

## **WARRENDER BATHS CLUB CONSTITUTION, BYE-LAWS AND REGULATIONS INDEX**

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## CONSTITUTION

### C1.0 NAME

- C1.1 The Club shall be called Warrender Baths Club (hereinafter referred to as “the Club”).

### C2.0 OBJECTIVES

- C2.1 The objectives of the Club shall be to:-
- a) Advance the public participation in Aquatic Sports by promoting and managing the teaching, knowledge and practice of and providing the facilities for one or more Aquatic Sports in Edinburgh, in accordance with paragraph C2.1 of the Scottish Amateur Swimming Association (hereinafter referred to as “the SASA”) Constitution where relevant.

### C3.0 MEMBERSHIP

- C3.1 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on the grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion, ethnic origin or nationality.
- C3.2 The membership shall consist of the following categories (which shall hereinafter be collectively referred to as “Club Members”)
- a) Adult Member  
An Adult Member is an individual 16 years and over, as recognised in Scots Law who is registered in accordance with the categories of members of affiliated clubs set out in C3.3.3 of the SASA Constitution.
  - b) Junior Member  
A Junior Member is an individual not recognised in Scots Law as an adult and not as defined in Scottish Swimming Company Rule R4.5.6.
  - c) Life Member  
A Life Member is an individual who has received a Life Membership from the Club. Life Members will not be asked to pay Annual Subscription Fees. Life Members shall not be deemed to be Adult Members of the Club.
  - d) Life Associate Member  
A Life Associate Member is an individual from outwith the Club. Life Associate Members shall not be deemed to be Adult Members of the Club.
  - e) Student Member  
A Student Member is an Adult Member who is a full-time student in a higher education establishment.
  - f) Country Member  
A Country Member is a member who is normally resident outwith Scotland but who is otherwise qualified to compete for Scotland or in Scotland. Country Members shall not be deemed to be Adult Members of the Club.
  - g) Senior Member  
A Senior Member is an Adult Member who is aged 60 or above.
  - h) Family Membership  
Family Membership shall be available to a parent (or guardian) or parents and his, her or their child or children under the age of 16 years on 31 December in each year. Family Membership shall be available to those families with children taking part in the discipline(s) of swimming and/or water polo. The parent/parents or guardian registered as part of a Family Membership in accordance with the categories of members of affiliated clubs set out in C3.3.3 of the SASA Constitution shall be Adult Members of the Club.

i) Non-competing Adult Member

Non-competing Adult Membership shall be available to a parent whose child is a member and is aged 16 or over, or an adult who requires to be a member of the SASA in accordance with the categories of members of affiliated clubs set out in C3.3.3 of the SASA Constitution.

- C3.3 Membership fees shall be as agreed at each Annual General Meeting.
- C3.3.1 The Membership fees of existing Club Members (agreed at the AGM) shall become due on 31 January in each year and those of new Club Members on the date of acceptance for membership.
- C3.3.2 Club Members not renewing by 31 March will be deemed to be non-members and will be notified in writing accordingly.
- C3.3.3 All Club Members will be excluded from taking part in any of the Club's activities, competitions or meetings until their annual subscription is paid.
- C3.4 All Club Members must be registered with the SASA in accordance with the categories defined in the SASA Constitution C3.3.3.
- C3.5 All members joining the Club shall be deemed to accept the terms of this Constitution, the Club Bye-Laws and any Regulations, Policies and Procedures adopted by the Club from time to time.
- C3.6 A Club Member wishing to resign from the Club shall inform the Secretary in writing.
- C3.7 A Club Member wishing to change their 1st or 2nd Claim Club must do so in accordance with Scottish Swimming ("SS") Company Rule R5.2.
- C3.8 The Management Committee (as defined in BL1.1 and BL1.5.1 and hereinafter referred to as "the Management Committee") shall have the power to turn down an application for membership where it reasonably considers that there is good cause to do so (such as the applicant's conduct or character being likely to bring the Club or the sport into disrepute) provided that they act in accordance with paragraph C3.8.1 below.
- C3.8.1 When an application for membership is turned down by the Management Committee, the applicant must be advised in writing of the reasons for refusal and their right of appeal to Scottish Swimming.

