



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Central Swimming Incorporated

2. Society number

2575882

I certify that the alteration has been made in accordance with the rules of the society.

Name

Lynelle Flynn

Position

Administrator

Signature

Lynelle Flynn

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3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

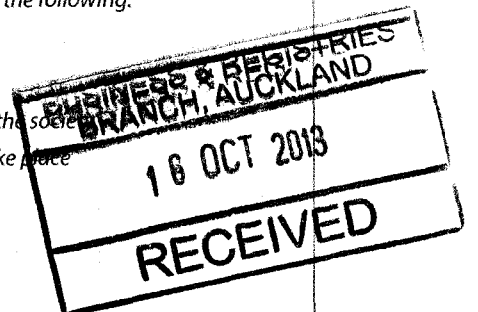
For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered



4. Your contact details

Name and postal address

Lynelle Flynn
337 Springs Road
RD2 Reporoa 3083

Telephone 07333 7100

Email (optional)

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Central Swimming Incorporated

Rules and Regulations

2013



Central Swimming Incorporated

1. DEFINITIONS

- **AGM** means Annual General Meeting.
- **Board** means the Board of Central Swimming Incorporated
- **Board Member** means a member of the Board including appointed Board Members and co-opted Board Members.
- **Appointed Board Member** means a Board Member appointed under Rule 10.2 including an alternate Elected Board Member.
- **General Meeting** means an AGM or SGM.
- **Member** means and includes all classes of members of Central Swimming Incorporated.
- **Ordinary Resolution** means a resolution passed by a majority of votes cast.
- **Patron** means the person appointed as the patron of Central Swimming Incorporated.
- **Rules** means these rules and 'Rule' shall have a corresponding meaning.
- **SGM** means Special General Meeting.
- **Special Resolution** means a resolution passed by two-thirds of votes cast.
- **CSI** means Central Swimming Incorporated.

2. NAME

- 2.1 The name of the organisation is Central Swimming Incorporated.
- 2.2 Central Swimming Incorporated registered office shall be at such place as determined by the Board.

3. OBJECTS

- 3.1 The objects of Central Swimming Incorporated are:
 - a. To provide uniform pathways for swimmers through the encouragement, pursuit and sharing of best practice coaching.
 - b. To create a professional community for networking, supporting and learning.
 - c. To enhance the profile of Central Swimming Incorporated.
 - e. To provide liaison with regional associations for swimmers and coaches education.

4. POWERS

- 4.1 The Association has the power to:
 - a. Determine who are its Members;
 - b. Make, alter, rescind, enforce by-laws, regulations, policies and procedures for the governance, management and operation of Central Swimming Incorporated.
 - c. Delegate powers of Central Swimming Incorporated to any person, Board, committee or sub-committee;
 - d. Consider and settle disputes between Members;
 - e. Withdraw, suspend or terminate membership;

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- f. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- g. Control money including borrowing, investing, and securing payment of such money;
- h. Sell, lease, mortgage, charge or otherwise dispose of any property of Central Swimming Incorporated and grant such rights and privileges over such property as it considers appropriate;
- i. Determine, raise, and receive money by donations, entry or usage charges, sponsorships, government funding, and community funding or otherwise ;
- j. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Central Swimming Incorporated.
- k. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- l. Organise, events and professional programmes;
- m. Assign functions to and/or enter into agreements with organisations.
- n. Do any other acts or things which are incidental or conducive to the attainment of the objects of Central Swimming Incorporated.

5. MEMBERS

- 5.1 The members of Central Swimming Incorporated shall be:
 - a. Regional Boards of Swimming Bay of Plenty, Swimming Hawkes Bay Poverty Bay, Swimming Taranaki, Swimming Waikato
 - b. Election to each Regional Board shall be as provided by each region's rules.
 - c. Any other category or categories of membership of Central Swimming Incorporated determined by the Board from time to time.

6. MEMBER APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS

- 6.1 An application for membership must be in writing or in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
- 6.2 Members are bound by these Rules and by the regulations, by-laws, policies and procedures of Central Swimming Incorporated.
- 6.3 In order to receive or continue to receive membership entitlements, members must meet all requirements of membership set out in these Rules or as otherwise set by the Board.
- 6.4 The failure by a member to comply with Rule 6.3 may result in withdrawal of membership entitlements but shall not excuse such member from being bound by these Rules.

7. DURATION OF MEMBERSHIP

- 7.1 A member may resign by notice in writing to the board. Membership may also be withdrawn, suspended or terminated by the board if a member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of Central Swimming Incorporated or if a member acts in a manner which is considered by the board to be harmful to Central Swimming Incorporated or inconsistent with the standards of behaviour expected of a member.

