

# English Schools' Swimming Association Constitution

## 1 Name

- 1.1 The Association shall be called the English Schools' Swimming Association.

## 2 Objects

- 2.1 The object of the Association is the advancement of the physical education of school children through the medium of swimming, life-saving, diving, water polo and artistic swimming.
- 2.2 In furtherance of this object but not further or otherwise the Association shall have the following powers:
- (a) To promote and organise events and competitions and to make awards.
  - (b) To promote the provision of proper facilities for swimming, life-saving, diving, water polo and artistic swimming.
  - (c) To do all such other lawful things as are necessary for the attainment of the above object.

## 3 Policies

- 3.1 The Association 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.
- 3.2 The Association shall implement the Swim England Equality Policy (as may be amended from time to time).
- 3.3 The Association shall 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.
- 3.4 Members of the Association shall in accordance with Swim England Regulations comply with Wavepower.
- 3.5 By virtue of the affiliation of the Association to Swim England, the Association and all members of the Association acknowledge that they are subject to the regulations, rules and constitutions of:
- (a) Swim England (to include the Code of Ethics);
  - (b) British Swimming (in particular its Anti-Doping Rules and Judicial Code);
  - (c) UK anti-doping (UKAD); and
  - (d) FINA, the world governing body for the sport of swimming in all its disciplines (together "the Governing Body Rules").

## 4 Membership

- 4.1 All persons who assist with the Association's activities are deemed members of the Association. Assisting with the Association's activities shall include, but not be restricted to, Council members, life members, honorary members, event administrators, event volunteers, patrons, technical and non-technical officials.
- 4.2 All schools that enter any event organised by the Association, including but not restricted to national, divisional and county levels, are automatically affiliated to the Association.
- 4.3 All school children in full time education in England are affiliated to the Association whether through a School or individually. Where the affiliation is through a County Association, Local Schools' Swimming Association, individual school or an individual those bodies are automatically affiliated to the Division as defined in 6.2 and may participate in all competitive events organised by the Association.
- 4.4 Instructors, teachers and coaches who are not members of the Association 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 the Association shall be subject to all the constraints and privileges of the Judicial Regulations.

## 5 Life and Honorary Members

- 5.1 The Council may nominate any person as a Life Member in recognition of their service to the association, or as an Honorary Member of the Association for such period as it thinks fit.
- 5.2 The election of Life and Honorary members shall be decided at an Annual General Meeting, and members so elected shall be entitled to all the privileges of membership and shall be entitled to attend all General Meetings of the Association and to vote at these meetings.
- 5.3 Once created by the Council, life and/or honorary membership categories may only be removed (notwithstanding that persons may hold these categories of membership) at a General Meeting of the Association, when it shall be properly proposed in accordance with this constitution.
- 5.4 A minimum of 21 days in advance of the General Meeting, the Honorary General Secretary shall write to all holders of honorary and/or Life membership affected by the above proposal drawing the proposal to their attention and inviting them to attend the Annual General Meeting.
  - 5.4.1 Where the affected holder or holders of the honorary and/or Life membership do not attend or are unable to attend the General Meeting, the Chair may allow the matter (in so far as it relates to the absent person(s)) to proceed directly to ballot.

## 6 Affiliation and Fees

- 6.1 The Council shall, from time to time, have the power to determine annual affiliation fees.
- 6.2 For affiliation, for representation on the Council and for competition purposes, the country shall be divided into Divisions as follows:

<i>North East</i>	Northumberland, Durham, Tyne and Wear, Yorkshire.
<i>North West</i>	Cheshire, Cumbria, Greater Manchester, Lancashire, Merseyside and the Isle of Man.
<i>East Midland</i>	Derbyshire, Leicestershire, Rutland, Northamptonshire, Nottinghamshire and Lincolnshire.
<i>West Midland</i>	Staffordshire, Shropshire, Warwickshire, Herefordshire and Worcestershire.
<i>East</i>	Bedfordshire, Cambridgeshire, Essex, Hertfordshire, Norfolk and Suffolk.
<i>London</i>	London, including all London Boroughs
<i>South East</i>	Hampshire, the Isle of Wight, the Channel Isles Oxfordshire, Berkshire, Buckinghamshire, Sussex, Surrey and Kent.
<i>South West</i>	Cornwall, Devon, Dorset, Gloucestershire, Somerset and Wiltshire.
- 6.3 The Association shall affiliate to Swim England and the National Council for Schools' Sports.

