

Otago University Swim Club Constitution

(Rules)

First adopted: August 2023

Last ratified: August 2023

1. Name

- 1.1. The name of this club is Otago University Swim Club (in this constitution referred to as the “Club”).

2. Definitions

In this constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- 2.1 ‘Act’ refers to the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 2.2 ‘Annual General Meeting’ refers to a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Clubs activities and finances.
- 2.3 ‘Associated Person’ refers to a person who has any connection or interest to the club but is not a member.
- 2.4 ‘Clear Days’ refers to a complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).
- 2.4.1 ‘Club Activity’ refers to anything hosted or endorsed by the club. This does not include a promotion of attending other group’s events, clubs are not permitted to promote the consumption of alcohol by any means;
- 2.5 ‘Club Member’ or ‘Membership’ refers to a person who has registered to be a Club Member through the OUSA Clubs Portal, has had that membership accepted, has paid required membership fees and who has not ceased to be a member of the Club.
- 2.6 ‘Club Related Policy’ refers to any policy ratified by OUSA categorized as Recreation. This includes but is not limited to the Club Affiliation Policy, the OUSA Club Conduct

Policy, the OUSA Affiliated and Societies Sexual Misconduct Policy, the OUSA Resolution (and Complaints) Policy.

- 2.7 'Committee' refers to the Clubs governing body.
- 2.8 'Committee Member' refers to member of the Committee, including the President, Secretary and Treasurer. Committee Members must be Club Members.
- 2.9 'General Meeting' refers to the regular assembly of Committee Members.
- 2.10 'Inaugural Meeting' refers to the first meeting of a new Club where the constitution is ratified and Committee Members are elected.
- 2.11 'Life Member' refers to a person who the Club has awarded life time membership because of the significant contributions they have made to the Club. Life Members are not required to pay a membership fee. Life Memberships are appointed at the Annual General Meeting, with voting consistent with those meeting procedures. Life Membership does not revoke membership obligations and following the dispute resolution process, Life Membership can be terminated.
- 2.12 'Meeting' refers to the assembly of Members for a particular purpose.
- 2.13 'Motion' refers to putting forward an item to be decided on through voting. The decision of that motion becomes a "resolution".
- 2.14 'Non Student' refers to anyone who is not a Student as specified in this constitution.
- 2.15 'Notice' to Members refers to any notice given by email or phone; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- 2.16 'OPSA' refers to the Otago Polytechnic Students' Association for whom Otago Polytechnic students are Members.
- 2.17 'Ordinary Resolution' refers to a motion that requires and has been passed by a majority vote to pass.
- 2.18 'OUSA' refers to the Otago University Students' Association.
- 2.19 'OUSA Affiliated Club or Society' will be referred to as "OUSA Club" in this constitution. Both terms refers to any Club or Society affiliated who have met and continue to meet affiliation or re-affiliation requirements as specified in the OUSA Affiliated Clubs and Societies Affiliation policy. "Affiliation" or "affiliated", when used in regards to this clause, refers to the relationship OUSA Clubs have with OUSA.
- 2.20 'OUSA Rules' refers to the OUSA Constitution and all OUSA Policies.
- 2.21 'President' refers to the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.
- 2.22 'Register of Members' refers to the register of Members kept under these Rules within

the OUSA Clubs Portal.

- 2.23 'Rules' refers to the rules in this document.
- 2.24 'Secretary' refers to the Committee Member responsible for, among other things, keeping the Register of Members and recording the minutes of meetings.
- 2.25 'Special General Meeting' refers to a meeting of the Members, other than an Annual General Meeting, called for a specific purpose.
- 2.26 'Special Resolution' refers to a motion that requires and has been passed by a two thirds majority vote.
- 2.27 'Student' refers to any person who is currently a student at the University of Otago or Otago Polytechnic.
- 2.28 'Subsidiary Club' refers to a club that operates under and is affiliated to the Club.
- 2.29 'Treasurer' refers to the Committee Member responsible for, among other things, overseeing the finances of the Society.
- 2.30 'Vice President' refers to the Committee Member elected or appointed to deputise in the absence of the President.
- 2.31 'Social Media Manager' refers to the Committee Member responsible for creating and sharing posts on social media. They are also responsible for creating events and responding to messages online.
- 2.32 'Training Coach' refers to the Committee Member elected to provide swim sets at each training session and oversee that these are completed. They need to ensure that these sets are achievable and focus to improve members swimming endurance and technique.

