

CONSTITUTION OF THE SOUTHAMPTON DIVING ACADEMY
as at 20th May 2019 (Revision 1)

1. Name

1.1 The name of the Club shall be "Southampton Diving Academy", hereafter "the Club".

2. Objectives

2.1 The objectives of the Club shall be:

- To support Club members in their efforts to achieve excellence and competitive success in the sport of diving.
- To support the development of diving as a sport and its practice in the region for the benefit of its members.
- To promote public interest and participation in the sport of diving.
- To contribute to the development and success of the sport of diving nationally and internationally within the framework of British Diving.

In the furtherance of these objectives:

2.1.1 The Club is committed to treating everyone equally within the context of its activity and with due respect to the differences of individuals. It shall not apply nor endorse unlawful or unjustified discrimination, and shall act in compliance with the protections afforded by the Equality Act 2010.

2.1.2 The Club shall implement the Equal Opportunities policy of the Governing Body (as may be amended from time to time).

2.2 The Club shall be affiliated to the Swim England South East Region, and shall adopt and conform to the rules of this Association, and to such other bodies to which the Club is affiliated.

2.3 The business and affairs of the Club shall at all times be conducted in accordance with the Articles, Regulations and Technical Rules of Swim England ("Swim England Regulations") and in particular:

2.3.1 all competing members shall be eligible competitors as defined in Swim England Regulations; and

2.3.2 the Club shall in accordance with Swim England Regulations adopt Swim England's Child Safeguarding Policy and Procedures ("Wavepower"); and shall recognise that the welfare of children is everyone's responsibility and that all children and young people have a right to have fun, be safe and be protected from harm.

2.3.3 members of the Club shall in accordance with Swim England Regulations comply with Wavepower.

2.4 By virtue of the affiliation of the Club to Swim England South East Region, the Club and all members of the Club acknowledge that they are subject to the laws, regulations, rules and constitutions of:

2.4.1 Swim England South East Region and;

- 2.4.2 Swim England; (to include the Swim England/IOS Code of Ethics); and
- 2.4.3 British Swimming (in particular its Doping Control Rules and Protocols and Disciplinary Code); and
- 2.4.4 FINA, the world governing body for the sport of swimming in all its disciplines (together “the Governing Body Rules”).

2.5 In the event that there shall be any conflict between any rule or by-law of the Club and any of the Governing Body Rules then the relevant Governing Body Rule shall prevail.

2.6 The activities of the Club and its observance with the requirements of this Constitution and the Club by-laws shall be overseen by a Committee elected by the members. As well as overseeing compliance with Swim England, Region, and Club rules and policies and any other rules and laws that govern its operation, the Committee shall be responsible for overseeing the development of the Club in line with its objectives. In particular, this will involve liaising with the Director of Coaching and others involved in providing facilities and training to help make sure that they provide, as far as possible, a training programme of the quality and extent needed to support the Club’s diving members. This will be based on a programme of long-term development of a successful diving programme in the Region. The Committee shall organise Club events and support competitive diving events in Southampton and opportunities for its diving members to compete at other events nationally and internationally. It shall also work to ensure that the Club operates on a sound financial basis.

2.7 The Committee shall be responsible for the management of the Club and, should the need arise, will have the sole right of appointing and determining the terms and conditions of service of any employees of the Club.

Coaches shall not be employees of the Club. Any coaching support provided to Club members at competitions, and any payment of allowances connected to such support in line with prevailing Club policies, shall not be on the basis of employment by the Club or represent in any way a contractual obligation on the part of the Club.

2.8 The Club has the status of an unincorporated association. As the Constitution of an unincorporated association, this is a contract between the members of the Club.

3 Membership

3.1 The total membership of the Club shall not normally be limited. If, however, the Committee considers that there is a good reason to impose any limit from time to time then the Committee shall put forward appropriate proposals for consideration at a General Meeting of the Club.

