

CRAWLEY SWIMMING CLUB

THE CLUB'S CONSTITUTION

Date: JUNE 2022

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Record of revisions:

1. Section 3 re-drafted to match the charitable objectives of Swim England.
2. Section 4 – Title amended to reflect the status of the Club, being an affiliate of Swim England.
3. Sections 13 and 16 – drafting infelicities in sub-section numbering have been corrected
4. Section 13 (5) amended to ensure there is Trustee focus on the need to ensure that all those working for the club and coming into contact with young people or vulnerable adults hold the appropriate approvals and qualifications.

- ❖ Amendments approved by the Trustees on the recommendation of the Charity Commission 15th June 2023

5. On 5th July 2022 the following Trustees resigned:
 - i.* Mr Ron Philpot
 - ii.* Mrs Nicola Kingett
 - iii.* Mr Gary Jones
 - b.* From the same date the following were elected to replace the above named:
 - i.* Mr William Philpot
 - ii.* Mrs Alison Penfold
 - iii.* Miss Sharon Traynor
 - c.* Section 13(4) of this constitution not updated.

**Constitution of Crawley Swimming Club as a Charitable
Incorporated Organisation with voting members other than its
Charity Trustees**

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is **Crawley Swimming Club (“the Club”)**

2. Location of the Principal Office is in England

(1) The Registered Office of the Club is that of the Secretary, 4 Wyngates, Copthorne Bank, CRAWLEY, West Sussex, RH10 3RE.

(2) The club’s principal training venue is K2 Leisure Centre, Tollgate Hill, CRAWLEY, West Sussex, RH11 9BQ.

3. Objects

The objects of Crawley Swimming Club, as a charitable organisation are for the benefit of the public:

- (a) to promote community participation in healthy recreation for the benefit of the inhabitants of Crawley, its surrounding area and the general public, in particular by the provision of facilities for swimming, open water swimming and water polo; and
- (b) to advance physical education through the medium of swimming, open water swimming and water polo; and
- (c) to relieve people with physical, sensory and mental disabilities by encouraging and facilitating participation in sporting activities, sporting programmes and assisting in the provision of training, facilities and equipment particularly in relation to swimming, open water swimming and water polo; and
- (d) to advance health and the saving of lives by the provision of teaching and training, water safety, basic lifesaving, and swimming instruction; and
- (e) To advance any other purpose which is charitable in accordance with the laws of England and Wales in association with swimming, open water swimming, diving, synchronized (artistic) swimming and Water Polo.

The Trustees of the Club will always have regard to the Charity Commission's guidance on public benefit.

4. Governing Body Status

- (a) the Club is committed to treating everyone equally within the context of its activity. This shall be, without limitation, and regardless of sex, ethnic origin, religion, disability, or political persuasion, on any grounds, acting in compliance with the protections afforded by the Equality Act 2010; also
- (b) The Club shall maintain an affiliation to Swim England and shall adopt and conform to the rules of Swim England in relation to equal opportunities, safeguarding and all matters relating to swimming and other specified matters.
- (c) The Club may will also maintain an affiliation to the South East Region of Swim England along with the Sussex county association.
- (d) The club may affiliate to other such bodies as may be determined appropriate from time to time.
- (e) The swimming affairs of the Club shall always be conducted in accordance with the Articles, Regulations and Technical Rules of Swim England ("Swim England Regulations") and in particular:
 - (i) All competing members shall be eligible competitors as defined in Swim England Regulations; and
 - (ii) The Club shall, in accordance with Swim England Regulations, adopt Swim England's Child Safeguarding Policy and Procedures ("Wavepower"); and 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.
 - (iii) its Doping Control Rules, Protocols and Judicial Code; and
 - (iv) FINA, the world governing body for the sport of swimming in all its disciplines (together "the Governing Body Rules").
- (f) If 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.

- (2) Nothing in this constitution shall authorise an application of the property of the Club for purposes which are not charitable in accordance with the Charities Act 2011.

5. Powers

The Club has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Club's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Club will comply, as appropriate, with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land; and
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use; and
- (3) sell, lease, or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Club will comply, as appropriate, with sections 117 and 119-123 of the Charities Act 2011; and
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Club. The Club may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause; and
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Club to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

6. Application of income and property

- (1) The income and property of the Club must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the income of the Club for such reasonable expenses, properly incurred by them, when acting on behalf of the Club.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Club's expense in accordance with, and subject to, the conditions in section 189 of the Charities Act 2011.

