

SWIM ENGLAND SOUTH EAST REGION CONSTITUTION

In this constitution:

- *the words “Swim England” mean the Amateur Swimming Association (Swim England) Ltd;*
- *the word “Region” shall mean Swim England South East Region;*
- *the word “club”, unless the context indicates differently, includes any body, association or organisation affiliated to the Region;*
- *words importing the masculine gender shall include the feminine;*
- *words of the plural number shall include the singular and words of the singular number shall include the plural.*

1 Name

The name of the Region shall be “Swim England South East Region” and this formal name shall appear on all official correspondence, although the Regional Management Board may approve a different “trading” name.

2 Composition

- 2.1** The Region shall comprise the clubs, associations, organisations and bodies (the “clubs”) affiliated to the Region in accordance with the criteria set by Swim England, and the members of those clubs.
- 2.2** The Region shall be defined geographically as the ceremonial counties (as defined in the Lieutenancy legislation) of Berkshire, Buckinghamshire, East Sussex, Hampshire, Isle of Wight, Kent, Oxfordshire, Surrey, West Sussex and the Crown Dependencies of the Channel Islands.
- 2.3** The status of the organisation (Swim England South East Region) shall be an unincorporated association operating as a voluntary body to achieve the aims as laid out in this constitution.

3 Objectives

- 3.1** The objectives of the Region shall be to:
 - 3.1.1** carry out the aims and objectives of Swim England;
 - 3.1.2** obey and enforce the laws, rules, resolutions and rulings of Swim England;
 - 3.1.3** strive to deliver the vision adopted by the Region from time to time.

4 Responsibilities of the Region

- 4.1.** The responsibilities of the Region shall include, but not be limited to:
- 4.1.1.** produce, maintain and implement such plans based on strategic criteria set by Swim England and in such form as Swim England may from time to time require;
 - 4.1.2.** administer such procedures as Swim England and the Region shall decide from time to time to establish and maintain Sub-Regions forming part of the governance, administration and delivery of the sport within the Region;
 - 4.1.3.** administer the procedures for clubs, to affiliate to the Region and to the Sub-Regions which form part of the Region, including any necessary fee collection;
 - 4.1.4.** administer the procedures for associations, bodies and organisations to affiliate to the Region, including any necessary fee collection and the allocation, as appropriate, to Sub-Regions;
 - 4.1.5.** administer such procedures as Swim England shall decide from time to time to enable individual club members to be members of Swim England.

5 Responsibilities of Sub-Regions

5.1. The responsibilities of the Sub-Region shall include, but not be limited to, the following

5.1.1. General

5.1.1.1. Each Sub-Region shall:

- 5.1.1.1.1.** be responsible for managing the sport of swimming within its boundaries subject to the strategic direction of the Region;
- 5.1.1.1.2.** observe the laws, judicial and technical rules of the Association and ensure that they are observed within its jurisdiction;
- 5.1.1.1.3.** follow the resolutions and rulings of the Swim England Board and/or the Regional Council and/or the Regional Management Board and ensure that they are followed within its jurisdiction;
- 5.1.1.1.4.** be accountable to the Region for the proper discharge of its functions.

5.1.2. Administration and Finance

5.1.2.1. Each Sub-Region shall:

- 5.1.2.1.1.** determine the uses to which its funds are allocated within the strategic criteria set by the Region;
- 5.1.2.1.2.** set up and implement a Business Plan including a budget indicating the source of the required funding and how it will be spent, based on the strategic criteria set by the Region;
- 5.1.2.1.3.** set up and implement a Development Plan based on the strategic criteria set by the Region;
- 5.1.2.1.4.** have the authority to set a Sub-Regional element of the affiliation and membership fees due from each of the clubs affiliated to it;

5.1.3. Accountability

5.1.3.1. Each Sub-Region shall

- 5.1.3.1.1.** from time to time submit its Business and Development Plans to the Regional Management Board or its nominated agent(s) for approval;
- 5.1.3.1.2.** keep accounts showing its income and expenditure against the budget set in its Business Plan, and a balance sheet;
- 5.1.3.1.3.** report to the Regional Management Board, in such a form as it may from time to time require, on its:
 - 5.1.3.1.3.1** activities and any issues arising therefrom;
 - 5.1.3.1.3.2** financial statements;
 - 5.1.3.1.3.3** performance against its Development Plan.