All persons who volunteer to assist in any way with the Club’s activities shall become members of the Club and hence of the Swim England and the relevant Swim England membership fee shall be paid by the member. Those volunteers who are regarded as assisting with the Club’s activities shall include, but not be restricted to, voluntary instructors, coaches, volunteer drivers, chaperones and trip managers. Committee members, helpers, Honorary members, officers, patrons, Presidents, technical and non-technical officials, temporary members, Vice Presidents and verifiers or tutors of the Swim England’s educational certificates. Those who volunteer need to abide by the rules of the Club and respect the Club’s objectives.

Coaches who are not members of the Club must be members of a body which accepts that its members are bound by the Swim England’s Code of Ethics, the Laws relating to Child Safeguarding and those parts of the Judicial Laws, Judicial Rules and procedures necessary for their implementation and,

whilst engaged in activities under the jurisdiction of the Swim England, shall be subject to all the constraints and privileges of the Judicial Laws and Rules.

- 3.2 Any person who wishes to become a member of the Club must submit a signed application to the Secretary or the Membership Secretary. In the case of a junior diver, the application must be signed by the diver's parent or guardian. Election to membership shall be determined by the Committee.

The Club may refuse membership only for good and sufficient cause, such as conduct or character likely to bring the Club or the sport into disrepute, or being unable to achieve the entry standards.

The Committee shall be required to give reasons for the refusal of any application for membership. Any person refused membership may seek a review of this decision before a review panel appointed by the Committee ("Review Panel") comprised of not less than three members (who may or may not be members of the Committee). The Review Panel shall, wherever practicable, include one independent member nominated by the Swim England South East Region. The person refused membership shall be entitled to make representations to the Review Panel. The procedures for review shall be at the discretion of the Review Panel whose decision shall be final and binding. In its consideration of applications for membership, the Club shall not act in a discriminatory manner and in particular, shall adhere to the Equality Act 2010 (as may be amended). Accordingly, the Club shall not refuse membership on the basis of a Protected Characteristic within the Act, such as disability; gender or gender identity; pregnancy; race; religion or belief; or sexual orientation. Neither may refusal be made on the grounds of political persuasion.

- 3.3 All members of the Club must accept and adopt the objectives, rules and policies of the Club.
- 3.4 The categories of membership shall be determined by the Committee and reported to the AGM, and set out in the Club's by-laws.

4 Membership Fees and Monthly Subscription

- 4.1 The level of the joining fee, annual membership fee and monthly subscription shall be determined by the Committee and reported to the AGM. The Committee shall, in setting the fees and subscriptions, make provision for different classes of membership or categories of diver as it shall determine.
- 4.2 The annual membership and joining fees or part thereof shall be due on joining the Club and, thereafter, the annual membership will be due on the dates stated in the by-laws of the Club.
- 4.3 Any member whose subscription is unpaid by the date set by the Committee and stated in the by-laws shall be suspended by the Committee from some or all Club activities until such payment is made.
- 4.4 Applications for membership shall be made in writing by way of a membership form accompanied by the subscription payment which acts as a contract between the member and the Club. Persons with parental responsibility shall, in addition, counter sign on behalf of those members under 18 years of age. In signing the application for membership the member and any countersigning adult is accepting the rules that govern their membership of the Club as set out in this Constitution and the Club by-laws.

5 Resignation as a Member

- 5.1 A member wishing to resign membership of the Club must give to the Secretary or the Membership Secretary one month's written notice of his resignation. A member's resignation shall only take effect when this and the Club rules relating to leaving the Club have been complied with. It is the responsibility of the member to cancel the standing order for monthly

subscriptions through their bank. The Club will not refund any overpayments resulting from a failure to do so. They shall return all trophies held by them immediately. They shall not be entitled to any refund of fees paid in advance.

- 5.2 The ASA Membership Department shall be informed should a member resign when still owing money or goods to the Club.
- 5.3 Notwithstanding the provisions of Rule 5.1 above a member whose subscription is more than two months in arrear shall be deemed to have resigned. Where the membership of a member shall be terminated in this way he shall be informed in writing that he is no longer a member by notice handed to him or sent by post to his last known address. The standing order will remain in force until the member cancels it.
- 5.4 The monthly charges for training and facilities use is solely an arrangement between Active Nation as the provider (or any other provider who takes on their responsibilities) and the Diver. The Club takes no responsibility for payment arrangements, reimbursement of any overpayments or resolving any disputes related to these arrangements.

