



**Scottish
Swimming**

**Scottish Swimming
Governance Documentation**

for

SASA

(Scottish Amateur Swimming Association)

and

SASA Ltd

(Scottish Amateur Swimming Association Limited)

March 2018

Issue 10, March 2018, consists of:-

SASA Constitution - Issue 23

Company Articles - Issue 16

Company Rules - Issue 17

Scottish Amateur Swimming Association
SASA 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".
- C1.2 The Company shall be called "Scottish Amateur Swimming Association Limited" hereafter referred to as "the Company".
- C1.3 Scottish Swimming is the trading name of the Company (as defined in C1.2) and is the generic term associated with SASA and the Company.

C2.0 OBJECTIVES

- C2.1 The objectives of Scottish Swimming shall be to:
- a) Advance the public participation in Aquatic Sports by promoting and managing the teaching, knowledge and practice of swimming, diving, high diving, open water swimming, water polo, artistic swimming (hereinafter referred to as synchronised swimming), life saving and masters swimming (collectively referred to hereinafter as "aquatic sports").
 - b) Advance the public participation in aquatic based recreational activities.
 - c) Promote and deliver aquatic based initiatives.
 - d) Promote and develop all aspects of aquatic sports in an inclusive, equitable, safe and fair way and respect the characteristics protected under equalities legislation.
- C2.2 Scottish Swimming shall formulate, publish and enforce uniform Company Rules relating to the conduct of its business as set out in this, the Scottish Swimming Governance Documentation.
- C2.3 The SASA shall delegate to and vest in 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.
- C2.4 Scottish Swimming opposes 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.
- C2.5 The SASA will be the sole member of the Company Limited by guarantee incorporated for the purposes of running the day to day management and affairs of the SASA.

C3.0 MEMBERSHIP and ANNUAL RETURNS**C3.1 Membership Groups**

- C3.1.1 SASA Membership Groups with voting rights.
- a) SASA Life Members
 - b) Affiliated Clubs
 - c) Affiliated Swim Schools
- C3.1.2 SASA Membership Groups with no voting rights.
- a) Athletes not Members of Scottish Clubs
 - b) Associate Members
 - c) Honorary Members
 - d) Temporary Competitor Members
- C3.1.3 Members will be given a unique registration number.

C3.2 SASA Life Members

- C3.2.1 Each recipient of SASA Life Membership shall be presented with a memento. A copy of the Scottish Swimming Governance Documentation can be obtained by the recipient free of charge by sending a request to the Company.
- C3.2.2 Recommendation for SASA Life Membership should be made as per Section C11.2.
- C3.2.3 A person who is a SASA Life Member is not required to pay any membership fee.
- C3.2.4 SASA Life Members are covered by Third Party and Personal Accident Insurance effected by the Company for the protection of members.

C3.3 Affiliated Clubs

- C3.3.1 It is a requirement for a Club affiliating to SASA to register all members of the Club with SASA and for them to pay the appropriate membership fee.
- C3.3.2 A registered member of an Affiliated Club is any individual who has been accepted into membership by a club and whose membership has neither lapsed nor been subsequently terminated.
- C3.3.3 There are two categories of members of Affiliated Clubs and a member may register in only one category. Those members who fall into both categories must register as a swimmer and pay the higher fee.
- a) Swimmer – a member of any age who participates in any aquatic discipline

- b) Non-Swimmer – a member who does not participate in any aquatic discipline as defined by the following classifications:
- i) Club Volunteer - A member 14 years and over and not a competitor, who volunteers for their club in any capacity at any time.
 - ii) Club Volunteer Technical Official - A member who volunteers for their club and who holds a current technical official qualification issued by a recognised governing body for aquatics i.e. Scottish Swimming, British Swimming or international equivalent.
 - iii) Teacher and Coach – A member who holds a current teaching or coaching qualification issued by a recognised governing body for aquatics i.e. SASA, ASA, WASA, British Swimming, an international equivalent, or S/NVQ in coaching.
- C3.3.4 Each Affiliated Club shall by the 30 April in each year, send to the Company an Annual Return of members names, certified as correct and signed by two executive officers of the Club.
- C3.3.5 The Annual Return shall include all categories and classification of members as set out in Section C3.3.3. Those persons included on the Annual Return shall pay an annual membership fee to the Company who is entitled to receive all membership fees. The annual club affiliation fee to SASA must also be included in the Annual Return.
- C3.3.6 A person joining a Club after submission of the Annual Return to the Company is required to pay a SASA Annual Membership Fee, which should be paid to the Company, if they have not already done so. The Club shall send a completed SASA Club Membership form along with the appropriate fee to the Company within 28 days.
- C3.3.7 A Club failing to provide an Annual Return and appropriate payment in accordance with Sections C3.3.4 and C3.3.5 may be suspended by the Company, provided the club are given an opportunity to be heard in their defence.
- C3.3.8 SASA Affiliated Clubs, and Registered Members are covered by the Third Party and Personal Accident Insurance effected by the Company for the protection of members thereof.
- C3.3.9 A Club failing to ensure that all volunteers that assist the club, no matter how irregularly, are members of the SASA, will be deemed to be operating outside the Association's remit. As this remit forms the basis of the Company Insurance Policy the insurance cover for the club may be affected.
- C3.3.10 New Clubs affiliating to SASA must have a minimum of 4 Executive Officers at outset and a minimum of 10 swimming members within 6 months. Failure to comply with these minimum numbers will result in their affiliation being cancelled.
- C3.3.11 Any Club failing to meet the number criteria in Section C3.3.10 must apply to the Chief Executive Officer to be allowed to remain an affiliated Club. Such application must state the grounds for an exception being made and will not be unreasonably refused.

C3.4 Affiliated Swim Schools

- C3.4.1 An organisation, other than a Club, that teaches swimming and has staff who would benefit from registering with SASA as Teachers or Coaches and have paid a fee to the Company, in accordance with Company Rules Section R3.3.
- C3.4.2 Members of a Swim School can register with the SASA as a Non-Swimmer as defined in Section C3.3.3.
- C3.4.3 Swim Schools as defined in Section C3.4.1 shall affiliate directly to SASA (i.e. not through Districts) and before they can affiliate must satisfy the following criteria:
- Adequate public liability insurance for their swimmers, teachers & coaches.
 - An adequate wellbeing and protection policy and method of undertaking Disclosure Scotland checks and wellbeing and protection training.
 - Run a learn to swim programme that is overseen by at least one teacher or coach who is certificated at UKCC level 2 or above.
- C3.4.4 Each affiliated Swim School shall by the 30 April in each year, send to the Company an Annual Return, certified as correct and signed by one executive officer of the Swim School. The Annual Return shall include all Members registered in accordance with Section C3.4.2. The annual Swim School affiliation fee to SASA must also be included in the Annual Return.
- C3.4.5 A Swim School failing to provide an Annual Return in accordance with Section C3.4.4 may be suspended by the Company provided the Swim School is given an opportunity to be heard in their defence.
- C3.4.6 SASA registered members of Swim Schools are covered by the Third Party and Personal Accident Insurance affected by the Company for the protection of members thereof.
- C3.4.7 Swim Schools should have their own Complaints and Appeals procedures. Their staff and clients, who are not members of Scottish Swimming, are not covered by Scottish Swimming's Complaints and Appeals procedures as set out in Company Rules.

C3.5 Athletes not Members of Scottish Clubs

- C3.5.1 Any athlete, eligible to represent Scotland in accordance with Company Rules Section R4.5, who is not a member of a club affiliated to SASA, who wishes to be recognised as “Scottish” must register with SASA. The appropriate form can be obtained from the Company Office. For the registration to be/remain valid an annual Swimmer membership fee shall be paid and the athlete must be a member of a Club affiliated to FINA.

C3.6 Associate Members

- C3.6.1 An associate member is an Individual/Organisation/Partner that is a member of the Scotswim Club.
- C3.6.2 Membership of the Scotswim Club may be granted by the Company, provided the activities of the Individual/Organisation/Partner does not directly impact upon Affiliated Clubs and Swim School activities, on receipt of a fee in accordance with Company Rules Section R3.3.
- C3.6.3 Associate Members are not covered by the Company insurance arrangements.
- C3.6.4 Associate Members should have their own Complaints and Appeals procedures. Their staff and clients, who are not members of Scottish Swimming, are not covered by Scottish Swimming’s Complaints and Appeals procedures as set out in Company Rules.

C3.7 Honorary Members

- C3.7.1 Honorary Membership may be granted by the Company for a single Meet or to a group of individuals, for a membership year, when it is deemed necessary in the “spirit of the sport”.
- C3.7.2 Honorary Members are not covered by the Company insurance arrangements.

C3.8 Temporary Competitor Members

- C3.8.1 A Temporary competitor membership will be available to anyone who wishes to take part in a Scottish Swimming licensed Open Water or licensed Masters Swimming event and who is not a member of an affiliated SASA club or other Federation affiliated to FINA.
- C3.8.2 The competition promoter can decide to apply for permission to accept entries from temporary members and, if so and if granted, must include details of temporary membership in the meet information.
- C3.8.3 The Chief Executive Officer must give permission for the competition to accept entries from temporary members.
- C3.8.4 The temporary membership forms must be completed by the individual and returned along with the competition entry to the promoter along with the entry and temporary membership fees.
- C3.8.5 The promoter is responsible for considering the applications to compete in the event and forwarding the corresponding temporary membership applications to the Chair of the relevant discipline a minimum of one week before the event. The Chair will consider applications and confirm, or otherwise, to the promoter whether the application is acceptable given the limits set out in C3.8.6. The promoter is responsible for confirming to the applicant that temporary membership has been granted.
- C3.8.6 An applicant can only apply for 2 temporary memberships in a calendar year in a given discipline.
- C3.8.7 The temporary membership fee is applicable to only one event and shall not be refundable against a full membership if one is subsequently taken out.
- C3.8.8 Swimmers competing in an event as a temporary member will not be representing a club but will swim as “unattached”.
- C3.8.9 Temporary Competitor Members in an event will be entitled to awards, medals, etc. as defined in the event information.

C4.0 GOVERNANCE

- C4.1. Scottish Swimming shall be governed by the SASA Constitution, the Company Articles, the Company Rules the Company’s Regulations and Codes of Practice.
- C4.1.1 Amendments to the SASA Constitution shall only be made at a Scottish Swimming Annual General Meeting. At least a two thirds majority of those present and voting must be secured before an alteration can be adopted.
- C4.1.2 Amendments to the Company Articles shall only be made at a Scottish Swimming Annual General Meeting. At least a two thirds majority of those present and voting must be secured before an alteration can be adopted.
- C4.1.3 Amendments to the Company Rules shall only be made at a Scottish Swimming Annual General Meeting or a Scottish Swimming Extraordinary General Meeting. A simple majority of those present and voting must be secured before an alteration can be adopted.
- C4.1.4 Amendments to the Company Regulations and the Company’s Codes of Practice shall be approved by the Company Board.

- C4.2 Scottish Swimming considers that the use or administration of substances and methods contained in the List of Prohibited Classes of Substances and Prohibited Methods published from time to time by the International Olympic Committee and World Anti Doping Agency (WADA) (together with any FINA/WADA modifications thereto) generally known as doping may be contrary to the ethics of sport.
- C4.3 Scottish Swimming is subject to and bound by the Memorandum and Articles of British Swimming and any SASA Affiliated Club, body or organisation and the individual members thereof, shall be subject to and bound by any Rules of British Swimming which may from time to time apply to them.
- C4.4 British Swimming shall within its jurisdiction be the body responsible for regulating, maintaining and enforcing doping control in the sport of Swimming, Open Water Swimming, Diving, High Diving, Masters Swimming, Synchronised Swimming and Water Polo. British Swimming may adopt (and from time to time amend) and publish Doping Control Laws.
- C4.5 Scottish Swimming will work to ensure:
The prevention, elimination or regulation of discrimination between persons on grounds of sex, marital (or civil partnership) status, on racial grounds, or on grounds of disability, age, sexual orientation, language or social origin, or of other personal attributes, including beliefs or opinions, such as religious beliefs or political opinions.
- C4.6 Scottish Swimming has adopted and will take steps to abide by policies and Codes of Practice as appropriate, which set out its commitment to upholding and implementing ethical standards and procedures which address equity, anti-doping and wellbeing and protection.
- C4.7 Scottish Swimming has a disciplinary policy and procedures in place to enable
a) discrimination on any grounds referred to in Section C4.5 and
b) misconduct in relation to any other ethical issues
to be addressed and eliminated.
- C4.8 The following may amount to “misconduct” and may give rise to disciplinary action:
a) A breach of the Company Articles, Company Rules, Company Regulations or the Company’s Codes of Practice or policies made hereunder:
b) The commission of a “doping offence” as defined in the Company’s Anti-Doping Agreement with British Swimming and/or the World Anti-Doping Agency
c) A breach of any of the conditions of any Code of Conduct adopted by the Company and published as such;
d) Any conduct, act or omission which in the view of the Company Board or the appropriate committee is or was detrimental to the interests of the sport.

C5.0 SCOTTISH SWIMMING ANNUAL GENERAL MEETING (AGM)

- C5.1 Scottish Swimming will hold an Annual General Meeting (AGM).
- C5.2 The AGM 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 the Company.

From 01 October 2019 the following will apply

- C5.2 The AGM will take place on one of the last two Saturdays in September or one of the first two Saturdays in October, 12 months notice would be given. The venue shall be arranged by the Company.
- C5.3 Individuals in Membership Groups with voting rights, in accordance with Section C3.1.1, 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 One delegate from each affiliated Swim School shall be entitled to attend take part in the proceedings and vote.
- C5.6 Delegates from Affiliated Clubs and affiliated Swim Schools must be 16 years or over and registered members of SASA.
- C5.7 Clubs and Swim Schools must have affiliated to SASA, by not later than 1 November, failing which they cannot take part.

From 01 October 2019 the following will apply

- C5.7 Clubs and Swim Schools must have affiliated to SASA, by not later than 1 June, failing which they cannot take part.
- C5.8 SASA Life Members and SASA Council Members shall be entitled to attend, take part in the proceedings and vote.
- C5.9 Company Board Members and Chairs of National Committees of the Company shall be entitled to attend and take part in the proceedings. They are also entitled to vote if they are members of SASA.

- C5.10 Forty individuals, entitled to vote as set out in Sections C5.3 to C5.9, shall form a quorum provided there is a representation from the lesser of 10 or 25% Affiliated Clubs of SASA.
- C5.11 The AGM 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 Sections C5.3 to C5.9.
- C5.12 The following Office Bearers, who must be Delegates or SASA Life Members, shall be elected/appointed at the AGM:
- a) President.
 - b) Vice President(s).
 - c) Members of the SASA Council.
- C5.13 On the recommendation of the Company, the following shall be appointed.
- a) Auditor.
 - b) Honorary Legal Adviser.
 - c) Honorary Medical Adviser.
- C5.14 a) Nominations for Office and other appointments must be received by the Company not later than 31 December prior to the AGM.

From 01 October 2019 the following will apply

- C5.14 a) Nominations for Office and other appointments must be received by the Company not later than 15 June prior to the AGM.
- b) Nominations for Office, as set out in Section C5.12, shall be submitted by SASA Districts, in accordance with procedures in Sections C9.8.3 and C9.8.4.
- C5.15 a) Proposed alterations to Governance Documentation and notices of motion must be received by the Company not later than 1 November prior to the AGM.

From 01 October 2019 the following will apply

- C5.15 a) Proposed alterations to Governance Documentation and notices of motion must be received by the Company not later than 1 June prior to the AGM.
- b) Proposed alterations to Governance Documentation and notices of motion may be submitted by the SASA Council, SASA Life Members, an Affiliated Club, an Affiliated Swim School and Chairs of National Committees of the Company.
- c) An alteration to Governance Documents shall take immediate effect unless otherwise decided by a simple majority.
- C5.16 The Business Document which will include the Agenda, Annual Report, Financial Report for the past year and proposed alterations to the Governance Documents shall be emailed to SASA Council Members, SASA Life Members, Affiliated Clubs, Affiliated Swim Schools, Company Board Members and Chairs of National Committees not less than 21 days before the AGM and will be posted on the Scottish Swimming website. Individuals not able to receive e-mails will receive a hard copy document.
- C5.17 The business for the AGM shall include (but not necessarily in this order):
- a) President's Address
 - b) Apologies for absence
 - c) Minutes of previous AGM/EGM
 - d) Business from Minutes
 - e) Correspondence
 - f) Address by Company Chair/Chief Executive Officer
 - g) Company's Annual Report, which will include reports from National Committees.
 - h) Financial Report, Budget / Membership Fees.
 - i) Company Fees and Fines
 - j) Alterations to Governance Documentation
 - k) Matters the SASA needs to consider as sole member of the Company
 - l) Notices of Motion
 - m) Appointment of Members of SASA Council
 - n) Endorsement of Members of National Committees
 - o) Confirmation of Appointments
 - p) Installation of President
 - q) Presentation of SASA Life Membership
- C5.18 The Chair shall be taken in the following order of preference depending on attendance.
- a) The President.
 - b) The longer serving Vice President.
 - c) The newer Vice President.
 - d) The most immediate Past President in attendance.
- C5.19 The conduct of business shall be in accordance with the Company Rules Section R16.

- C5.20 When adjourning an AGM the Chair of the meeting must
- a) either specify the time and place to which it is adjourned or state that it is to continue at a time or place to be fixed by the Company.
 - b) have regard to any directions as to time and place of any adjournment which have been given by the AGM.
- C5.21 If the continuation of an adjourned AGM is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days notice of it to the same persons to whom notice of the AGM is required to be given and containing the same information which such notice is required to contain.