## 7 Management and Governance

- 7.1 Three **Trustees** of the Association shall be appointed, two of whom shall be the Honorary General Secretary and the Honorary Treasurer. The third, who should have a working knowledge of the Association, shall act as Chair of the Trustees and may attend Council meetings but shall have no voting powers. The Chair of the Trustees or their delegate shall be responsible for presenting an annual report on behalf of the Trustees to the Annual General Meeting and to the Charity Commission. The Trustees shall meet when required.
- 7.2 The management **Board** of the Association shall be the Chairperson, Honorary General Secretary, Honorary Treasurer, President, President elect, Honorary Championship Co-Ordinator and (ex-officio) Minuting Secretary.
- 7.3 An executive **Council** shall be formed comprising the management Board together with one representative from each Division, and co-opted members (see 7.7). At least one member of the executive Council must be a qualified teacher or teaching assistant as recognised by the Department for Education, and at least one member of the executive Council must be a qualified swimming teacher or coach who is a Swim England member.
- 7.4 The Council shall appoint a member of the Association 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 shall have the right to attend Council meetings without a power to vote.

- 7.5 The Board members shall be appointed at the Annual General Meeting each year and shall remain in office until their successors are elected at the next Annual General Meeting and shall take office when the Chair has closed the meeting. Any vacancy occurring by resignation or otherwise may be filled by the Council. Retiring Board members shall be eligible for re-election.
- 7.6 The Divisional Representative for each Division is to be elected annually by their own Divisional Committee.
- 7.7 In addition to the members so elected, the Council shall have the power to co-opt further members who shall serve on the Council until the next Annual General Meeting. Co-opted members shall be entitled to vote at the meetings of the Council but shall not be counted in establishing whether a quorum is present.
- 7.8 The Management of the Association shall be in the hands of the executive Council, subject to the specific direction of a General Meeting:
  - 7.8.1 The Council shall have the power to make regulations governing competitions organised by the Association.
  - 7.8.2 The Council shall have power to appoint from time to time 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 Council as the Council may determine. All sub-committees shall periodically report their proceedings to the Council and shall conduct their business in accordance with the directions of the Council.
  - 7.8.3 The Council shall have power to exercise financial control over all affairs of the Association.
  - 7.8.4 The Council shall have power to make regulations, to settle disputed points and decide on all matters concerning the Association not otherwise provided for in this Constitution.
  - 7.8.5 The Council shall have power to make, repeal and amend such by-laws as they may from time to time consider necessary for the well-being of the Association. By-laws, repeals and amendments shall have effect until set aside by the Council or at a General Meeting.
- 7.9 Council meetings shall be held not less twice a year, and the quorum of that meeting shall be such number as shall represent not less than a simple majority of the Council members (to include not less than one Board member).
  - 7.9.1 The Chairperson and the Honorary General Secretary shall have discretion to call further meetings of the Council if they consider it to be in the interests of the Association.
  - 7.9.2 The Honorary General Secretary shall give all the members of the Council not less than 14 days' notice of a meeting.
  - 7.9.3 In the absence of a Divisional Representative for a Division, a Deputy Representative may be nominated by the Division to attend a Council meeting and vote on their behalf. The Honorary General Secretary must be informed of the Deputy's name prior to the meeting.
  - 7.9.4 Decisions of the Council shall be made by a simple majority. In the event of equality of votes the Chair of that meeting shall have a casting vote.
  - 7.9.5 The Minuting Secretary, or in their absence a member of the Council, shall take minutes.
  - 7.9.6 The Council shall be responsible for ensuring that the accounts of the Association for each financial year be examined by an independent examiner to be appointed by the members in the Annual General Meeting.
  - 7.9.7 The members of the Council shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities properly incurred by them in the management of the affairs of the Association.
  - 7.9.8 The Council shall maintain an Accident Book in which all accidents at Association related activities shall be recorded. Details of such accidents shall be reported to the insurers in accordance with the Accident/Incident Notification guidelines.
- 7.10 Private Board meetings may be held in exceptional circumstances to deal with matters that contain sensitive matters that cannot be discussed in full Council meetings, or where time is of essence.

