

**SCOTTISH AMATEUR SWIMMING ASSOCIATION
CONSTITUTION
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C1.0 NAME

C1.1 The Association shall be called the "Scottish Amateur Swimming Association" hereafter referred to as the "SASA".

C2.0 OBJECTIVES

C2.1 The objectives of the SASA shall be to:

C2.2 Promote and manage the teaching, knowledge and practice of swimming, diving, open water swimming, water polo, synchronised swimming, life saving and masters swimming (collectively referred to hereinafter as "aquatic sports").

C2.3 Formulate, publish and enforce uniform bye-laws and company rules relating to the conduct of its business as set out in this Constitution.

C2.4 Delegate to and vest in The Scottish Amateur Swimming Association Limited (hereinafter the "Company") the power to establish the standardisation of rules for all international competitions in aquatic sports and for the management of competitions through consultation with the British Swimming.

C2.5 Oppose the use of drugs in sport. Members shall be subject to doping controls by British Swimming and may be subject to random testing. If any Member is found to have partaken of any of the banned substances listed by the Federation Internationale de Natation Amateur ("FINA"), or any such organisation having the requisite lawful authority, such member may be penalised by British Swimming or such organisations.

C2.6 To be the sole member of a Company Limited by guarantee incorporated for the purposes of running the day to day management and affairs of the SASA trading as Scottish Swimming.

C3.0 MEMBERSHIP

C3.1 SASA shall comprise the following groups:

C3.1.1 Life Members.

C3.1.2 Members of Affiliated Clubs.

C3.1.3 Independent Members.

C3.1.4 Associate Members.

C3.1.5 Honorary Members.

C4.0 GOVERNANCE

C4.1 SASA shall be governed by the Constitution, Bye-Laws, the Company's Memorandum, Articles, Rules and Codes of practice issued by the Company.

C4.2 Amendments to the Constitution shall only be made at a SASA General Congress. At least a two thirds majority of those present and voting must be secured before an alteration can be adopted.

C4.3 Amendments to the Bye-Laws of the SASA shall only be made at a SASA General Meeting. A simple majority of those present and voting must be secured before an alteration can be adopted.

C4.4 Amendments to the Regulations - **Company Articles**

C5.0 GENERAL CONGRESS

- C5.1 A General Congress shall be called at the request of Council, Board of Directors of the Company (the "Board") or of two SASA Districts supported by the signatures of not less than one third of the affiliated Clubs in each of the SASA Districts concerned and shall be held not less frequently than every four years to consider alterations to the Constitution and to the Constitutional Documentation of the Company which may only be amended by the SASA as sole member of the Company.
- C5.2 Council shall make arrangements and advise the members six months prior to a Congress.
- C5.3 Individuals with voting rights in Groups (a) to (c) in accordance with C3.0 are permitted to vote for one group only, on any proposal/motion.
- C5.4 Three delegates from each affiliated Club shall be entitled to attend, take part in the proceedings and vote.
- C5.5 Delegates from an affiliated Club must be 16 years or over and registered members of SASA.
- C5.6 Independent Members as defined in paragraph C3.1.3 shall be entitled to attend and take part in the proceedings and vote, in accordance with the following criteria. A maximum of three votes will count towards the totals of for/against votes counted. If more than three votes are cast by independent members, three votes will be allocated in proportion to the wishes of those voting.
- C5.7 Clubs must affiliate, by paying the annual affiliation fee to the Company, not later than three months prior to the Congress, failing which they cannot take part.
- C5.8 Life Members, Council Members, Board Directors and Conveners of Standing Committees of the Company ("Standing Committees") shall be entitled to attend, take part in the proceedings and vote.
- C5.9 Forty individuals, entitled to vote as set out in paragraphs C5.3 to C5.7, shall form a quorum provided there is a representation from the lesser of 10 or 25% of affiliated Clubs of SASA.
- C5.10 The Congress shall have the right to exclude from all or part of the proceedings all but those entitled to attend, take part in the proceedings and vote as set out in Paragraphs C5.3 and C5.7.
- C5.11 Proposed alterations to the Constitution and the constitutional documents of the Company must be received by the Company not later than three months prior to Congress and may be submitted by an Affiliated Club, the Company Board, Company Standing Committees, Council, an Independent Member or a Life Member.
- C5.12 An alteration to the Constitution shall take immediate effect unless otherwise decided by a simple majority.
- C5.13 The Agenda and proposed alterations to the Constitution and constitutional documentation of the Company shall be forwarded to each Affiliated Club, Life Members, Council Members, Board Directors, Conveners of Standing Committees and Independent Members not less than 21 days before the Congress. Each club will receive one copy. Additional copies up to a maximum of two will be provided for delegates registered to attend Congress.
- C5.14 The order and conduct of business shall be in accordance with Section 5 of the SASA Bye-Laws.