C6.0 SCOTTISH SWIMMING EXTRAORDINARY GENERAL MEETING (EGM)

- C6.1 An Extraordinary General Meeting (EGM) shall be called at the request of the SASA Council, the Company Board or two SASA Districts supported by the signatures of not less than one third of the Affiliated Clubs in each of the SASA Districts concerned.
- C6.2 Notice of the EGM shall specify the business to be transacted and shall be e-mailed to SASA Council Members, SASA Life Members, Affiliated Clubs, Affiliated Swim Schools, Company Board Members and Chairs of National Committees not less than 21 days before the date of the Meeting and will be posted on the Scottish Swimming website. Individuals not able to receive e-mails will receive a hard copy document
- C6.3 Sections C5.3 to C5.11 shall apply to an EGM.
- C6.4. The order of business for an EGM shall be:
- a) President's Address
 - b) Apologies for absence
 - c) Business to be transacted of which due notice has been given in accordance with Section C6.2.
- C6.5 No business shall be transacted at the EGM other than business of which due notice has been given in accordance with Section C6.2.
- C6.6 The conduct of business shall be in accordance with Company Rules Section R16.

C7.0 SASA MANAGEMENT

C7.1 SASA Council

- C7.1.1 The following shall be members of the SASA Council
- a) President of the SASA
 - b) Two Vice Presidents of the SASA
 - c) Two representatives of each SASA District elected in accordance with Section C9.8.3. If an elected representative(s) is unable to attend then a deputy from the appropriate District should attend, participate and vote.
 - d) The Company Chair
- C7.1.2 A quorum at a SASA Council Meeting shall be seven.
- C7.1.3 The Duties and Powers of the SASA Council are:**
- C7.1.3.1 To delegate and vest in the Company the day to day running of the business of the SASA and to transact all SASA business.
 - C7.1.3.2 To be responsible for the governance documentation for Scottish Swimming.
 - C7.1.3.3 To approve payments of Honoraria to the Company Board Members.
 - C7.1.3.4 To be responsible for the annual re-appointment of Company Board members following the annual review carried out by the Chair of the Company Board.
 - C7.1.3.5 To enact the reserve powers of the Member in accordance with the Company Articles Section A4.2.
- C7.1.4 Additional responsibilities of the SASA Council are:**
- C7.1.4.1 To liaise between Districts and Council ensuring that the District's viewpoints, on all relevant matters, are put forward to Council and that the Districts are updated on Council matters.
 - C7.1.4.2 To maintain a financial overview of the Company through the receipt of finance reports.
 - C7.1.4.3 To be responsible for approving changes to the Club "Model" documents as per Section C10.1.1.
 - C7.1.4.4 To make recommendations to the Scottish Swimming AGM for Patrons and SASA Life Members.
 - C7.1.4.5 To award the Nancy Riach Medal, the W G Todd Prizes and Cups and the J Y Coutts Memorial Award.
 - C7.1.4.6 To approve the inductees to the Hall of Fame.

C7.1.5 SASA Council Meetings

- C7.1.5.1. The SASA Council shall meet at least three times per year. One of the meetings will be a joint meeting with the Company Board in November each year.

From 01 October 2019 the following will apply

- C7.1.5.1. The SASA Council shall meet at least three times per year. One of the meetings will be a joint meeting with the Company Board in June or July each year.
- C7.1.5.2 SASA Council shall meet as and when required, subject to C7.1.5.1, at venues to be arranged by the Company with the agreement of the President.
- C7.1.5.3 The Council may, with the agreement of the President, make decisions without the need to hold a Council Meeting should the business be able to be transacted satisfactorily in any other suitable manner.
- C7.1.5.4 Business to be considered at a SASA Council Meeting must be received by the Company not later than 14 days prior to the meeting and sent to SASA Council members not less than seven days prior to the meeting.
- C7.1.5.5 The Chair shall be taken in the following order of preference depending on attendance.
- a) The President.
 - b) The longer serving Vice President.
 - c) The newer Vice President.
 - d) One of the District representatives as decided by the meeting.
- C7.1.5.6 The Chief Executive Officer and/or his/her nominee(s) shall normally be in attendance.
- C7.1.5.7 Procedures for the conduct of business shall conform to Company Rules Section R16.

C7.2 SASA President

- C7.2.1 The SASA President shall be elected for a term of one year *except at the February 2019 AGM when it will be for a period of 19 Months.*

From 1 September 2020 the following will apply

- C7.2.1 The SASA President shall be elected for a term of one year,
- C7.2.2 The SASA President is responsible for carrying out the annual review of The Chair of the Company Board.
- C7.2.3 The SASA President is responsible for ensuring that appropriate representative(s) of SASA Council are in attendance at all Company Board Meetings.
- C7.2.4 The SASA President is responsible for ensuring that an appropriate representative is in attendance at all National Championships/Meets organised by the Company.

C7.3 SASA Vice Presidents

- C7.3.1 One SASA Vice President shall normally be elected each year for a term of two years, subject to re-appointment at the Scottish Swimming AGM, and will normally be elected as the SASA President after the two year term. *At the 2018 and 2019 AGMs the terms will be 1 year & 1 year 7 months and 1 year 7 months & 1 year, respectively, giving a total term of 2 years 7 months.*

From 1 September 2020 the following will apply

- C7.3.1 One SASA Vice President shall normally be elected each year for a term of two years, subject to re-appointment at the Scottish Swimming AGM, and will normally be elected as the SASA President after the two year term.
- C7.3.2 One SASA Vice President shall be the Scottish Swimming representative to the Scottish Schools Swimming Association as per Company Rules Section R1.3.1(e).
- C7.3.3 The SASA Vice Presidents will be nominated from a District annually in the following order North, Midlands, West, and East. If a District is unable to make a suitable nomination in their appointed year the nomination will be offered to the next District in the order and the rotation will then continue on from that point.

C7.4 SASA Appointments Panels**C7.4.1 Chair of the Company Board Appointments Panel**

- C7.4.1.1 The Appointments Panel has the following membership
- a) President of the SASA.
 - b) One of the Vice Presidents of the SASA.
 - c) A representative of sportscotland.
- C7.4.1.2 The Chief Executive Officer acts as secretary to the Appointments Panel.

C7.4.2 Company Board Members Appointments Panel

C7.4.2.1 The Appointments Panel has the following membership

- a) President of the SASA.
- b) One of the Vice Presidents of the SASA.
- c) Chair of the Company Board

C7.4.2.2 The Chief Executive Officer acts as secretary to the Appointments Panel.

C7.4.2.3 The Appointments Panel must ensure that not all members of the Company Board retire at the same time. Appointments shall be made from nomination and applications submitted, in accordance with Section C8.1, for a term of normally four years, subject to annual review.

C7.4.3 Chief Executive Officer Appointments Panel

C7.4.3.1 The Appointments Panel has the following membership

- a) President of the SASA.
- b) One of the Vice Presidents of the SASA.
- c) Chair of the Company Board
- d) A member of the Company Board
- e) A representative of sportscotland.

C8.0 COMPANY BOARD**C8.1 Company Board Appointments**

C8.1.1 The Company Board, whose membership shall be as per Company Articles, shall be appointed as per Section C7.4, following an open recruitment process.

C8.2 Delegation**C8.2.1 Championships and Meets**

C8.2.1.1 SASA shall delegate the right to organise Scottish Championships and Scottish Meets for Swimming, Masters Swimming, Diving, High 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, High Diving, Water Polo, Synchronised Swimming or Open Water Swimming Meet without the consent of the Company.

C8.2.1.2 The Management of all Scottish Championships and Scottish Meets shall be in accordance with Company's Rules Section R4.

C8.2.2 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.

C8.2.2.1 All Protests must be made to the Company in accordance with Company Rules Section R11.

C8.2.2.2 All Complaints shall be made and dealt with in accordance with Company Rules Sections R12 to R15.

C8.2.2.3 The Company shall be the sole body entitled to impose such suspensions, fines or other sanctions in accordance with Company Rules Section R13.

C8.2.2.4 The Company shall be the sole body entitled to hear appeals. An Appeal must be made in accordance with Company Rules Sections R12 to R15.

C8.2.3 SASA has delegated all financial matters to the Company in accordance with Company Rules Section R3.

C9.0 DISTRICTS**C9.1 District Clubs**

C9.1.1 The SASA shall be divided into four Districts known as East, Midland, North and West.

C9.1.2 Each SASA District shall be comprised of the Affiliated Clubs within the Scottish local government units as follows:

C9.1.2.1 **East District** - City of Edinburgh, Midlothian, East Lothian, West Lothian, Fife and the Borders.

C9.1.2.2 **Midland District** - Angus, City of Dundee, Perthshire and Kinross.

C9.1.2.3 **North District** - Highland, Aberdeenshire, City of Aberdeen, Moray, Shetland Islands, Orkney Islands and the Western Isles.

C9.1.2.4 **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.

C9.1.3 Each SASA District shall be represented on the SASA Council.

C9.2 Duties and Responsibilities of the Districts

- C9.2.1 The Main Duties of the Districts are:
- C9.2.1.1 To hold, as far as possible, District Championships, with an equivalent programme to Scottish Championships, in each discipline.
 - C9.2.1.2 To train Technical Officials in all Disciplines in accordance with the approach followed by National Committees.
 - C9.2.1.3 To recruit and train personnel for all District Positions, including putting in place succession planning.
 - C9.2.1.4 To put in place a mechanism that will ensure that all the Districts operate in a consistent manner and share their Best Practices.
- C9.2.2 The additional Responsibilities of the Districts are:
- C9.2.2.1 To appoint SASA Vice Presidents as per sections C7.3.3 and C9.8.4
 - C9.2.2.2 To appoint SASA Council members as per section C9.8.3
 - C9.2.2.3 To appoint SASA National Committee members as per section C9.3.3
 - C9.2.2.4 To liaise with Council, Scottish Swimming Staff, National Committees and their Clubs on relevant matters.

C9.3 Annual General Meeting (AGM)

- C9.3.1 Each District shall hold an Annual General Meeting (AGM) in either the last 2 weeks in November or in December. The date, time, venue and quorum shall be in accordance with District Governance Documentation.

From 30 June 2019 the following will apply

- C9.3.1 Each District shall hold an Annual General Meeting (AGM) in either the last 2 weeks in May or the beginning of June. The date, time, venue and quorum shall be in accordance with District Governance Documentation.
- C9.3.2 The Agenda sent to Affiliated Clubs and District Life Members shall include the Annual Report, nominations for office and other business to be transacted in accordance with District Governance Documentation.
- C9.3.3 Nominations for office, proposed alterations to District Governance Documentation and notices of motion must be in the hands of the District Secretary, in writing as determined by the District's Governance Documentation.
- C9.3.4 Procedures for the conduct of business shall conform to Company Rules Section R16.

C9.4 Delegates Meeting(s)

- C9.4.1 Meetings will be held at least twice a year. The date, time, venue and quorum for each meeting shall be in accordance with District Governance Documentation.
- C9.4.2 Procedures for the conduct of business shall conform to Company Rules Section R16.

C9.5 Special Meeting(s)

- C9.5.1 A special meeting shall be called.
- a) At the request of the District Executive or
 - b) On the call of a majority voting at a general meeting or
 - c) Within 14 days of receipt of a written request signed on behalf of at least 25% of the registered clubs in the District. The request must state the reason for calling the meeting and be accompanied by the appropriate fee. The fee may be retained or returned at the discretion of the District.
- C9.5.2 Procedures for the conduct of business shall conform to Company Rules Section R16.

C9.6 Meeting Attendance

- C9.6.1 District Life Members, Delegates from each Affiliated Club and ex-officio delegates, shall be entitled to attend, take part in the proceedings and vote.
- C9.6.2 The meeting shall have the right to exclude from all or part of the proceedings all but those mentioned in Section C9.6.1.
- C9.6.3 Each Affiliated Club shall be allowed three delegates who must be SASA Club Registered Members.
- C9.6.4 A competitor can be a delegate only for a club for which they compete.
- C9.6.5 A delegate cannot represent more than one club during the period of 1 January to 31 December in any one year.

C9.7 District Office Bearers

- C9.7.1 Each District shall have a President, Vice President, Secretary, Treasurer and Committees who shall be elected/appointed at the District AGM in accordance with the Company Rules Section R16

- C9.7.2 Those elected/appointed shall hold office for one year and be eligible for re-election, *except at the 2018 AGM when it will be for a period of 18 months*. In the event of vacancies arising during the year, the vacancy may be filled by election or appointment at a subsequent District General or Delegates meeting. Subject to Section C9.7.5 all individuals elected or appointed as President, Vice President, Secretary, Treasurer or Convenor of a Committee must be a delegate or a District Life Member at the time of election or appointment.

From 30 June 2019 the following will apply

- C9.7.2 Those elected/appointed shall hold office for one year and be eligible for re-election. In the event of vacancies arising during the year, the vacancy may be filled by election or appointment at a subsequent District General or Delegates meeting. Subject to Section C9.7.5 all individuals elected or appointed as President, Vice President, Secretary, Treasurer or Convenor of a Committee must be a delegate or a District Life Member at the time of election or appointment.
- C9.7.3 The President, Vice President, Secretary and Treasurer shall be ex-officio delegates at all meetings.
- C9.7.4 The Convenor of a District Committee cannot be removed from the list of delegates during the year except with the authority of the District.
- C9.7.5 Convenors of Committees may be appointed from outwith those eligible to attend a District AGM in accordance with Section C9.6.1 if no nominations in accordance with Section C9.7.2 have been received. Such appointments shall be without delegate status and the appointee shall report only on the business of their Committee at District meetings.
- C9.7.6 Each District shall have a District Executive made up of such Office Bearers as District Governance Documentation shall specify but must in all cases include at least the President, Vice President, Secretary and Treasurer. The powers and duties of the District Executive shall be specified in District Governance Documentation.
- C9.7.7 All individuals elected as District Office Bearers as per Section C9.7.1 must be a member of SASA at the time of taking up their appointment.

C9.8 Other District Appointments/Nominations

- C9.8.1 A District may in accordance with the Company Rules Section R16 appoint at a District AGM:
- a) Life Members
 - b) Patron
 - c) Any honorary office bearers deemed necessary (eg Honorary Legal Adviser)
 - d) Two Auditors/Examiners, who must not be office bearers covered by Section C9.7.1.
- C9.8.2 Those appointed need not be delegates.
- C9.8.3 A District will nominate two representatives, in accordance with Section C9.1.3, for the SASA Council at a District AGM.
- C9.8.4 A District will nominate a SASA Vice President in accordance with the following criteria:
- a) Nominations from Clubs and District Life Members shall be submitted to the appropriate District Secretary by 1 November. The District Executive may add other candidates and present the list of all candidates who satisfy the SASA Criteria to their District AGM for a candidate to be identified for notification to the Company by 31 December.

From 30 June 2019 the following will apply

- a) Nominations from Clubs and District Life Members shall be submitted to the appropriate District Secretary by 15 April. The District Executive may add other candidates and present the list of all candidates who satisfy the SASA Criteria to their District AGM for a candidate to be identified for notification to the Company by 30 June.
- b) Nominations should satisfy the skills matrix for SASA President obtainable from the Company.

C9.9 Committees

- C9.9.1 Each District shall, as far as possible, have equivalent Committees to that of the Company but shall be permitted to have such additional Committees as deemed necessary for the management of the District.
- C9.9.2 Members other than co-opted members shall be elected / appointed at the District AGM.
- C9.9.3 The President, Vice President, Secretary and Treasurer shall be ex-officio members of all Committees.
- C9.9.4 The frequency of meetings, order of business and standing orders shall be in accordance with District Governance Documentation.
- C9.9.5 Standing Orders shall, as appropriate, be in accordance with those set out in the Company Rules Section R16.

C9.10 Scottish Swimming Governance

- C9.10.1 In terms of the application of the Scottish Swimming Governance procedures for Protests, Complaints, Suspensions & Fines and Appeals, Districts are treated as being the same as an Affiliated Club.
- a) Protests – Section R11 of Company Rules shall apply.
 - b) Complaints – Sections R12 to R15 of Company Rules shall apply.
 - c) Suspensions and Fines – Section R13 of Company Rules shall apply.
 - d) Appeals – Sections R12 to R15 of Company Rules shall apply.

C10 CLUBS**C10.1 Affiliation**

- C10.1.1 Clubs applying for affiliation must do so, to the appropriate District Secretary on a form available from the Company Office enclosing their Governance Documentation and appropriate District affiliation fee. A Club's governance documentation must be based on the "Model" and guidance available from the Company.
- C10.1.2 District Executives shall confirm acceptance or rejection of an application by a Club to affiliate within 21 days. If an application is rejected the applying club must be informed of the reason and they have the right to appeal to Scottish Swimming, in accordance with Company Rules Sections R12 to R15.
- C10.1.3 Refer to C3.3.10 for the criteria for minimum number of members required for new Clubs to affiliate to SASA.

C10.2 Constitution/Bye-Laws

- C10.2.1 The Constitution/Bye-Laws of a Club must not conflict with the SASA Constitution, the Company Articles, the Company Rules, the Company Regulations or District Governance Documentation. In the event of such conflict the SASA Constitution, the Company Articles, the Company Rules, the Company Regulations or District Governance Documentation in that order shall prevail over that of the Club.
- C10.2.2 Affiliated Clubs must ensure that a copy of their Constitution/Bye- Laws is forwarded to the appropriate District Secretary following the adoption of change(s).
- C10.2.3 A Club Constitution/Bye-Laws must include all mandatory sections/paragraphs, identified in the Club "Model" documents, referenced in Section C10.1.1.

C10.3 Donations

- C10.3.1 Clubs may accept donations to funds for services given by their members at Meets/Galas, but the members concerned shall receive expenses only.