- (2) None of the income or property of the Club may be paid or transferred directly or indirectly by way of reward, dividend, bonus or otherwise by way of profit to any member of the Club. This does not prevent a member, who is not also a charity trustee receiving reasonable and proper remuneration for any goods or services supplied to the Club.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 7.
- (4) The financial affairs of the Club will be managed as defined within clause 37.

7. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Club on terms preferential to those applicable to members of the public; or
- (b) sell goods, services, or any interest in land to the Club; or
- (c) be employed by, or receive any remuneration from the Club other than provided for in Section 6(1)(a); or
- (d) receive any other financial benefit from the Club.

Unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the Club as a beneficiary of the Club provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Club where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the Club with goods that are not

supplied in connection with services provided to the Club by the charity trustee or connected person.

- (d) A charity trustee or connected person may receive interest on money lent to the Club at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Club. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Club on the same terms as members of the public.

(3) ***Payment for supply of goods only – controls***

The Club and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Club and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the Club to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Club.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.

- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 7.
- (4) ***In sub-clauses (2) and (3) of this clause:***
 - (a) “the Club” includes any company in which the Club:
 - (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company.
 - (b) “connected person” includes any person within the definition set out in clause 39 (Interpretation).

8. Conflicts of interest and conflicts of loyalty

- (1) A charity trustee must:
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared; and
 - (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any financial interest).
- (2) Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

9. Liability of members to contribute to the assets of the Club if it is wound up

If the Club is wound up, the members of the Club have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

10. Membership of Crawley Swimming Club

- (1) ***Admission of new members***
 - (a) Eligibility
 - (i) Membership of the Club is open to anyone who is interested

in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause and complied with the membership procedure defined in clause 31.

- (ii) A member may be accepted into the Club if they already hold a valid affiliation with another Swimming Club provided, they have no outstanding debts or other obligations to that club.
- (iii) A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(b) Admission procedure

- (i) The charity trustees require applications for membership to be made as specified in clause 31 (membership procedure).
- (ii) Subject to (iii), a person shall become a member when they hand a completed membership application to the charity trustee responsible for membership matters.
- (iii) The charity trustees shall have 28 days from the date of the person becoming a member under sub-clause (ii) above to cancel that person's membership, if they believe it to be in the best interests of the Club to do so.
- (iv) If the trustees cancel a person's membership under sub-clause (iii) above, they shall inform the person of that decision within 21 days. They must give reasons and allow the person to seek a review of the decision in accordance with clause 31(5).
- (v) 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 or cancel 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 or cancellation be made on the grounds of political persuasion.
- (vi) The Club may refuse or cancel 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 having previously been provided by the Club to the applicant for membership.

(2) ***Transfer of membership***

Ordinarily membership of the Club cannot be transferred to anyone else. However, the membership granted to a Parent or Guardian of a swimming member aged 17 years or under, may be transferred to another adult member of the same family or Guardianship.

(3) ***Duty of members***

- (a) It is the duty of each member of the Club to exercise his or her powers as a member of the Club in good faith and in a manner most likely to further the purposes of the Club.
- (b) Each member of the Club agrees to abide by the rules, codes of conduct and ethics and by-laws of the Club and of Swim England as defined and varied from time to time. Failure to abide by such provisions may result in disciplinary action as defined in clause 33.

(4) ***Termination of membership***

- (a) Membership of the Club comes to an end if:
 - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) the member sends a notice of resignation to the charity trustee with responsibility for membership matters; or
 - (iii) any sum of money owed by the member to the Club is not paid in full within four months of its falling due; or
 - (iv) membership is cancelled under sub-clause 10(1)(b)(iii) above; or
 - (v) the charity trustees decided that it is in the best interests of the Club that the member in question should be removed from membership and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove someone from membership of the Club under (v) above they must follow the procedure referred to in, and comply with the provisions of, clause 33.
- (c) The Swim England Membership Department shall be informed should a member resign when still owing money or goods to the Club.

(5) **Membership fees**

The Club may require members to pay reasonable membership fees to the Club as detailed in clause 32 (subscription and other fees).

(6) **Informal or associate (non-voting) membership**

- (a) The charity trustees may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of, membership of any such class of members. This includes the appointment of ceremonial members under clause 35.
- (b) Other references in this constitution to “members” and “membership” do not apply to non-voting members. Non-voting members do not qualify as members for any purpose under the Charities Act 2011, the General Regulations or the Dissolution Regulations.

11. Members’ decisions

(1) **General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Club may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in subclause (3) of this clause.

