

BY-LAWS (2019)

A Public Company Limited by Guarantee
Adopted - November 2019

1. Definitions

In these By-Laws, unless there is something in the subject or context which is inconsistent:

- a) **Association** means a not-for-profit organisation (including an industry and professional association, member benefit organisation and charity).
- b) **Not-for-profit organisation** means an entity regarded as a not-for-profit organisation by Australian law.
- c) **By-Laws** means these by-laws as amended or supplemented from time to time.
- d) **Constitution** means the constitution of the Company as amended or supplemented from time to time.
- e) **Company** means Australian Swimming Coaches and Teachers Association.
- f) **Member** means a member of the Company pursuant to the Constitution and Membership has the corresponding meaning.
- g) **Subscription** means the subscription fees payable by Members pursuant to clause 12 of the Constitution.

2. Membership

2.1 Membership Year

The ASCTA membership year will commence on 1 July and end 30 June the following year. Membership will consist of 12 calendar months.

2.2 Membership Fees and Privileges

The Association will disclose the respective membership fee for each membership category, the privileges assigned to that membership category, and the term of membership.

2.3 Categories of Membership

The categories of Membership are as follows:

- a) Premium;
- b) General;
- c) Associate Plus;
- d) Associate;
- e) International Coach/Teacher;
- f) Swim Australia Swim School;
- g) Swim Australia Swim School – International;
- h) Life Member;
- i) Associate Life Member.

2.4 Premium

A Premium member is an individual who:

- a) has paid membership fees for the current financial year; and
- b) is an accredited coach or teacher of swimming; and
- c) holds a current working with children check; and
- d) is eligible to sit on ASCTA sub committees;
- e) is eligible to nominate others for ASCTA Director role and Life Membership; and
- f) is eligible to vote at General Meetings; and
- g) is eligible to be an Elected Director on the ASCTA Board; and
- h) may represent ASCTA on industry committees as required.

2.5 General

A General member is an individual who:

- a) has paid membership fees for the current financial year; and
- b) is an accredited coach or teacher of swimming; and
- c) holds a current working with children check; and
- d) is eligible to sit on ASCTA sub committees

2.6 Associate Plus

An Associate Plus member is an individual who:

- a) has paid membership fees for the current financial year; and
- b) is eligible to sit on ASCTA sub committees.

2.7 Associate

An Associate member is an individual who:

- a) has paid membership fees for the current financial year; and

2.8 International Coach/Teacher

An International Coach/Teacher is an individual who:

- a) has paid membership fees for the current financial year; and
- b) is a current accredited coach or teacher of swimming.

2.9 Swim Australia Swim School

A Swim Australia Swim School member is an organisation who:

- a) has paid membership fees for the current year; and

When the Swim School joins or re-joins ASCTA, they provide one contact person. This individual is typically the owner or manager and is:

- b) is eligible to sit on ASCTA sub committees;
- c) is eligible to nominate others for ASCTA Director role and Life Membership; and
- d) is eligible to vote at General Meetings; and
- e) is eligible to be an Elected Director on the ASCTA Board; and
- f) may represent ASCTA on industry committees as required.

2.10 Swim Australia Swim School – International

A Swim Australia Swim School member is an organisation who:

- a) has paid membership fees for the current financial year.

2.11 Life member

A Life member is an individual who:

- a) in the Board's opinion, has made an outstanding contribution to the Association or the Objects of the Association; and
- b) meets the eligibility requirements for Membership set out in the Constitution; and
- c) has had a Life Membership approved in accordance with the Constitution; and
- d) is a current accredited coach or teacher of swimming; and
- e) holds a current working with children check.

Life members are:

- a) eligible to vote in ASCTA elections; and
- b) eligible to sit on Committees; and
- c) eligible to nominate for Life Members and Director positions on the board.

2.12 Associate Life Member

A Life member is an individual who:

- a) in the Board's opinion, has made an outstanding contribution to the Association or the Objects of the Association; and
- b) meets the eligibility requirements for Membership set out in the Constitution; and
- c) has had a Life Membership approved in accordance with the Constitution.