C10.4 Membership - See Company Rules Section R5.**C10.5 Eligibility - See Company Rules Section R4.5.****C10.6 Wellbeing and Protection Officer (WPO)**

- C10.6.1 Clubs must comply with the Company's wellbeing and protection policies and are required to have a fully trained WPO who has attended the Company approved courses. This includes attending repeat workshops, as required by the Company, to remain fully trained.
- C10.6.2 When Clubs appoint a new WPO they must ensure that the WPO attends the Company approved courses within twelve months in order for them to be regarded as fully trained.
- C10.6.3 Clubs who do not comply with C10.6.1 and C10.6.2 are subject to disciplinary action by the Company.

C11.0 AWARDS and HALL of FAME**C11.1 General**

- C11.1.1 The following awards will be made at a time detailed with each award.
- C11.1.2 The person or body making a nomination is required to ensure that the nomination details remain confidential and are not divulged to third parties, including the nominee prior to nominations being considered by the SASA Council or Company, as appropriate.
- C11.1.3 The decision on which nominees are to receive awards is final and no correspondence will be entered into before or after the SASA Council or Company, as appropriate, have made their decision.
- C11.1.4 The nomination process for the awards is detailed with each award.

C11.2 SASA Life Membership

- C11.2.1 The SASA Council will consider nominations and decide who will receive SASA Life Membership.
- C11.2.2 The award(s) will be made at the Scottish Swimming AGM or any other time decreed suitable by the Company.
- C11.2.3 SASA 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.
- C11.2.4 Nominations must be made to the Company by 1 November for submission to the SASA Council.

From 30 June 2019 the following will apply

- C11.2.4 Nominations must be made to the Company by 1 June for submission to the SASA Council.
- C11.2.5 Nominations may be made by Clubs, Districts or SASA Life Members. Nominations should contain full details of the nominee's service to the SASA and their aquatic career if appropriate.
- C11.2.6 Nominations should satisfy the guidelines obtainable from the Company.
- C11.2.7 In the event that a Life Membership should require to be removed from any recipient, SASA Council will make the decision to rescind and notify the Company.

C11.3 National and District Awards

- C11.3.1 The SASA Council will consider nominations and decide who will receive the National and District awards which will be presented annually.

C11.3.2 J Y Coutts Awards

- C11.3.2.1 The John Y Coutts Memorial Award shall be presented to person(s) who have given outstanding services to the SASA.
- C11.3.2.2 Nominations must be made to the Company by 31 July, or a more suitable date determined and advised by the Board, for submission to the SASA Council.
- C11.3.2.3 Nominations may be made by Clubs, Districts or SASA Life Members. Nominations should contain full details of the nominee's service to the SASA and their aquatic career if appropriate.
- C11.3.2.4 The award(s) will be made at a time decreed suitable by the Company.
- C11.3.2.5 Nominations should satisfy the guidelines obtainable from the Company.

C11.3.3 Nancy Riach Memorial Medal

- C11.3.3.1 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.
- C11.3.3.2 Nominations must be made to the Company by 31 July, or a more suitable date determined and advised by the Board, for submission to the SASA Council.
- C11.3.3.3 SASA Council Members, Company Board Members and Company National Committees may make nomination(s).
- C11.3.3.4 The award will be made at a time decreed suitable by the Company.

C11.3.4 W G Todd Prizes and Cups

- C11.3.4.1 Two W G Todd Prizes and Cups shall be awarded as follows:
 - a) Girl Athlete of the Year aged 17 years or under at 31 December.
 - b) Boy Athlete of the Year aged 18 years or under at 31 December.
- C11.3.4.2 Nominations must be made to the Company by 31 July, or a more suitable date determined and advised by the Board, for submission to the SASA Council.
- C11.3.4.3 SASA Council Members, Company Board Members and Company National Committees may make nomination(s).
- C11.3.4.4 The two awards will be made at a time decreed suitable by the Company.

C11.3.5 John Gunning Awards

- C11.3.5.1 The John Gunning quichs and token awards for retention, shall be presented to a volunteer from each District who has made a consistent and continuous contribution at Club and/or District level in the last year.
- C11.3.5.2 Nominations shall be submitted to the appropriate District secretary by 30 June.

- C11.3.5.3 Nominees must reside in Scotland and have contributed at any level from grass roots through to elite. Nominations shall include an account of the achievements of the nominee during the year.
- C11.3.5.4 Each District Executive may add other candidates and will make the final selection of the recipient. Each District will nominate a recipient for their own District.
- C11.3.5.5 The awards will be made at a time decreed suitable by the Company.
- C11.3.5.6 Nominations should satisfy the guidelines obtainable from the Company.

C11.4 Discipline Awards

- C11.4.1 The Company Board will consider the proposed recipients of the Discipline awards, which will be presented annually.

C11.4.2 Water Polo Player of the Year (Speedo Trophy)

- C11.4.2.1 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.
- C11.4.2.2 Nominations shall be submitted to the Water Polo Chair by 31 July, or a more suitable date determined and advised by the Board.
- C11.4.2.3 Each nomination shall include an account of the achievements of the nominee during the year. The National Water Polo Committee may add other candidates and will make the final selection of the recipient.
- C11.4.2.4 The award will be made at a time decreed suitable by the Company.

C11.4.3 Junior Water Polo Player of the Year

- C11.4.3.1 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. The age criteria to be met by nominees will be set by the National Water Polo Committee each year.
- C11.4.3.2 Nominations shall be submitted to the Water Polo Chair by 31 July, or a more suitable date determined and advised by the Board.
- C11.4.3.3 Each nomination shall include an account of the achievements of the nominee during the year. The National Water Polo Committee may add other candidates and will make the final selection of the recipient.
- C11.4.3.4 The award will be made at a time decreed suitable by the Company.

C11.4.4 John and Margaret Bell Award (John and Margaret Bell Memorial Award)

- C11.4.4.1 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.
- C11.4.4.2 Nominations shall be submitted to the Diving Chair by 31 July, or a more suitable date determined and advised by the Board.
- C11.4.4.3 Each nomination shall include an account of the achievements of the nominee during the year. The National Diving Committee may add other candidates and will make the final selection of the recipient.
- C11.4.4.4 The award will be made at a time decreed suitable by the Company.

C11.4.5 Denis Sullivan Memorial Trophy

- C11.4.5.1 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.
- C11.4.5.2 Nominations shall be submitted to the Open Water Swimming Chair by 31 July, or a more suitable date determined and advised by the Board.
- C11.4.5.3 Each nomination shall include an account of the achievements of the nominee during the year. The National Open Water Swimming Committee may add other candidates and will make the final selection of the recipient.
- C11.4.5.4 The award will be made at a time decreed suitable by the Company.

C11.4.6 The Eian Prentice Memorial Junior Award

- C11.4.6.1 The Eian Prentice Memorial Junior Award shall be presented to the junior swimmer who has done most to enhance or uphold the prestige of Scottish Open Water Swimming during the past year.
- C11.4.6.2 Nominations shall be submitted to the Open Water Swimming Chair by 31 July, or a more suitable date determined and advised by the Board.
- C11.4.6.3 Each nomination shall include an account of the achievements of the nominee during the year. The National Open Water Swimming Committee may add other candidates and will make the final selection of the recipient.
- C11.4.6.4 The award will be made at a time decreed suitable by the Company.

C11.4.7 The Synchro Swimmer of the Year Trophy

- C11.4.7.1 The Synchronised Swimmer of the year trophy shall be presented to a synchronised swimmer who fulfils any or all of the following.

- a) Has done most to enhance or uphold the prestige of Scottish Synchronised Swimming in the previous year.
- b) A synchronised swimmer who has put achievement and improvement into the sport over the year.
- c) A synchronised swimmer who has participated in the previous years Scottish Nationals and/or Age Group Championships within the competitive strand.
- d) A synchronised swimmer who has competed for their Club or Country at a National and/or International Event(s).

C11.4.7.2 Nominations shall be submitted to the Synchronised Swimming Committee Chair by 31 July, or a more suitable date determined and advised by the Board.

C11.4.7.3 Each nomination shall include an account of the achievements of the nominee during the year. The National Synchronised Swimming Committee may add other candidates and will make the final selection of the recipient.

C11.4.7.4 The award will be made at a time decreed suitable by the Company.

C11.5 Achievement and Commendation Awards

C11.5.1 The Company Board will consider all recommendations for Achievement and Commendation awards which can be presented at any time.

C11.5.2 Achievement and/or Commendation awards can be awarded to members of Scottish Swimming who have performed an Outstanding Sporting Achievement relevant to the Aquatic Disciplines or have given outstanding service to Scottish Swimming.

C11.5.3 Nominations shall be submitted to the Company Board at any time.

C11.5.4 Nominations may be submitted by SASA Council Members, Company Board Members, Company National Committees, SASA Districts or Clubs.

C11.5.5 Each nomination shall include an account of the achievement of the nominee. The Company will make the final decision on recipients and the format of the award.

C11.5.6 The award(s) will be made at a time decreed suitable by the Company.

C11.6 Scottish Swimming Hall of Fame

C11.6.1 Inductions to the Scottish Swimming Hall of Fame will normally take place every four years and will be on a Commonwealth Games year.

C11.6.2 Nominations for induction to the Hall of Fame must be made to the Company by 31 July, or a more suitable date determined and advised by the Board, for submission to the SASA Council.

C11.6.3 Nominations may be made by Clubs, Districts, SASA Life Members, Board, Council or National Committees. Nominations should contain full details of the nominee’s aquatic career.

C11.6.4 Nominees should satisfy the following criteria

- a) Have been an athlete
- b) Have retired from International Competition for at least two years in the Discipline for which they are being nominated, excluding participation in Masters Events.

C11.6.5 Nominees should have achieved one of the following standards. However, achievement of one of the following standards is not a guarantee of an automatic nomination or of a nomination being accepted.

- a) An Olympic or Paralympic Games Medallist
- b) A World Championship Medallist
- c) A European Gold Medallist
- d) A Commonwealth Gold Medallist
- e) Been awarded 50 GB Senior Caps for Water Polo

C11.6.6 When considering nominations individual medallists will be recognised ahead of relay medallists.

C12.0 FINANCES

C12.1 The Financial Year of SASA shall end on 31 October each year.

From 01 April 2018 the following will apply

C12.1 The Financial Year of SASA shall end on 31 March each year.
(Interpretation - the financial year for 2017 will run from 1st November 2017 to 31 March 2019)

C12.2 Refer to Company Rules Section R3 for details on finances.

C12.3 If upon the winding up or dissolution of The SASA there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed to the current members of The SASA and, to the extent reasonably practicable, those who have been members during the 5 year period preceding winding up or dissolution. Insofar as possible, there shall be a reasonable relationship between the amount to be so paid or distributed to each member and the amount originally contributed by that member.

* * * * *

No. 246445

The Companies Act 2006
Private Company Limited by Guarantee and not Having a Share Capital
Articles of Association
Of
The Scottish Amateur Swimming Association Limited

Adopted in entirety by Special Resolution on [27 February 2010]

Amendments Adopted by Special Resolutions on:

26 February 2011	A2.2.4, A2.3.2, A3.1.3.2.5 and A3.1.3.6.1
23 February 2013	A1.2.2
22 February 2014	A1.2.1, A3.1.3.2, A3.1.3.4, A3.1.3.6, A3.1.3.7, A3.1.3.8, A5.7, A5.8 & A5.9, Also the complete removal of the Appendix to the Articles
28 February 2015	A2.1.4, A2.2.1, A2.3.1, A2.3.2, A2.3.3, A3.1.1.2, A3.1.1.3, A3.1.3.7, A3.1.3.8
27 February 2016	A3.1.3.8.2
25 February 2017	A3.1.3.7.2 & A3.1.3.8.1
24 February 2018	A2.1.1, A2.1.4, A2.2.1, A3.1.3.2, A3.1.3.6.1

Scottish Amateur Swimming Association Limited
National Swimming Academy
University of Stirling
Stirling
FK9 4LA

(These Company Articles replaced the original Memorandum of Association of the Scottish Amateur Swimming Association Limited, A private company limited by guarantee and not having a share capital - Incorporated on [1 May 2003] and which were adopted by Special Resolution on 23 February 2008)

**Scottish Amateur Swimming Association
Company Articles**

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PART A1 INTERPRETATION**A1.1 Defined Terms**

In the articles, unless the context requires otherwise:

“**Articles**” means the Company’s Articles of Association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;

“**Board Director**” means a Director of the Company Board, nominated and appointed by the Member in accordance with the Constitution;

“**Chair**” has the meaning given in article A2.3.1

“**chair of the meeting**” has the meaning given in article A2.3.1

“**Clubs**” means the clubs affiliated to the SASA;

“**Code of Practice**” means a document defining policy in respect of a specific subject;

“**Committees**” means the Discipline and Technical Committees of the Company which are appointed in accordance with these articles;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“**Company Rules**” means the rules of the Company from time to time, approved by the Member, and adopted by the Company;

“**Constitution**” means the Constitution of the Member.

“**District**” means the four Districts into which the SASA is divided, namely East, Midlands, North and West;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**FINA**” means the Federation Internationale de Natation Amateur;

“**Honorary Legal Advisor**” means the legal advisor of Scottish Swimming as appointed by the Member;

“**LEN**” means the Ligue Europeenne de Natation;

“**majority decision**” has the meaning given in article A3.2.3.

“**Member**” has the meaning given in section 112 of the Companies Act 2006;

“**National Arbitration Panel**” means the National Arbitration Panel of the Company from time to time appointed in accordance with Company Rules;

“**National Enquiry Panel**” means the National Enquiry Panel of the Company from time to time appointed in accordance with Company Rules;

“**Office**” means the registered office of the Company;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006

“**Regulations**” means regulations approved by the Company Board in accordance with these Articles;

“**SASA**” means the Scottish Amateur Swimming Association;

“**SASA Council**” means the Council of the Member.

“**Secretary**” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;

“**Swim Schools**” means swim schools affiliated to the SASA;

“**transmittee**” means a person entitled to a share by reason of the death or bankruptcy of the share’s holder or otherwise by operation of law;

“**unanimous decision**” has the meaning given in article A3.2.2;

“**United Kingdom**” means Great Britain and Northern Ireland.

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

A1.2 Company Objects

- A1.2.1 The principal object for which the Company is established is to deal with the day to day management of the affairs of The Scottish Amateur Swimming Association (the "SASA") as such right is delegated to and vested in the Company in terms of the SASA Constitution.
- A1.2.2 Refer to SASA Constitution Sections C2.1, C2.2 and C2.4.

A1.3 Registered Office

- A1.3.1 The Company's Registered Office is to be situated in Scotland.

PART A2 COMPANY BOARD**A2.1 Appointments**

- A2.1.1 The Company Board shall consist of:
- i) Non-Executive Board Directors
 - a) Chair
 - b) Six other Board Directors
 - c) SASA President
 - d) One of the Vice Presidents of the SASA
 - ii) Executive Board Directors
 - e) Chief Executive Officer
- A2.1.2 The Company Board Chair and the six other Board Directors (as in A2.1.1(i) a & b) shall be appointed as per SASA Constitution Section C7.4, following an open recruitment process.
- a) The Company Board Chair can be re-appointed for a second consecutive term in office by the unanimous agreement of the Chair of the Company Board Appointments Panel (SASA Constitution C7.4.1) without the need for an open recruitment process.
 - b) Company Board Directors can be re-appointed for a second consecutive term in office by the unanimous agreement of the Company Board Members Appointments Panel (SASA Constitution C7.4.2) without the need for an open recruitment process.
- A2.1.3 Arrangements for and conduct of business at the Company Board meetings shall be in accordance with Company Rules Section R16.
- A2.1.4 The normal term of office for a non executive member of the Company Board is four years. A member may only be appointed for two consecutive terms in any one capacity and a maximum of three consecutive terms in all capacities, subject to re-appointment after each term as per A2.1.2. A member, who has to retire from the Company Board for this reason may apply for a vacancy on the Company Board after an absence of four years from the Board.

A2.2 Meetings

- A2.2.1 The Company Board shall meet at least six times a year at venues to be arranged by the Company with the agreement of the Chair. One of the meetings will be a joint meeting with SASA Council in November each year.

From 01 October 2019 the following will apply

- A2.2.1 The Company Board shall meet at least six times a year at venues to be arranged by the Company with the agreement of the Chair. One of the meetings will be a joint meeting with SASA Council in June or July each year.
- A2.2.2 The Company shall give not less than seven days notice of a Company Board Meeting and specify the business.
- A2.2.3 The Company, with the agreement of the Chair, may alter the date of any meeting or cancel the meeting should there be insufficient business to be transacted.
- A2.2.4 Notice of Board Directors' meeting must indicate:
- a) Proposed date, time and venue.
 - b) Agenda.
- A2.2.5 Notice of Board Directors' meeting:
- a) need not be given in writing, but
 - b) must be communicated to each Board Director and other attendees.
- A2.2.6 Company staff shall attend as and when required.
- A2.2.7 Relevant papers to be discussed at Company Board meetings will be issued to Council members when they are issued to Company Board members.

A2.3 Business

- A2.3.1 The Chair, who shall be referred to as the 'chair of the meeting' shall be taken in the following order of preference depending on attendance.
- a) The Chair of the Company Board.
 - b) An attendee as agreed by those present.
- A2.3.2 The quorum shall be five.

- A2.3.3 Procedures adopted for the conduct of business at meetings of the Company Board shall be in accordance with Section A3.2 and Company Rules Section R16.0.