C6.0 ANNUAL GENERAL MEETING

- C6.1 The Annual General Meeting will take place on the last Saturday in February or the Saturday preceding or following the last Saturday in February, 12 months notice would be given. The venue shall be arranged by SASA Districts in the following rotation: North, West, East and Midland.
- C6.2 Attendance at an Annual General Meeting shall be the same as for a General Congress as set out in Paragraphs C5.3 to C5.7.
- C6.3 A quorum shall be the same as for a General Congress as set out in Paragraph C5.8.
- C6.4 The Annual General Meeting shall have the right to exclude from all or part of its proceedings all but those entitled to attend, take part in the proceedings and vote as set out in Paragraphs C5.3 to C5.7.
- C6.5 The following Office Bearers, who must be Delegates, Life Members or Independent Members, shall be elected at the Annual General Meeting:
- C6.5.1 President.
- C6.5.2 Vice President.
- C6.5.3 Members of Council.
- C6.6 On the recommendation of Council, the following shall be appointed at the Company Annual General Meeting:
- C6.6.1 Auditor.
- C6.6.2 Honorary Legal Adviser.
- C6.6.3 Honorary Medical Adviser
- C6.6.4 Two representatives for the Commonwealth Games Council for Scotland.
- C6.6.5 One representative for the Scottish Sports Association.
- C6.6.6 Representative for the British Swimming Management Board
- C6.6.7 National Representatives for British Swimming General Meetings.
- C6.7 (a) Nominations for Office and other appointments must be received by the Company not later than 15 December prior to the Annual General Meeting.
- (b) Proposed alterations to Bye Laws and notices of motion must be received by the Company not later than 15 November prior to the Annual General Meeting.
- C6.8 Nominations for Office shall be submitted by SASA Districts as set out in Paragraph C6.5.
- C6.9 Proposed alterations to the Bye-Laws and notices of motion may be submitted by an Affiliated Club, the Company Board, Company Standing Committees, Council, an Independent Member or a Life Member.

- C6.10 The Agenda, Annual Report, Financial Report for the past year and proposed alterations to Bye-Laws shall be forwarded to each affiliated Club, Life Members, Council, Board Directors, Conveners of Standing Committees and Independent Members, not less than 21 days before the Annual General Meeting. Each club will receive one copy. Additional copies up to a maximum of two will be provided for delegates registered to attend an AGM.
- C6.11 The order and conduct of business shall be in accordance with Section 6 of the SASA Bye-Laws.

C7.0 EXTRAORDINARY GENERAL MEETING

- C7.1 An Extraordinary General Meeting shall be called at the request of Council, the Board or of two SASA Districts supported by the signatures of not less than one third of the affiliated Clubs in each of the SASA Districts concerned.
- C7.2 Notice of the Extraordinary General Meeting shall specify the business to be transacted and shall be forwarded to each affiliated Club, Life Members, Council Members, Board Directors, Conveners of Standing Committees and Independent Members, not less than 21 days before the date of the Meeting. Each club will receive one copy. Additional copies up to a maximum of two will be provided for delegates registered to attend an EGM.
- C7.3 Paragraphs C5.3 to C5.9 shall apply to an Extraordinary General Meeting.
- C7.4 The order and conduct of business shall be in accordance with Section 7 of the SASA Bye-Laws.

C8.0 DISTRICTS AND CLUBS

- C8.1 The SASA shall be divided into four Districts, which shall be known as EAST, MIDLAND, NORTH and WEST.
- C8.2 Each SASA District shall be comprised of the affiliated Clubs within the Scottish local government units as follows:
- C8.2.1 EAST DISTRICT - City of Edinburgh, Midlothian, East Lothian, West Lothian, Fife and the Borders.
- C8.2.2 MIDLAND DISTRICT - Angus, City of Dundee, Perthshire and Kinross.
- C8.2.3 NORTH DISTRICT - Highland, Aberdeenshire, City of Aberdeen, Moray, Shetland Islands, Orkney Islands and the Western Isles.
- C8.2.4 WEST DISTRICT - City of Glasgow, Renfrewshire, East Renfrewshire, Inverclyde, North Ayrshire, East Ayrshire, South Ayrshire, South Lanarkshire, North Lanarkshire, East Dunbartonshire, Dumbarton and Clydebank, Argyll and Bute, Dumfries and Galloway, Falkirk, Stirling, and Clackmannan.
- C8.3 Each SASA District (i.e. East, Midland, North and West) shall be represented on the Council of SASA by two members.
- C8.4 Clubs applying for membership of the SASA must do so in accordance with the requirements of SASA Bye-Law 8.1.1.1.
- C8.5 The Administration of Districts shall be in accordance with Section 8 of the SASA Bye-Laws.

