

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
and not having a share capital
ARTICLES OF ASSOCIATION
of
TEAM WAVENEY SWIMMING CLUB LIMITED
COMPANY REGISTRATION NUMBER 12336373
(adopted by special resolution passed on the 1st December 2019)

Name	The company's name is Team Waveney Swimming Club Limited
Interpretation	In these articles:
"the Act"	Means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force
"the Articles"	Means the Company's articles of association
"Byelaws"	Means the Byelaws of the Company in force from time to time
"Member"	Means the persons admitted to membership of the Club in accordance with Article 3.4 and any rules from time to time in force
"Officer"	Means a Director, Secretary or Manager of the Company
"The Rules"	Means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time
"The Board"	Means the Directors of the Club
	a) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not yet in force when these Articles become binding on the Company
	b) The masculine includes the feminine and, where appropriate, the singular includes the plural
	c) The headings in these Articles do not form a part of them or in any manner affect their interpretation or construction.

TUESDAY



RM 03/12/2019 #353
COMPANIES HOUSE

RULES of TEAM WAVENEY SWIMMING CLUB (“the club”)

1. Name

- 1.1 The name of the Club shall be Team Waveney Swimming Club
- 1.2 The Club is incorporated as a company limited by guarantee with the name Team Waveney Swimming Club Limited and registered number 12336373 (the “Company”). The directors of the Company have approved the adoption of these rules and constitution of the Club and the delegation of powers as set out in them, which shall govern the management and operation of the affairs of the Club in conjunction with the articles of association of the Company. To the extent that there is any conflict between the articles of association of the Company and these rules and constitution, the articles of association shall prevail.
- 1.3 The directors of the Company acknowledge their responsibility to operate the Club in accordance with these rules and constitution, as may be amended from time to time in accordance with Rule 13 below.
- 1.4 Where these rules and constitution refer to “members” (or any analogous term), the reference is to contractual members of the Club (i.e. Club Members) by virtue of a person paying a subscription or otherwise being admitted as a member in accordance with these rules. These “members” are not subscribers to or members of the Company. Accordingly, Annual General Meetings and Special General Meetings of “club members” under these rules are distinct from any general meetings of the members of the Company pursuant to the articles of association.

2. Objects

- 2.1 The objects of the Club shall be the teaching, development and practice of swimming, artistic swimming, open water swimming and water polo for its members and shall, where appropriate, be to compete. In the furtherance of these objects:
 - 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 Swim England Equality Policy (as may be amended from time to time).
- 2.2 The Club shall be affiliated to Swim England East Region and shall adopt and conform to the rules of Swim England East Region, and to such other bodies as the Club may determine from time to time.
- 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 East Region, the Club and all members of the Club acknowledge that they are subject to the regulations, rules and constitutions of:
- 2.4.1 Swim England East Region; and
 - 2.4.2 Swim England (to include the Code of Ethics); and
 - 2.4.3 British Swimming (in particular its Anti-Doping Rules and Judicial 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.

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. The members shall have the right to impose (and remove) from time to time any limits on total membership (or any category of membership) of the Club.
- 3.2 All persons who assist in any way with the Club's activities shall become members of the Club and hence of Swim England and the relevant Swim England membership fee shall be paid. Assisting with the Club's activities shall include, but not be restricted to, administrators, associate members, voluntary instructors, teachers and coaches, Committee members, helpers, Honorary members, life members, Officers, patrons, Presidents, technical and non-technical officials, temporary members, Vice Presidents and verifiers or tutors of Swim England's educational certificates.
- 3.3 Paid instructors, teachers and coaches who are not members of the Club must be members of a body which accepts that its members are bound by Swim England's Code of Ethics, Swim England Regulations relating to Wavepower, those parts of the Judicial Regulations and procedures necessary for their implementation and whilst engaged in activities under the jurisdiction of Swim England shall be subject to all the constraints and privileges of the Judicial Regulations.
- 3.4 Any person who wishes to become a member of the Club must submit a signed application to the Secretary (and in the case of a junior swimmer the application must be signed by the swimmer's parent or guardian). Election to membership shall be determined by the Membership officer but other person(s) authorised by the Committee may make recommendation as to the applicant's acceptability.

The Membership Officer 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 Swim England 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.

- 3.5 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, (unless the Club chooses to restrict its membership to only people who share the same Protected Characteristic) the Club shall not refuse membership on the basis of a Protected

Characteristic within the Equality Act 2010, 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.