PART A3 BOARD DIRECTORS

A3.1 Board Directors' Powers and Responsibilities

A3.1.1 Board Directors' General Authority

- A3.1.1.1 Subject to the articles, the Board Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. Board Directors shall also be required to act in accordance with the General Duties Section of the Companies Act and any subsequent modification.
- A3.1.1.2 Without prejudice to the generality of Article A3.1.1.1 the Board Directors main duties are:
- Be responsible for the day to day management of the affairs of the SASA.
 - Appoint any sub committee(s).
 - Approve, reject or amend any recommendations from Committees.
 - Appoint and arrange supervision of the staff of the Company and arrange accommodation for the administration and staff of the Company and for that purpose, enter into contracts for the lease, purchase or disposal of heritable property.
 - Make alternative arrangements, where a Company Committee is not operating in accordance with the Company Articles and Rules.
 - Maintain relationships with funding partners.
- A3.1.1.3 Without prejudice to the generality of Article A3.1.1.1 the Board Directors additional responsibilities are:
- Approve or otherwise Regulations as drafted by Committees.
 - Appoint National Enquiry and Arbitration Panels.
 - Consider and approve, for issue, Codes of Practice
 - Nominate candidates for British Swimming appointments.
- A3.1.1.4 Notwithstanding any other provisions in these Articles all matters relating to proceedings of the Board Directors shall be in accordance with the Company Rules.

A3.1.2 Board Directors' Powers of Delegation

- A3.1.2.1 Subject to the articles, the Board Directors may delegate any of the powers which are conferred on them under the articles:
- to such persons;
 - by such means (including by power of attorney);
 - to such an extent;
 - in relation to such matters or territories; and
 - on such conditions or subject to such restrictions as they think fit.
- A3.1.2.2 If the Board Directors so specify, any such delegation may authorise further delegation of the Board Directors' powers by any person to whom they are delegated.
- A3.1.2.3 The Board Directors may revoke any delegation in whole or part, or alter its terms.

A3.1.3 Committees

A3.1.3.1 General

- A3.1.3.1.1 Committees to which the Board Directors delegate any of the powers must follow procedures which are based as closely as possible on those provisions of the articles which govern the taking of decisions by Board Directors.
- A3.1.3.1.2 The Board Directors may make rules of procedure for committees, which prevail over rules derived from the articles if they are not consistent with them.

A3.1.3.2 Meetings

- A3.1.3.2.1 Committees shall meet at least twice per year at venues, dates and times agreed by the majority of members of the Committee.
- A3.1.3.2.2 Confirmation of venue, date and time of each meeting, along with a business agenda shall be sent out not less than seven days prior to each meeting, normally by the Company.
- A3.1.3.2.3 A Special Meeting of a Committee shall be called when requested by the Company Board. The venue, date and time of the meeting shall be agreed by the majority of the members of the Committee.
- A3.1.3.2.4 Each Committee shall provide a list of meeting dates for the following calendar year to the Company by 1 November each year.

From 01 August 2019 the following will apply

- A3.1.3.2.4 Each Committee shall provide a list of meeting dates for the following calendar year to the Company by 31 July each year.

A3.1.3.2.5 The Chair shall be taken in the following order of preference depending on attendance.

- a) The Chair of the Company Committee.
- b) A District/Club representative as agreed by those present.
- c) Any attendee as agreed by those present.

A3.1.3.2.6 Standing Orders shall, as appropriate, be in accordance with those set out in the Company Rules Section R16.

A3.1.3.2.7 All members, including co-opted members, shall be entitled to vote if they are members of SASA.

A3.1.3.3 Order of Business

A3.1.3.3.1 The business of Committee meetings shall include:

- a) Minutes of Previous Meeting
- b) Actions from Previous Meetings
- c) Finance
- d) Forward Programme
- e) Any Other Competent Business

A3.1.3.3.2 The business agenda for each meeting will be agreed by the Committee Chair prior to issue.

A3.1.3.4 Appointments

A3.1.3.4.1 The appointment process for members of National Discipline/Technical Committees shall be as follows:

- a) Each committee shall nominate the Chair, who can, but need not be, a nominated / appointed member of the committee, to the Company Board for appointment for a two year term, reviewed annually.
- b) Clubs and/or Districts shall nominate their representatives, to the Company Board for appointment annually as per SASA Constitution Section C5.14(a).
- c) Any person holding office, as any of the following, shall not be eligible to be appointed as a Chair of a National Committee:
 - a President of a District
 - a Secretary of a District
 - a Treasurer of a District
 - the President of SASA
 - a Vice President of SASA
 - a Board Director of the Company
- d) The Chair of each committee shall be responsible for recruiting through open procedures, against an appropriate role description, persons to fulfil those positions which are not appointed by clubs, districts or other groups, e.g. club representative and district representatives. Elected members of the committee are eligible to be appointed to such positions but are not entitled to additional voting rights.
- e) All members of National Committees shall be members of SASA unless specifically stated otherwise (e.g. Scottish Swimming Staff) in the Committee structures in Sections A3.1.3.7 and A3.1.3.8.
- f) Co-opted members must be members of SASA except with the agreement of the Company Board.

A3.1.3.5 Core Roles

A3.1.3.5.1 National Discipline / Technical Committees shall have the following core roles:

	Discipline	Technical
• Planning and implementing national events.	✓	
• Selecting national squads and national squad training, as appropriate.	✓	
• Calendar planning of events.	✓	
• Producing and monitoring the implementing of a development plan.	✓	✓
• Producing and monitoring, in line with the development plan, an annual budget	✓	✓
• Maintaining regulations	✓	✓
• Communication	✓	✓
• Support Discipline Committees as required		✓

A3.1.3.6 Responsibilities

A3.1.3.6.1 National Discipline/Technical Committees shall have the following responsibilities in addition to those detailed in their Regulations:

- a) Review annually and bring forward for the approval of Company Board amendments to the regulations, for which they have responsibility, or confirm no change is required by 1 November each year, before promulgation of the regulations to the membership.

From 01 August 2019 the following will apply

- a) Review annually and bring forward for the approval of Company Board amendments to the regulations, for which they have responsibility, or confirm no change is required by 31 May each year, before promulgation of the regulations to the membership.
- b) Submit an Annual Report to the Company by 1 November each year.

From 01 August 2019 the following will apply

- b) Submit an Annual Report to the Company by 31 July each year.
- c) Submit their nomination for Chair for the following year, to the Company, by 1 November each year.

From 01 August 2019 the following will apply

- c) Submit their nomination for Chair for the following year, to the Company, by 31 July each year.
- d) Submit to the Company reports as requested by the Company Board.
- e) Submit a proposed budget for their forward programme to the Company Board and be accountable and responsible for the implementation of the agreed programme.
- f) Health and Safety at events they run on behalf of Scottish Swimming.
It is the responsibility of the National Committee to:
 - i) Ensure that all participants are made aware of the Health and Safety requirements of the facilities and/or venues used.
 - ii) Define any additional Health and Safety requirements specific to their discipline where those defined by the facility and/or venue operator are insufficient to cover their requirements.
 - iii) Ensure that all participants are aware of the Health and Safety requirements that apply.

A3.1.3.7 National Discipline Committees

National Discipline Committees shall be structured, depending on the number of clubs participating in the discipline, as follows:

A3.1.3.7.1 Diving, Synchronised Swimming and Water Polo Committees

- a) Chair (responsible for sharing information with Districts)
- b) One representative from each club responsible for encouraging:
 - Club development
 - Coach education
 - Volunteer Training.
- c) Event Co-ordinator responsible for
 - Competition programme
 - Calendar Planning
 - Health and Safety relating to events.
- d) Technical Officials Co-ordinator responsible for
 - Technical officials training
 - Technical officials deployment
- e) Co-opted Members, if necessary, subject to approval of the Company Board.
- f) Finance Co-ordinator (Water Polo Committee only) responsible for
 - Controlling income and expenditure
 - Budget preparation, monitoring and reconciliation
 - Preparation of annual accounts
- g) The quorum for Diving Synchronised Swimming and Water Polo Committee meetings shall be four, excluding co-opted members, provided at least two Clubs are represented.

A3.1.3.7.2 Swimming Committee

- a) Chair
- b) One representative from each District.
- c) Scottish Swimming Performance Director.
- d) National Championships/Events Convenor

- e) Technical Officials representative (who should be a member of the Swimming Technical Officials Committee)
- f) Coach Representative
- g) Disability Performance Development Manager
- h) Co-opted Members, if necessary, subject to approval of the Company Board.
- i) The quorum for Swimming Committee meetings shall be five, excluding co-opted members, provided at least 2 Districts are represented.

A3.1.3.7.3 Masters Swimming Committee

- a) Chair
- b) One representative from each District.
- c) Events co-ordinator.
- d) Technical Officials Representative.
- e) Co-opted Members, if necessary, subject to approval of the Company Board.
- f) The quorum for Masters Swimming Committee meetings shall be four, excluding co-opted members, provided at least 2 Districts are represented.

A3.1.3.7.4 Open Water Committee

- a) Chair
- b) One representative from each District.
- c) Open Water Squad/Team Manager.
- d) Events Co-ordinator.
- e) Technical Officials Co-ordinator.
- f) Health and Safety Co-ordinator.
- g) Co-opted Members, if necessary, subject to approval of the Company Board.
- h) The quorum for Open Water Committee meetings shall be four, excluding co-opted members, provided at least 2 Districts are represented.

A3.1.3.7.5 Responsibilities for Swimming, Open Water Swimming and Masters Swimming committee positions other than the District representatives shall be defined by the Chair.

A3.1.3.8 National Technical Committees

National Technical Committees shall be structured as follows:

A3.1.3.8.1 Swimming Technical Officials Committee

- a) Chair
- b) One representative from each District
- c) One Representative from Open Water, nominated by the National Open Water Committee
- d) Two persons elected at an annual STO meeting
- e) Co-opted Members, if necessary, subject to approval of the Company Board.
- f) All members shall be certificated registered referees.
- g) The quorum for Swimming Technical Officials Committee meetings shall be four, excluding co-opted members, provided at least 2 Districts are represented.

A3.1.3.8.2 Coaches Technical Panel

- a) Chair, who need not necessarily be a member of SASA.
- b) Four coaches reflecting geographical spread of programmes around the country
- c) Two additional coaches to balance the group
- d) Performance Director
- e) National Coach
- f) sportscotland representative
- g) The quorum for Coaches Technical Panel meetings shall be five, excluding co-opted members, provided at least 2 of the Coaches are present.

A3.2 Decision-Making by Board Directors

A3.2.1 Board Directors to Take Decisions Collectively

A3.2.1.1 The general rule about decision-making by Board Directors is that any decision of the Board Directors must be either a unanimous decision or a majority decision.

A3.2.1.2 Subject to the articles, the Board Directors –

- a) may take either a unanimous decision or a majority decision on any matter, and
- b) may, but need not, take any decision at a Board Directors' meeting

A3.2.2 Unanimous Decisions

A3.2.2.1 The Board Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.

A3.2.2.2 A unanimous decision:

- a) may be taken without any discussion between Board Directors, and
- b) may, but need not, take the form of a resolution in writing, copies of which have been signed by each Board Director

A3.2.3 Majority Decisions Without Board Directors' Meeting

A3.2.3.1 This article applies where a majority decision is not taken in a Board Directors' meeting.

A3.2.3.2 The Board Directors take a majority decision if:

- a) a Board Director has become aware of a matter on which the Board Directors need to take a decision;
- b) that Board Director has made the other Board Directors aware of the matter and the decision;
- c) the Board Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- d) a majority of those Board Directors vote in favour of a particular decision on that matter.

A3.2.3.3 But if a Board Director is aware that consultation with another Board Director will make it impossible to take a particular decision as soon as the Company's business requires, that Board Director:

- a) may decide not to communicate with that other Board Director in relation to that decision before it is taken, but
- b) must communicate the decision not to communicate to all the other Board Directors as soon as is practicable, explaining the reasons for it.

A3.2.3.4 And if a Board Director states that he does not wish to discuss or vote on a particular matter, the Board Directors may choose not to communicate with that Board Director in relation to decisions to be taken on that matter.

A3.2.3.5 Board Directors participating in the taking of a majority decision otherwise than at a Board Directors' meeting:

- a) may be in different places, and may participate at different time, and
- b) may communicate with each other by any means

A3.2.4 Calling a Board Directors' Meeting

A3.2.4.1 Meetings shall be arranged in accordance with Section A2.2.

A3.2.5 Quorum for Majority Decisions

A3.2.5.1 No majority decision (other than a decision to call a Board Directors' meeting) shall be taken by the Board Directors unless a quorum participates in the decision-making process.

A3.2.5.2 The quorum for Board Directors' decision-making shall be in accordance with Section A2.3.2.

A3.2.5.3 If the total number of Board Directors for the time being is less than the quorum required for Board Directors' majority decision-making, the Board Directors must not take any majority decision, but request the Member to appoint further Board Director(s) in accordance with the Member's Constitution.

A3.2.6 Chairing the Majority Decision Making Processes

A3.2.6.1 The Chair of the Company is appointed in accordance with the Member's Constitution.

A3.2.6.2 If the Chair is not participating in a Board Directors' meeting within ten minutes of the time at which it was to start, the participating Board Directors must appoint one of themselves to chair it. The person chairing the meeting in accordance with this article is referred to as the "chair of the meeting."

A3.2.7 Casting Vote

A3.2.7.1 A casting vote shall only be applied in accordance with Company Rule Section R16.3.3.

A3.2.7.2 But a casting vote rule shall not apply if the views of the specified Board Director are to be disregarded as a result of an actual or potential conflict of interest.

A3.2.8 Conflicts of Interest

A3.2.8.1 If a proposed decision of the Board Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Board Director has a direct or indirect interest, that Board Director is not to be counted as participating in the decision-making process for voting or quorum purposes.

A3.2.8.2 But if paragraph A3.2.8.3 below applies, a Board Director who is interested in an actual or proposed transaction or arrangement with the Company:

- a) is to be counted as participating in the decision-making process, and
- b) is entitled to vote on a proposal relating to it.

A3.2.8.3 This paragraph applies when:

- a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Board Director from being counted as participating in, or voting at, a Board Directors' meeting;
- b) the Board Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- c) the Board Director's conflict of interest arises from a permitted cause.

A3.2.8.4 For the purposes of this article, the following are permitted causes:

- a) a guarantee given, or to be given, by or to a Board Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
- b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-write, or guarantee subscription for any such securities; and
- c) a contract about benefits for employees and Board Directors or former employees and Board Directors of the Company or any of its subsidiaries which does not provide special benefits for Board Directors or former Board Directors.

A3.2.8.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Board Directors' meeting or part of a Board Directors' meeting.

A3.2.8.6 If a question arises at a meeting of Board Directors or of a committee as to the right of a Board Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting whose ruling in relation to any Board Director other than the Chair is to be final and conclusive.

A3.2.9 Records of Decisions to be Kept

A3.2.9.1 The Board Directors must ensure that the Company keeps a record, in writing, of every unanimous or majority decision taken by the Board Directors for at least ten years from the date of the decision recorded in it.

A3.3 Appointment of Board Directors

A3.3.1 Methods of Appointing Board Directors

A3.3.1.1 Any person who is willing to act as a Board Director, and is permitted by law to do so, may be appointed to be a Board Director in accordance with the Member's Constitution.

A3.3.2 Termination of Board Director's Appointment

A3.3.2.1 A person ceases to be a Board Director as soon as

- a) that person ceases to be or is prohibited from being a Board Director by law;
- b) a bankruptcy order is made against that person;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debt (whether by means of an individual voluntary arrangement or otherwise)
- d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Board Director and may remain so for more than three months;
- e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would normally have;
- f) a notification to the Company that that person is resigning or retiring from office as a Board Director takes effect in accordance with its terms;
- g) that person receives notice signed by all the other Board Directors stating that that person should cease to be a Board Director.

A3.3.3 Board Directors' Remuneration

A3.3.3.1 Board Directors may undertake any services for the Company that the Board Directors decide.

A3.3.3.2 Board Directors are entitled to such remuneration as the Member determines –

- a) for their services to the Company as Board Directors, and
- b) for any other service which they undertake for the Company.

A3.3.3.3 Subject to the articles, a Board Director's remuneration may –

- a) take any form, and
- b) include any arrangements in connection with the payment of an allowance or gratuity, in respect of that Board Director.

A3.3.3.4 Unless the Board Directors decide otherwise, Board Directors' remuneration accrues from day to day.

A3.3.3.5 Unless the Board Directors decide otherwise, Board Directors are not accountable to the Company for any remuneration which they receive as Board Directors of the Company's subsidiaries.

A3.3.4 Board Directors' Expenses

A3.3.4.1 The Company must pay reasonable expenses which the Board Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART A4 MEMBERS**A4.1 Becoming and Ceasing to be a Member**

A4.1.1 The sole member of the Company shall be the SASA (also referred to throughout these Articles of Association as the "Member") or its successor who is the subscriber to the Memorandum of Association of the Company.

A4.2 Member's Reserve Power

A4.2.1 The Member may, by special resolution, direct the Board Directors to take, or refrain from taking, specified action.

A4.2.2 No such special resolution invalidates anything which the Board Directors have already done.

PART A5 ADMINISTRATIVE ARRANGEMENTS**A5.1 Organisation of General Meetings**

A5.1.1 The Company shall not hold General or Extraordinary General Meetings, but will report to and participate in the General and Extraordinary General Meetings of the Member.

A5.1.2 Changes to the Company Articles may only be made as defined in the SASA Constitution Section C4.1.2.

A5.1.3 Changes to the Company Rules may only be made as defined in the SASA Constitution Section C4.1.3.