(2) **Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the Club may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) **Taking ordinary decisions by written resolution without a general meeting**

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated

by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Club has specified.

- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the Club on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of the Club may request the charity trustees to make a proposal for decision by the members.
- (e) The charity trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal does not contravene the objects of the club; or
 - (ii) The proposal is not frivolous or vexatious; or
 - (iii) does not involve the publication of defamatory or confidential material; and
 - (iv) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (v) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) ***Decisions that must be taken in a particular way***

- (a) Any decision to remove a trustee must be taken in accordance with clause 16(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 29 (*Amendment of Constitution*).
- (c) Any decision to wind up or dissolve the Club must be taken in accordance with clause 30 (*Voluntary winding up or dissolution*). Any decision to amalgamate or transfer the undertaking of the Club to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

12. General meetings of members

(1) Types of general meeting

- (a) There must be an annual general meeting (“AGM”) of the members of the Club, which must be held within 18 months of the registration of the Club as a CIO. Subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) along with the trustees’ annual report. Trustees must be elected as required under clause 14. The meeting must comply with the requirements specified in clause 36.
- (b) Other extra general meetings (“EGM”) of the members of the Club may be held at anytime.
- (c) All extra general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the AGM of the members of the Club in accordance with sub- clause (1)(a) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call an EGM of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the Club if:
 - (i) they receive a request to do so from at least 10% of the Club’s members; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the Club for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the Club must be held within 28 days from the date on which it is called.

- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a special general meeting.
- (h) A special general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The Club must reimburse any reasonable expenses incurred by the members calling a special general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Club shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, in the case of a notice given under sub-clause (2)(h) above, must give the relevant members of the Club, at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the Club who is not a member.
- (b) If it is agreed by not less than 90% of all members of the Club, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place or, if the meeting is to take place electronically, a statement to that effect and the link needed to join the meeting; and
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the Club is to be considered at the meeting, include the text of the proposed alteration; also
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as

trustee, or where allowed under clause 23 (*Use of electronic communication*), details of where the information may be found on the Club's website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Club.

(4) ***Chairing of general meetings***

The person appointed as Chairman under clause 34 (Officers), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Club who are present at a general meeting shall elect a chair to preside at the meeting.

(5) ***Quorum at general meetings***

- (a) No business may be transacted at any general meeting of the members of the Club unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 11 (eleven) members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which or method by which the meeting will resume must either be announced by the chair or be notified to the Club's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make

recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) **Voting at general meetings**

- (a) Any decision other than one falling within clause 11(4) (*Decisions that must be taken in a particular way*) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (b) Any member shall be entitled to put any proposal for consideration at any general meeting provided the proposal in writing was given to the Secretary so as to be received by them no later than 10 days in advance of the meeting.
- (c) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.
- (d) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (e) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
 - (iv) Votes must be in the form of “Yes” (*in support of the proposal*); “No” (*against the proposal*) or “Abstain” (*the voter wishes neither to support or vote against the proposal*). Any other response is to be discarded as a “Spoilt Vote”.
- (f) Only paid-up members who have reached their 18th birthday shall be entitled to be heard and to vote on all matters. Members who have not reached their 18th birthday shall only be entitled to be heard but not cast a vote.
- (g) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall, in additional

to their own vote, have a second, or casting, vote.

- (h) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the Club may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Club. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Club.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No additional business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

13. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Club and may for that purpose, exercise all the powers of the Club. It is the duty of each charity trustee:

- (a) to exercise their powers and to perform their functions as a trustee of the Club in any way they decide, in good faith, which would be most likely to further the purposes of the Club; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard to:
 - (i) any special knowledge or experience that they have or hold themselves as having; and
 - (ii) if they act as a charity trustee of the Club in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) **Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - (i) if he or she is under the age of 17 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 16(1)(f).
 - (iii) Is barred, in law, from holding an appointment as either a Charity Trustee or as a Company Director.
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

(3) **Number of charity trustees**

- (a) There must, always, be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or to co-opt members to join the club as a trustee, to ensure that there are always three trustees.
- (b) The maximum number of charity trustees is 18. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) **First charity trustees**

The first charity trustees of the Club and their portfolio responsibilities are:

Dan Valovin	Co-Chair and Meet Entries
Brian Wilson	Co-Chair and Masters
Gordon Dudman	Treasurer
Zoe Spencer	Secretary
Zuzana Lazarova	Open Meets
Vanessa Sultana	Membership
Fiona Woollard	Volunteers and Kit
Paul Field	Water Polo
Geraldine Newnham	Systems
Gary Jones	
Nikki Kingett	Sponsorship
Ron Philpot	Technical Swimming Matters
Andy Rigg	Officials and Welfare

(5) **Individual Responsibilities**

- (a) Each Trustee should be allocated a defined portfolio of responsibilities, which may be shared or held jointly to facilitate a smooth transition when Trustees are coming to the end of their period in office.
- (b) The Trustees must appoint a natural person to maintain a register of all those required to hold an enhanced DBS Certificate along with details of those required to have completed a recognised Swim England Safeguarding course.