- 7.10.1 The Honorary General Secretary shall give all the members of the Board not less than 24 hours' notice of a meeting.
- 7.10.2 Additional person(s) may be invited to participate in the private Board meeting based on their particular skills or knowledge and experience.
- 7.10.3 Decisions of the Board shall be made by a simple majority. In the event of equality of votes the Chair of that meeting shall have a casting vote.
- 7.10.4 The Minuting Secretary, or in their absence a member of the Board, shall take minutes.
- 7.10.5 The Board shall have the power to make decisions and to settle disputed points within the criteria for a private Board meeting.
- 7.10.6 Decisions made in a private Board meeting shall be shared with Council to the extent determined appropriate by the Board and shall stand until set aside at a Council meeting or General Meeting, notwithstanding that disclosure of the decisions may be limited by personal privacy and or legal sensitivities.

## 8 General Meetings

- 8.1 The **Annual General Meeting** of the Association shall be held each year on a date in January. The date, time and venue for the Annual General Meeting shall be fixed by the Council.
  - 8.1.1 The purpose of the Annual General Meeting is to transact the following business:
    - (a) to receive the annual report of the activities of the Association;
    - (b) to receive and consider the accounts of the Association for the previous year and the independent examiner's report and the Honorary Treasurer's report as to the financial position of the Association;
    - (c) to remove and elect the independent examiner (who must not be a member of the Council or a member of the family of a member of the Council) or confirm that they remain in office;
    - (d) to elect the members of the Board and other members of the Council;
    - (e) to decide on Life membership(s) and/or honorary membership (s);
    - (f) to decide on any resolution which may be duly submitted in accordance with 8.1.5
  - 8.1.2 At the Annual General Meeting the President-Elect of the previous year shall be installed as President. The President of the previous year shall be installed as Ex-President.
  - 8.1.3 Nominations for election of members to any office of the Board shall be made in writing by the proposer and seconder to the Honorary General Secretary not later than 6 weeks before the annual General Meeting. The nominee shall be required to indicate in writing their willingness to stand for election.
  - 8.1.4 Where elections are necessary, voting shall be by ballot. Ballot details shall be sent to the members of Council, Divisions and Life Members not less than 28 days prior to the date of the Annual General Meeting. Voting shall finish 7 days prior to the Annual General Meeting. The results of elections shall be announced at or before the Annual General Meeting.
  - 8.1.5 Auditors, professionally qualified, who shall not be members of Council, shall be appointed at the Annual General Meeting
  - 8.1.6 Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Honorary General Secretary not later than 21 days before the Annual General Meeting.
- 8.2 A **Special General Meeting** may be called at any time by the Council. A Special General Meeting shall be called by the Association within 21 days of receipt by the Honorary General Secretary of a requisition in writing by not less than nine members entitled to attend and vote at a General Meeting, or at the written request of three Divisions, stating the purposes for which the meeting is required, and the resolutions proposed.

## 9 Procedure for General Meetings

- 9.1 The Honorary General Secretary shall be responsible for the sending to each member of Council, Division and Life Member 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 14 days before the meeting (21 days in the case of a proposed resolution for dissolution – see clause 13).