5.1.4 Liaison with Sub-Regions

- 5.1.4.1** The Regional Management Board shall be responsible for ensuring appropriate liaison between the Region and its Sub-Regions in respect of the Business and Development Plans of Sub-Regions.

6. Affiliation and Resignation

- 6.1** A club applying to the Region for affiliation must submit its application to the person designated by the Regional Management Board. In deciding whether to grant affiliation the Region must consider the application against the national criteria approved by a body nominated by Swim England.
- 6.2** A grant of affiliation to the Region for a club shall include allocation to a Sub-Region operating within the Region, when appropriate. A fee for this may be included as part of the Regional affiliation fee.
- 6.3** If an application for affiliation is refused there shall be a right of appeal to a body nominated by Swim England whose decision shall be final and binding on all parties.
- 6.4** A club wishing to resign from the Region shall give notice in writing to that effect before January 1st to the person designated by the Regional Management Board or it will be held liable for its affiliation fee for the current year.

7. Fees

- 7.1.** Each affiliated club shall pay to the Region (or to Swim England depending on the arrangements in place) an annual fee made up of all or part of the following components:
 - 7.1.1.** Swim England membership fees set by Swim England for each individual club member;
 - 7.1.2.** a Regional affiliation fee set by the Regional Management Board; different fees may be set for different types of club, including a zero rate;
 - 7.1.3.** a Sub-Regional affiliation fee which may be set by the Sub-Region and notified to the Regional Management Board before 31 July;
- 7.2.** The annual Regional fee :

- 7.2.1.** shall be fixed by the Regional Management Board before 31 July;
- 7.2.2.** may be waived in specific cases at the discretion of the Regional Management Board.
- 7.2.3.** A club not having made its return of club membership and paid its liabilities to the Region, Swim England and its Sub-Region by the date adopted by Swim England shall be suspended from affiliation with immediate effect until such time as those liabilities are discharged or until May 1st whichever is the earlier. Any club not having paid its liabilities by May 1st shall be deemed to have resigned.

8. Government

8.1 The Regional Council

- 8.1.1** Only persons who are members of Swim England shall be eligible to be members of the Council, except that a delegate who represents an Associated Organisation, an Associate Organisation or an Affiliated Body may be a member of the Council provided that he has been appointed by the organisation he represents under its own rules.
- 8.1.2** Membership shall include at least one representative from each Sub-Region and affiliated club, for which that club pays affiliation fees based on its membership.
- 8.1.3** Clubs shall be entitled to one, two or three delegates based on their numbers of members on the last annual membership return, in accordance with following scale:
 - 8.1.3.1** one from each club having up to 50 members;
 - 8.1.3.2** two from each club having between 51 and 200 members;
 - 8.1.3.3** three from clubs having more than 200 members.
- 8.1.4** The following post holders shall be Members of the Council – President, Vice-President, Chairman of the Management Board and Members of the Regional Management Board.
- 8.1.5** Office holders, if not otherwise members of the Council, shall be entitled to attend meetings of the Council and may speak at the invitation of the Chairman.

8.2 The Management Board

- 8.2.1** Only persons who are members of clubs affiliated to the Region shall be eligible to be voting members of the Management Board.
- 8.2.2** Voting membership shall be 12 persons elected by the Regional Council.
- 8.2.3** In addition, a voting Chairman shall be appointed by the Regional Management Board members from nominations received from the Region's clubs; who shall hold office for four years and shall not be re-appointed for more than two consecutive terms of office; and who shall be subject to removal from office at any time provided that three quarters of the members of the Regional Management Board are in favour.
- 8.2.4** The Management Board members shall have a term of office of three years with one third of them, as nearly as possible, retiring each year. Retiring members shall be eligible for re-election as appropriate.
- 8.2.5** Any vacancy that occurs shall be filled by a majority decision of the remaining

members of the Regional Management Board for the remainder of the term, subject to the agreement of Council at its next meeting.