14. Appointment of charity trustees

- (a) At the first AGM of the members of the Club, with the exception of the Executive Officers as detailed in Section 34, all of the other elected charity trustees shall retire from office.
- (b) At every subsequent AGM of the members of the Club, one-third of the elected charity trustees in post on the day of the AGM shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire.
- (c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) The vacancies so arising may be filled by the decision of the members at the AGM; any vacancies not filled at the AGM may be filled as provided in sub- clause (e) of this clause.
- (e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 (*Retirement and removal of charity trustees*), or as an additional charity trustee, provided that no more than 3 additional trustees are appointed in this way between general meetings.
- (f) A person so appointed by the members of the Club shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the AGM next following the date of their

appointment and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

15. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) for those listed in section 13(4) a copy of the Club's latest statement of accounts; or
- (c) for those subsequently appointed, a copy of the Club's latest statement of accounts and annual report of the trustees.

16. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the Club in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the Club, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
 - (e) is removed by the members of the Club in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 12, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable

opportunity of making oral and/or written representations to the members of the Club.

17. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the Club is eligible for reappointment, following the process defined in clause 14. It is good governance that a charity trustee does not hold the same Portfolio for more than 6 years.

18. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by a majority of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all the charity trustees; and
 - (b) the majority of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Club Secretary at the address given in section 2(1) or such other place as the trustees may resolve within 28 days of the circulation date.

19. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees, as a whole, as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Meetings and proceedings of charity trustees

(1) *Calling meetings*

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Meetings of the charity trustees shall be held not less than quarterly (save where the trustees themselves resolve by a simple majority not to meet).
- (c) The Secretary shall give all the charity trustees not less than 5 days written notice of a meeting.

(2) *Chairing of meetings*

Meetings shall be chaired by the Chair appointed under clause 34. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) *Procedure at meetings*

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is a simple majority of the total number of charity trustees provided at least one Executive Officer is present, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- (b) 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 general meeting of the members.

- (c) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (d) In the case of an equality of votes, the chair shall, in addition to their own vote have a second or casting vote.

(4) Participation in meetings by electronic means

Were it is agreed that a meeting may be held by suitable electronic means, then the provisions contained in Section 23(4) apply.

21. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who was disqualified from holding office; or
- (b) who had previously retired or who had been obliged by the constitution to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; or

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 8 (*Conflicts of interest*).

22. Execution of documents

The Club shall execute documents by the signatures of two of the charity trustees, one of whom shall not be an Executive Officer.

23. Use of electronic communications

(1) General

The Club will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to

the member otherwise than in hard copy form;

- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the Club

Any member or charity trustee of the Club may communicate electronically with the Club using the address secretary@crawleysc.co.uk or any other address specified by the Club. Communications sent to the club via any social media platform will not be treated as meeting the requirements of this section.

(3) By the Club

- (a) Any member or charity trustee of the Club, by providing the Club with their email address, is taken to have agreed to receive communications from the Club in electronic form at that address, unless the member has indicated to the Club their unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
 - (i) provide Club members with the notice referred to in clause 12(3) (Notice of general meetings); or
 - (ii) to give the Club's charity trustees notice of their meetings in accordance with clause 20(1) (Calling meetings); and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the Club's powers under clause 11 (Members' decisions).
- (c) The charity trustees must:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

(4) Meetings

- (a) A meeting, whether of the members of the Club or of the charity trustees or any other meeting, may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any person participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants

shall qualify as being present at the meeting.

- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

24. Keeping of Registers

The Club must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

25. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of Officers made by the charity trustees;
- (2) proceedings at general meetings of the Club;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (i) the names of the trustees present at the meeting; and
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for those decisions.
- (4) decisions made by the charity trustees otherwise than in meetings.

26. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns.
- (2) The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Club, within 10 months of the financial year end.
- (3) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Club entered on the Central Register of Charities.
- (4) The charity trustees shall maintain an Accident Book 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 form.

