exercise significant influence over the management or administration of the society (for example, a treasurer or a chief executive);

President means the President of SCTNZ elected under Rule 8.1(a);

Quality Assurance Contract means the Quality Assurance Contract provisions as worded from time to time under Rules 5 and 6. The form at the time of consolidation of this Constitution is appended as Schedule B;

Register means the Register of SCTNZ Members;

Rules means this Constitution, Code of Conduct, Quality Assurance Contract, Schedule of Charges and any other rules or clauses adopted in accordance with this Constitution by the Board or by the SCTNZ membership;

SGM means Special General Meeting.

RULE 3 OBJECTIVES - The objectives of the SCTNZ are:

- 3.1 to promote and foster excellence in swim coaching and teaching;
- 3.2 to maintain and enhance the standards, quality and reputation of swim coaching and teaching;
- 3.3 to promote and foster the professional standing and welfare of swim coaches and teachers and the status conferred by SCTNZ membership;
- 3.4 to encourage and assist swim coaches and teachers;
- 3.5 to reduce the risks for swimmers of poor coaching and teaching and improper conduct by swim coaches and teachers;
- 3.6 to provide quality education and training opportunities for SCTNZ Members and partner organisations;
- 3.7 to secure sustainable funding to support SCTNZ objectives;
- 3.8 to establish partnerships and collaborative practices to support SCTNZ objectives;
- 3.9 to ensure effective communication with Members, partners, sponsors, the media and the wider community;
- 3.10 to advocate effectively in support of the interests of swim coaches and teachers;
- 3.11 to otherwise promote, protect and represent the interests of SCTNZ Members; and
- 3.12 to help eliminate the use of prohibited substances from the sport of swimming.

RULE 4 MEMBERSHIP

- 4.1 The Board shall adopt rules:
 - a) governing how applications for membership and approval of membership applications will be made;
 - b) setting criteria for membership; and
 - c) establishing different categories of membership.
- 4.2 Membership rules adopted by the Board under Rule 4.1 shall:
 - a) require joining Members to consent to membership and agree to act in accordance with this Constitution and any Code of Conduct and other rules binding under this Constitution;
 - b) require every SCTNZ Member to pay annual membership fees;
 - c) require every individual SCTNZ Member to provide written consent to undergo Police vetting checks with the New Zealand Police on a 3-year renewal basis;
 - d) restrict full membership rights to those SCTNZ Members who have a swim teaching or coaching qualification recognised by SCTNZ; and
 - e) be consistent with this Constitution.
- 4.3 To become a Member, a person ("Applicant") must:
 - a) be an accredited Swim Coach or Teacher;
 - b) complete an application form;
 - c) complete a satisfactory Police vetting check;
 - d) complete the SCTNZ Registration & Accreditation Form;

- e) pay an annual fee; and
 - f) provide written consent to becoming a member.
- 4.4 The Board has complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board will advise the Applicant of its decision and that decision will be final.
- 4.5 Membership expires on 30 June each year unless renewed. The requirements for renewal, include:
- a) payment of the annual fee as prescribed in the membership rules; and
 - b) a satisfactory Police vetting check.
 - c) The Board may suspend membership if a Police Vetting check takes more than 60 days. An unsatisfactory Police vetting check will result in termination of Membership.
- 4.6 The Board may cancel membership at any time for any reason it thinks fit, including non-payment of annual renewal fees or as a result of disciplinary action in accordance with the Quality Assurance Contract. Any Member may resign at any time by giving written notice to the Executive Officer.
- 4.7 SCTNZ life members:
- a) Board may by a resolution passed by a two-thirds majority appoint Life Members from among persons who have provided long and meritorious service to swim coaching or teaching in New Zealand.
 - b) The appointment of new Life Members will be announced at the Annual General Meeting or, where circumstances warrant it, at any other time.
 - c) Any current full Member may nominate any other person for life membership.
 - d) Nominations for life membership must be made in writing and be received by the Board at least one (1) month before the Annual General Meeting.
- 4.8 SCTNZ Members are Members of Swimming New Zealand (Inc.) for so long as that is provided in the Constitution of Swimming New Zealand.
- 4.9 The association shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

RULE 5 CODE OF CONDUCT AND QUALITY ASSURANCE CONTRACT

- 5.1 Members contract to support the SCTNZ's effectiveness as an agent in the interests of the Members generally. The Code of Conduct, Quality Assurance Contract and Schedule of Charges form the basis of effective interests protection of Members and those they coach and teach. They are an essential part of each Member's contract of membership with the SCTNZ.
- 5.2 Members must properly observe this Constitution, Code of Conduct, Quality Assurance Contract, Schedule of Charges and any other rules adopted in accordance with this Constitution.