8.2.6 The Regional Management Board shall appoint such persons and sub-bodies as are in its opinion necessary to deliver the sport, and shall determine their terms of reference and methods of operation.

9 Officers

9.1 The Officers of the Region shall be the Chairman of the Regional Management Board, the Member of the Regional Management Board responsible for finance and the Vice-Chairman of the Regional Management Board appointed at its first meeting after the Annual Council Meeting.

10 Finance

10.1 Money

10.1.1 The Region's monies shall be held in such bank accounts and/or investments as approved from time to time by the Regional Management Board.

10.1.2 The Regional Management Board may, at its own discretion, borrow money for the purposes of the Region up to such limits on borrowing as may be laid down from time to time by the Annual Council Meeting.

10.1.3 When so borrowing, the Regional Management Board is empowered to create a charge over the assets of the Region, if any such security is required.

10.1.4 The Region's financial year shall end on December 31st.

10.1.5 The Region shall be a not for profit organisation and the income and the property of the Region shall be applied solely towards the promotion of the Objectives. Except as detailed in Clause 10.5 (Dissolution) none of the income or property of the Region may be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit.

10.2 Indemnity

10.2.1 Every member of the Regional Management Board, employee, servant and agent of the Region shall be indemnified by the Region and it shall be the duty of the Region to pay all costs, losses and expenses which any such person may properly incur or for which he may become liable by reason of any contract entered into or act or thing done by him in good faith in the discharge of his duties.

10.3 Expenses

10.3.1 Members of the Regional Management Board and of any sub-body appointed by the Regional Management Board or any person duly appointed by the Region to act with its authority shall be paid their expenses necessarily incurred through that membership or appointment by the Region at rates decided by the Regional Management Board.

10.4 Property

10.4.1 The Region may purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property, and if it does so:

10.4.1.1 Any property of the Region, other than cash at the bank, must be vested in not more than 4 Custodians. They must deal with the property as directed by resolution of the Regional Management Board and entry in the minutes shall be conclusive evidence of such a resolution;

10.4.1.2 The Custodians shall be elected at a Council Meeting and shall hold office until death or resignation unless removed by a resolution passed at a Council Meeting;

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

10.5 Dissolution

10.5.1 A resolution to dissolve the Region shall only be proposed at a Council Meeting and shall be carried by a majority of at least three-quarters of the members present and entitled to vote.

10.5.2 If upon the winding up or dissolution of the Region there remains after the satisfaction of all its debts and liabilities any property whatsoever and:

10.5.2.1 if the Region has benefited from mutual trading the same shall be distributed among the affiliated clubs in such proportions as the clubs may mutually agree;

10.5.2.2 if the Region has not benefited from mutual trading the same shall be transferred to any successor body, organisation or association or in default of such a body to the Amateur Swimming Association (Swim England) Ltd.

11 Powers and Responsibilities of the Council

11.1 The powers of the Regional Council shall include, but not be limited to,

11.1.1 oversee the work of the Regional Management Board;

11.1.2 receive reports and accounts from the Regional Management Board;

11.1.3 receive and consider the accounts for the previous year, submitted by the Regional Management Board, together with the report on the accounts by the independent examiner (or auditors, as appropriate);

11.1.4 appoint a special committee to consider and report on any matter. The Council must determine the number of members and decide the terms of reference.

11.2 The Regional Council shall:

11.2.1 discuss any relevant matter but shall only pass resolutions on matters which appear on the agenda for its meetings;

11.2.2 elect persons to such posts as the Region may from time to time require to carry out its business or to delegate any or all of these to the Regional Management Board. These posts shall include, but not be limited to, a President, President-Elect [or Vice-President], Members of the Regional Management Board, Swim England Members' Forum Representatives (the President and the Chairman of the Regional Management Board shall automatically be appointed as Members of the Swim England Members' Forum), delegates to ASA Council (*to be deleted when it ceases to exist Sept 2018*); and appoint custodians of the Region's property and examiners of accounts (or auditors, as appropriate),

11.2.3 endorse such appointments as are recommended from time to time by the Regional Management Board.