A5.2 Means of Communication to be Used

A5.2.1 Subject to the articles –

- a) anything sent or supplied by or to the Company under the articles may be sent or supplied in any way which the Companies Act 2006 provides for documents or information to be sent or supplied by or to the Company for the purposes of the Companies Acts, and
- b) any notice or document to be sent or supplied to a Board Director in connection with the taking of decisions by Board Directors may also be sent or supplied by the means by which that Board Director has asked to be sent or supplied with notices or documents for the time being.

A5.2.2 A Board Director may agree with the Company that notices or documents sent to a Board Director in a particular way are to be deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.

A5.3 Addresses and Other Contact Details

A5.3.1 Anything sent to a member under the articles may be sent to that member's address in the register of members, unless –

- a) the member and the Company have agreed that another means of communication is to be used, and
- b) the member has supplied the Company with the information it needs in order to be able to use that other means of communication.

A5.3.2 Any notice or document sent to a Board Director may be sent to that Board Director's address as registered in the register of Board Directors, unless –

- a) the Board Director and the Company have agreed that another means of communication is to be used, and –
- b) the Board Director has supplied the Company with the information with the information it needs in order to be able to use that other means of communication.

A5.4 No right to Inspect Accounts and Other Records

A5.4.1 Except as provided by law or a person nominated by the Member, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

A5.5 Provision for Employees on Cessation of Business

A5.5.1 The Board Directors may decide to make provision for the benefit of person employed or formerly employed by the Company or any of its subsidiaries (other than a Board Director or former Board Director or shadow Board Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

A5.6 Indemnity

- A5.6.1 Subject to the provisions of the Act but without prejudice to any indemnity which may otherwise be available, every Board Director, Managing Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by and out of the assets of the Company against:
- a) all charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto; and
 - b) any liability incurred by him in:
 - i) defending any proceedings, whether civil or criminal, in which judgement is not given against him; or
 - ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.
- A5.6.2 The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

A5.7 Company Income, Property and Payment

- A5.7.1 The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Company Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise howsoever by way of profit to the Members, officers or servants of the Company. PROVIDED that nothing herein shall prevent
- a) The payment in good faith of reasonable and proper remuneration to any Member, officer, or servant of the Company in return for any services actually rendered to the Company, or outlays properly incurred on its behalf.
 - b) The payment in good faith to any Member, officer, or servant of the Company including members of its Board of Directors of out of pocket expenses incurred by him in or about the performance of his duties.
 - c) A reasonable and proper rent for premises let by any Member of the Company or its Board of Directors.

A5.8 Liability of Members

- A5.8.1 The Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before ceasing to be a Member and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.

A5.9 Dissolution of Company

- A5.9.1 Notwithstanding Section A5.7, if upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed to the sole Member of the Company, which is The SASA. Insofar as possible, there shall be a reasonable relationship between the amount to be so paid or distributed to the sole Member and the amount originally contributed by the sole Member.

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R1.0 COMPANY BOARD**R1.1 Meetings**

R1.1.1 Arrangements for Company Board meetings will be in accordance with Company Articles.

R1.2 Publications

R1.2.1 The Company Board shall arrange for the publication of:

- a) An Annual Guide and Information Booklet or an alternative publication.
- b) Amendments to the SASA Constitution, the Company Articles, the Company Rules, the Company Regulations and the Company's Codes of Practice,
- c) Other information as deemed necessary

R1.3 Appointments/Nominations.**R1.3.1 Predefined Appointments**

- a) Two representatives for the Commonwealth Games Council for Scotland.
 - The Company Chair and the Director of Performance.
- b) One representative for the Scottish Sports Association.
 - The Chief Executive Officer or Director of Development.
- c) Representative for the British Swimming Management Board.
 - The Company Chair.
- d) National Representatives for British Swimming General Meetings.
 - The SASA President
 - A SASA Vice President
 - Two Company Board representatives
 - An Editorial Board representative
- e) Scottish Schools Swimming Association (SSA) Representative.
 - A SASA Vice President

R1.3.2 Nominations following a Company process to seek suitably qualified candidates.**R1.3.2.1 Complaints Panel Appointments**

R1.3.2.1.1 The Company Board shall establish an independent Complaints Panel following Open Recruitment. It shall not be necessary for a Panel member to be a member of Scottish Swimming.

R1.3.2.1.2 Persons shall be appointed to the Panel for a term of its own choosing provided that it is no longer than four years. A person can be reappointed (with there being no limit on the number of consecutive terms that a person can be appointed). Members of the SASA Council and/or Company Board shall not be eligible to apply and in the event that a person is appointed to the Panel and thereafter becomes a member of the SASA Council and/or Company Board the person shall automatically be removed from the Panel. For the avoidance of doubt the Company Board shall be entitled to accept or reject any application to the Panel and remove any person from the Panel at any time.

R1.3.2.1.3 From the applications received, the Company shall appoint suitable and experienced persons.

R1.3.2.1.4 The Company Board shall appoint from the Panel members a Head of Panel. The Head of Panel will determine which Panel members shall hear any case put before the Panel. The Head of Panel shall be able to appoint a temporary depute head of panel from time to time from the Panel members for periods when the Head of Panel is not easily accessible or to assist in the execution of the duties of the Head of Panel.

R1.3.2.1.5 The Company shall ensure that all panel members are suitably trained by providing all necessary training.

R1.3.2.2 British Swimming (BS) Judicial Panels Membership

In accordance with the British Swimming Disciplinary Code, Scottish Swimming shall nominate members to BS Judicial Panels as follows:

a) British Swimming Judicial Panel (BS JP)

Nominate up to three persons, who are or have been on the Scottish Swimming National Panels Members List for appointment for a period of two years.

Retiring members shall be eligible for re-nomination.

b) British Swimming Appeals Panel (BS AP)

Nominate one person, who is or has been on the Scottish Swimming National Panels Members list for a period of four years.

Retiring members shall be eligible for re-nomination.

c) British Swimming Judicial Appointments Panel (BS JAP)

Nominate one person, who is or has been on the Scottish Swimming National Panels Members list for appointment for a period of three years.

A retiring member shall be eligible for re-nomination.

d) Nomination Process

- i) Nominations for the BS JP and BS AP shall be made to the BS JAP for review and endorsement prior to appointment by the BS Board.
- ii) Nominations for the BS JAP shall be made directly to the BS Board.

R2.0 NATIONAL COMMITTEES

R2.1 Arrangements for National Committees will be in accordance with Company Articles.

R3.0 FINANCE**R3.1 Finance General**

R3.1.1 The Financial Year of Scottish Swimming shall end on 31 October each year.

From 01 April 2018 the following will apply

- R3.1.1 The Financial Year of Scottish Swimming shall end on 31 March each year.
(Interpretation - the financial year for 2017 will run from 1st November 2017 to 31 March 2019)
- R3.1.2 SASA members as defined in the SASA Constitution Section C3 shall be required to pay fees in accordance with Section R3.3. The SASA hereby elects that all fees payable to it should be paid to the Company. Cheques being paid to "SASA Ltd".
- R3.1.3 The Company shall present an Annual Report accompanied by Auditor's/Examiner's Certificate to the Scottish Swimming AGM.
- R3.1.4 SASA District financial reports for the year, certified by auditors / examiners, shall be submitted to the Company not later than 31 December each year.

From 01 August 2019 the following will apply

- R3.1.4 SASA District financial reports for the year, certified by auditors / examiners, shall be submitted to the Company not later than 31 July each year.
- R3.1.5 All claims for expenses shall be made on the official forms in accordance with Section R3.7 and shall be submitted to the Company.
- R3.1.6 Clubs may accept donations to funds for exhibition, sponsorship etc. given by their members at Meets/Galas but the members concerned shall receive expenses only in accordance with Section R3.7.
- R3.1.7 When the Company deem it appropriate, they shall undertake an examination of the books of any SASA District or Member Club and require copies of any financial report, duly certified by Auditors / Examiners.

R3.2 Receipts and Payments

- R3.2.1 All incoming receipts must be paid to the Company.
- R3.2.2 All outgoing payments will be made by Bank Automated Clearance System (BACS) or Company cheque, signed by the authorised person(s) unless an alternative payment method is authorised in writing by the Chief Executive Officer of the Company.

R3.3 Membership Fees

- R3.3.1 Membership and affiliation fees, which shall be decided annually at the Scottish Swimming AGM, except for Associate Member fees which will be decided by the Company Board on a case by case basis, and published in the Annual Information Guide or an alternative publication as decided by the Company, are payable to the Company.
- R3.3.2 Members can only register in one category and pay the appropriate fee as per SASA Constitution C3.3.3.
- R3.3.3 The membership year runs from 1 April until 31 March inclusive.
A person seeking to become a SASA registered Member of an Affiliated Club in the Swimmer category as defined in the SASA Constitution Section C3.3.3(a) part way through the membership year shall be required to pay a fee in accordance with the criteria below. The date the membership form is signed is taken as the effective date of registering with Scottish Swimming for calculating the portion of the annual fee that is due.
- | | |
|--|---------------------|
| Registering during April to August inclusive | 100% of annual fee. |
| Registering during September to December inclusive | 60% of annual fee. |
| Registering during January to March inclusive | 25% of annual fee. |

R3.4 Other Fees

- R3.4.1 The following fees shall be agreed at each Scottish Swimming AGM and shall be published in the Annual Guide and Information Booklet or an alternative publication as decided by the Company. The fees shall be collected by the Company.
- a) Protests
 - b) Complaints

- c) Appeals
- d) Special District Meetings
- e) Composite Teams
- f) Combined Teams
- g) Meet Licence Applications

R3.4.2 All fees other than those specified in Section R3.4.1 shall be recommended by the appropriate National Committee, approved by the Company Board, in January each year and shall be published in the Annual Guide and Information Booklet or an alternative publication as decided by the Company.

From 01 August 2019 the following will apply

R3.4.2 All fees other than those specified in Section R3.4.1 shall be recommended by the appropriate National Committee, approved by the Company Board, by 31 July each year and shall be published in the Annual Guide and Information Booklet or an alternative publication as decided by the Company.

R3.5 Levies

R3.5.1 Affiliated Clubs and Affiliated Swim Schools may be charged a levy agreed at a Scottish Swimming AGM or a Scottish Swimming EGM by at least a two-third majority of those present and voting.

R3.6 Fines

R3.6.1 All fines except those imposed by a Complaints Committee and/or an Appeal Committee in accordance with Section R13.10, shall be recommended by the appropriate National Committee, approved by the Company Board in January each year and shall be published in the Annual Guide and Information Booklet or an alternative publication as decided by the Company.

From 01 August 2019 the following will apply

R3.6.1 All fines except those imposed by a Complaints Committee and/or an Appeal Committee in accordance with Section R13.10, shall be recommended by the appropriate National Committee, approved by the Company Board by 31 July each year and shall be published in the Annual Guide and Information Booklet or an alternative publication as decided by the Company.

R3.7 Expenses

- R3.7.1 All claims for expenses shall be made to the Company on official forms, accompanied by appropriate receipts showing supplier's VAT registration number where appropriate.
- R3.7.2 The Company Finance Manager shall have power to pay such expenses or refer claims to the Chief Executive Officer who in exceptional circumstances may refer them to the Company Board. This power does not extend to the payment of the individual's own expenses.
- R3.7.3 Expenses shall be paid on the basis of a standard rail fare or The Company car mileage allowance agreed by the Company Board. Air fare(s) shall only be paid with the prior approval of the Company. The mode of transport shall be stated on the claim form. Reasonable meal and overnight allowances shall be paid where necessary.
- R3.7.4 All reasonable expenses of the following shall be met.
- a) President, Vice Presidents, SASA Council, Company Board and members of administration staff incurred in attending convened meetings of National and Ad Hoc Committees, Scottish Swimming Championships meets or trials, international meets held in Scotland and such other meets or meetings as they are authorised to attend.
 - b) Members of National and Ad Hoc Committees for attendance at appropriate convened meetings and meets under their control.
 - c) Competitors selected for representative teams or participating in selection trials convened by the appropriate Company National Committee.
 - d) Technical officials appointed by the Company to act at:
 - i) International meets or trials in Scotland
 - ii) National Championships held in Scotland
 - iii) Inter District Competitions
 - e) Technical Officers in pursuit of their contractual duties.
 - f) Lecturers/Examiners conducting approved certificate courses/examinations.
 - g) Limited Technical Officials from other Associations/Federations
- R3.7.5 The expenses of Technical Officials incurred by attendance at other meets shall be the responsibility of the organising body, as follows, unless decided otherwise by the Company Board.

- a) District and Club Meets/Galas which may include District Championships - by the organisers
- b) Water Polo League Matches - by the home team
- c) Swimming Leagues - by arrangement of the participating clubs
- d) Commonwealth Games by nominee
- e) Olympic Games)
 FINA World Championships) by British Swimming
 FINA World Cup Competitions)
 LEN Competitions)

R4.0 CHAMPIONSHIPS AND MEETS

R4.1 Scottish Championships

- R4.1.1 National Committees shall have full responsibility for the organisation of Scottish Swimming National Championships appropriate to their Discipline.

R4.2 District Championships

- R4.2.1 Districts shall hold championships in accordance with SASA Constitution Section C9.2.1.1.

R4.3 Inter District Competition

- R4.3.1 For any Inter District Competition, the North and Midland Districts may agree to enter a joint team, upon the recommendation of the appropriate National Committee and subject to the approval of the Company Board.

R4.4 Licensed/Accredited Meet

- R4.4.1 All competitive aquatic meets held in Scotland, involving members from two or more clubs, require to be licensed by the Company.
- R4.4.2 Licensing is necessary to provide the Company with a means of control over and maintenance of minimum standards. The organisers of a competitive aquatic Meet are responsible for making application for a Licence in accordance with the appropriate Company Regulations.
- R4.4.3 In addition to a licence, a Meet can also be “accredited” in accordance with the appropriate Company Regulations for the discipline of the meet that is to be licensed, in order to allow athletes an opportunity to achieve qualifying standards for National and International meets and teams.
- R4.4.4 Athletes under 8 years on the last day of competition are not eligible to take part in a meet that has applied for accreditation.
- R4.4.5 The minimum age for Open Water athletes is as follows
- a) 10 years on the last day of competition where FINA By Laws regarding open water swimwear are applied.
 - b) 12, age defined as at 31 December, for non-wetsuit events
- R4.4.6 A licence can only be granted for the day of the Scottish Swimming AGM with the agreement of the Chief Executive Officer.
- R4.4.7 During the period of a National competition organised by Scottish Swimming, another licence can only be granted for the same discipline, with the agreement of the relevant National Discipline Committee. The licence will only be granted if there is sufficient justification and the proposed meet will not impinge upon the successful running of the event with which it clashes.
- R4.4.8 During the period of a District competition organised by a Scottish Swimming District, a licence can only be granted for the same discipline, in the same District, with the agreement of the relevant District Discipline Committee. The licence will only be granted if there is sufficient justification and the proposed meet will not impinge upon the successful running of the event with which it clashes.
- R4.4.9 A licence application may be declined where the licensing authority has reasonable grounds to believe that the running of the meet would place an excessive workload on local officials or impact on the viability of a previously licensed competition in the same geographical area.
- R4.4.10 A licence application may be declined where the licensing authority has reasonable grounds to believe that the licence conditions will not be complied with or where the organising body has previously breached licence conditions.
- R4.4.11 The Licensing authority has no obligation to grant a license for a Meet particularly when there is a conflict of dates as per Company rules R4.4.6, R4.4.7, R4.4.8 and R4.4.9 or a previous breach of conditions has occurred as per Company Rule R4.4.10.

R4.5 Eligibility

- R4.5.1 All competitors shall be registered with their National Federation to be eligible to compete (FINA Rule GR1.1).

- R4.5.2 A competitor must have signed a declaration agreeing to submit to testing for 'Banned Substances' if selected. Competitors under the age of 16 years must have the declaration signed by their parent/guardian.
- R4.5.3 A competitor selected to represent Scotland must be a registered member of SASA as per SASA Constitution Sections C3.3 or C3.5 and must be either:
- a) a native of Scotland or
 - b) a person with a Scottish mother or father or
 - c) satisfy either of the following residential criteria:
 - i) for the Commonwealth Games
In line with current Commonwealth Games Federation Regulations or Guidelines (see information guide for details).
 - ii) for all other meets
a person who has been resident in Scotland for a minimum of 12 months prior to the first day of competition.
- R4.5.4 A Competitor who is not a SASA member may enter an Open Championship / Meet organised by the Company, provided they satisfy the requirements of Section R4.5.1.
- R4.5.5 Refer to Section R5.2.5 for "Unattached" criteria.
- R4.5.6
- a) For Swimming a Junior Competitor is defined as under 17 years of age at midnight on 31 December in the year of competition.
 - b) For disciplines, other than Swimming, a Junior Competitor is defined as under 17 years of age at midnight on 31 December in the year of competition except where FINA Rules state otherwise.
- R4.5.7 Para-Swimmers must hold National or International classification and appear on the appropriate British Swimming or IPC classification master list.

R4.6 Medals

- R4.6.1 In all Aquatic Sports Championships, except Water Polo, organised by the Company, medals shall be awarded as follows:
- a) For all events, including Open events, 'Gold', 'Silver' and 'Bronze' will be presented.
 - b) In Open events a 'Gold' only will be presented to the Scottish Champion provided they are not also the Open Champion. When the Scottish and the Open Champion is the same person only one medal will be presented.
- R4.6.2 In Water Polo championships, 'Gold' medals shall be awarded to all team members whose names appear on the team sheet of the team finishing first. 'Silver' medals shall be awarded to the members of the team finishing second in the following competitions: Scottish Water Polo Championship (Scottish Cup); Scottish Youth League Championships (Malta Trophy); Scottish Under 17 Water Polo Championship (Willie Mellors Memorial Trophy); Scottish Women's Water Polo Championship.
- R4.6.3 In Water Polo National Leagues 'Gold' medals shall be awarded to the team finishing first.