C9.0 COUNCIL

- C9.1 The following shall be members of the Council of the SASA:
- C9.1.1 President, Vice President and immediate Past President of the SASA.
- C9.1.2 Two representatives from each SASA District in accordance with Paragraph C8.3.
- C9.1.3 The Company Chairperson.
- C9.1.4 A nominated Company Director.
- C9.2 A quorum at a Council Meeting shall be eight (8).
- C9.3 The Duties and Powers of Council are:-
- C.9.3.1 To delegate and vest in the Company the day to day running of the business of the SASA, the exclusive right to deal with disciplinary issues in relation to aquatic sports and to transact all SASA business.
- C9.3.2 Maintain financial overview of the SASA through the receipt of finance reports on income and expenditure and progress of the approved budgets of Standing Committees.
- C9.3.3 Approve payments of Honoraria.
- C9.3.4 If considered necessary, authorise the Company to undertake an examination of the books of any SASA District or Member Club and require copies of any financial report, duly certified by Auditors.
- C9.3.5 On behalf of the SASA to appoint the Board and ensure that not all members of the Board retire at the same time. (NB members of the Board with the exception of the President and Vice President, shall not participate in this duty.) Appointments shall be made from nominations and applications submitted, in accordance with Paragraph C10.2, for a term of normally four years, subject to annual review.
- C9.3.6 Vacancies sub-committees – **Company Articles.**
- C9.3.7 Approval of Regulations – **Company Articles**
- C9.3.8 Make recommendations to the AGM for Patrons and Life Members and the appointments as set out in Paragraph C6.6.
- C9.3.9 Applications for records – **Company Articles.**
- C9.3.10 Award the Nancy Riach Medal and W G Todd Prize and Cup.
- C9.3.11 Award J Y Coutts Memorial Award.
- C9.3.12 Visit galas, contests, training courses etc. organised by member Clubs, SASA Districts or the Company.
- C9.3.13 Appoint a delegate, from among its members, to all National Championships/Meets organised by the Company. The delegate shall represent Council, if the President or Vice President is not in attendance.
- C9.3.14 Standing Committees – **Company Articles.**
- C9.4 Council shall meet at least three times per year.
- C9.5 Meetings shall be in accordance with Section 9 of the SASA Bye-Laws.

C10.0 THE COMPANY AND ITS BOARD OF DIRECTORS

- C10.1 The Board shall be appointed by the Council on behalf of the SASA and shall consist of:
- ~ SASA President
 - ~ SASA Vice President
 - ~ Chairperson
 - ~ Six other appointed Directors.
- C10.2 The Chairperson and Directors may be nominated by Clubs or Districts but Independent Members may apply for the positions.
- C10.3 Duties of the Board of Directors – ***Company Articles***
- C10.4 Arrangements for and conduct of business at the Company Board meetings shall be in accordance with section R10 of the Company Rules.

C11.0 STANDING COMMITTEES – *Company Articles*

12.0 FINANCE

- C12.1 The Financial Year of the SASA shall end on 31 October each year.
- C12.2 SASA members as defined in Section C3 shall be required to pay fees in accordance with Section 12 of the SASA Bye-Laws. The SASA hereby elects that all fees payable to it should be paid to the Company. Cheques being paid to "SASA Ltd".
- C12.3 The Company shall present the following reports:
- C12.3.1 An Annual Report accompanied by Auditor's Certificate to the AGM. [NB In terms of Company Law, an annual report and audited accounts of the Company will have to be provided to the Member (i.e. the SASA) at the Company's AGM, which will take place on the same day, with the same people present, as the SASA's AGM]
- C12.3.2 Report financial situation to each Council Meeting.
- C12.4 SASA District financial reports for the year, certified by auditors, shall be submitted to the Company not later than 15 December each year.
- C12.5 All claims for expenses shall be made on the official forms in accordance with Section 12 of the Company Rules and shall be submitted to the Company. The authority to deal with claims for expenses is hereby delegated to and vests in the Company.
- C12.6 Clubs may accept donations to funds for exhibition, sponsorship etc. given by their members at galas but the members concerned shall receive expenses only in accordance with Section 12 of the Company Rules.

C13.0 CHAMPIONSHIPS AND MEETS

- C13.1 SASA shall delegate the right to organise Scottish Championships and Scottish Meets for Swimming, Masters Swimming, Diving, Water Polo, Synchronised Swimming and Open Water Swimming (collectively "competitions"). The right to organise competitions shall vest in the Company. The words Scottish and SASA may not be used in connection with any Swimming, Masters Swimming, Diving, Water Polo, Synchronised Swimming or Open Water Swimming Meet without the consent of the Company.
- C13.2 The Management of all Scottish Championships and Scottish Meets shall be in accordance with Section 13 of the Company's Rules.