RULE 6 CHANGES TO CODE OF CONDUCT AND QUALITY ASSURANCE CONTRACT

- 6.1 Amendments to the Code of Conduct and the Quality Assurance Contract provided in Schedules A and B to these Rules respectively, must be approved by resolution of an Annual General Meeting or a Special General Meeting in accordance with Rule 11.

- 6.2 The Schedule of Charges in Schedule C may be amended from time to time by the Board.
- 6.3 The latest versions of the Rules will be posted on the SCTNZ website, but changes take effect in accordance with their terms whether or not the Rules or any relevant part are accessible at a relevant time.

RULE 7 MEETINGS

- 7.1 **Annual General Meeting:** An SCTNZ annual meeting shall be convened by the Board and held before 30 September each year. The business of the Annual General Meeting shall be to:
- a) receive the annual report;
 - b) receive the annual financial report and balance sheet and accountants review;
 - c) approve the budget;
 - d) consider remits and/or notice of motions;
 - e) elect Board Members under Rule 8.
 - f) consider any motions proposing to alter the Constitution;
 - g) disclosing contents of the conflicts register for the previous year; and
 - h) consider any other items of business properly submitted for consideration at the **AGM**.
- 7.2 **Nomination for Board:** Election candidates must be nominated and seconded by a Member of the SCTNZ. Any full Member may be nominated or elected to more than one position.
- 7.3 **Eligibility for nomination:** In accordance with Rule 8.1, only Members who are swim coaches may stand for election as a Swim Coach Board Member and only Members who are swim teachers may stand for election as a Swim Teacher Board Member. Any full Member may stand for election as President.
- 7.4 **Proposed Rule Change:** Any Member wishing to bring before the Annual General Meeting any motion for a proposed rule change shall give notice of such motion to the Board no less than 30 days before the date of the Annual General Meeting and no such motion shall come before the meeting unless such notice has been given or unless the Board decides to dispense with this rule in any particular case.
- 7.5 **Notice of Annual General Meeting:** The EO shall, in the case of the Annual General Meeting (AGM), send to Members at their last known postal or email address, a notice of the day, the place, and the hour of the AGM. The notice of AGM and any notices of motion for rule changes must go out 21 days before the set date of the AGM. All report papers should be sent to all members 7 days before the set date of the AGM.
- 7.6 **Quorum:** At least ten full Members or their representatives entitled to attend the annual meeting or a special meeting personally present or by proxy, shall be a quorum at any AGM. Unless the quorum shall be present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned for a fortnight and be held the same time and place and proceed with the same business on the agenda paper, but no other, shall then be disposed of by the Members present, whether constituting a quorum or not.
- 7.7 **Proxy:** A formal proxy shall accompany every notice of General Meeting or Special General Meeting together with a statement that a Member is entitled to appoint a proxy to attend and vote on its behalf.
- 7.8 Minutes must be kept of all General Meetings.
- 7.9 Any General Meeting or Special General Meeting of Members may be conducted electronically.

- 7.10 For the purpose of this Constitution, the contemporaneous meeting together by some form of remote communication (including via telephone or video conferencing facility) of a number of participants not less than the quorum for that meeting, whether or not any or one or more of the participants is out of New Zealand, shall be deemed to constitute a meeting of Members or meeting of the Board as the case may be, and all the provisions in these Rules as to those meetings shall apply to such remote meetings so long as the following conditions are met:
- a) Reasonable steps have been taken by, or on behalf of the persons convening the meeting to give notice of the meeting to all persons entitled to notice of that meeting and to ensure that the nominated manner of connection and participation is reasonably accessible to those persons and their representatives;
 - b) Endeavours must be made by or on behalf of the chairperson of the meeting to ensure that no reasonable action is omitted that is necessary on the part of the organisers of the meeting to enable each of the persons taking part in the meeting to remain connected throughout the meeting;
 - c) Each person participating in such a meeting should display or acknowledge his or her presence to all the other persons taking part;
 - d) So far as is reasonably practical a person may not leave the meeting where there is a significant risk that it would thereby lose its quorum unless he or she has previously obtained express consent of the chair of the meeting. A person shall be conclusively presumed to be present and to have formed part of a quorum at all times during a remote meeting unless he or she has previously obtained the express consent from the chair to leave the meeting.