- 3.6 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, in the case of a swimmer, being unable to achieve the entry standards as laid down and provided by the Club to the applicant for membership.

4. Liability of members

Every member of the Company undertakes that if the Company is dissolved while he or she is a member or within twelve (12) months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of debts and liabilities of the Company incurred before he or she ceases to be a member, and the of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

5. Subscription and Other Fees

- 5.1 The annual members' subscription and coaching and squad fees (as applicable) shall be determined from time to time by the Committee and the Committee shall in so doing, make special provision for different classes of membership as it shall determine.
- 5.2 The annual subscription and entrance fee (if any) shall be due on joining the Club and thereafter on the 1st of January each year.
- 5.3 Any member whose subscription is unpaid by the date falling 30 days after the due date for payment may be suspended by the Committee from some or all Club activities from a date to be determined by the Committee and until such payment is made.
- 5.4 The Committee shall, from time to time, have the power to determine the annual membership subscription and other fees. This shall include the power to make such increase in the subscription as shall, where the Club pays the individual Swim England membership fees to Swim England on behalf of members, be consequential upon an increase in individual Swim England membership fees. Any increase in subscriptions shall be advised to the members in writing with the reasons for any increase to be reported to the members at the next Annual General Meeting.
- 5.5 The Executive Officers (or the Committee) shall have the power in special circumstances to remit the whole or part of the fees, including the Swim England membership fees, to address issues of social inclusion.

6. Resignation

- 6.1 A member wishing to resign membership of the Club must give to the Secretary written notice of his/her resignation. A member's resignation shall only take effect when this (Rule 6.1) has been complied with.
- 6.2 The member who resigns from the Club in accordance with Rule 6.1 above shall not be entitled to have any part of the annual membership fee or any other fees returned.
- 6.3 Notwithstanding the provisions of Rule 6.1 above a member whose subscription is more than two months in arrears shall be deemed to have resigned. Where the membership of a member shall be terminated in this way he/she shall be informed in writing that he/she is no longer a member

by notice handed to him/her or sent by post to his/her last known address.

- 6.4 Any swimmer who is in arrears for membership payment by one month, may at the discretion of the Executive Committee, be removed from entries for any future chargeable events and/or be refused entry to any future chargeable event, until such time as all arrears are cleared.
- 6.5 The Swim England Membership Department shall be informed should a member resign when still owing money or goods to the Club.

7. Expulsion and Other Disciplinary Action

- 7.1 The Committee shall have power to expel a member when, in its opinion, it would not be in the interests of the Club for the individual to remain a member. The Club in exercising this power shall comply with the provisions of Rules 7.3 and 7.4 below.
- 7.2 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 7.3 and 7.4 below.
- 7.3 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).
- 7.4 A member may not be expelled or (subject to Rule 7.5 below) be made the subject of any other penalty unless the panel hearing the complaint shall unanimously vote in favour of the expulsion of (or other penalty imposed upon) the member.
- 7.5 The Officers of the Club (or any person 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 incident or matter will thereafter be dealt with in accordance with the appropriate Judicial Regulations.

8. Committee

- 8.1 The Directors of the Company have delegated (on a revocable basis) their powers of management of the Company to the Committee. All actions of the Committee shall be carried out on behalf, and in the name, of the Company
- 8.2 The Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer (together "the Executive Officers of the Club") Vice Treasurer, Vice Secretary and up to 6 elected members all of whom must be members of the Club. All Committee members must be not less than 18 years of age though the Committee may allow younger member(s) to attend their meetings without power to vote. The Head Coach will attend Committee meetings as required when co-opted by the Committee but will not have voting rights.
- 8.3 The Committee shall appoint a member of the Club as Welfare Officer who must be not less than 18 years of age, who should have an appropriate background and who is required to undertake appropriate training in accordance with Wavepower. The Welfare Officer will have a right to attend Committee meetings without a power to vote.
- 8.4 The Executive Officers and Committee members shall be proposed seconded and elected at the Annual General Meeting each year and shall remain in office until their successors are elected at the next Annual General Meeting and will take office when the Chairman has closed the meeting.

Any vacancy occurring by resignation or otherwise may be filled by the Committee. Retiring Executive Officers and members of the Committee shall be eligible for re-election.