C4.0 GOVERNANCE

- C4.1 The Club shall be subject to and bound by, the Scottish Swimming Governance Documentation (the SASA Constitution, Company Articles and Company Rules) and the appropriate SASA District Rules.
- C4.2 The Club shall comply with the Scottish Swimming Codes of Conduct, Ethics and Child Protection Guidelines.
- C4.3 The Club shall be governed by its Constitution, Bye-Laws and Regulations.
- C4.4 Amendments to the Constitution shall only be made at a General Meeting, provided at least a two thirds majority of those present and voting is secured.
- C4.5 Amendments to the Bye-Laws shall only be made at a General Meeting provided a simple majority of those present and voting is secured.
- C4.6 The Management Committee shall have the power to publish and enforce such Regulations as the Committee feels necessary to govern the activities of the Club.

C5.0 MEETINGS

C5.1 General

- C5.1.1 Notices  
At least 30 days notice and the Agenda shall be given to all Adult and Life Members of any General Meeting.
  - C5.1.2 Attendance  
All Adult Members and Life Members are entitled to attend, take part and vote unless specifically excluded from doing so by the Club's Constitution.
  - C5.1.3 Voting
    - a) With the exception of changes to the Constitution, decisions put to a vote shall be resolved by simple majority at General Meetings.
    - b) Voting shall be by a show of hands unless decided otherwise by a majority of those attending the meeting.
  - C5.1.4 Quora  
The quorum at General Meetings shall be two Officers (as defined in BL1.2 and hereinafter referred to as "the Officers") of the Club plus nine Club Members eligible to vote. No business shall be transacted at any meeting unless a quorum of Club Members eligible to vote is present when the meeting proceeds to business. If, within fifteen minutes from the time appointed for a Meeting, a quorum of Club Members eligible to vote is not present, the Meeting, if convened upon the requisition of Adult Members, shall be dissolved; in any other case, it shall stand adjourned and the Management Committee shall fix another time and place within three weeks thereof; and, if at such adjourned Meeting, a quorum is not present within fifteen minutes from the time appointed for holding the meeting, then two Officers plus four Management Committee members thereat shall be a quorum.
  - C5.1.5 Changes to the Constitution and Bye-Laws  
A proposal to change the Constitution or Bye-Laws must be submitted in writing to the Secretary, signed by two Club Members eligible to vote at a General Meeting.
  - C5.1.6 Conduct of Business  
The conduct of business shall be in accordance with Bye-laws Section BL2.1.
- C5.2 Annual General Meeting (AGM)
- C5.2.1 The Club shall hold an Annual General Meeting in the month of November to:
    - a) Approve the minutes of the previous year's AGM and consider AGM correspondence.
    - b) Receive reports from the President, Secretary, Head Coach, Water Polo Convenor and Masters Convenor.

- c) Receive a financial report from the Treasurer and approve the Annual Accounts and annual membership fees.
- d) Receive a report from the Auditor(s) / Independent Examiner(s).
- e) Elect Management Committee Members, including Officers of the Club.
- f) Appoint Auditor(s) / Independent Examiner(s) for the Club's Accounts.
- g) Consider changes to the Constitution.
- h) Consider changes to the Bye-Laws.
- i) Present Life Membership Awards and/or Life Associate Awards, if any.
- j) Present the Management Committee's nomination for Hon. President (if any) for ratification.
- k) Deal with other relevant business

C5.2.2 The Secretary shall give written notice of not less than 30 days prior to the date of the AGM. This notice shall be published on the Club website and in the Club newsletter and circulated to all Adult and Life Members. Circulation may be made by email.

C5.2.3 Appended to the notice of intimation of an AGM shall be the Agenda, minutes of the last AGM, a note of the process governing alteration to the Constitution, Bye-Laws and a note of the process governing nomination for the Management Committee.

C5.2.4 Nominations for Officers of the Club and other members of the Management Committee shall be submitted in writing, signed by two Adult Members and the nominee, to the Secretary not later than 21 clear days prior to the AGM.