Special General Meeting

- 7.11 The Board may call a Special General Meeting (SGM) at any time by sending to all Members at their last known postal or email address at least a 14 days' notice stating the day, the place and the hour of the SGM along with the purpose of the meeting.
- 7.12 At least 10 full members or their representatives entitled to attend an SGM personally present and holding 50% of the votes in their own right or by proxy, shall form the quorum at such meetings. If there is no quorum the special meeting shall stand adjourned to the same time, same place 14 days later or alternatively a different time and/or place if so notified to all Members.
- 7.13 Any number of Members, being not less than one third of the Full Members, may requisition the Board to call a SGM, and in doing so must state fully the objectives of such a meeting, and list the names of the Full Members requesting the SGM.
- 7.14 The Board shall determine the location of any SGM.
- 7.15 No business shall come before an SGM except such as has been specified in the notice convening it.

Method of voting

- 7.16 Voting on all matters before an AGM or SGM shall be by show of hands of Members' representatives entitled to vote unless a poll is requested by any Member. On a poll votes may be given either personally or by proxy. If there is an equality of votes at a General Meeting, the chairperson of the meeting shall have an additional casting vote.
- 7.17 Voting shall generally be conducted by voices or by show of hands as determined by the President unless a ballot is called for and approved by the Board.

- 7.18 A ballot may include postal voting if approved by the Board.
- 7.19 A resolution may be passed in lieu of a general meeting if it is approved by no less than 75% of the number of Members entitled to vote on the matter. The written resolution may consist of one or more documents in similar form (including letters, electronic mail or other similar means of communication) each approved by one or more Members (such approval may be by signing or electronic means).

Omission to get notice of meeting

- 7.20 The proceedings at a meeting shall not be invalidated because a Member or Members did not receive notice of a meeting or because of the inadvertent omission to send such notice, provided that it was despatched in a way reasonably expected to reach most or all Members and any non-sending to Members was not intentional.

RULE 8 THE BOARD

- 8.1 The Board shall comprise of:
- a) a President elected for a renewable two-year term; and
 - b) three elected Board Members who are swim coaches each elected for a renewable two-year term (Swim Coach Board Members); and
 - c) three elected Board Members who are swim teachers each elected for a renewable two-year term (Swim Teacher Board Members).
- 8.2 The Board may appoint a further two Board Members for their specific knowledge or skills for a renewable one-year term.
- 8.3 Only Full Members may vote in Board elections.
- 8.4 Each Board Member must retire no later than the close of the AGM at the end of his or her election term, unless he or she is re-elected during that AGM. If no Board Members are due to retire at an AGM, at least one swim coach Board Member and at least one swim teacher Board Member must retire and may seek re-election. The Board Members to retire should be chosen by lot in absence of an agreement. This Rule is designed to result in avoiding circumstances where Board Memberships all expire in the same year, to promote continuity. A Member who is nominated for more than one position (i.e. for more than one category) must decide which position he or she will accept election for, before voting commences.
- 8.5 All Board Members must be SCTNZ Members. Board Members shall vacate their position on ceasing to be a Member of the SCTNZ or being suspended for any period from membership by the SCTNZ.
- 8.6 **Method of Election:** A candidate must obtain at least one half of the votes of all Full Members present at the AGM or SGM to be declared elected. If sufficient candidates to fill the vacancies are not elected the remaining candidates shall be put to vote successively. Before each vote is called the candidate obtaining the least votes in the preceding ballot shall be eliminated until the required number of candidates have obtained the required number of votes.
- 8.7 **Resignation from Board:** A Board Member may at any time give notice to the President of his/her wish to resign from the Board. That Board Member's position becomes vacant on acceptance of his/her resignation by the Board, or any subsequent date agreed between the Member and the Board. A Member of the Board who resigns under this rule is not disqualified from being re-elected at any time thereafter.

- 8.8 **Quorum of Board and Committee:** The quorum of the Board and any subcommittee of the Board shall be one half of its Members.
- 8.9 **Casual Vacancy:** The Board may appoint a Member to the Board to fill a casual vacancy. The appointed Member must retire at the next AGM but is eligible for re-election at that AGM.
- 8.10 **Chair of Board Meetings:** The President will chair all Board meetings. If the President is unavailable the Board Members present will elect a chairperson. Except where provided for in this Constitution, every question arising during a meeting of the Board shall be determined by a majority of the votes of the Board Members present at the meeting, every Board Member having one vote, and in the case of an equality of votes the President shall have a casting vote in addition to his original vote as a Member of the Board.