- (5) The charity Trustees are required to maintain a restricted fund for the purposes of ensuring equitable access to the club's activities in respect of those members (and potential members) facing financial hardship.

27. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Club, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Club on request.

28. Disputes

If a dispute arises between members of the Club about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the Club; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Club.
- (2) Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Club or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) Any amendment that is inconsistent with the provisions of the Charities Act 2011, the Charities Act 2022 or the General Regulations shall be invalid.

- (4) A copy of any resolution altering the constitution, together with a copy of the Club's constitution, as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Club may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the Club called in accordance with clause 12 (*General meetings of Members*), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the Club.
- (2) Subject to the payment of all the Club's debts:
 - (a) Any resolution for the winding up of the Club, or for the dissolution of the Club without winding up, may contain a provision directing how any remaining assets of the Club shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Club shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Club and no member or charity trustee may make any financial gain from the disposal of the Club's assets.
- (3) The Club must observe the requirements of the Dissolution Regulations in applying to the Commission for the Club to be removed from the Register of Charities, and in particular
 - (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the Club; and
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the Club have been settled or otherwise

provided for in full; and

- (iii) a statement by the charity trustees setting out the way in which any property of the Club has been or is to be applied prior to its dissolution in accordance with this constitution.
- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Club, and to any charity trustee of the Club who was not privy to the application.
- (4) If the Club is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. Membership Procedure

- (1) The total membership of the Club shall not normally be limited. If however, the Club considers that there is a good reason to impose any limit from time to time, then the Club 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.
- (2) If the Executive Officers believe that for the safety of existing members, it is necessary to regulate the numbers joining the club this may be done in the form of a waiting list. As they become available, places must be offered to those whose names have been on the waiting list the longest.
- (3) 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, Club members, helpers, Honorary members, life members, Officers, patrons, Presidents, technical and non- technical officials, temporary members, Vice Presidents and verifiers or tutors of the Swim England's educational certificates.
- (4) Instructors, teachers and coaches (paid or as volunteers), who are not members of the Club must be members of a body which accepts that its members are bound by the Swim England's Code of Ethics, Swim England's 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.

- (5) Any person who wishes to become a member of the Club must submit a signed application to the charity trustees (and in the case of a junior swimmer the application must be signed by a parent or guardian of the swimmer).
- (6) Any person whose membership is cancelled under clause 10(b)(iii) may seek a review of that decision before a Review Panel appointed by the Club ("Review Panel") comprised of not less than three members (who may or may not be members of the Club). The Review Panel shall wherever practicable include one independent member nominated by Sussex ASA. The person whose membership has been cancelled 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.

32. Subscription and other fees

- (1) The members' subscription and monthly swim fees (as applicable) shall be determined from time to time by the charity trustees and the charity trustees shall in so doing make special provision for different classes of membership as it shall determine. At least one adult in each family group of swimmers is required to be a member. Such members are invited to make a voluntary donation to aid the furtherance of the Club's charitable objectives.
- (2) Unless the charity trustees decide otherwise, membership shall be free for all persons who become members because they are required to do so under clause.31(3). Such members are invited to make a voluntary donation to aid the furtherance of the Club's charitable objectives.
- (3) Each member shall, on first joining the Club, pay the required membership fee. To remain a member of the Club, the annual membership fee shall be due on such date or dates as determined from time to time by the charity trustees.
- (4) Any member whose coaching and squad fees are unpaid in whole or in part by the date falling 30 days after the due date for payment may be suspended by the charity trustees from some or all Club activities from a date to be determined by the charity trustees and until such payment is made.
- (5) The charity trustees 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 or other exceptional circumstances. Members are

entitled to request consideration of such circumstances by writing to the charity trustees.

- (6) Coaching, squad, and other periodic fees become due on the third day of each month, paid in advance, by standing order or through other agreed payment methods. The Club can charge additional processing fees that are agreed by the charity trustees and published to members for specific payment methods.