3. Affiliations

- 3.1 The Club will remain affiliated to OUSA as an OUSA Club for the following tertiary year.
- 3.2 The Club and Club Members will uphold its obligations as specified in OUSA Club Related Policy.
- 3.3 Failure of the Club or Club Members to uphold these obligations may result in OUSA temporarily or permanently:
 - 3.3.1 Withdrawing a benefit or benefits of being affiliated to OUSA;
 - 3.3.2 Imposing a temporary or permanent termination of Club Membership;
 - 3.3.3 Requesting further involvement, supervision or monitoring of Club governance and operations;
 - 3.3.4 Imposing conditions on maintaining affiliation or on re-affiliation;
 - 3.3.5 Issuing trespass notices to OUSA property.

- 3.4 The Club constitution at all times is subject to OUSA rules. Deviations where decisions are made will be void.
- 3.6 OUSA reserve the right to interpret this constitution and authorise any deviations.
- 3.7 The Club shall not become affiliated to or in any way connected with any other organisation without the consent of OUSA, and be outlined in this constitution.
- 3.8 Regardless of affiliation status OUSA Clubs at all times remain their own separate legal entity.

4. Purpose

- 4.1 The primary purpose of the Club is to foster recreation within the Otago University community and service the needs to Club Members, prioritising Student Club Members.
- 4.2 The Club must not operate for the purpose of, or with the effect of any Member of the Club deriving any personal financial gain from membership or activities of the Club.
- 4.3 The Club must govern and operate within the confinements of OUSA rules including Club Related Policy.
- 4.4 The Club must comply with New Zealand law, including Acts, by-laws and any standards relevant to the Club.
- 4.5 In a legal sense, the Club will act as a non-for-profit Un-incorporated Society. Unless club has legally registered under the Incorporated Societies Act 2022.

5. Tikanga/Culture

- 5.1 The tikanga or culture of the Club is;
 - 5.1.1 To be welcoming;
 - 5.1.2 To be inclusive;
 - 5.1.3 To be diverse;
 - 5.1.4 To be Club member centric;

6. New Zealand Law

- 6.1 Nothing in this Constitution authorises the Club to do anything illegal. This extends to acts, regulations, by-laws or otherwise.
- 6.2 At no time does OUSA accept liability on behalf of OUSA Clubs.

7. Address

- 7.1 Mail of the Club will be addressed to the Club and sent to the OUSA Clubs and Societies Centre, 84 Albany Street, Dunedin North, Dunedin, 9016.

8. Power to Borrow Money

- 8.1 The Club is not authorised to borrow money in any capacity.
- 8.2 The Club is not authorised to employ staff.

9. Other Powers

- 9.1 The Club may charge membership fees to Club Members to cover operational costs of the Club. These fees should be fixed for the membership period.
- 9.2 The Club may charge additional fees for activities that are not covered in the membership in a user pays manner.
- 9.3. Consistent with the constitution the Club may expend funds including the purchase of assets.
- 9.4. The Club may reimburse Club Members for reasonable expenses legitimately incurred on behalf of the Club while pursuing the Clubs purposes.