R4.7 Access to Championships/Meets

- R4.7.1 SASA Council Members, Company Board Members and National Committees will have free access to all meets under the Company's Jurisdiction and will receive permits for this purpose.

R5.0 CLUB / TEAM (Membership)

R5.1 Club Membership

- R5.1.1 An individual may be a member of one or more clubs, subject to completion of 1st and 2nd Claim Club forms as per Section R5.2.
- R5.1.2 An individual has a right to join additional club(s) in order to participate in an aquatic discipline not provided by their current club(s).
- R5.1.3 An Individual may participate in the internal championships/meets of any club of which they are a member providing the club has not a Regulation that would prevent such participation.
- R5.1.4 In Swimming, Masters Swimming, Synchronised Swimming, Diving or Open Water Swimming the following shall apply:
- a) An individual who is a member of only one club and changes clubs can compete for their new club in the month following confirmation of the receipt of the information by the Company.
 - b) An individual who is a member of more than one club can declare to the Company, on the appropriate form, which is their First and Second claim club. Such individuals shall be eligible to compete for their second claim club with the written permission of their first claim club.
 - c) An individual who has a first and second claim club and changes either club can compete for their new club in the month following confirmation of the receipt of the information by the Company.
 - d) Competitors cannot represent their first and second claim clubs in the same competition.

- R5.1.5 In Water Polo the following shall apply:
- a) A Water Polo player may only represent one District during the period 1 January to 31 December in any one year.
 - b) Subject to Rule R5.1.5(c) a Water Polo player may play for their first or second claim club in any Scottish competition. Once committed to a team for a particular age group in that competition, they cannot play for another team in the same age group within that competition for the duration of that competition.
 - c) A Water Polo player may play for their second claim club in any Scottish competition, if the first claim club does not enter a team into a particular age group.
- R5.1.6 The following exceptions apply to all disciplines.
- a) A member whose registered club is part of a team may also compete in meets confined to the team.
 - b) Providing that the promoting body concerned does not take part in open competition, an individual may also take part in the annual gala and local, district, national and international competitions of their appropriate:
 - i) Occupation, trade, profession or business
 - ii) School, college, further education establishment, university
 - iii) Youth organisation provided the individual is under 18 years of age on 31 DecemberAn individual may also take part in one-off events approved by the Company.
 - c) Swimmers may compete in a composite team in an invitation one off meet with the permission of their club.
- R5.1.7 The following additional exception to those in R5.1.6 shall apply to Open Water Swimming.
- a) On a yearly basis the Company and the Open Water Committee Chair shall agree which events or meets organised by bodies not affiliated to FINA the Company will approve for SASA members to participate in. The Open Water Committee Chair will be responsible for communicating this list to SASA members.

R5.2 Change of 1st or 2nd Claim Club

- R5.2.1 An individual wishing to change their 1st or 2nd Claim Club must complete the appropriate form and obtain the consent of the Secretaries, or other Club Officers, of the clubs involved.
- R5.2.2 An individual shall be entitled to obtain the consent of a club secretary (or other Club Officer) or a reason for refusal within 14 days of the request being made.
- a) If no response is received by the individual within 14 days the individual can compete as unattached as per R5.2.5.
 - b) If no response is received by the individual within 28 days the individual can compete for their new Club, provided they are not in breach of Sections R5.1.4, R5.1.5, R5.1.6 or R5.2.5.
- R5.2.3 When the new information is noted, the Company will notify, the clubs concerned and the District Secretary(s).
- R5.2.4 An individual shall be able to compete for their new club(s) when notification is issued by the Company, provided they are not in breach of Sections R5.1.4, R5.1.5, R5.1.6 or R5.2.5.
- R5.2.5 A Competitor who has changed their club and is not eligible to compete for their new club may compete as "Unattached".
An unattached competitor cannot compete for a club or team in a relay event.

R5.3 Members Leaving Clubs

- R5.3.1 When an individual leaves a 1st or 2nd Claim Club and is not joining another Club there is no appropriate form to be completed. However, if the Club, they are leaving, wishes to retain an interest in the individual's registration, with Scottish Swimming, due to obligations, financial or otherwise, they must inform the Company within three months of the member leaving.
- R5.3.2 An individual who has left all Clubs for more than six months shall be entitled to join another Club without the need for the secretary from the previous club(s) to sign the form unless an interest in the individual's registration has been retained as per R5.3.1. Where an interest in the individual's registration has been retained an individual shall be entitled to obtain the signature of the club secretary or a reason for refusal within 14 days of the request being made.
- R5.3.3 When the new membership information is noted, irrespective of whether or not interest in the registration had been retained as per R5.3.1, the Company will notify the new club(s) and the District Secretary(s).
- R5.3.4 An individual shall be able to compete for their new club(s) when notification is issued by the Company, provided they are not in breach of Sections R5.1.4, R5.1.5, R5.1.6 or R5.2.5.

R5.4 Composite Teams

- R5.4.1 Membership of an Affiliated Club is a prerequisite of membership of a composite team.
- R5.4.2 With the prior approval of the Company Board, Composite Teams may be established for the purpose of training and competition.
- a) In Swimming, Masters Swimming, Open Water Swimming or Water Polo by two or more Clubs within one local authority district or by clubs from neighbouring local authority districts
 - b) In Synchronised Swimming or Diving by two or more Clubs within Scotland.
- R5.4.3 Application for a licence to establish a composite team shall be made to the Company with a copy to the appropriate District Secretary. The application must be accompanied by the Constitution of the Composite Team and the appropriate fee. Any change to the Clubs which are members of the Composite Team requires a new application to be submitted to the Company.
- R5.4.4 Competitors representing a Composite Team cannot also represent their registered club in the same competition.
- R5.4.5 Composite Teams are not entitled to have delegates at SASA, Company or District meetings.
- R5.4.6 Composite Teams shall have the following entitlements;
- a) Direct mailing of information concerning competitions to a nominated representative.
 - b) The right to organise competitions under Company Rules/Company Regulations.
 - c) Participation in National Swimming Championships/Meets, Masters Championships and Team Championships and Leagues which for the avoidance of doubt shall be run by the Company.
 - d) Participation in District Championships if approved by the District.
 - e) Participation in Club / Composite Team Invitation Meets if invited by the Organising Club / Composite Team.

R5.5 Combined Teams**R5.5.1 General.**

- R5.5.1.1 Masters, Synchronised Swimming and Water Polo Disciplines may apply for a Combined Team to take part in events.
- a) For Masters in events outwith the UK
 - b) For Synchronised Swimming and Water Polo in events outwith Scotland.
- R5.5.1.2 Application to establish a Combined Team shall be made to the Company by the Chair of the relevant National Committee. The application must state the reason that a Combined Team is required to be set up for the Discipline and must be accompanied by the appropriate fee.
- R5.5.1.3 Once a Combined team has been established for a Discipline it will continue to operate subject to annual review by the Company Board.
- R5.5.1.4 Membership of an Affiliated Club is a prerequisite of membership of a Combined Team.
- R5.5.1.5 Combined Teams can not compete at a competition where a Scottish National team is taking part.
- R5.5.1.6 Competitors representing a Combined Team cannot also represent their registered club in the same competition.
- R5.5.1.7 Combined Teams are not entitled to have delegates at SASA, Company or District meetings.
- R5.5.1.8 Combined Teams shall have no benefits other than being able to compete as a Team.
- R5.5.1.9 Before a Combined Team takes part in a competition the National Committees must ensure that Scottish Swimming is informed of all the swimmers competing as part of the Combined Team.

R5.5.2 Masters

- R5.5.2.1 Two or more Clubs can be part of a Masters Combined Team for the purpose of competing at a single Masters competition organised by LEN or FINA subject to the approval of the Chair of the National Masters Committee.
- R5.5.2.2 Any Scottish Masters individuals records established under a Combined Team will be recorded under the Combined Team name. No Combined Team relay times can be recognised as Scottish Masters relay records.

R5.5.3 Synchronised Swimming

- R5.5.3.1 A Synchronised Swimming Combined Team may compete in Synchronised Swimming competitions taking place outwith Scotland. The National Synchronised Swimming Committee is responsible for the Combined Team.

R5.5.4 Water Polo

- R5.5.4.1 A Water Polo Combined Team may compete in Water Polo competitions taking place outwith Scotland. The National Water Polo Committee is responsible for keeping control of the membership of the Combined Team and which competitions and/or leagues that the members take part in.

R6.0 DRUG ABUSE

- R6.1 A competitor is forbidden to use any of the 'Banned Substances' listed by FINA.
- R6.2 A competitor found to have used, or to be in possession of a 'Banned Substance' at a competition or refusing to submit to a test shall be disqualified from the competition, at the instance of British Swimming
- R6.3 Testing for 'Banned Substances' shall be in accordance with British Swimming requirements.
- R6.4 Any person assisting or inciting others to use a 'Banned Substance' shall be considered as having committed an offence.
- R6.5 Complaints relating to drug offences shall be dealt with in accordance with Section R13.1.3.

R7.0 RECORDS**R7.1 Scottish Records**

- R7.1.1 All applications for Scottish Records shall be submitted on the appropriate form to the Company, normally, within 30 days of the attempt. Applications for Scottish Junior Records must be eligible as defined in Section R4.5.6. Applications for Para-Swimming records must be eligible as defined in Section R4.5.7. Applications will not be approved unless the individual or all the members of the relay team are members of the SASA.
- R7.1.2 The approval or rejection by the Company of any application shall be final.
- R7.1.3 The Company shall issue on request a certificate for a Scottish Record.
- R7.1.4 Any individual who relinquishes their right to compete for Scotland in favour of another country cannot be accredited with a new Scottish Record.
- R7.1.5 The events for which a Scottish Record can be claimed shall be as set out in the Company Regulations.
- R7.1.6 The Company shall maintain a history of National Records.

R7.2 British Records

- R7.2.1 Application for British records shall be submitted in accordance with the requirements of British Swimming.

R7.3 Commonwealth, European & World Records

- R7.3.1 Application for Commonwealth, European & World records shall be submitted in accordance with the requirements of the appropriate governing body.

R8.0 COMPETITION and/or TRAINING OUTSIDE GREAT BRITAIN

- R8.1 An individual, club or team competing and/or training outside Great Britain shall conform to FINA or IPC Rules.
- R8.2 An individual, club or team wishing to compete and/or train outside Great Britain shall make application for a Permit to the Company.
- R8.3 A Permit can only be granted for the weekend of the Scottish Swimming AGM with the agreement of the Chief Executive Officer.

R9.0 LICENSING OF MEMBERS

- R9.1 A system of licensing aims to promote a professional work force, high standards and good practice in the teaching, coaching, tutoring and officiating of aquatics. A licence equates to accreditation to practice based on level of qualification, highest standards and good practice, continuous professional development and adherence to a Code of Ethics.
- R9.2 A member of SASA, suitably trained and experienced, may apply for a licence to operate in one or more of the following categories:
- a) Licensed by Scottish Swimming
 - i) Teacher and Coach
Teacher and Coach is as defined in SASA Constitution Section C3.3.3.
Affiliated members of the SASA can apply for a teacher/coach licence following the achievement of a recognised aquatic teaching and or coaching qualification (UKCC qualification or equivalent)
 - ii) Tutor
A member who holds a current tutoring qualification issued by a recognised governing body for aquatics i.e. SASA, ASA, WASA, British Swimming, an international equivalent or S/NVQ, wishing to run UKCC courses in Scotland.
Affiliated members of the SASA who hold a teacher/coach licence at a minimum of level 2 in the appropriate discipline(s) can apply for a tutor licence.
 - b) Licensed by British Swimming
 - i) Technical Official as defined in SASA Constitution Section C3.3.3.

- R9.3 Detailed information relating to criteria, validity period and application process for each category in Section R9.2(a) is set out in the appropriate Company Regulations on the Scottish Swimming website. Information for categories in Section R9.2(b) are on the British Swimming website.

R10.0 TROPHIES / REPLICAS / AWARDS

- R10.1 All Trophies belong to the Company in perpetuity and cannot be won outright.
- R10.2 The Company shall act as Trustee of all Trophies.
- R10.3 The winner of a trophy shall sign a receipt guaranteeing safe custody and return of the trophy at least two months prior to the next competition or on request by the Trustee or Company. Any change of address by the holder must be communicated to the Trustee.
- R10.4 No trophy shall be taken outside Scotland.
- R10.5 In the event of a Championship being withheld, the holder shall return the Trophy to the Trustee.
- R10.6 Where the sole entrant is the holder of the Championship, they shall be recognised as champion without competition or award.
- R10.7 No Replica, Copy or Miniature of any trophy, medal, plaque, pennant or design belonging to Scottish Swimming may be made unless with the permission of the Company.
- R10.8 Awards shall be presented in accordance with the SASA Constitution Section C11.0.

R11.0 PROTESTS

R11.1 Scope

- R11.1.1 All Protests shall be made to and dealt with by the Company.
A protest may be made by a competitor, or an individual acting on a competitor's behalf, in the following circumstances:
- R11.1.1.1 If the rules/regulations for the conduct of the competition as organised by the Company are not observed.
- R11.1.1.2 If other conditions endanger the competition and/or competitors as organised by the Company.
- R11.1.1.3 Against a decision of the Referee as appointed by the Company.
However, no protest shall be allowed against decisions of fact.
- R11.1.2 In Diving, a verbal protest may be made by the appropriate individual (see Section R11.1.1) immediately after the execution of a dive, a round of dives or a section of the contest. If the verbal protest is not accepted, a formal protest may be made.
- R11.1.3 A protest may not be made against a decision of the Referee or any other official regarding placing, fouling or any other facts of a competition.

R11.2 Procedure - Referee

- R11.2.1 The Referee is responsible for dealing with protests during an event.
- R11.2.2 If conditions causing a potential protest are noted prior to the competition a protest must be lodged before the signal to start is given, otherwise the protest must be lodged within 30 minutes following the conclusion of the respective event or match.
- R11.2.3 A protest must be submitted:
- To the Referee
 - In writing
 - By the appropriate individual (see Section R11.1.1)
 - Together with the appropriate fee
- R11.2.4 A referee rejecting a protest must give the reason for their decision in writing. The appellant may appeal to the Jury of Appeal, which shall be appointed as defined in Company Regulations.
- R11.2.5 If the protest is rejected, the fee will be forfeited to the management body of the competition. If the protest is upheld, the fee will be returned.

R11.3 Procedure - Jury of Appeal

- R11.3.1 A Jury of Appeal shall consist of at least three individuals. Each jury member shall have one vote (except as provided in Section R11.3.2) and in the case of equality of voting the Chair may exercise a casting vote.
- R11.3.2 A jury member is allowed to speak but not to vote on a case in which the interest of their own District or Club is involved. A jury member having acted as an official is not allowed to vote on a case.
- R11.3.3 The Jury of Appeal shall be appointed as defined in Company Regulations.

R11.4 Treatment - Jury of Appeal

- R11.4.1 The decision of a Jury of Appeal is final.

R12.0 COMPLAINTS AND APPEALS GENERAL**R12.1 Objectives**

- R12.1.1 The object of the Complaints and Appeals Rules (hereinafter referred to as the “Rules” in Company Rules Sections 12, 13 14 and 15) is to ensure overall justice through fair, consistent, impartial and independent decisions in the determination of disciplinary proceedings and complaints.
- R12.1.2 The Rules also seek to ensure that decisions are reached in an expeditious manner for all involved.

R12.2 Jurisdiction

- R12.2.1 The Rules shall apply to all Members of Scottish Swimming including all Clubs, Persons, all office bearers of Scottish Swimming and all coaches, officials, volunteers and anyone registered, affiliated or associated with Scottish Swimming in any capacity.
- R12.2.2 The decisions reached further to the Rules shall be observed and applied by all.
- R12.2.3 The Rules shall apply to hear and determine
- a) Complaints;
 - b) Appeals;
 - c) Any dispute or matter referred to Scottish Swimming for which there is no express procedure provided for and which the Board are content to have determined.
- R12.2.4 Complaints in respect of Clubs, Districts, Disciplines and/or Teams (e.g. Composite, Combined, Competition etc.) shall be determined with reference to the principles outlined in these Rules.

R12.3 Complaints Panel, Complaints Committees and Appeals Committees

- R12.3.1 Refer to Section R1.3.2.1 for the Complaints Panel appointments process.
- R12.3.2 When required to convene a hearing the Head of Panel shall ordinarily appoint three members of the Panel to sit as a Complaints Committee and designate one person to be the Chair of the Committee. The quorum for all Committees shall be two persons.
- R12.3.3 Any member of the Panel who sits on a Complaints Committee shall not be eligible for appointment to an Appeals Committee arising out of the same incident.
- R12.3.4 All decisions of the Complaints and Appeals Committees shall be by majority. If there is an even number on the committee then the casting vote shall lie with the Chair of the Committee. No member of a Committee may abstain.
- R12.3.5 If a member who has been selected to sit on a Committee indicates that they are not willing or are unable to do so, then the Head of Panel has discretion as to what to do. They may appoint a replacement or instruct that the matter is to be heard without a replacement.
- R12.3.6 Meetings and any business of Committees may take place in one or more places, by letter, e-mail, webcast or telephone or by other convenient means. Meetings may also take place through a combination of these methods. Parties to a complaint can request that a personal hearing takes place in which case the Chair of the Committee shall consider that request and refuse or grant the request. If granted, the Chair of the Committee shall seek to ensure that the members convene as soon as practicable.
- R12.3.7 No member of the Panel may sit in determination of a Complaint to which they have a close association with the Member, Person, Club, victim or complainant in question, or in relation to matters on which they have previously expressed an opinion, or otherwise may have a conflict of interest. Members not sitting in proceedings shall not express any interest in or any opinion on or make any comment on those proceedings (whether publicly or privately).