6 Expulsion and Other Disciplinary action

- 6.1 The Committee shall have power to expel a member when, in its opinion, it would not be in the interests of the Club for him to remain a member. In exercising this power the Club shall comply with the provisions of Rules 6.3 and 6.4 below.
- 6.2 Upon expulsion the former member shall not be entitled to have any part of the annual membership fee refunded and must return any Club or external body's trophy or trophies held forthwith. Clubs in exercising this power are required to comply with the provision of Rules 6.3 and 6.4 below.
- 6.3 The Club shall comply with the relevant Judicial Regulations for handling Internal Club Disputes Procedures ("the Procedures") as the same may be revised from time to time. (A copy of the Procedures may be obtained from the Swim England website, Swim England Handbook or from the Office of Judicial Administration).
- 6.4 A member may not be expelled unless the panel (which will consist of three members appointed by the Committee) hearing the complaint shall unanimously vote in favour of the expulsion of the member.
- 6.5 The Director of Coaching, the Officers of the Club or any person(s) to whom the Committee shall delegate this power may temporarily suspend or exclude a member from particular training sessions and/or wider Club activities when, in their opinion, such action is in the interests of the Club. Where such action is taken the complaint will thereafter be dealt with in accordance with the appropriate Judicial Rules.

7 Committee

- 7.1 The Committee shall consist of four Executive Officers who shall be the Chairperson; Vice Chairperson; Secretary; and Treasurer, along with at least six and no more than nine additional voting members who shall carry out the roles set out in the Club's By-Laws.
- 7.2 All Committee members must be not less than 18 years of age.
- 7.3 The Club shall have a Welfare Officer who shall be appointed by the Committee. The Welfare Officer may or may not be a member of the Committee but shall be invited to, but not required to, attend all Committee meetings. The Welfare Officer shall not be a relative of any of the Executive Officers or volunteers or the Director of Coaching, or a coach. However, in the event that there is a vacancy for the position, the Secretary shall undertake the duties of the Welfare Officer on a temporary basis until a new Welfare Officer is appointed. The Welfare

Officer is required to have undergone relevant training, in accordance with Wavepower and must be a member of the Club. The Welfare Officer if not a member of the Committee will have a right to attend Committee meetings without a power to vote and shall report to the Committee on all aspects of welfare concerning members of the club.

- 7.4 The Committee members shall be proposed, seconded and elected by ballot at the Annual General Meeting each year and shall remain in office until their successors are elected at the next Annual General Meeting. Any vacancy occurring by resignation or otherwise may be filled by the Committee but committee members who have been co-opted in such a way are not entitled to vote. Retiring members of the Committee shall be eligible for re-election
- 7.5 The Committee Chairperson may choose to invite specific individual Members to attend and participate in the whole or part of a meeting at his discretion providing his reason for doing so to the Committee at the beginning of the meeting. A representative of Active Nation (or any other provider and manager of The Quays diving facilities) may be invited to attend for whole or part of a meeting.
- 7.6 Committee meetings shall be held not less than quarterly.
- 7.7. The quorum of a meeting shall be more than half of the filled committee posts to which members have been elected and shall not be less than four people. The quorum shall include not less than two Executive Officers). The Chairperson and the Secretary shall have discretion to call further meetings of the Committee if they consider it to be in the interests of the Club. In the normal course of events, the Chairperson or Secretary shall give all the members of the Committee not less than fourteen calendar days' oral or written notice of a meeting.
- 7.8 If urgent matters arise requiring a decision which cannot be postponed until the next scheduled meeting, the Chairperson, Secretary or Vice-Chairperson may call an Urgent Meeting in which case not less than four days' oral or written notice of a meeting is required; in such instances any Committee members unable to attend shall be informed of the decision(s) within 48 hours of the meeting.
- 7.9 In the event that the Chairperson is not present, the Vice-Chairperson shall chair the meeting. In the event that the Vice-Chairperson is not present, one of the other Executive Officers present shall be elected by the Committee to chair the meeting.
- 7.10 When a vote is necessary, decisions of the Committee shall be made by a simple majority (and in the event of equal numbers of votes the Chairperson (or the acting Chairperson of that meeting) shall have a casting or additional vote.) Ordinarily the Chairperson will decide whether a vote is required; however, an elected member may request that a vote be held and the Chairperson will agree to this request.
- 7.11 The Secretary shall take responsibility for ensuring that minutes are taken.
- 7.12 In the event that a quorum is not present within thirty minutes of the published start time, a meeting shall stand adjourned to the time and date falling fourteen days after the date of the meeting, or such other date and time as may be determined by the Chairperson. If a quorum is not present at the adjourned meeting then those Committee members attending may act for the purpose of calling a Special General Meeting of the members for the purpose of requiring the re-election of the whole Committee.
- 7.13 In addition to the elected members the Committee may co-opt further members of the Club into the roles set out in the Club's by-laws who shall serve until the next Annual General Meeting. Co-opted members shall not be entitled to vote at the meetings of the Committee and shall not be counted in establishing whether a quorum is present.