11.3 The responsibilities of the Regional Council shall include, but not be limited to,

11.3.1 approve, by a two thirds majority of those voting, any proposed changes to

the Regional Rules, subject to the condition that any changes which refer to the mandatory elements of this standard constitution be approved by Swim England before coming into operation;

11.3.2 abide by the standing orders set out in these Rules;

11.3.3 keep full and accurate minutes of its meetings.

11.4 The Regional Council shall:

11.4.1 hold an Annual Meeting in April, giving notice of the date, venue and agenda to affiliated clubs and members of the Council at least 21 days prior to the meeting;

11.4.2 hold a Special Meeting within 30 days of a request from the Regional Management Board or from a duly accredited officer of at least 20 different affiliated clubs giving notice of the date, venue and agenda to affiliated clubs and members of the Council at least 21 days prior to the meeting.

12 Standing Orders for Council

12.1 The procedures for meetings of the Regional Council shall include, but not be limited to, the following provisions:

12.1.1 Chairman

12.1.1.1 The Chairman at all meetings of the Council must be the Chairman of the Regional Management Board if he is present. In his absence the meeting must elect a chairman. The chairman must be given:

12.1.1.1.1 unlimited authority upon every question of order and must be, for the purpose of such meeting, the sole interpreter of the rules governing the Council;

12.1.1.1.2 the right to vote on every motion. In the event of an equality of votes, he must have the casting vote.

12.1.2 Motions

12.1.2.1 A proposal for consideration by the Regional Council at its Annual Meeting, which does not embody a proposal to change a Regional Rule, may be submitted:

12.1.2.1.1 by the Regional Management Board; or

12.1.2.1.2 by a sub-regional body, a club affiliated to the Region or a member of Council in which case it must be received by the person designated by the Regional Management Board not later than 28 days immediately preceding the Annual Council Meeting;

12.1.2.1.3 Proposals in accordance with this section shall be sent to the clubs and bodies entitled to be represented at Council not less than 14 days before the Annual Council Meeting.

12.1.2.2 A motion of which due notice has not been given shall not be discussed or voted on unless sanctioned by the Chairman and two-thirds of the members voting and provided that it does not involve a change to Regional Rules.

12.2 Annual Report and Minutes

12.2.1 The Annual Report to Swim England from the Region shall be presented at the Annual Council Meeting.

12.2.2 Questions on the minutes of the Regional Management Board or sub-bodies

appointed by it or by the Council shall normally refer only to those for the Regional year last past as defined in these Rules. The Chairman may, at his discretion, allow discussion on matters in the minutes of meetings held after the end of the Regional year provided that:

- 12.2.2.1** he is satisfied that the question is of sufficient importance and/or relevance to the meeting; and
- 12.2.2.2** the minutes have been approved by the Regional Management Board; and
- 12.2.2.3** a specific question seeking further clarification or information is asked; or
- 12.2.2.4** a proposal has been made under these rules relating to those minutes.

12.3 Procedures at Council Meetings

- 12.3.1** Every motion shall be proposed and seconded. Resolutions which emanate from the Regional Management Board shall be proposed by a member of that Management Board while those which emanate from a sub-body of the Region must be proposed by the nominee of that sub-body. If the nominee is not a member of Council the proposal shall be made formally from the Chair and immediately afterwards the nominee shall be allowed to speak in support of the resolution.
- 12.3.2** Any amendment shall be disposed of before another amendment is considered. The Chairman may accept, without notice, verbal amendments which do not affect substantially the nature of the proposal under discussion.
- 12.3.3** Other than to ask for or to give information or to raise a point of order, no member of the Council may speak more than once in the debate on any proposal. The proposer of the resolution shall have the right to reply to points raised in the debate but he may not, in his reply, introduce any new matter. The mover of an amendment shall not have the right of reply. When the proposer has completed his reply, no further speaker must be heard.
- 12.3.4** A proposal to change the Regional Rules shall be carried only if at least two-thirds of those voting are in favour. All other proposals, including amendments to proposals whether to change a Regional Rule or otherwise, shall require a simple majority of those members voting.
- 12.3.5** Unless the Chairman directs otherwise, voting on all motions or amendments shall be by a show of validated agenda. Voting on elections shall be by secret ballot. Proxy voting shall not be permitted. A member of the Council shall have only one vote irrespective of the number of clubs he represents or the positions which he holds.
- 12.3.6** The quorum at a Council meeting shall be 15 authorised delegates.
- 12.3.7** The Council meeting shall be open to the public but, except as provided in Regional Rules, or with the permission of the Chairman, nobody except a member of Council may take part in the business. The Council may, at any time, decide to exclude the public.