Life members are:

- d) eligible to vote in ASCTA elections; and
- e) eligible to sit on Committees; and
- f) eligible to nominate for Life Members and Director positions on the board.

3. Committees

3.13 Power to Create Committees

The Board may create committees to assist in governing the organisation.

The CEO may create committees to assist in the operations of the organisation.

3.14 Purposes

A committee may be established for the purposes of:

- a) Supporting the Board in governing the organisation; or
- b) Providing a vehicle through which to engage members in a geographical or interest area; or
- c) To undertake a specific role or function; or
- d) for any other reason the Board may deem necessary.

3.15 The powers and duties of a Committee

Subject to any other provision of these by-laws, the powers and duties of a committee shall be outlined by the Board for governance committees or the CEO for operations committees.

3.16 Finances

No Committee shall commit the company to an expense without the express authorisation of the CEO.

3.17 Policy: Election of Directors

This By-Law should be read in conjunction with the Constitution. Specifically, this Policy addresses the appointment of a Director.

Part 1. Nominations for Election of Elected Directors

- a) A call for nominations will be issued via email to all members eligible to vote. It will outline the process for nominating, deadlines and relevant procedures.
- b) Nominations must be received by the Returning Officer by the published closing date and time. Nominations which are not received by the closing time shall be excluded.
- c) Withdrawal of nominations in writing will be permitted after the close of nominations.
- d) Candidates for the position of Elected Director must be Financial Members of the Association in an eligible membership category. They must provide a completed nomination form which will identify key competencies for a Director and provide an opportunity for candidates to address these.
- e) A statement of potential conflicts of interest or duty must be provided. The provision of a misleading or incomplete statement of conflicts of interest or duty may be addressed by a statement from the Board to members during the election.
- f) If the number of Members nominated for election exceeds the number of vacancies a ballot will be conducted as described in Part 3 of this By-Law.
- g) If the number of Members nominated for election is equal to the number of vacancies, the Board of Directors shall declare the nominated member elected.

Part 2. Administration of the Ballot

- a) Only Financial Members of the Association from those membership categories eligible to vote are eligible to vote.
- b) Where clarification on the method of the ballot is required, it shall be determined by the Board of Directors in consultation with the Chief Executive Officer.
- c) The Board of Directors will appoint a Returning Officer to conduct the ballot. Any person involved in organising the ballot must not be a candidate for any office for the ensuing term.
- d) The ballot will be undertaken electronically. All materials will contain the names of the candidates, listed in alphabetical order.
- e) The ballot paper, where electronic, will also contain a link to each candidates' candidate statement, statement of conflicts of interest or duty and any related board statement.
- f) Electronic voting must be conducted via a secure electronic format that provides a mechanism capable of achieving the same level of security, secrecy and effectiveness as is provided by postal voting.

Part 3: Conducting the ballot

- a) Instructions for voting (including the description of the method of the ballot) will be emailed to all Members who are entitled to vote, no later than 21 days prior to the closing of the ballot. Instructions to vote shall include the curriculum vitae and candidate statement, statement of conflicts of interest or duty and any related board statement (or a link to the same for each candidate).
- b) The nominated returning officer will take charge of the statement of results from the electronic voting immediately after the ballot is closed and will count all votes properly recorded. Once all votes have been counted, the returning officer will communicate the results to the Board of Directors.
- c) The Single Transferable Voting method of counting will be used, where a voter is required to indicate preferences for all of the candidates on the ballot paper.
- d) The candidate with the highest number of distributed votes exceeding quota wins the election. Quota will be set as the total number of formal votes divided by the number of candidates to be elected plus one vote.
- e) In the case of an equality of votes between candidates, the Board of Directors will exercise a casting vote (this may be in addition to his or her deliberative vote).
- f) The results of the ballot shall be conveyed in the first instance to all candidates of the election, and then to all members of the Association through the appropriate communication channels.