- 8.5 Committee meetings shall be held not less than quarterly (save where the Committee itself shall by a simple majority resolve not to meet), and the quorum of that meeting shall be such number as shall represent not less than a simple majority of the Committee members (to include not less than one Executive Officer). The Chairman 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. The Secretary shall give all the members of the Committee not less than two days oral or written, of a meeting. Decisions of the Committee shall be made by a simple majority (and in the event of equality of votes the Chairman (or the acting Chairman of that meeting) shall have a casting or additional vote.) The Secretary, or in his/her absence a member of the Committee, shall take minutes.
- 8.6 In the event that a quorum is not present within 30 minutes of the published start time, a meeting shall stand adjourned to the time and date falling seven days after the date of the meeting, or such other date and time as may be determined by the Chairman. 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, to which the provisions as to minimum notice contained in Rule 12.1 shall not apply.
- 8.7 In addition to the members so elected the Committee may co-opt up to three further members of the Club who shall serve until the next Annual General Meeting. Co-opted members shall be entitled to vote at the meetings of the Committee.
- 8.8 The Committee may from time to time appoint from among their number such sub-committees as they may consider necessary (and to remove (in whole or in part) 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 periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.
- 8.9 The Committee shall be responsible for the management of the Club and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Club. The Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the members of the Club. 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.
- 8.10 The members of the Committee shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.
- 8.11 The Committee shall maintain Accident Books at each location and online in which all accidents to Club members at swimming related activities shall be recorded. Details of such accidents shall be reported to the insurers in accordance with the Accident/Incident Notification guidelines. The Club shall make an annual return to the Swim England Membership Department indicating whether or not an entry has been made in the prescribed online form.
- 8.12 The Committee shall have power to make regulations, create by-laws (see Rule 14.1) and to settle disputed points not otherwise provided for in this Constitution.

9. Ceremonial Positions and Honorary Members/Life Members

- 9.1 The Annual General Meeting of the Club, if it thinks fit, may elect a President and Vice-Presidents. A President or Vice-President need not be a member of the Club on election but

shall, *ex officio*, be an honorary member of the Club and must be included in the Club's Annual Return of Members to Swim England.

- 9.2 The Committee may elect any person as an honorary member of the Club for such period as it thinks fit, or as a Life Member, and they shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings and serve as Officers or on the Committee unless any such person shall have retained in addition their ordinary membership of the Club. Such honorary members and Life Members must be included in the Club's annual return as to membership.
- 9.3 Once created by the Committee, honorary and/or Life membership categories may only be removed (notwithstanding that persons may hold these categories of membership) at an Annual General Meeting of the Club, when it shall be properly proposed in accordance with these Rules.
- 9.4 A minimum of 21 days in advance of the Annual General Meeting, the Committee shall write to all holders of honorary and/or Life membership effected by the above proposal drawing the proposal to his/her/their attention and inviting him/her/them to attend the Annual General Meeting.
- 9.5 Where the effected holder or holders of the honorary and/or Life membership do not attend or are unable to attend the Annual General Meeting, the Chairman may allow the matter (in so far as it relates to the absent person(s)) to proceed directly to vote, which shall be by show of hands OR secret ballot.

10. Annual General Meeting

- 10.1 The Annual General Meeting of the Club shall be held each year on a date in March. The date, time and venue for the Annual General Meeting shall be fixed by the Committee.
- 10.2 The purpose of the Annual General Meeting is to transact the following business:
- 10.2.1 to receive the Chairman's report of the activities of the Club during the previous year;
 - 10.2.2 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;
 - 10.2.3 to remove and elect the independent examiner (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/she remain in office;
 - 10.2.4 to elect the Executive Officers and other members of the Committee;
 - 10.2.5 to decide on the dissolution of existing honorary and/or Life membership categories;
 - 10.2.6 to decide on any resolution which may be duly submitted in accordance with Rule 10.3.
- 10.3 Nominations for election of members to any office or for membership of the Committee shall be made in writing by the proposer and seconder to the Secretary not later than 10th February. The nominee shall be required to indicate in writing on the nomination form his/her willingness to stand for election. Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Secretary not later than 10th February.

11. Special General Meeting

- 11.1 A Special General Meeting may be called at any time by the Committee. A Special General Meeting shall be called by the Club within 28 days of receipt by the Secretary of a requisition in writing signed by not less than seven members entitled to attend and vote at a General Meeting

or, if greater, such number as represents one-tenth in number of such members, stating the purposes for which the meeting is required and the resolutions proposed.

12. Procedure at the Annual and Special General Meetings

12.1 The Secretary shall personally be responsible for the handing out or sending to each member at his/her last known address a written agenda giving notice of the date, time and place of the General Meeting together with the resolutions to be proposed thereat at least fourteen 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 may, alternatively, with the agreement of member(s) concerned distribute these materials by e-mail or similar form of communication. The Notice of Meeting shall in addition wherever possible be displayed on the Club Notice Board where one exists.