12.4 Changes to Regional Rules

- 12.4.1** Any proposal to change a Regional Rule may only be considered at the Annual Council Meeting or at a Special Council Meeting called for that purpose. The Council shall consider and decide only the principle and intention of the proposal. The Regional Management Board shall draft the wording of the

changes to the Rules to implement the principles and intentions approved by Council.

12.4.2 A proposal to change a Regional Rule shall only be considered at the Annual Council Meeting if it has been:

12.4.2.1 made by the Regional Management Board at a meeting by the date fixed each year by the Regional Management Board and appears in the minutes of that meeting; or

12.4.2.2 made by a sub-body appointed by the Council or the Regional Management Board and appears in the minutes of that sub-body which have been approved by the Regional Management Board by the date fixed each year by the Regional Management Board; or

12.4.2.3 made by a club, affiliated to the Region or sub-regional body and has reached the person designated by the Regional Management Board by the date fixed each year by the Regional Management Board; or

12.4.2.4 made as a matter of urgency, approved by the Regional Management Board, sent to the clubs, bodies, associations or organisations affiliated to the Region at least seven days before the meeting and approved as a suitable matter for consideration by Council by at least two-thirds of the delegates voting.

12.4.3 A proposal to change a Regional Rule may only be considered at a Special Council Meeting if it has been:

12.4.3.1 included in the resolution or request for the meeting;

12.4.3.2 referred to the Regional Management Board, unless emanating from it. The Regional Management Board shall indicate its support or opposition and may propose amendments which shall be included on the agenda of the Council Meeting.

12.4.4 Every proposal to change a Regional Rule and/or amendment to it, shall be proposed and seconded separately and shall be open for discussion by any delegate with or without prior indication of intent.

12.4.5 An amendment to any proposal to change a Regional Rule may be proposed by any member of Council, supported by another member as a seconder, and must reach the person designated by the Regional Management Board fourteen days prior to an Annual Council Meeting or Special Council Meeting, as the case may be.

12.4.6 A schedule of all such amendments shall be sent to the clubs, and sub-regional bodies entitled to be represented at Council at least seven days before the Council Meeting at which they are to be considered.

12.4.7 Regional Rule changes approved by the Regional Council shall become effective on a date agreed at the Council Meeting. If any addition, alteration or rescission of Swim England Law causes a Regional Rule to conflict with it, the Management Board must immediately cause the Regional Rules to conform to it.

12.4.8 Re-numbering of Regional Rules and any consequential alterations shall be at the discretion of the person designated by the Regional Management Board subject to the approval of the Regional Management Board.

13 Powers and responsibilities of the Regional Management Board

13.1 The responsibilities of the Regional Management Board shall include but not be

limited to :