10. Members

- 10.1 The Club shall consistently maintain a minimum number of 10 Club Members, 90% or more of Club Members will be Students.
- 10.2 Gender, age, disability, race, culture, religious background and sexual orientation will not inhibit the ability for individuals to become a Club Member.
- 10.3 Outside of 10.2 the Club may impose pre-requisites or conditions on Club Membership that have been resolved by ordinary resolution at an AGM.
- 10.3 Consent to become a Member is determined when an individual completes a membership registration form through the OUSA website.
- 10.4 Noting 10.5, membership is granted when an individual:
 - 10.4.1 Completes the membership registration form through the OUSA website (agreeing to the Club Conduct Policy);
 - 10.4.2 Meets any Club member pre-requisites;
 - 10.4.3 Any membership fees have been paid;
 - 10.4.4 In registering, the club has not exceed the 10% threshold for non-students.
- 10.5 The Club may decline an application for membership when:
 - 10.5.1 The requirements of 10.3 or 10.4 are not meet or;
 - 10.5.2 Any other reason that does not contravene this Constitution or OUSA rules.
- 10.6 Members are responsible for advising the Club of changes to contact details where they will be required to re-register via the OUSA website.

- 10.7 Membership does not result in any Member having ownership rights to Club funds, equipment or property.
- 10.8 All Members (including Committee members) shall promote the interests and purpose of the Club and shall do nothing to bring the Club or OUSA into disrepute.
- 10.9 All Members (including Committee Members) are bound by the OUSA Club Conduct Policy.
- 10.10 A Member is only entitled to exercise the rights of membership if all membership fees and any other outstanding fees have been paid to the Club by the due date. This does not apply to Life Members.
- 10.11 The Committee may decide what access or use Members have to any facilities or equipment the Club own, including any conditions of and fees for such access or use.
- 10.11 A member ceases membership by notice to the Secretary or on termination of a Members membership following a dispute resolution process under these rules.
- 10.12 A member who resigns or whose membership is terminated under these rules:
 - 10.12.1 Remains liable to pay any outstanding Club fees;
 - 10.12.2 Shall cease to hold themselves out as a member of the Club;
 - 10.12.3 Shall return to the Club any equipment or property provided to Members by the Club;
 - 10.12.4 Shall cease to be entitled to any of the rights of a Club Member.
- 10.13 Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

11. Subscription and Fees

- 11.1 The annual membership fee will be set by special resolution at the Annual General Meeting.
- 11.2 Any member of the club who does not pay any required membership fee within one calendar month of joining shall not be permitted to exercise the privileges of membership until the subscription is paid.
- 11.3 If such arrears are not paid within two months of the due date, the Committee may terminate the Members membership (without being required to give prior notice to that member).

12. General Meeting

- 12.1 The Committee shall conduct GM's at least once monthly at such times and places and in such a manner as it may determine.

- 12.2 The President will chair the meeting. In their absence the meeting shall elect another Committee Member to chair that meeting.
- 12.3 The quorum for GM's is half of the Committee Members.

13. Annual General Meeting

- 13.1 The AGM will be held once a year between 1 September and 31 October.
- 13.2 The business of an AGM shall be to:
 - 13.2.1 Confirm the minutes of the previous Club AGM;
 - 13.2.2 Adopt the annual report/s on Club business;
 - 13.2.3 Adopt the Treasurers report on the finances of the Club and the annual financial statements;
 - 13.2.4 Review membership fees;
 - 13.2.5 Consider any motions put forward;
 - 13.2.6 Consider any general business;
 - 13.2.7 To elect the officers of the club committee for the following year, outlining a handover process between current and new officers, which will include 2-3 new signatories on the bank account.

14. Special General Meeting

- 14.1 SGM's may be called at any time by the Committee by resolution.
- 14.2 The Committee must call a SGM if the Secretary receives a written request endorsed by 50% of Members. Any resolution or written request must state the business that the SGM is to action.
- 14.3 The Rules relating to the procedure to be followed at GM shall apply to a SGM, and a SGM shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

15. AGM and SGM Procedures

- 15.1 The Committee shall give all Members at least 14 Clear Days' Notice of any AGM or SGM and the business to be conducted at that meeting.
- 15.2 An AGM or SGM's business will not be invalidated because one or more Members do not receive the notice
- 15.3 All Members may attend, speak and vote at AGM's or SGMs. This must be done in person (physically or remotely) or by proxy through the Secretary only.
- 15.4 Members should disclose any conflicts of interest and where they are conflicts abstain from voting.