33. Expulsion and Other Disciplinary Action

- (1) The charity trustees shall have power to expel a member when, in its opinion, it would be in the best interest of the Club for that individual not to remain a member. The Club in exercising this power shall comply with the provisions of sub-clauses (3) and (4) below.
- (2) Upon expulsion the former member shall not be entitled to have any part of the annual membership fee or any other funds to be refunded and must return any Club or external body's trophy or trophies held forthwith.
- (3) In the event of any internal club dispute (including deciding whether or not to expel a member), the Club shall comply with the relevant Swim England Regulations for handling internal Club disputes ("the Regulations") as the same may be revised from time to time and shall take account of the Swim England "Guidelines for Handling Internal Club Disputes". A copy of these Regulations may be obtained from the Swim England website, Swim England Handbook or from the Office of Judicial Administration.
- (4) A member may not be expelled or (subject to sub-clause (5) below) be made the subject of any other penalty unless a panel hearing the complaint shall by a two-thirds majority vote in favour of the expulsion of (or other penalty imposed upon) the member.
- (5) The charity trustees (or any person to whom the charity trustees shall delegate this power) may temporarily suspend or exclude a member from specific 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 provisions of this constitution and Swim England Regulations and guidance.

34. Executive Officers

- (1) The charity trustees shall elect from amongst their number a Chairman, Secretary and Treasurer (together “the Executive Officers”).
- (2) The charity trustees must appoint a natural person 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 trustee meetings without a power to vote.
- (3) A person elected as an Executive Officer shall hold that position until he resigns it, or the trustees elect a different person to his position, or he next retires (whether under clause 14 or otherwise) as or otherwise ceases to be a trustee. In all events, he shall be eligible for re-election if re-elected as a trustee.
- (4) Where it is found necessary to facilitate the sharing of workloads or to allow the transference of responsibilities between individuals, then a subsidiary appointment may be made without the requirement to call an EGM (Section 12(b)).
- (5) A person elected as an Executive Officer is not required to resign at the first AGM of the Club as outlined in Section 14(1).

35. Ceremonial Positions and Honorary Members/Life Members

- (1) The members of the club at a general meeting may, if they think fit, 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.
- (2) The charity trustees may elect any person as an honorary member of the Club for a period not exceeding five years.
- (3) In addition to appointing a person to honorary membership, the charity trustees may also appoint a person to be a life member.
- (4) Persons appointed to be honorary member or life member shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings or serve as Officers or as charity trustees unless they shall have retained in addition to their honorary or Life Membership their ordinary membership of the Club. Such honorary members and Life Members must be included in the Club’s annual return as to membership.
- (5) Once created by the Committee, life membership may only be

removed from a person at a general meeting of the Club.

- (6) A minimum of 21 days in advance of the general meeting, the Committee shall write any life membership who will be affected by the proposal, drawing it to their attention and inviting them to attend the general meeting.
- (7) Where the affected holder or holders of a life membership does not attend the general meeting, the Chairman may allow the matter (in so far as it relates to the absent person(s)) to proceed directly to vote.

36. Finance

- (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. Any monies not required for immediate use may be invested as the charity trustees in their discretion think fit.
- (2) 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.
- (3) Subject to clause 6, the charity trustees 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.
- (4) The financial year of the Club shall be the period commencing on 6th of April and ending on 5th of April of the following year. Any change to the financial year shall require the approval of the members in a General Meeting.
- (5) The charity trustees shall retain all financial records relating to the Club and copies of minutes of all meetings for a minimum period of six years.

37. Legal Status

The members of the Club acknowledge that this constitution forms a legally binding contract to regulate the relationship of the members with each other and with the Club. The following statement must appear on Club membership forms and is to be signed by the member. If the member is under 18 years of age, it must also be countersigned by the parent of, or a person having parental responsibility for, the member:

"I acknowledge that I have been directed to the constitution of Crawley Swimming Club. I confirm my understanding and acceptance that the constitution (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 the constitution.”

38. Interpretation

Section 357 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution. Together with the following:

“DBS Certificate” means a certificate issued by the Disclosure and Barring Service; a department of the UK Home Office.

“charity trustee” means a trustee of Crawley Swimming Club a Charity Incorporated Organisation (“CIO”).

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

“Communications Provisions” means the Communications Provisions in Part 9 of the General Regulations.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“Executive Officers” has the meaning given to it in clause 34.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“IOS” means the Institute of Swimming, a wholly owned subsidiary of Swim England

“Poll” means a counted vote or ballot, usually (but not necessarily) in writing.

“Swim England” means the English national governing body for swimming, diving, water polo, open water, and synchronised swimming. Whose formal name is “The Amateur Swimming Association (Swim England) Limited” a charitable company limited by guarantee, number 10931571, incorporated on 24 August 2017 and registered as a charity, number 1175603, on 7 November 2017 in England and Wales. The Registered office of which is Pavilion 3, Sportspark, Oakwood Drive, Loughborough, Leicestershire, LE11 3QF.