- 13.1.1** appoint a chairman (see section on Government) in the appropriate year, that appointment to take effect from 1 January in the year in question;
 - 13.1.2** appoint one of its members as the person responsible for the oversight of the financial matters of the Region.
 - 13.1.3** set the annual affiliation fee in line with the budget;
 - 13.1.4** ensure that full and accurate minutes of its meetings are kept and make these available to members of Council, affiliated clubs and sub-regional bodies;
 - 13.1.5** be accountable to the Regional Council and report to it at such times and in such a form as it may require;
 - 13.1.6** appoint any office holders not elected by the Council;
 - 13.1.7** determine the strategies of the Region within the overall policies and plans agreed by the Council;
 - 13.1.8** carry out any specific duty laid upon it by the Council;
 - 13.1.9** have day to day management of the affairs of the Region including the oversight of the production of the Region's Plans for the approval of Council, and their implementation thereafter;
 - 13.1.10** to submit to the Annual Council Meeting accounts of the Region for the previous year.
- 13.2** The powers of the Regional Management Board shall include but not be limited to:
- 13.2.1** determine who shall be the authorised signatories of the Region's financial accounts;
 - 13.2.2** appoint and/or remove, or delegate the appointment of, paid or unpaid persons as staff or post holders, in so far that the action is contractually or legally possible;
 - 13.2.3** monitor and evaluate the work of the staff and/or office holders;
 - 13.2.4** have general superintendence of the work of the sub-bodies and any other persons appointed to specific tasks within the Region. (including the production of full and accurate minutes of their meetings and/or other activities);
 - 13.2.5** have general superintendence of the work of the Sub-Regions;
 - 13.2.6** contract for services and products other than those covered by staff employed directly or indirectly by Swim England.
 - 13.2.7** determine any proposals to be submitted to ASA Council (*to be deleted when this ceases to exist – Sept 2018*) by a two-thirds majority of those attending and voting at a Board meeting

14 Standing Orders for the Regional Management Board

14.1 Chairman

- 14.1.1** The Chairman at all meetings shall be the Chairman of the Regional Management Board if he is present, able and willing to act. In his absence, inability or unwillingness the meeting shall elect a Chairman. The Chairman shall be given:
 - 14.1.1.1** unlimited authority upon every question of order and shall be, for the purpose of such meeting, the sole interpreter of the rules governing the Board;
 - 14.1.1.2** the right to vote on every motion. In the event of an equality

of votes, he shall have the casting vote.

14.1.2 Procedures at Regional Management Board Meetings

14.1.2.1 The confirmation of the minutes of the previous meeting shall be considered as the first substantive item on the agenda.

14.1.2.2 Reports from any sources shall only be considered if they have been circulated with the agenda. Other reports may be considered if the Chairman and the members of the Board agree by a two thirds majority that it will not prejudice the good governance of the Region to do so.

14.1.2.3 Every motion shall be proposed and seconded.

14.1.2.4 Any amendment shall be disposed of before another amendment is considered. The Chairman may accept, without notice, verbal amendments which do not affect substantially the nature of a proposal under discussion.

14.1.2.5 All proposals, including amendments to proposals shall require a simple majority of those members voting unless otherwise specified in these rules.

14.1.2.6 Unless the Chairman directs otherwise, voting on all motions or amendments shall be by a show of hands. Proxy voting shall not be permitted.

14.1.2.7 The quorum at meetings shall be 7 voting members of the Board.

14.1.3 Other matters relating to Regional Board Meetings

14.1.3.1 There shall be at least 6 meetings of the Regional Management Board each year.

14.1.3.2 The agenda for meetings, including all reports to be considered, shall be sent to Members at least 7 days in advance of the meeting

15 Elections

15.1 Nominations for electable offices shall be submitted to the person designated by the Regional Management Board by the date fixed each year by the Regional Management Board.

15.2 Any Member of an affiliated club may be nominated for electable office.

15.3 Where there are the requisite number of candidates or fewer, those candidates are automatically elected, unopposed.

16 President and Vice-President

16.1 The role of the President shall be to represent the Region.

16.2 Nominations for President may be made by any club.

16.3 The Regional Management Board shall review nominations for the office of President and make recommendations thereon to the Council at the time of election.

16.4 Election of the President shall normally take place one year ahead of their presidential year and the President Elect shall act as Vice-President for that year.

16.5 The President and President Elect (Vice-President)

16.5.1 shall be sent the agenda for meetings of the Regional Management Board;

16.5.2 shall have the right to attend the meetings of the Regional Management Board;

And;

16.5.3 may speak, but not vote, at meetings of the Regional Management Board, by virtue of those offices.