RULE 9 DUTIES AND POWERS OF BOARD

- 9.1 The Board shall govern the affairs of the SCTNZ subject to this Constitution and relevant legislation.
- 9.2 The Board has the power to perform all such acts and things that appear to it to be essential for the proper management of the business affairs of the SCTNZ including delegating the exercise of powers as they think fit.
- 9.3 The Board may establish sub-committees with delegated power to carry out any of its functions.
- 9.4 The SCTNZ may only use money and other assets if:
- a) It is for the Purpose of the SCTNZ;
 - b) It is not for the sole personal or individual benefit of any Member; and
 - c) The use has been approved by either the Board or by a majority vote of SCTNZ.
- 9.5 The Board may:
- a) Set SCTNZ membership fees as it sees fit;
 - b) Employ people as necessary to give effect to the purpose of SCTNZ;
 - c) Pay any person, including a Member, a salary, wages or other payments for services to the SCTNZ on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms);
 - d) Invest in any investment that the Board considers wise;
 - e) Adopt and amend any policies or regulations from time to time as the Board considers necessary for the general management of SCTNZ that are not inconsistent with these Rules; and
 - f) Carry out any other functions that are ancillary to or conferred by these Rules.

RULE 10 COMMON SEAL

- 10.1 The Common Seal of the SCTNZ shall be kept in the custody of the EO and shall not be affixed to any document except by authority of the Board and in the presence of two Members who shall affix their signatures to every document sealed.

RULE 11 ALTERATION OF RULES

- 11.1 Without limiting Rule 6 nothing in these rules shall be added to, rescinded or amended, nor shall any new rules be enacted except at the AGM of the SCTNZ or at a SGM called for that purpose.
- 11.2 Notice of any proposal to amend any rule or to enact any new rule which is to be considered at a SGM shall be sent by the Board to each SCTNZ Member at least 21 days before the date set down for the Special General Meeting at which such proposal is to be considered.
- 11.3 A Member who wishes to propose a Rule amendment or a new Rule must notify the Board of the proposed wording at least 60 days before the last day on which the AGM may be held. If the Member seeks consideration of the proposal at any time other than at the AGM the Board may, at its discretion, call a SGM in accordance with the Constitution to consider the proposed rule. Nothing in this Rule limits the power of the Board to adopt and amend policies and regulations in accordance with Rule 9.5(c).

RULE 12 GAIN

- 12.1 No Member of the SCTNZ shall receive or obtain any pecuniary gain (except as a salaried officer) from the property or operations of the SCTNZ other than the payment of such expenses or remuneration to Members and employees of SCTNZ as the Board of SCTNZ shall decide.

RULE 13 DISSOLUTION OR WINDING UP

- 13.1 The SCTNZ may be wound up voluntarily if a 75 percent majority of its Members pass a resolution requiring this to happen and that resolution is confirmed at a subsequent SGM called for that purpose and held within 30 days of passing that resolution.
- 13.2 Upon the winding up of the SCTNZ, its assets (if any) shall be released in such a manner as the Board may decide and, after satisfaction of all debts and liabilities, any surplus proceeds shall be vested in Swimming New Zealand as trustee to be used for purposes similar to the SCTNZ objectives.

RULE 14 FINANCIAL MANAGEMENT

- 14.1 Society's balance date is 30 June.
- 14.2 The funds and property of SCTNZ shall be:
- a) controlled, invested and disposed of by the Committee, subject to these Rules, and
 - b) devoted solely to the promotion of the objects and purposes of SCTNZ.
- 14.3 SCTNZ shall appoint an accountant to review its annual financial statements ('the Reviewer'). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with SCTNZ's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of SCTNZ. If SCTNZ appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.
- 14.4 The Board is responsible for providing the Reviewer with:
- a) Access to all information the Board is aware of that is relevant to the preparation of financial statements such as records, documentation, and other matters;
 - b) Additional information that the reviewer may request from the Board for the purpose of the review; and

- c) Reasonable access to persons within SCTNZ from whom the reviewer determines it necessary to obtain evidence.

CONTACT PERSON

- 14.5 SCTNZ shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 14.6 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the changes.
- 14.7 The Society's contact person shall be appointed by the Committee and must not be disqualified under the Act from holding the office.

RULE 15 OFFICERS

- 15.1 TBA BY CLIENT - Officers
- 15.2 The Board may appoint an Executive Officer and any other officer to manage the day to day affairs of the SCTNZ in accordance with this Constitution.
- 15.3 Any Officer, other than a Member of the Board, may be removed from office by a resolution signed by no less than 50% of all Members of the Board.
- 15.4 Any Officer who is a Member of the Board may be removed from office by a resolution signed by no less than 75% of all Members of the Board, excluding the officer being voted on.
- 15.5 At all times each Officer must comply with their duties as prescribed by the Act.