C5.2.5 Proposed alterations to the Constitution and Bye-Laws and notices of motion must be received by the Secretary not later than 21 clear days prior to the AGM.

C5.2.6 Having received all nominations and proposed alterations, the Secretary shall arrange for this information to be displayed on the Club website at least 7 days prior to the AGM.

C5.2.7 The business for an AGM shall include:

- a) Apologies for Absence
- b) Approval of minutes from previous AGM & matters arising.
- c) AGM correspondence
- d) President's Report
- e) Head Coach's Report
- f) Water Polo Convenor's Report
- g) Masters Convenors Report
- h) Financial Report and annual accounts
- i) Annual Subscription Fees
- j) Proposed changes to Constitution
- k) Proposed changes to Bye-Laws
- l) Election of Management Committee Members, including Officers of the Club
- m) Appointment of Auditors / Independent Examiners
- n) Life Membership Awards, if any
- o) Life Associate Awards, if any
- p) Presentation of the Management Committee's nomination for Hon. President (if any) for ratification.
- q) Other relevant business

### C5.3 Extraordinary General Meeting (EGM)

C5.3.1 An Extraordinary General Meeting shall be called by an application in writing to the Secretary supported by at least twenty Adult Members of the Club. Such written application shall express the object of the meeting proposed to be called. The Management Committee shall also have the power to call an EGM by decision of a simple majority of its members.

C5.3.2 The Secretary will give notice, in writing of all Extraordinary General Meetings, stating the Agenda, to all Adult and Life Members at least 30 days prior to such meetings being held.

- C5.3.3 The order of Business for an EGM shall be:
- a) President's Remarks
  - b) Apologies for Absence.
  - c) Business to be transacted of which due notice has been given.
- C5.3.4 No business shall be transacted at the EGM other than business of which due notice has been given.

C6.0 AWARDS

C6.1 Life Membership

- C6.1.1 Life membership may be presented to person(s) who have been members of the Club and who have given outstanding service, over many years, to the Club and shall be presented at the Annual General Meeting or at any other time decreed suitable by the Management Committee.
- C6.1.2 A recommendation for Life Membership may be made by any Adult or Life Member to the Secretary for submission to the Management Committee. Full details of the nominee's service should be included with the recommendation.

Life Associates

- C6.1.3 Life Associateship may be presented to person(s) who are or have been members of a swimming club under the jurisdiction of a National Aquatic Organisation. The honour shall be conferred in respect of services rendered to the Club or to the sport, and shall be presented at the AGM or at any other time decreed suitable by the Management Committee.

C7.0 TROPHIES

- C7.1 All trophies belong to the Club in perpetuity and cannot be won outright.
- C7.2 The Treasurer shall act as Trustee of Club Trophies.
- C7.3 The winner of a Club trophy shall guarantee safe custody and return of the trophy, in the same condition as when it was presented and appropriately engraved, when requested by the Management Committee.

C8.0 DISSOLUTION

- C8.1 In the event of the dissolution of the Club, any funds, property and other assets shall not be distributed amongst the Club Members in any way whatsoever, but shall be applied towards the objectives of Scottish Swimming as the Club's governing body for use in related community sport.
- C8.2 So long as three Club Members agree to support the Club, it cannot be dissolved.