- 7.14 The Committee may from time to time appoint from among their number such sub-committees as they may consider necessary. The appointment of sub-committees shall automatically lapse when a new Committee is elected at a General Meeting with the mandates of any such committees being established or renewed at the first meeting of the new Committee. The Committee may remove or vary the terms of reference of such sub-committees and may delegate to them such of the powers and duties of the Committee as the Committee may determine. All sub-committees shall report their proceedings to the Committee at the next meeting of the Committee and shall conduct their business in accordance with the directions of the Committee. All sub-committee meetings shall be minuted with the minutes being approved by the sub-committee members; following approval, they shall be submitted to all Committee members for information. Sub-committee minutes shall be incorporated within the next set of minutes of the full Committee as an Appendix.
- 7.15 The Committee shall have power to enter into contracts on behalf of all the members of the Club.
- 7.16 The Committee shall be responsible for ensuring that the Accounts of the Club for each financial year be examined by an independent examiner to be appointed by the members in General Meeting.
- 7.17 The Committee shall also have power to make regulations and to settle disputed points not otherwise provided for in this Constitution.
- 7.18 The members of the Committee shall be indemnified by the members of the Club against all liabilities properly incurred by them in the management of the affairs of the Club.
- 7.19 The Committee shall ensure that the financial records and minutes of meetings are retained for a period of at least 6 years.
- 7.20 The Committee shall maintain an Accident Book in which all accidents to Club members during Club-organised diving activities shall be recorded. The Club shall make an annual return to the Swim England in the prescribed form.

8 President and Honorary Members

- 8.1 The Annual General Meeting of the Club, if it thinks fit, may elect a President. A President need not be a member of the Club and on election shall, *ex officio*, be an honorary member of the Club and must be included in the Club's Annual Return of Members to the Swim England.
- 8.2 The Committee may elect any person as an Honorary Member of the Club for such period as it thinks fit and they shall be entitled to all the privileges of membership except that they shall not be entitled to serve on the Committee unless any such person shall have retained in addition his ordinary membership of the Club.
- 8.3 The Club may pay any membership fees and any subscriptions on behalf of Honorary Members. Such Honorary Members must be included in the Club's annual membership return. Honorary Members will be appointed in line with the requirements and standards set out in the Club's by-laws.
- 8.4 The names of persons elected by the Committee to be Honorary Members shall be notified annually to the Annual General meeting.
- 8.5 Should the Committee decide to remove the category of Honorary Member, this must be submitted to the AGM for approval. Any Honorary Members must be provided with a minimum of 14 days advance notice of such a resolution and be invited to attend the AGM.