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7.2 A member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of Central Swimming Incorporated or in the absence of any relevant provisions then by a General Meeting of Central Swimming Incorporated. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

8. MEMBERSHIP FEES

8.1 The Board shall annually determine:

- a. Any membership or other fees payable by Members and any other categories of members;
- b. The due date for such fees; and
- c. The manner for payment of such fees.

9. GENERAL MEETINGS

9.1 The Association must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.

9.2 The Board must give members at least 21 days' written notice of General Meetings. The notice can be given by such methods as the Board may determine.

9.3 Full minutes shall be kept of all General Meetings and made available upon request by members.

9.4 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. The chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
- b. A motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

Purpose of AGM

9.5 The AGM shall be called for the following purposes:

- a. To receive from the Board a Report and a financial review, Statement of Financial Position and Statement of Financial Position Performance from the preceding year ;
- b. To ratify the appointment of the officers of Central Swimming Incorporated for the ensuing year;
- c. To decide on any motion which has been properly submitted to the Board for consideration at the AGM.

Special General Meetings

9.6 The Board must call a Special General Meeting (SGM) upon a written request from:

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- a. The Board itself; or
 - b. Such members as are entitled to exercise one-third or more of the voting rights of Central Swimming Incorporated; or
 - c. A Member or former Member who, in the absence of other available procedures, is seeking a review of a decision of the Board in relation to withdrawal, termination or suspension of such Member or former Member.
- 9.7 The written request for an SGM must state the purpose for which the SGM is requested.
- 9.8 The SGM must only deal with the business for which the SGM is requested.
- 9.9 The notice requirements for the SGM are the same as for General Meetings unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Quorum

- 9.10 A quorum for a General Meeting is obtained by the presence of those persons who are entitled to exercise half of the voting rights in Central Swimming Incorporated which must include at least one vote from each member Region.
- 9.11 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 9.12 The Chairman of Central Swimming Incorporated shall preside at the General Meeting. In their absence the Members present shall elect a person present to be the chairperson of the General Meeting.
- 9.13 Unless otherwise required by these rules:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
 - b. All Board Members have a vote. The Chair person shall have the casting vote in the case of equality of votes
 - c. Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
 - d. Proxy votes and postal votes are permitted;
 - e. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

10. BOARD

Role of the Board

- 10.1 The governance and management of Central Swimming Incorporated shall be vested in the Board, which may exercise all the powers of Central Swimming Incorporated and do all things which are not expressly required to be undertaken by Central Swimming Incorporated at a General Meeting.

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Membership of the Board

10.2 Members of the Board shall be:

- a. 2 persons from each region appointed by the 4 individual Boards and ratified at their individual AGM's.
- b. In addition, the appointed Board Members may co-opt up to two members to the Board under Rule 10.3c.
- c. A Coach Representative.
- d. The Chair Person may be independently appointed by the Board.

Appointment of the Board

10.3 Members of the Board shall be appointed as follows:

- a. Each region of CSI, shall appoint two Board Members prior to the AGM of CSI. These appointments will be ratified at each Regions' AGM.
- b. Nominations for appointed Board Members shall be in the approved form as per each Regions' rules.
- c. Co-opted Board Members may be appointed at any time by the Board.
- d. In appointing any co-opted Board Member the Board may call for applications. The Board may advertise publicly or invite applications for the positions of co-opted Board Members. Applications must be received at the registered office of Central Swimming Incorporated by the date specified in the advertisement or notice calling for applications.

Term of Office of Board Members

10.4 Subject to Rule 10.8 the term of office for all appointed Board Members shall be one year, expiring on conclusion of the relevant AGM. An appointed Board Member may be re-appointed to the Board for further terms of office.

10.5 The term of office for co-opted Board Members shall be the period from their appointment until the conclusion of the first AGM following such appointment. A co-opted Board Member may be reappointed to the Board for further terms of office.

Vacancies on the Board

10.6 In the event that there is a vacancy on the Board, the relevant Region may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.

10.7 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 10.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Board Member

10.8 The members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office.

10.9 Where the removed Board Member in Rule 10.8 was a co-opted Board Member, the Board may appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where

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that removed Board Member was an appointed Board Member the vacancy shall be filled in accordance with Rule 10.6.

- 10.10 Upon the Chairman (or Board member) receiving a request for an SGM for the purpose of removing a Board Member, the Chairman (or Board member) shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 10.2.
- 10.11 Following notification under Rule 10.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.