C14.0 TROPHIES

- C14.1 All Trophies belong to the Company in perpetuity and cannot be won outright.
- C14.2 The Company shall act as Trustee of all Trophies.
- C14.3 Award, receipt, custody and return of trophies shall be in accordance with Section 14 of the Company Rules.

C15.0 PROTESTS

- C15.1 As the right to deal with all disciplinary and regulatory matters with regard to aquatic sports has been delegated to and has been vested in the Company, all Protests must be made to the Company. Protests may be made by a competitor, or an individual acting on a competitor's behalf, in the following circumstances:
- C15.1.1 If the rules/regulations for the conduct of the competition as organised by the Company are not observed.
- C15.1.2 If other conditions endanger the competition as organised by the Company and/or competitors.
- C15.1.3 Against a decision of the Referee as appointed by the Company. However, no protest shall be allowed against decisions of fact.
- C15.2 All Protests shall be made to and dealt with by the Company in accordance with Section 15 of the Company Rules.

C16.0 COMPLAINTS

- C16.1 As the right to deal with all disciplinary and regulatory matters with regard to aquatic sports has been delegated to and has vested in the Company, all Complaints must be made to the Company. A Complaint shall be a formal expression of dissatisfaction or allegation of unfair practice/misconduct in connection with aquatic sports as governed by the SASA and may be made by:
- C16.1.1 Any member as defined in Section C3.
- C16.1.2 A parent or guardian on behalf of a member under the age of 16 years.
- C16.1.3 Any individual.
- C16.1.4 An affiliated club.
- C16.2 All Complaints shall be made and dealt with in accordance with Section 16 of the Company Rules.

C17.0 SUSPENSIONS AND FINES

- C17.1 Any SASA member as defined in Section C3, official, affiliated Club, or individual proved guilty of an infringement of SASA Constitution, SASA Bye-Laws, Company Rules or Regulations of the Company or proved guilty of misbehaviour or unfair practice in connection with the sport may be liable to suspension, fine or other sanction as detailed in Section 17 of the Company Rules. As the right to deal with all disciplinary and regulatory matters with regard to aquatic sports has been delegated to and has vested in the Company, the Company shall be the sole body entitled to impose such suspensions, fines or other sanctions in accordance with Section 17 of the Company Rules.

C18.0 APPEALS

- C18.1 An Appeal may be made by any member as defined in section C3, official, affiliated Club or individual. As the right to deal with all disciplinary and regulatory matters with regard to aquatic sports has been delegated to and has been vested in the Company, the Company shall be the sole body entitled to hear appeals.
- C18.2 An Appeal may be made against decisions taken by SASA or part thereof or Company or part thereof.
- C18.3 An Appeal must be made in accordance with Section 18 of the Company Rules.

C19.0 AWARDS

- C19.1 Life Membership shall be awarded to each retiring President and to persons who have given outstanding service, over many years, in support of the Association and shall be presented at the Annual General Meeting.
- C19.2 The John Y Coutts Memorial Award shall be presented to persons who have given outstanding services to the SASA and shall be presented at the Annual General Meeting or at any other time decreed suitable by the SASA Council.
- C19.3 The following Awards will be made annually at the Annual General Meeting or any other time decreed suitable by the SASA Council:
- C19.3.1 The Nancy Riach Memorial Medal shall be awarded to the person who has done the most to enhance or uphold the prestige of Scottish Swimming in any of its disciplines during the year.
- C19.3.2 The W G Todd Prize and Cup shall be awarded to the boy or girl Junior Athlete of the Year.
- C19.3.3 The Water Polo Player of the Year Trophy shall be awarded to the player who has done most to enhance or uphold the prestige of Scottish Water Polo during the year.
- C19.3.4 The Junior Water Polo Player of the Year Trophy shall be awarded to the Junior player who has done most to enhance or uphold the prestige of Scottish Water Polo during the year.
- C19.3.5 The John and Margaret Bell Award shall be presented to the person who has done most to enhance or uphold the prestige of Scottish Diving during the year.
- C19.3.6 The Dennis Sullivan Memorial Trophy shall be awarded to the swimmer who has done most to enhance or uphold the prestige of Scottish Open Water Swimming during the year.
- C19.4 The nomination and selection procedures for Awards shall be in accordance with Section 19 of the SASA Bye-Laws.

C20.0 REPLICAS

C20.1 No Replica, Copy or Miniature of any trophy, medal, plaque, pennant or design belonging to the Company may be made unless with the permission of the Company.

C21.0 DISPOSAL OF FUNDS AND DISSOLUTION – *Company Memorandum*