9 Annual General Meeting

- 9.1 The Annual General Meeting of the Club shall be held each year on a date between 20 February and 31 March. The date for the Annual General Meeting shall be fixed by the Committee and notified to members at least 60 calendar days before the date of the meeting.
- 9.2 The purpose of the Annual General Meeting is to transact the following business:
- 9.2.1 To receive the Chairperson's report of the activities of the Club during the previous year;
- 9.2.2 To receive and consider the accounts of the Club for the previous year and the report on the accounts of the independent examiner and the Treasurer's report as to the financial position of the Club;
- 9.2.3 To remove and elect the independent examiner of the accounts (who must not be a member of the Committee or a member of the family of a member of the Committee) or confirm that he remain in office;
- 9.2.4 To elect the Executive Officers and other members of the Committee;
- 9.2.5 To decide on any resolution which may be submitted in accordance with Rule 9.4.
- 9.3 Nominations for election of members to membership of the Committee shall be made in writing by the proposer and seconder to the Secretary not later than 21 days before the date of the AGM. This shall be done by printing their name legibly and signing the nomination form as posted on the Club Noticeboard, by the closing date. Both proposer and seconder shall be members of the Club. The nominee shall be required to indicate, by signing the nomination form, his willingness to stand for election and provide a short election statement to the Secretary by the closing date. The nomination process shall be opened 30 days in advance of the closing date for nominations by way of posting a nomination form on the Club Noticeboard and shall be notified to members by the opening date. The final nomination list including the names of proposers and seconders will be re-posted in line with the required timing for notification to members of the General Meeting. Any nominees withdrawing from the election must inform the Secretary of their withdrawal no later than seven days prior to the General Meeting.
- 9.4 Such number of members as represent one-tenth in number of the members entitled to attend and vote at a General Meeting shall be entitled to put any proposal for consideration at any General Meeting provided the proposal in writing shall have been handed to or posted to the Secretary of the Club so as to be received by him not later than 21 days before the date of the Annual General Meeting or, in the case of a Special General Meeting, 18 days before the date of the meeting and thereafter the Secretary shall supply a copy of the proposal or resolution to the members in the manner provided in Rule 11.1.
- 9.5 The Committee shall, by way of majority vote, have the right to submit a resolution to a General Meeting. Any such decision to submit a resolution must be made not less than 21 days before the date of the General Meeting.

10 Special General Meetings

- 10.1 A Special General Meeting may be called at any time by the Committee and shall be held not more than 28 days and not less than 18 days from the date on which the meeting is called.
- 10.2 A Special General Meeting shall be called by the Secretary for a date falling within 28 calendar days (and not within less than 18 days) of receipt by him of a requisition in writing signed by not less than one tenth of members entitled to attend and vote at a General Meeting, stating the purposes for which the meeting is required and the resolution to be considered. The Secretary shall supply a copy of the proposal or resolution to the members in the manner provided in Rule 11.1.

- 10.3 In the event that resignations of Committee members result in the Committee becoming permanently inquorate, a Special General Meeting shall be called by the outgoing Secretary in the first instance (or by the outgoing Chairperson, Vice-Chairperson or Treasurer in that order should the Secretary position be unoccupied prior to the calling of the SGM or be occupied by a non-elected member) for the purpose of the election of a new Committee. Should any of these Officers be unavailable to administer the calling and processes for such a Special General Meeting, the President shall nominate a person to do so.