- 15.5 The quorum for AGM's and SGM's is a minimum of eight Members if Club Membership is less than 100 Members, or, 25% of Club Membership, where membership is greater than 100 Members. If within half an hour after the time appointed for the meeting a quorum is not present the meeting will be dissolved.
- 15.6 AGM's and SGM's may be held in person or remotely in a format that allows for maximum participation.
- 15.7 All AGM's and SGM's will be chaired by the President. Where applicable if the President is absent the Vice President shall chair. In their absence the meeting shall elect another Committee Member to chair that meeting.
- 15.8 The person chairing an AGM and SGM will have a casting vote in the case of equal votes on a motion.
- 15.9 Any person chairing an AGM or SGM may:
- 15.9.1 Facilitate the Meeting agenda and business;
 - 15.9.2 Direct that any person not entitled to be present at the Meeting, obstructing meeting business, behaving disorderly or threatening, or failing to abide by the directions of the chairperson be removed from the Meeting;
 - 15.9.3 In the absence of a quorum or in the case of an emergency, adjourn the Meeting or declare it closed;
 - 15.9.4 Any Member may request that a motion be voted on at an AGM or SGM by giving notice to the Secretary at least 7 Clear Days before that meeting. The Member may speak to that motion in the meeting to provide context before voting.

16. Meeting Minutes

- 16.1 All meeting minutes must be kept by the Secretary at all meetings. These are to be uploaded to the OUSA Clubs Portal.

17. Committee

The Club Committee is vital to the success of the Club. Club Committee are expected to understand their roles and responsibilities to the Club and committee to fulfilling those.

- 17.1 From the end of each AGM until the end of the next the Club shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Club's purposes and the implementation of resolutions approved by the Club.
- 17.2 At all times each Committee Member shall:
- 17.2.1 Act in accordance with this constitution;
 - 17.2.3 Uphold their obligations to OUSA, as detailed in Club Related policy;

- 17.2.4 Act in good faith and in what they believe to be the best interests of the Club;
- 17.2.5 Prioritise Club Member safety and wellbeing;
- 17.2.6 Disclose any conflicts of interest to the Club and Club Committee.
- 17.3 As an Un-incorporated Society the Club is not a legal entity, therefore, the Club Committee may be held personally liable for any damages incurred by the Club.
- 17.4 The Committee will consist of a minimum of three Committee Members who are Club Members themselves. This will include at minimum a President, Secretary and Treasurer. The Club Committee will not exceed 12 Committee Members.
- 17.5 The Committee must have a ratio of two-thirds Students.
- 17.6 Positions on the Committee will include President, Secretary, Treasurer, Social Media Manager and Training Coach.
- 17.7 The Club will provide the Committee with descriptions of their roles.
- 17.8 The election of the Committee Members shall be conducted as follows:
 - 17.8.1 Committee Members shall be elected during the AGM. However, if a arises between AGM's, that vacancy shall be filled through an SGM election.
 - 17.8.2 Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 17.9 The term of office for all Committee Members shall be 1 year, starting from election at either an AGM or SGM to the next AGM. Note: it's expected that outgoing Committee Members will facilitate a hand over period with incoming Committee Members.
- 17.10 No committee member shall serve more than two consecutive elected terms, unless there is are no other nominees.
- 17.11 Where a complaint is made about the actions or inaction of a Committee Member (in relation to their role) the OUSA Resolution (and complaints) process will be followed.
- 17.12 A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member or provides written resignation of their Committee Role to the Secretary.
- 17.13 After ceasing Committee Membership the outgoing Committee Member will have 14 clear days to deliver to the Secretary all paperwork and other property of the Club held by such former Committee Member. If it's the Secretary who is departing paperwork and property will go to the president.