## BYE-LAWS

### BL1.0 MANAGEMENT

- BL1.1 The affairs of the Club shall be conducted by a Management Committee which shall consist of the Officers of the Club and the Head Coach plus a minimum of six other Adult Members as may be co-opted from time to time in accordance with the terms of this Constitution.
- BL1.2 The Officers of the Club shall consist of the President, Vice-President, Treasurer and Secretary who shall be elected at an Annual General Meeting or in accordance with the terms of BL1.3 and BL1.5.5 hereof, as shall be the said Adult Members of the Management Committee.
- BL1.3 If the post of any Officer or Adult committee member should fall vacant after such an election, the Management Committee shall have the power to fill the vacancy.
- BL1.4 All Management Committee members shall be Adult Members of the Club.
- BL1.5 Management Committee
- BL1.5.1 The Management Committee shall comprise the Officers of the Club and the Head Coach plus such other Adult Members as may be co-opted from time to time in accordance with the terms of this Constitution.
- BL1.5.2 The term of office for President, Secretary and Treasurer shall be two years.
- BL1.5.3 The term of office for the Vice President and other Adult Members shall be two years.
- BL1.5.4 Retiring members of the Management Committee may offer themselves for re-election.
- BL1.5.5 Management Committee members who have been co-opted by the Management Committee in accordance with BL1.3 shall be subject to endorsement at the first EGM or AGM thereafter.
- BL1.5.6 The Management Committee shall be responsible for:
- a) The organisation and management of the business of the Club, the Club Members and the control of all Club Members during Club hours.
  - b) The annual appointment of coaches and instructors.
  - c) The selection of Club Members to represent the Club.
  - d) The handicapping of Club events as necessary.
  - e) The organisation of swimming activities as may be requested by other bodies.
  - f) Presenting annually their nominations for Hon. President (if any) to the AGM for ratification.
  - g) Considering and approving or otherwise nominations for Life Membership of the Club.
  - h) Considering and approving Life Associate Membership of the Club
- BL1.5.7 The Management Committee shall appoint such sub-committees as may be considered necessary to allow it to delegate the investigation, reporting, execution or carrying out of any matters falling within the powers of the Management Committee. Members of each sub-committee must be members of the Club and include a member of the Management Committee who will be responsible to report to the main Management Committee to affirm any decision made by the sub-committee.
- BL1.5.8 The Management Committee shall appoint at least one Child Protection Officer (CPO) who has attended a Scottish Swimming approved training course.

BL2.0 MEETINGS

BL2.1 Standing Orders

- BL2.1.1 At all meetings, if a quorum is present, the Chair shall be taken not later than fifteen minutes after the appointed time of the meeting.
- BL2.1.2 All Club Members when called to order at any meeting or gathering of the Club and not complying to the "rule of order" shall be expelled from the meeting.
- BL2.1.3 The Chair at all meetings of the Club shall be the President  
In the absence of the President, the Vice President shall substitute.  
In the absence of the President and Vice President, those in attendance shall appoint a substitute.
- BL2.1.4 In the event of equality of votes in any resolution before the meeting which requires a choice to be made for the continued good governance of the Club, the Chair of a meeting shall have a second or casting vote.
- BL2.1.5 The Chair of a meeting shall be the sole judge of questions of order and interpreter of the "rules" governing the Club.
- BL2.1.6 The Chair shall not speak to, oppose or move any motion from the Chair. In order to do so, they shall vacate the Chair until that business is concluded. The meeting shall be presided over by a substitute Chair elected from among those present.
- BL2.1.7 The minutes of all meetings will be posted on the Club website within 14 days of such meeting taking place.

BL2.2 Management Committee Meetings

- BL2.2.1 The Club shall hold Management Committee Meetings no less frequently than every three months.
- BL2.2.2 A Management Committee Meeting shall be called by the Secretary when there is business to transact or on request of an Officer of the Club or by an application in writing by at least seven Adult Members of the Club.
- BL2.2.3 A quorum for Management Committee Meetings shall be five in number including at least two Officers of the Club.
- BL2.2.4 The business of the meeting shall be enacted in accordance with Section BL2.1.
- BL2.2.5 Notice of the date, time and venue of each committee meeting shall be published on the Club website at least 7(seven) days prior to the meeting.
- BL2.2.6 Adult Members who are not members of the Committee, may attend, but may only participate with the agreement of the Chair.
- BL2.2.7 All members of the Management Committee shall have a deliberative vote.
- BL2.2.8 No decision of the Committee may be altered or revoked without 14 (fourteen) days prior notice of intent, in writing, being given to the Secretary.