R12.4 Complaints Officer

- R12.4.1 The Company Board shall also appoint a Complaints Officer whose responsibility includes (without limitation):-
- a) receiving and reviewing Complaints;
 - b) deciding whether a Complaint should go before the Panel;
 - c) encouraging parties to adopt alternative dispute resolution (in the correct circumstances);
 - d) undertaking such investigations as they see fit into matters that may form the basis of a Complaint;
 - e) deciding whether to attend at a hearing further to these Rules (and if so to attend);
 - f) administering appeals on behalf of Scottish Swimming.

R13.0 COMPLAINTS**R13.1 Complaints Proceedings**

R13.1.1 Proceedings shall be brought by means of a "Complaint".

R13.1.2 A Complaint shall concern:

- a) Any breach of Scottish Swimming Governance documentation or any other behaviour alleged to be contrary to the interests of Scottish Swimming as a whole.
- b) Breach of any code of practice, code of ethics, code of conduct, equality policy, equity policy, or any other code, rule or policy published from time to time by Scottish Swimming or that is otherwise adopted by Scottish Swimming.
- c) Any alleged breach of any other policy of Scottish Swimming or any other body to which Scottish Swimming may be affiliated with or a member of and to which the party is expected to comply.
- d) Any applicable in-water offending or out-of-water offending that amounts to misconduct of a more general nature.
- e) Any conduct which may be considered by the Complaints Officer likely to bring aquatic sports in Scotland into disrepute or is considered to be detrimental to the best interests of aquatic sports in Scotland and/or the development of the interests of aquatic sports in Scotland.
- f) Conduct by any person or body who is subject to these Rules that amounts to a breach of these Rules.

R13.1.3 Certain types of Complaints made to or by Scottish Swimming may be subject to specific measures in how they are dealt with. These include:-

- a) Any Complaint that amounts to or is connected to a breach of any relevant anti-doping rules shall ordinarily be referred to British Swimming however, a Complaint can still be taken further to these Rules should it be considered appropriate (whether in substitution or in addition to action by British Swimming).
- b) Any Complaint may be pursued notwithstanding that a separate criminal investigation and/or criminal proceedings may be ongoing.

R13.1.4 Complaints may be initially presented to Scottish Swimming by:

- a) Any Member;
- b) A parent or guardian on behalf of a Member under the age of 16 years;
- c) A parent or guardian on behalf of a Member classified as a Vulnerable Person, defined as a person who lacks sufficient capacity to present a complaint by themselves;
- d) Any affiliated Club;
- e) The Complaints Officer;

R13.1.5 If a person has a complaint to make regarding the interpretation or application of a District, Club or Team's constitution or a District, Club, Team or Discipline's rules/regulations, that complaint must be made to the District, Club, Team or Discipline. A District, Club, Team or Discipline's decision may possibly be capable of being appealed to Scottish Swimming, further to section R14.

R13.2 Complaints Involving Child Abuse or other Criminal Offences

R13.2.1 If the complaint involves wellbeing or protection, vulnerable group protection or other criminal offences the complaint shall be referred to the Company within 48 hours. Failure to do so may result in disciplinary action. The Chief Executive Officer, Scottish Swimming Legal Advisor, Director of Services and the Chair of the Company Board shall deal with such cases as appropriate.

For such cases No fee is required and the initial contact need not be in writing.

R13.2.2 Upon receipt by the Company of:

- a) notification that an individual has been charged with an Offence; or
- b) notification that an individual is the subject of an investigation by the police, social services or any other authority relating to an offence; or
- c) other evidence which causes the Chief Executive Officer to reasonably conclude that an individual may have committed an Offence

then in any such case the Chief Executive Officer may impose upon the individual an interim suspension from any event or activity promoted or authorised by the Company or any body directly or indirectly affiliated to the SASA or the Company wherever held.

R13.2.3 In reaching their determination as to whether an interim suspension should be imposed the Chief Executive Officer shall give consideration to, inter alia, the following factors:

- a) whether a child or children or young persons(s) is/are or may be at risk;
- b) whether a member of a vulnerable group may be at risk;
- c) whether the allegation(s) is/are of a serious nature;

- d) whether a suspension is necessary or proportionate to allow conduct of any investigation (by the Company or any other authority or body) to proceed unimpeded.
- R13.2.4 Where an individual shall have been convicted or have been the subject of a caution in respect of an Offence the Chief Executive Officer shall have power to impose summarily either or both of the following penalties:
- the withdrawal with immediate effect of any licence granted by the Company, which the individual may hold;
 - the life suspension of the individual from any event or activity promoted or authorised by the Company or any other body directly or indirectly affiliated to the SASA wherever held.
- There shall be a right of appeal under this Section R13.2.4.
- R13.2.5 Without prejudice to the generality of Section R13.2.4 the Company may from time to time issue guidance or directions with regard to compliance with Section R13.2.4.

R13.3 Making a Complaint and Complaints Procedure

- R13.3.1 To present a Complaint to Scottish Swimming the complaint must be set out in writing and sent to the Complaints Officer.
- R13.3.2 The written notice of Complaint must include:
- The grounds of Complaint;
 - The basis for the Complaint;
 - The person or party complained of;
 - What, if anything, has been done to attempt to resolve the Complaint informally;
 - A list of the witnesses to the matters complained of;
 - A list of all documents produced in support of the complaint;
 - The documents produced in support of the complaint; and
 - The appropriate fee.
- R13.3.3 The written complaint must reach the Complaints Officer not later than 30 days after the incident which gave rise to it. Notwithstanding that a Complaint must ordinarily be referred to the Complaints Officer within 30 days of the incident which gave rise to it the Complaints Officer can decide to extend the time for presenting a Complaint to the Complaints Officer and receive a complaint late provided that they are satisfied that a reasonable explanation has been provided for the late presentation of the Complaint.
- R13.3.4 On receipt of a Complaint it shall be at the sole and unfettered discretion of the Complaints Officer to decide whether a Complaint is:-
- Investigated further;
 - A decision be made for alternative dispute resolution to be pursued;
 - Put before the Panel in order that it may be determined by a Complaints Committee; or
 - Rejected and no further action be taken.
- R13.3.5 In deciding what to do with a Complaint, the Complaints Officer shall be entitled to take into account any issue that they consider relevant and may make any assessment or determination that they consider appropriate including (without limitation) assessing the possible validity of the complaint and whether the complaint is unjust, malicious, vexatious or being unreasonably brought, is unfounded or wholly unfounded.
- R13.3.6 No person shall complain to the Complaints Officer, make any other protest or otherwise seek to put pressure on the Complaints Officer in relation to the decision to bring, or not bring, a Complaint or any other decision made further to paragraph R13.3.4. Acting contrary to this rule may amount to misconduct further to these Rules and may result in a Complaint.
- R13.3.7 If the Complaint is rejected, the Complaints Officer shall be under no obligation to notify the party against whom a Complaint was initially made either that a Complaint had been made to Scottish Swimming or that it was rejected. Equally the Complaints Officer shall be under no obligation to keep a Complaint made to the Complaints Officer confidential at any stage. It shall be a matter for the Complaints Officer as to what to do.

R13.4 If Investigation

- R13.4.1 The Complaints Officer shall be entitled to conduct such investigation into a Complaint as the Complaints Officer sees fit and all persons and parties subject to these Rules shall cooperate fully with the same. Failure to co-operate may amount to misconduct.
- R13.4.2 The Complaints Officer shall thereafter be entitled at any time to decide to refer a Complaint to the Panel, take no further action or order that alternative dispute resolution be pursued.

R13.5 If Alternative Dispute Resolution Pursued

- R13.5.1 It may be that the Complaints Officer considers that the complaint made may be appropriate for alternative dispute resolution which may include (without limitation):-
- Mediation;
 - Arbitration;

c) Conciliation;

R13.5.2 If the parties agree to follow alternative dispute resolution and the Complaints Officer is prepared to facilitate alternative dispute resolution, the Complaints Officer shall stop any formal proceedings and organise alternative dispute resolution with a view to resolving the Complaint.

R13.6 If Put Before the Panel

R13.6.1 If the Complaint is to be put before the Panel the Complaints Officer shall narrate the Complaint taken and provide all supporting documentation to the Head of Panel. This may or may not include materials provided by the complaining party.

R13.6.2 The Head of Panel shall appoint a Complaints Committee and appoint one of its members as a Chair. The identity of the Complaints Committee, Chair and the venue, date and time for a hearing shall be intimated to the parties to the Complaint and the Complaints Officer.

R13.7 If Rejected

R13.7.1 If the Complaint is to be rejected the Complaints Officer shall:-

R13.7.1.1 Notify the complainer that no further action shall be taken and provide brief reasons for this decision; and

R13.7.1.2 Take no further action.

R13.7.2 The Complaints Officer's decision shall not be capable of appeal but the decision can be reviewed by the Complaints Officer either at the Complaints Officer's own volition or if new evidence comes to light and is presented to the Complaints Officer.

R13.7.3 A decision to not proceed with a Complaint shall not preclude the Complaints Officer from taking that Complaint at a later date.

R13.8 Complaints Hearings - Preliminary Matters, Investigations and Procedures

R13.8.1 Except as otherwise provided in the Rules, the Committee Chair shall be entitled to determine any issue or matter of procedure arising prior to, during or in connection with any hearing and adjust any time limit not otherwise prescribed by the Rules.

R13.8.2 The Committee Chair shall be entitled to make such order(s) he may think appropriate in advance of any hearing, or adjourned hearing, requiring any person or party

- a) to attend at a hearing;
- b) to produce any document or provide any information to any hearing;
- c) to provide in advance of any hearing a written submission or outline of their case;
- d) to provide details of any witnesses who may be called at any hearing;
- e) to provide in advance written statements of such witnesses and any documents or other materials as may be in the possession of such person or party;
- f) to disclose any or all of such to any other parties with an interest in the proceedings;
- g) any other order he considers will assist in securing a just and expeditious outcome.

R13.8.3 The Committee Chair may make such enquiries or direct that such enquiries be made as regards the facts related to any matter for consideration by the Committee Chair

R13.8.4 A Committee may require the production of any books, letters and other documents concerning any matter in relation to proceedings.

R13.8.5 A Committee may be assisted by a secretary, other clerk, legal adviser and/or technical expert. The secretary, clerk, legal adviser and/or technical expert shall be entitled to take part in the proceedings, except that he shall not have a vote. Any advice given by any technical expert shall be disclosed to parties in advance of any determination being made by a Committee and parties shall be afforded a reasonable opportunity to make representations on such advice before any determination is made.

R13.8.6 No later than 72 hours (three working days) prior to hearing the party against whom the Complaint has been made shall enter in writing, to the Committee Chair with a copy to the Complaints Officer, their preliminary response to the Complaint, explaining:-

- a) Whether they accept or deny the Complaint;
- b) Whether they have any preliminary matters to raise;
- c) What, if any, part of the Complaint they disagree with;
- d) What evidence they intend to produce;
- e) Whether they are going to be accompanied by witnesses; and
- f) Whether they intend to be accompanied and/or represented.

R13.9 Complaint Committee Hearing - Procedures and Powers

R13.9.1 At the commencement of the hearing, the Chair shall confirm the identities of the persons admitted to the hearing and introduce the members of the Committee and of any secretary, clerk, legal adviser and/or technical expert assisting the Committee. The Chair shall confirm the nature of the matter or matters in issue before the Committee and confirm what documents and other materials are before the Committee. The Chair shall also outline the procedures to be followed

- during the course of the hearing including the order in which parties shall present their respective cases if more than one is present.
- R13.9.2 Thereafter the procedure shall ordinarily be:--
- a) The Complainant to provide their account of evidence;
 - b) The party against whom the Complaint has been made shall be entitled to respond;
 - c) The Committee may ask questions at any time; and
 - d) Thereafter closing remarks shall be permitted.
- R13.9.3 Parties appearing before a Committee may present evidence by oral or written statement, produce original documents or copies, refer to them and call witnesses.
- R13.9.4 In any case where a witness does not attend at a hearing for whatever reason, the Committee shall be entitled to take account of that witness' evidence as is made apparent to it in any other form. This includes, for example, by telephone, teleconference, video, web conference, recording, affidavit, report or written statement. Witnesses who are not parties or officers of parties shall not be allowed to be present during the hearing except when they are to give evidence. After giving evidence, witnesses shall retire but shall be subject to recall by or with the permission of the Committee Chair.
- R13.9.5 The members of a Committee may ask such questions of any party or witness at any time. There shall be no cross-examination of witnesses by or on behalf of a party, except through or with the permission of the Committee Chair.
- R13.9.6 Generally, where it falls to a committee to make a determination on a matter of principle or liability, determination of same shall be made and communicated to the party or parties concerned, in advance of the consideration and determination of any issue of penalty, remedy, quantum or the like.
- R13.9.7 A Committee shall conduct its deliberations in private.
- R13.9.8 A Committee may reconvene and announce any decision orally to the party or parties.
- R13.9.9 Typically two determinations will be made at a hearing. Firstly, a decision on liability shall be made in relation to upholding the complaint. Secondly, a decision will be taken regarding any sanctions. Both decisions can be taken at the same hearing.
- R13.9.10 The Complaints Committee shall retain the power to adjourn a hearing of its own motion or following an application by any of the parties.
- R13.9.11 A Complaints Committee may, at their discretion, order that any complaint fee may be returned following conclusion of a hearing.
- R13.9.12 A Committee shall be entitled to determine any matter before it notwithstanding that a party invited or entitled to attend shall fail, decline or shall elect not to attend and/or present any evidence and/or make any representations at or to a hearing.

R13.10 Sanctions – Suspensions and Fines

- R13.10.1 A Committee may make whatever order of disposal that it considers just, including the imposition of financial penalty and/or exclusions/suspension for a period.
- R13.10.2 Upon determining that a Complaint has been established, the Committee may:-
- a) give a warning as to future conduct;
 - b) give a reprimand;
 - c) impose a fine;
 - d) order any party to pay compensation to any Club, person or party;
 - e) order any party to comply with any obligation or direction;
 - f) order any party to undergo training or some other form of rehabilitation;
 - g) order that a party be suspended from membership for a period of time or until a condition has been met;
 - h) order that a party be expelled from membership;
 - i) make such other direction, sanction or disposal, not expressly provided for in these Rules, as it shall think appropriate;
 - j) make such order as to reimbursement of any complaint fee as the Committee sees fit.
- R13.10.3 When imposing a direction, sanction or disposal the Complaints Committee may apply such number and combination of the directions, sanctions and/or disposals provide for as it thinks appropriate, may make such provision for time to comply with any one or more of same as it thinks appropriate, may defer for such period or until such event as it shall think appropriate the decision on or imposition of a sanction or sanctions and shall be entitled to suspend the effect of any such direction, sanction or disposal for such period and/or on such conditions as it thinks appropriate.
- R13.10.4 The Complaints Committee may decide to return any complaints fee whether or not the complaint is upheld.
- R13.10.5 In any case where a complaint is upheld the record of any previous offences of the party concerned shall be considered before the Panel concludes its decision on the imposition of a sanction.

- R13.10.6 When imposing any suspension further to these Rules the Committee shall have regard to all of the circumstances of the case and any prior cases, however, the Committee shall be in no way bound or constrained by any prior case sanction.
- R13.10.7 A person under suspension shall not participate in any activity organised by a Club or under the jurisdiction of Scottish Swimming save that where it is considered appropriate a person may be given a limited suspension provided the limitation(s) are clearly defined (for example, a person may be suspended from all competition activities but allowed to continue in training and administration activities).
- R13.10.8 For the avoidance of doubt a Swimmer, Club or Official taking part in a competition held by an unaffiliated Club or body except as permitted in R5.1.5(b) may be suspended. In addition an eligible competitor taking part in competitions, exhibitions or demonstrations with someone whom they know to be under suspension may themselves be suspended.
- R13.10.9 Suspensions by the Complaints and Appeals Committees shall be binding on all Clubs and Districts of Scottish Swimming.
- R13.10.10 Suspensions and the lifting of suspensions shall be reported to Clubs, Districts and to British Swimming/FINA as appropriate.
- R13.10.11 When a fee or fine (not subject to appeal) due to be paid to Scottish Swimming has not been paid on time, the Complaints Officer may apply to the Head of Panel to impose a provisional suspension pending payment of the fine. No further hearing shall be required to impose any such suspension however the Head of Panel shall ordinarily provide the party with an opportunity to respond to the request. In addition and without prejudice to the foregoing Scottish Swimming shall be entitled to deduct from any monies due to the party for any reason and at any time any monies outstanding (in the form of any fee or fine) in satisfaction of the same.
- R13.10.12 Any sanction imposed on a competitor or any other person by FINA, by or recognised by a National Federation affiliated to FINA or a continental body recognised by FINA or the ASA or by WASA, shall be recognised by the SASA. An appeal may be made against the recognition by the SASA and enforced in Scotland of a sanction imposed by the ASA or WASA.
- R13.10.13 When an appeal is made:-
- The decision shall ordinarily remain and the disposal shall ordinarily remain in place;
 - On or after lodging an appeal the appellant shall be entitled to ask that the decision and disposal (including sanction) is stayed pending determination of the appeal;
 - The Head of Panel shall consider the request and decide whether the earlier decision and disposal is to be stayed pending the hearing of the appeal;

R13.11 Sanctions – Interim Suspensions

- R13.11.1 The Head of Panel may of his or her own volition recommend to the CHIEF EXECUTIVE OFFICER that an interim suspension order is imposed if they feel it is appropriate. The Complaints Officer can also bring to the attention of the CHIEF EXECUTIVE OFFICER any concern that they may have and suggest that an interim suspension order is imposed. The CHIEF EXECUTIVE OFFICER shall be entitled to decide whether or not to impose an interim suspension order.
- R13.11.2 In cases involving allegations of doping or a breach of safeguarding rules, an interim suspension should be imposed automatically pending the outcome of proceedings.
- R13.11.3 Interim Suspensions shall be valid for the full duration of disciplinary proceedings or otherwise until revoked. They do not represent a disciplinary measure of themselves.
- R13.11.4 Interim Suspensions may be reviewed in exceptional cases where an argument for the suspension to be lifted can be made.