18. The OUSA Affiliated Clubs Council and Sub-Committees

- 18.1 The Club Committee will appoint a Club Member to represent the Club at the bi-annual OUSA Affiliated Clubs Council.
- 18.2 The Committee may appoint Sub-Committees consisting of such persons and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
 - 18.2.1 The quorum for every sub-committee is half the Members of the sub-committee;
 - 18.2.2 No sub-committee shall have power to co-opt additional Members;
 - 18.2.3 A sub-committee must not commit the Club to any financial expenditure;
 - 18.2.4 A sub-committee must not further delegate any of its powers.
- 18.3 Subsidiary Clubs are bound the rules of the Club but they themselves are not considered an OUSA Club.

19. Records

- 19.1 All Club records will be collected, stored and used in accordance with the New Zealand Privacy Act.
- 19.2 The Secretary shall keep an up-to-date record of Club Members on the Clubs Portal. Minimum requirements for the details of Club Members include full names, a contact number and email address.
- 19.3 All records will be stored in the OUSA Clubs Portal with only the Committee having access. Other than what's required by law no personal information will be released.
- 19.4 In accordance with the Privacy Act a Member may request Club information, in writing through the Secretary. The request must specify the information sought in sufficient detail to enable the information to be identified. The Club must within a reasonable time after receiving a request:
 - 19.4.1 Provide the information or;
 - 19.4.2 Refuse to provide the information on Privacy grounds, the burden to the Club in responding is substantially disproportionate to any benefit the Member may receive from access or the request is deemed frivolous.

20. Finances

- 20.1 The Clubs financial year shall mirror the Inland Revenue's Department financial year of April 1 – March 31st.
- 20.2 The funds and property of the Club shall be controlled by the Committee, subject to these Rules and devoted solely to the purposes of the Club.
- 20.3 The Treasurer will be delegated administrative financial responsibilities including:

- 20.3.1 Being a signatory of any Club bank accounts;
- 20.3.2 Financial book keeping;
- 20.3.3 Presenting Treasurers reports on the finances of the Club and the annual financial statements;
- 20.3.4 Up keeping the Clubs asset register;
- 20.3.5 Filing the Clubs annual tax return to Inland Revenue.

21. Complaint Resolution

From time to time it's expected that Members will hold a grievance or an issue will arise. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly and with minimum disruption to the Club's activities.

- 21.1 Should a grievance or an issue arise The Committee and or Members will follow the OUSA Resolution (and Complaints) Policy.
- 21.2 The OUSA Resolution (and Complaints) Policy provides guidance to resolve conflict and grievance internally, establishes thresholds where external intervention is advised or required, clarifies the process OUSA recommends and advises on various support services available.
- 21.3 Failing resolution through the OUSA Resolution (and Complaints) Policy the Club Committee reserves the right to reprimand Club Members by way of restrictions to Membership benefits, Membership Suspension or Termination. This shall be done by passing a special resolution at a GM and advising the member.
- 21.4 A reprimanded Club Member reserves the right to review through OUSA as described in the OUSA Resolution (and Complaints) Policy.

22. Dissolution

- 22.1 No Club funds or property will ever be transferred or awarded to Club Members.
- 22.2 The Secretary shall give written notice to all Members of a proposed dissolution or disaffiliation.
- 22.3 Club Members will have 14 Clear Days to refute the proposal which can be communicated by requested an SGM.
- 22.4 The Club may dissolve or disaffiliate from OUSA at any time by notifying OUSA in writing and advising of reasoning. Notification will accompany reasoning and evidence dissolution or disaffiliation has been notified to Club Members (with the opportunity to respond).
- 22.5 Upon dissolution or disaffiliation all remaining funds and property will be transferred to the OUSA. These will be held in trust for a period of six months. If a similar Club has

not affiliated to OUSA in this period the funds and property will be awarded to OUSA to use at their discretion.

- 22.6 OUSA will deem the Club disaffiliated if the Club Committee cannot be contacted for a period of six months or more (using all practical means).

23. Constitution Amendments and Deviation

- 23.1 The Club may amend these rules at an AGM or SGM by special resolution.
- 23.2 Amendments must be ratified by OUSA and the Club must make clear to OUSA the proposed changes.
- 23.3 Only OUSA may approve deviations from this Constitution.