BL3.0 FINANCE & ACCOUNTS

- BL3.1 The financial year shall run from 1<sup>st</sup> August to 31<sup>st</sup> July each year.
- BL3.2 The Treasurer shall be responsible for the preparation of Annual Accounts of the Club.
- BL3.3 The Accounts shall be audited/examined by an independent person(s) elected annually at the Annual General Meeting.
- BL3.4 All invoices / expenses received by the club should be signed off by an Officer of the Club before being processed by the Treasurer. All cheques drawn against the Club's funds shall be signed by a minimum of two Officers of the Club. When payments are required to be made by direct Bank transfer the Treasurer shall obtain e-mail/written agreement from the President or another Officer of the Club prior to making an electronic payment.
- BL3.5 The Management Committee can enter into contracts and/or partnerships, on behalf of the Club, provided each proposal is fully discussed at and recorded in the minutes of a quorate committee meeting prior to the commitment being made.
- BL3.6 All Adult Members of the Club shall be jointly responsible for the financial liabilities of the Club.
- BL3.7 Any surplus of the Club's income or profits will be re-invested in the Club and no surplus or assets will be distributed to the Club Members or any third parties.
- BL3.8 The Treasurer shall arrange for the Auditor(s)/Independent Examiner(s) to examine and certify the accounts and balance sheet before presentation of a certified summary to the AGM.
- BL3.9 The Treasurer shall submit a budget, to the last meeting of the Management Committee prior to the AGM, for the following financial year.
- BL3.10 The Treasurer shall submit a financial statement to the Management Committee no less frequently than every 3 (three) calendar months.
- BL3.11 All outgoing payments shall be made by cheque or direct bank transfer duly authorised in accordance with paragraph BL3.4.

BL4.0 DISCIPLINE

- BL4.0.1 All Grievances, Complaints and Appeals, except for doping, child abuse or alleged criminal offences, shall be dealt with in accordance with Sections BL4.2, BL4.3 and BL4.4.
- BL4.0.2 Grievances and Complaints involving doping should be referred to British Swimming as per Scottish Swimming Company Rule R13.1.3.
- BL4.0.3 Grievances and Complaints involving child abuse or other criminal offences shall be referred to Scottish Swimming within 48 hours, in accordance with Scottish Swimming Company Rule R13.2.1.

BL4.1 Suspension and Fines

- BL4.1.1 The Management Committee may take action (e.g. fine, suspend or cancel membership) against any Club Member proved guilty of infringing the Club's Constitution, Bye-laws or Regulations or acting in such a manner which is detrimental to the interests or aims of the Club or as to bring disrepute to the Club. Such action shall only be taken if the principles and procedures embodied in the Complaints, Appeals and Suspension & Fines sections of the Scottish Swimming Governance Documentation have been applied.

BL4.2 Grievances

- BL4.2.1 A Grievance, which is a formal expression of dissatisfaction or allegation of unfair practice in connection with the management of the Club, can be made by:
  - a) Any member of the Club
  - b) A parent or guardian on behalf of a Junior Member as defined in paragraph C3.2(b)
  - c) A parent or guardian on behalf of a Club Member classified as a Vulnerable Person, defined as a person who lacks sufficient capacity to present a grievance by themselves.
  - c) Any Individual
- BL4.2.2 A grievance is made in writing to the Club Secretary, not later than 30(thirty) days after the incident.
- BL4.2.3 A Panel will be set up by the Club to consider the grievance in accordance with the Club's Grievances and Complaints Procedure ("the Panel").
- BL4.2.4 If the decisions of the Panel do not satisfy the person who made the grievance, that person shall have a right of appeal to Scottish Swimming in accordance with Section BL4.4.

BL4.3 Complaints

- BL4.3.1 A complaint is a formal expression of dissatisfaction or allegation of unfair practice in connection with aquatic sports as governed by Scottish Swimming.
- BL4.3.2 A complaint must be made in accordance with Scottish Swimming Company Rules, Sections R12 to R15.

BL4.4 Appeals

- BL4.4.1 An appeal may be made against decisions taken by the Club in respect to the outcome of a submitted grievance or against decisions taken by a National Complaints Committee (as referred to in the Scottish Swimming Company Rules).
- BL4.4.2 An appeal must be made in accordance with Scottish Swimming Company Rules Sections R12 to R15.