R13.12 Notification of Decisions

- R13.12.1 The Complaints Committee shall notify its written decision to the relevant parties to a Complaint as soon as is practicable following the conclusion of a hearing.
- R13.12.2 Oral notification may be made of any determination and rights of appeal at the conclusion of a discipline hearing if the Committee considers this to be appropriate.
- R13.12.3 In notifying a disciplined person of their determination the Complaints Committee shall ordinarily advise them of their right to appeal under this policy and the relevant timeframes for them to do so.

R14.0 APPEALS**R14.1 Scope**

- R14.1.1 An Appeal can be taken against a decision of a Complaints Committee by any party to the original proceedings in respect of which the decision is made or the Complaints Officer as an interested person on one or more of the following grounds:-
- That the decision was made in error either as to the facts or in law;
 - That the sanction imposed was manifestly unreasonable or manifestly excessive; or
 - That the interests of justice require the decision to be overturned or varied.
- R14.1.2 An Appeal can be taken to be heard by the Appeals Committee against any decision of a Club by any party to the original proceedings in respect of which the decision is made or the Complaints Officer as an interested person in respect of:-
- That the Club failed to follow its own procedures and that the procedural error resulted in the wrong determination or the determination is otherwise demonstrably unsafe;
 - There has been a breach of natural justice and that the breach resulted in the wrong determination or the determination is otherwise demonstrably unsafe; or
 - That any other error in decision-making has resulted in the wrong decision being reached provided always that
 - the error can be demonstrated to be sufficiently serious and material so as to render the original decision wrong or unsafe and
 - that the decision taken affects the appellants rights and/or interests beyond their own Club or
 - the interests of Scottish Swimming as a whole are served by the hearing of an appeal.
 - That the sanction imposed was manifestly unreasonable or manifestly excessive.
- R14.1.3 An Appeal shall be made by lodging the appeal with Scottish Swimming by no later than 14 days after receipt of the written notification of the decision:-
- Marked for the attention of the Complaints Officer;
 - In writing;
 - Setting out the grounds of appeal relied upon;
 - The basis of the appeal (being the full reasons); and
 - Accompanied by the appeal fee.
- R14.1.4 When required to convene a hearing the Head of Panel shall ordinarily appoint two members of the Panel to sit along with the Head of Panel as an Appeals Committee, or three members of the Panel to sit as an Appeals Committee and designate one of those persons to be an Appeal Chair. The quorum for all Committees shall be two persons.
- R14.1.5 The Head of Panel shall be entitled to dismiss an appeal where in the Head's opinion the appeal is incompetent or is otherwise unmeritorious and stands no reasonable prospects of success.

R14.2 Appeals Committee

- R14.2.1 Subject to the above the Appeals Committee shall have power to regulate its own procedure in line with the purpose of reaching an expeditious and just outcome.
- R14.2.2 Appeals may be determined by way of written representations and without any need for a personal hearing. This will be at the discretion of the Appeals Committee.
- R14.2.3 If a personal hearing takes place then the appealing party is entitled to be present and to have their legal representative, if any, present at the hearing along with the Complaints Officer (and any legal representative they may choose to bring).
- R14.2.4 Appeals shall ordinarily proceed by way of review.
- R14.2.5 A re-hearing of any first instance cases shall only be permitted if the Appeals Committee decides that a new hearing is necessary.
- R14.2.6 New evidence shall only be permitted on appeal if the Appeals Committee is satisfied that the evidence was not available on or prior to the first hearing on reasonable enquiry.
- R14.2.7 The Appeals Committee shall have the following powers upon hearing an appeal:
- To affirm the appealed decision;
 - Uphold the appeal in full or in part.
This may include setting aside the appealed decision, fully reducing a penalty or modifying a decision to increase a penalty or suspension;
 - To substitute the decision appealed against for another.
This may include substituting the offence or penalties for lesser or more severe sanctions;
 - To uphold the appeal and remit it to the Complaints Committee for reconsideration and determination; and/or
 - To take any steps that the Committee feels are appropriate to justly and expeditiously deal with the Appeal.
- R14.2.8 Deliberations of the Appeals Committee will be held in private.
- R14.2.9 The decision of the Appeals Committee shall ordinarily be issued in writing following the hearing.

R14.2.10 The decisions of Appeals Committees shall be final and binding on all parties and persons and there shall be no further right of appeal within Scottish Swimming available to any party or person.

R15.0 COMPLAINTS AND APPEALS HEARINGS PROTOCOLS

R15.1 Rules of Evidence

R15.1.1 Committees shall not be bound by any rule of evidence in general.

R15.1.2 Committees shall be entitled to receive, consider and call upon such evidence as they deem appropriate in making a determination on a case. A Committee shall be entitled to accord to evidence such weight as seems to the Committee proper having regard to the quality of the evidence and the reliability and credibility of same.

R15.1.3 Such evidence may include:

- a) Evidence whether in writing, audio/visual or photographic;
- b) Evidence from experts in any form including opinions;
- c) Evidence from any source and on any topic including the law.

R15.1.4 The Committee Chair shall obtain from Scottish Swimming the record of previous offences, if any, of the alleged offender if the Complaints Officer is not in attendance at the hearing. It shall be supplied in an inner sealed envelope which shall only be opened once sanction is to be considered.

R15.2 Attendance and Questioning of Witnesses

R15.2.1 Ordinarily it shall be the responsibility of a party wishing to bring a witness in support of their case to secure that witness' attendance at the hearing.

R15.2.2 Any Committee established further to these Rules may require the attendance of any person to attend at a hearing.

R15.2.3 If any person required to attend either refuses or fails to do so then the Committee may choose to:

- a) Proceed in that person's absence;
- b) Adjourn the hearing;
- c) Allow or refuse to allow any evidence of that person to be given in another form (if the person is a witness);
- d) Direct that the witness who has not attended be made the subject of misconduct proceedings.

R15.2.4 Witnesses will not be cross-examined by any persons present at a hearing, except by members of the Committee.

R15.2.5 Other persons present at any such hearing are permitted to ask questions addressed to the witness in question through the Chair and with the permission of the Chair of either Committee.

R15.2.6 At any hearing the Committees of Scottish Swimming shall be entitled to ask such questions of any witness as they consider necessary for deciding the matter.

R15.3 Standards and Burdens of Proof

R15.3.1 The relevant standard of proof for all proceedings shall be on the balance of probabilities.

R15.4 Representation

R15.4.1 A party appearing at a hearing shall be entitled to be represented by a representative of their choosing provided that

- (i) the representative is available and can attend; and
- (ii) the representative is not in any way conflicted from attending as a representative.

R15.4.2 The Complaints Officer shall also be entitled to seek the help of any person in discharging the Complaints Officer duties and shall be entitled to nominate any person to carry out any function or power invested in the Complaints Officer by these Rules whether in substitution of the Complaints Officer or in addition to the Complaints Officer carrying out such duties. For the avoidance of any doubt the Complaints Officer shall be entitled to be accompanied at any hearing by legal representation.

R15.5 Publicity

R15.5.1 Scottish Swimming will be entitled to publish details of any proceedings taken under these procedures including the identities of the parties concerned, the findings, determination and/or sanction determined in any matter.

R15.5.2 Any committee appointed further to these Rules may recommend to Scottish Swimming that any matter be publicised.

R15.5.3 Except with the express approval of the Chair of the Committee, no Committee member shall make any statement or disclosure to any third party concerning any event which took place at a

hearing and any statement made or document or other materials considered during or in connection with a hearing further to these Rules.

R15.6 Multiple Incidents

- R15.6.1 If proceedings, howsoever arising, are taken against or concern more than one party and are connected in some manner then those proceedings may be heard together either on the application of any party, Scottish Swimming or the Committee appointed in the matter.
- R15.6.2 For proceedings to be conjoined the Head of Panel shall determine the application and decide whether such cases should be heard together. One consideration for the Head of Panel shall be whether or not conjoining proceedings would cause undue prejudice or injustice to any of the parties against whom proceedings are being taken.

R15.7 Additional Provisions

- R15.7.1 Notwithstanding these Rules, a Committee shall have the power to regulate the hearing procedures adopted by it and in so doing any may deviate from the hearing procedures in these Rules as it considers appropriate and expedient so as to dispose of any matter before it justly and expeditiously.
- R15.7.2 No finding, decision or determination taken further to these Rules shall be quashed or held invalid by reason of any defect, irregularity, omission or technicality unless such results in a material doubt as to the reliability of the finding, decision or determination, or would otherwise result in a miscarriage of justice.
- R15.7.3 Any matter arising which is not provided under these Rules shall be decided in accordance with the general principles of natural justice and fairness and having regard at all times to the overriding objectives of this policy.
- R15.7.4 As the Committees shall also have power to regulate their own procedures in the event that any situations arise which are not governed by this policy, or if in their discretion it appears necessary for the interests of justice to deviate from these Rules. This will be competent so long as such deviation does not result in a disproportionate or unjust outcome for the party subject to a complaint.
- R15.7.5 Committees will have discretion to adopt modified procedures in cases involving young or vulnerable persons.
- R15.7.6 In any case, whether questions arise concerning the interpretation of Rules of a District Association, or Club, the Chair of the relevant Committee may seek (but need not seek) the opinion in writing of the relevant District or Club President as to the rules.
- R15.7.7 As a general rule all parties shall bear their own costs and expenses.

R16.0 STANDING ORDERS

R16.1 Chair & Quorums

- R16.1.1 Chair
The rules covering the Chair of meetings are included within the relevant paragraphs of the SASA Constitution, Company Articles and Company Rules relating to each meeting.
- R16.1.1 Quorum
The rules covering the Quorum for meetings are included within the relevant paragraphs of the SASA Constitution, Company Articles and Company Rules relating to each meeting.

R16.2 Annual, General and Delegates Meetings

- R16.2.1 The Standing orders in this section shall apply to Annual, General and Delegates meetings
- a) **Scottish Swimming**
General Meetings
 - b) **SASA Districts**
General Meetings
Delegates Meetings
- R16.2.2 The general rule is that any decision made by the meetings in Section R16.2.1 must be either a unanimous decision (Section R16.4) or a majority decision (Section R16.5).
- R16.2.3 In the event of there being an equality of votes on a motion which requires a decision (choice) to be made for the continued good governance of Scottish Swimming the Chair shall have a second or casting vote.
- R16.2.4 The Chair shall not speak to, support or oppose a motion from the Chair. If the Chair wishes to do so, they must vacate the Chair before the motion is moved and until that business is concluded the Chair shall be taken by the appropriate individual determined by the meeting rules.
- R16.2.5 The Chair's ruling on questions of order or procedure shall be final unless it is challenged. No such challenge shall stand unless at least the following numbers, of those entitled to vote, indicate their support for such a challenge:

- a) for Scottish Swimming meetings - at least 30 individuals.
 - b) for SASA District meetings - at least 30% of the individuals present.
- Thereafter a motion "That the Chair's ruling shall stand" will be put without discussion. The Chair's ruling shall only be reversed by at least a two-thirds majority of those present and voting.
- R16.2.6 The approval of at least two thirds of those present and voting is required to:
- a) Alter the order of business.
 - b) To submit an alteration to a motion.
 - c) To allow any individual to address the meeting who is not otherwise entitled to do so.
- R16.2.7 A motion must be in the affirmative.
- R16.2.8 A motion must be seconded immediately after the mover's speech. If there is no seconder, the proposition falls.
- R16.2.9 If any motion on the Agenda is not moved by the proposer or other individual entitled to take part in the proceedings and vote when it is called by the Chair, it shall be considered as dropped and may not be carried forward to later in the meeting.
- R16.2.10 No speaker may speak more than once on any motion except in the following circumstances:
- a) The mover of an original motion shall be entitled to reply at the end of the discussion before the motion is put to the vote and even if they have spoken on any amendment to the motion.
 - b) An individual who has already spoken may propose a motion of order or make a point of order, subject to Sections R16.2.17 and R16.2.18.
 - c) Speakers who consider they have been misunderstood shall be allowed, at the discretion of the Chair, to make an explanation.
- R16.2.11 A motion once seconded may only be withdrawn by the mover with the consent of the seconder.
- R16.2.12 An amendment must not directly negate the original motion nor shall it have the effect of introducing a new proposal, for which notice of motion would be required.
- R16.2.13 If an amendment is carried, it shall become or form part of the substantive motion.
- R16.2.14 The following motions of order shall have priority and shall be taken without discussion.
- a) That the vote now be taken
 - b) That the meeting does now adjourn
 - c) The meeting has no confidence in the Chair.
- R16.2.15 The motions of order set out in Section R16.2.14 do not require to be seconded with the exception of (c), which also requires the following numbers, of those entitled to vote, to indicate their support for such a motion.
- a) for Scottish Swimming meetings - at least 30 individuals.
 - b) for SASA District meetings - at least 30% of the individuals present.
- R16.2.16 The Chair shall have the discretion to refuse to accept any of the motions of order set out in Section R16.2.14 with the exception of (c).
- R16.2.17 A motion of order "that the vote now be taken" shall only be moved by an individual who has not previously spoken in the debate.
- R16.2.18 If the meeting agrees "That the vote now be taken", the motion or amendment under debate shall be put to the vote after the mover of the motion or amendment has been offered the right of reply.
- R16.2.19 Speakers shall confine their remarks to the proposition under discussion.
- R16.2.20 The Chair shall ensure that where opposition to a motion exists, opportunity shall be given for this opposition to be expressed in debate.
- R16.2.21 The mover of a motion may speak for up to ten minutes. Other speakers will be allowed a maximum of five minutes.
- R16.2.22 Voting for Office-Bearers shall be by secret ballot. The candidate receiving the most votes shall be elected. In the event of a tie Section R16.2.3 shall apply.
- R16.2.23 Voting for motions or amendments shall be by show of hands unless a secret ballot is requested by the Mover or the Meeting. A secret ballot may also be held after a vote by show of hands at the discretion of the Chair.
- R16.2.24 When a vote on a motion or amendment is taken, the Chair shall firstly call for an indication of those in favour of the proposition and secondly those against the proposition. Only when an individual entitled to vote wishes their formal abstention to be recorded shall abstentions be counted.
- R16.2.25 Only the votes of those present at the casting of the votes shall be counted subject to the provisions of Section R16.2.23.
- R16.2.26 Any individual entitled to vote may request a recount.

R16.3 Committee Meetings

- R16.3.1 The Standing orders in this section shall apply to Committee meetings
 - a) **SASA**
SASA Council
 - b) **SASA Districts**
Committees
 - c) **Company Meetings**
Company Board
National Committees
- R16.3.2 The general rule is that any decision made by the committees in Section R16.3.1 must be either a unanimous decision (Section R16.4) or a majority decision (Section R16.5).
- R16.3.3 In the event of there being an equality of votes on a motion which requires a decision (choice) to be made for the continued good governance of Scottish Swimming the Chair shall have a second or casting vote.
- R16.3.4 The Chair’s ruling on questions of order or procedure shall be final unless it is opposed by a majority of members.
- R16.3.5 Speakers shall confine their remarks to the proposition under discussion.
- R16.3.6 The Chair shall ensure that where opposition to a motion exists, opportunity shall be given for this opposition to be expressed in debate.
- R16.3.7 Voting shall be by a show of hands of those present at the casting of votes and eligible to vote.
- R16.3.8 The Chair may allow any individual not entitled to take part in the proceedings and vote to address the meeting.

R16.4 Unanimous Decisions

- R16.4.1 A unanimous decision is taken when all attendees indicate to each other that they share a common view on a matter.
- R16.4.2 A unanimous decision
 - a) may be taken without any discussion between attendees.
 - b) may, but need not, take the form of a resolution in writing, copies of which have been signed by each attendee or committee member.
- R16.4.3 If the total number of attendees at a meeting is less than the quorum the meeting must not take any unanimous decision.
- R16.4.4 If a proposed decision of a meeting is concerned with an actual or proposed transaction or arrangement in which an attendee is interested, that attendee is not to be counted as participating in the decision-making process for voting or quorum purposes unless the attendee’s interest cannot reasonably be regarded as likely to give rise to a conflict of interest or the conflict of interest arises from a permitted cause.
- R16.4.5 A meeting must keep a record, in writing, of every unanimous decision taken by the meeting.

R16.5 Majority Decisions

- R16.5.1 Where a meeting has a specific rule on the criteria for a majority decision it takes precedence over the rules in this section.
- R16.5.2 No majority decision (other than a decision to call a meeting) shall be taken by a meeting unless a quorum participates in the decision-making process. Where no specified quorum exists for a meeting the number of attendees is taken as the quorum for majority decision making purposes.
- R16.5.3 If the total number of attendees at a meeting is less than the quorum required for majority decision making, the meeting must not take any majority decision.
- R16.5.4 If a proposed decision of a meeting is concerned with an actual or proposed transaction or arrangement in which an attendee is interested, that attendee is not to be counted as participating in the decision-making process for voting or quorum purposes unless the attendee’s interest cannot reasonably be regarded as likely to give rise to a conflict of interest or the conflict of interest arises from a permitted cause.
- R16.5.5 A meeting must keep a record, in writing, of every majority decision taken by the meeting.

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