Board Meetings and Duties of the Board

- 10.12 At its first meeting following the AGM, the Board must elect a chairperson and deputy chairperson.
- 10.13 The role of a chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a chairperson for any reason, then the deputy chairperson shall undertake the chairperson's role during the period of unavailability.
- 10.14 The duty of each Board Member is to pursue the objects of Central Swimming Incorporated and to exercise the powers of Central Swimming Incorporated for fulfilment of the objects and in so doing a Board Member must:
- a. Regularly attend Board meetings and General Meetings of Central Swimming Incorporated.
 - b. Provide good governance for Central Swimming Incorporated;
 - c. Regularly monitor and review the performance for Central Swimming Incorporated;
 - d. Act in the best interests of Central Swimming Incorporated at all times;
 - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for Central Swimming Incorporated.
 - f. Where appropriate, engage in activities to promote, market, represent and fundraise for Central Swimming Incorporated.
 - g. Do such other things within these rules as the Board agrees to promote the objects of Central Swimming Incorporated.
- 10.15 Board meetings may be called at any time by the chairperson but generally the Board shall meet at regular intervals agreed by the Board.
- 10.16 Except to the extent specified in these rules, the Board shall regulate its own procedure.
- 10.17 The quorum for a Board meeting shall be two-thirds of the Members of the Board comprising of at least one member from each Region.
- 10.18 Each Board Member shall have one vote. In the event of a deadlock, the chairperson shall have an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 10.19 A resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.

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- 10.20 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 10.21 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Central Swimming Incorporated business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.
- 10.22 If any situation arises which, in the opinion of the Board, is not provided for in the Rules, regulations, by-laws or policies of Central Swimming Incorporated, the matter will be determined by the Board.

11. FINANCES


- 11.1 Unless otherwise determined by the Board the financial year of Central Swimming Incorporated shall end on the 31st day of May.
- 11.2 Statements of financial position and financial performance shall be subject to an independent financial review each year and shall be submitted to the AGM.
- 11.3 The Board is responsible for the receipt and banking of all monies received by Central Swimming Incorporated. All funds of Central Swimming Incorporated shall be paid to a bank account in the name of Central Swimming Incorporated and the bank account must be operated in accordance with the policy determined by the Board.
- 11.4 The Board must ensure correct accounting records are kept. The accounting records of Central Swimming Incorporated must be kept at the office of Central Swimming Incorporated or at such place as the Board may determine and must be open to inspection by members at such reasonable times as agreed by the Board.

13. ALTERATIONS OF RULES

- 13.1 These Rules may only be altered, added to or rescinded by a special resolution passed at a General Meeting.
- 13.2 No alteration, addition to or revision of the rules shall be approved if it affects the not-for-profit objects, charitable purposes, personal benefit prohibition or the winding-up rules of Central Swimming Incorporated. This Rule 13.2 must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

14. PROHIBITION ON PERSONAL BENEFITS

- 14.1 No member or person associated with a member may participate in or materially influence any decisions by Central Swimming Incorporated and in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage.
- 14.2 Any such income paid or benefit or advantage conferred must be reasonable and

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relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

15. WINDING UP

- 15.1 The Association must be wound up if Central Swimming Incorporated, at a General Meeting of its members, passes a Special Resolution requiring Central Swimming Incorporated to be wound up and the resolution is confirmed by similar majority at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.
- 15.2 If upon the winding-up or dissolution of Central Swimming Incorporated there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall be distributed equally between the current member regions that are registered as a Charity in accordance with the Charities Act 2005.

16. INDEMNITY

- 16.1 The Association shall indemnify every member of the Board, the Chief Executive and other officers and employees of Central Swimming Incorporated in respect of all liability arising from the proper performance of their functions connected with Central Swimming Incorporated.

For

Swimming Bay of Plenty  Date 20.9.2013

Swimming Hawkes Bay Poverty Bay  Date 30.9.2013

Swimming Taranaki  Date 3/10/2013

Swimming Waikato  Date 30/9/2013

**PROPOSED REMITS FOR
CENTRAL SWIMMING INCORPORATED
AGM
TO BE HELD ON 2nd of SEPTEMBER AT 8.00PM**

Remit 1

This remit proposes where the name Central Swimming appears in the Rules and Regulation they will all be replaced with the name Central Swimming Incorporated.

This includes updating the definition of in Rule 1 from **CS** means Central Swimming to read as follows:

CSI means Central Swimming Incorporated

Remit 2

To ensure that Central Swimming Incorporated remains a Charity this remit proposes the additional wording to 13.2 as follows:

13.2 No alteration, addition to or revision of rules shall be approved if it affects the not-for-profit objects, charitable purposes, personal benefit or winding up rules of Central Swimming Incorporated. This Rule 13.2 must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

Remit 3

To obtain and maintain a registered Charity upon winding up any surplus property remaining after satisfying all debts and liabilities must be distributed to another registered Charity (ies). Therefore this remit proposes the additional wording to 15.2 as follows:

15.2 If upon the winding-up or dissolution of Central Swimming Incorporated there remains after the satisfaction of all its debts and liabilities any property whatsoever the property shall be distributed equally between the current
are registered as a Charity in accordance with the Charities Act 2005



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