11 Procedure at the Annual and Special General Meetings

- 11.1 The Secretary shall be responsible for the handing out or sending to each member at his last known email address a written agenda giving notice of the date, time and place of the General Meeting together with the resolutions to be proposed at least 14 days before the meeting and, in the case of the Annual General Meeting, a list of the nominees for the Committee posts and a copy of the examined accounts. The Secretary will, in addition, send by post to an individual member such notification or any other materials or notifications relating to General Meetings, if this is requested in writing or through the annual membership form. The Notice of Meeting shall in addition be displayed at least 14 days before the meeting on the Club Notice Board and, as soon as possible after this date, on the Members' section of the Club website.
- 11.2 It is the member's responsibility to inform the Secretary or the Membership Secretary of any change in email address.
- 11.3 The quorum for the Annual and Special General Meetings shall be seven members or, if greater, one tenth of members entitled to attend and vote at the Meeting.
- 11.4 In the absence of the Chairperson the Vice-Chairperson, shall chair the meeting.
- 11.5 Each member present shall have one vote and resolutions shall be passed and elections to the Committee made by a simple majority of members present and entitled to vote at the General Meeting, except in the case of resolutions which result in a change to the Constitution which shall require a majority of at least two-thirds of such members. In the event of an equality of votes the Chairperson shall have a casting or additional vote.
- 11.6 Only paid up members who have reached their 16th birthday shall be entitled to be heard and to vote on all matters. (Members who have not reached their 16th birthday shall be entitled to be heard and vote only on those matters determined by the Chair as matters concerning juniors.)
- 11.7 Only members attending the meeting in person may vote. No proxy or alternate votes will be permitted.
- 11.8 Votes for elections shall be by secret ballot.
- 11.9 Votes for the election of the Committee shall be in the form of a vote "For" or members may abstain. Votes for resolutions shall be "For", "Against" or members may abstain. The results of any vote shall be declared in full and state the number of abstentions.
- 11.10 The Secretary shall be responsible for the minutes at the Annual and Special General Meetings. The minutes shall be approved at the next General Meeting. The draft minutes of a General Meeting shall be posted on the Members' Section of the Club website within 30 days of the General Meeting. Notice shall be sent to members of this posting and a corresponding notice put on the Club Noticeboard.

12 Alteration of the Constitution

- 12.1 The Constitution may be altered by resolution at an Annual or Special General Meeting but no

amendment(s) to the Constitution shall become effective until such amendment(s) have been validated by such person as is authorised to do so by the Swim England South East Region.

13 By-Laws

- 13.1 The Committee shall have power to make, repeal and amend any by-laws as they may from time to time consider necessary for the well being of the Club. These by-laws shall be set out in the Club Rules and Operating Policies. Any repeals of and amendments to by-laws shall have effect until set aside by the Committee or at a General Meeting.

14 Finance

- 14.1 All monies payable to the Club shall be deposited in a bank account in the name of the Club. Any sum drawn from that account by cheque or by electronic transfer shall be signed or authorised electronically by two of the three signatories who shall appointed by the Committee. Any monies not required for immediate use may be placed in an interest-bearing account as the Committee in its discretion think fit.
- 14.2 The income and property of the Club shall be applied only in furtherance of the objectives of the Club and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Club, (save as set out in Rule 17.3).
- 14.3 The Committee shall have power to authorise the payment of remuneration and expenses to any officer, member or employee of the Club and to any other person or persons for services rendered to the Club.
- 14.4 The financial transactions of the Club shall be recorded by the Treasurer in line with relevant and appropriate accounting practice.
- 14.5 The financial year of the Club shall be the period commencing on 1st November and ending on 31st October. Any change to the financial year shall require the approval of the members in a General Meeting.

15 Borrowing

- 15.1 The Club will not in the ordinary course of events borrow money. Should exceptional circumstances arise which require borrowing in a temporary basis, this shall only be permitted with the unanimous agreement of the four Executive Officers or those Executive Officers currently in elected positions.

16 Property

- 16.1 The property of the Club, other than cash at the bank, shall be vested in not more than four Custodians who shall be Executive Officers. They shall deal with the property as directed by resolution of the Committee and entry in the minute book shall be conclusive evidence of such a resolution.

17 Dissolution

- 17.1 A resolution to dissolve the Club shall only be proposed at a General Meeting and shall be carried by a majority of at least three-quarters of the members present and entitled to vote. A specific date for the dissolution shall be included in the resolution.
- 17.2 The dissolution shall take effect from the date specified in the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Club.

- 17.3 Any property remaining after the discharge of the debts and liabilities of the Club shall be given to a charity or charities (or other non-profit making organisation having objects similar to those of the Club for the furtherance of such objects) nominated by the last Committee.

END OF CONSTITUTION

Acknowledgement

18.1 The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and the Club.

18.2 The following statement must appear on Club membership forms and is to be signed by the member. It must also be countersigned by the parent, or a person having parental responsibility for the member, if under 18 years of age:

“I acknowledge receipt of the rules of _____ Club and confirm my understanding and acceptance that such rules (as amended from time to time) shall govern my membership of the Club. I further acknowledge and accept the responsibilities of membership upon members as set out in these rules.”