- 9.1.1 In the case of the Annual General Meeting the notice shall also include a copy of the examined accounts and other management reports.
- 9.2 The quorum for General Meetings shall be 20 members entitled to attend and vote at the meeting.
- 9.3 The Chairperson, or in the Chairperson's absence a member appointed by the Council, shall take the chair. The Chair shall 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 Association.
- 9.4 At all General Meetings members of the Council of the Association, Life and Honorary members shall be entitled to one vote. In addition, Divisions shall each be entitled to a maximum of SIX votes from members of their Division. Allocation of the division's votes is the responsibility of the Division.
- 9.5 Resolutions shall be passed by a simple majority. In the event of an equality of votes the Chair shall have a casting vote.
- 9.6 The Minuting Secretary, or in their absence a member of the Council, shall take minutes at the General Meeting.

## **10 Alteration of the Constitution**

- 10.1 Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting.
  - 10.1.1 A resolution for the alteration of the Constitution must be received by the Honorary General Secretary of the Association at least 21 days before the meeting at which the Resolution is to be brought forward.
  - 10.1.2 At least 14 days' notice of such a meeting must be given by the Honorary General Secretary to the membership and must include notice of the alteration proposed.
  - 10.1.3 No alteration to Clauses 2 (Objects), 10 (this clause) or 13 (Dissolution) shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alterations shall be made which would have the effect of causing the Association to cease to be a charity at law.
  - 10.1.4 Any amendments to Articles of the Constitution shall be operative from the conclusion of the meeting unless otherwise decided.

## **11 Finance**

- 11.1 All moneys payable to the Association shall be received by the Honorary Treasurer and deposited in a bank account in the name of the Association.
- 11.2 No sum shall be drawn from that account except:
  - (a) by cheque signed by one of the two signatories who shall be the Honorary General Secretary and Honorary Treasurer;
  - (b) by online or telephone banking;
  - (c) the use of the Association's Credit Card by the Honorary Treasurer.
- 11.3 Any monies not required for immediate use may be invested as the Council in its discretion think fit.
- 11.4 The income and property of the Association shall be applied only in furtherance of the objects of the Association and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Association.
- 11.5 The Council shall have power to authorise the payment of remuneration and expenses to any member or employee of the Association and to any other person or persons for services rendered to the Association.
- 11.6 The financial transactions of the Association shall be recorded by the Honorary Treasurer in such manner as the Council thinks fit.

- 11.7 The financial year of the Association shall be the period ending 31<sup>st</sup> July.
- 11.8 The Association shall retain all financial records relating to the Association and copies of Minutes of all meetings for a minimum period of six years.

## 12 Borrowing

- 12.1 Subject to the authorisation of the Council, for which a majority of two thirds shall be required, the Council may borrow money on behalf of the Association for the purposes of the Association from time to time at their own discretion, up to such limits on borrowing as may be laid down from time to time by a General Meeting, for the general upkeep of the Association or with the prior approval of a General Meeting for any other expenditure, additions or improvements.
- 12.2 When so borrowing the Council 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 Association.
- 12.3 The Council shall have no power to pledge the personal liability of any member of the Association for the repayment of any sums so borrowed.

## 13 Dissolution

- 13.1 The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days' notice shall have been given to members.
- 13.2 Such resolution may give instructions for the disposal of any assets held by or in the name of the Association, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Association but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the Association may with the approval of the Charity Commissioners or other authority having charitable jurisdiction determine.

### Notes:

- i. Written notice and communication from the Honorary General Secretary and/or the Association may be made by hand, post, e-mail or other form of electronic communication as may be determined suitable by the Council.*
- ii. Association meetings, including of the management Board, executive Council, its sub-committees, and General Meetings may be held in the form of a physical gathering or a virtual meeting using any medium as may be determined suitable by the Council, or a mixture of such forms.*
- iii. Should any member of Council be indisposed, their duties may be undertaken on their behalf by a person or persons appointed by the Board.*
- iv. It is understood that 'present and voting' means that members cast a vote. Abstentions means they are not voting.*