12.2 The quorum for the Annual and Special General Meetings shall be seven members entitled to attend and vote at the Meeting or, if greater, such number as represents one-tenth in number of such members.

12.3 The Chairman, or in the Chairman's absence a member appointed by the Committee, shall take the chair. Each member present shall have one vote and resolutions shall be passed by a simple majority. For the procedures for submitting resolutions to be considered at a General Meeting members are referred to Rule 10.3. In the event of an equality of votes the Chairman shall have a casting or additional vote.

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 Chairman as matters concerning juniors, such as the election of club captains.)

12.4 The Secretary, or in his/her absence a member of the Committee, shall take minutes at the Annual and Special General Meetings.

12.5 The Chairman shall at all General Meetings have unlimited authority upon every question of order and shall be, for the purpose of such meeting, the sole interpreter of the Rules of the Club.

13. Alteration of the Rules and Other Resolutions

13.1 The Rules may be altered by resolution at an Annual or Special General Meeting provided that the resolution is carried by a majority of at least (two-thirds) of members present and entitled to vote at the General Meeting. No amendment(s) to the Rules shall become effective until such amendment(s) shall have been submitted to and validated by such person as is authorised to do so by Swim England East Region.

13.2 Any member 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/her not later than 14 days in the case of the Annual General Meeting or, in the case of a Special General Meeting, 21 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 12.1.

14. By-Laws

14.1 The Committee shall have power to make, repeal and amend such by-laws as they may from time to time consider necessary for the wellbeing of the Club which by-laws, repeals and

amendments shall have effect until set aside by the Committee or at a General Meeting.

15. Finance

- 15.1 All moneys payable to the Club shall be received by the Treasurer and deposited in a bank account in the name of the Club. No sum shall be drawn from that account except by cheque or online payment, signed by two of the four signatories who shall be the Chairman, Vice Chairman Secretary and Treasurer. Any monies not required for immediate use may be invested as the Committee in its discretion think fit
- 15.2 *Membership payments will be collected via GoCardless Direct Debit mandate (or other equivalent Direct Debit process), on the 10th of each month (or closest working day) or by other payment transfer as deemed acceptable by the Committee.*
- 15.3 The income and property of the Club shall be applied only in furtherance of the objects 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 18.3.).
- 15.4 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.
- 15.5 The financial transactions of the Club shall be recorded by the Treasurer in such manner as the Committee thinks fit.
- 15.6 The financial year of the Club shall be the period commencing on 1st January and ending on 31st December. Any change to the financial year shall require the approval of the members in a General Meeting.
- 15.7 The Committee shall retain all financial records relating to the club and copies of Minutes of all meetings for a minimum period of six years.

16. Borrowing

- 16.1 The Committee may borrow money on behalf of the Club for the purposes of the Club from time to time at their own discretion (up to such limits on borrowing as may be laid down from time to time by the General Meeting) for the general upkeep of the Club or with the (prior) approval of a General Meeting for any other expenditure, additions or improvements.
- 16.2 When so borrowing the Committee shall have power to raise in any way any sum or sums of money and to raise and secure the repayment of any sums or sums of money in such manner or on such terms and conditions as it thinks fit, and in particular by mortgage of or charge upon or by the issues of debentures charged upon all or any part of the property of the Club.
- 16.3 The Committee shall have no power to pledge the personal liability of any member of the Club for the repayment of any sums so borrowed.

17. Property

- 17.1 The property of the Club, other than cash at the bank, shall be vested in not less than two but not more than four Custodians. 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.
- 17.2 The Custodians shall be elected at a General Meeting of the Club and shall hold office until death or resignation unless removed by a resolution passed at a General Meeting.

- 17.3 The Custodians shall be entitled to an indemnity out of the property of the Club for all expenses and other liabilities properly incurred by them in the discharge of their duties.

18. Dissolution

- 18.1 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.
- 18.2 Following a resolution to dissolve the Club, the directors and members of the Company shall take such steps as necessary to effect the dissolution of the Company with effect from the date specified in the resolution (or as soon thereafter as reasonably practicable) and the directors shall be responsible for the winding-up of the assets and liabilities of the Company.
- 18.3 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.

19. Acknowledgement

- 19.1 The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and the Club.
- 19.2 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 Team Waveney Swimming 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.”