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# CONSTITUTION

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This document shall form the CONSTITUTION of the Halliwick Association of Swimming Therapy

AND in accordance with the final Clause of this Constitution (being Clause 27) is adopted

On this second day of March 2003

## 1 Name

- (1) The Association (formerly known as the Association of Swimming Therapy) shall be called the **Halliwick Association of Swimming Therapy** (hereinafter "the Association") and shall have a badge and seal.
- (2) The aforementioned name of the Association may be abbreviated only as follows: "Halliwick AST".

## 2 Seat of the Association

- (1) The Association shall have its seat in and be registered in the United Kingdom. The official language of the Association shall be English (United Kingdom) that shall be used for all official and other texts of the Association for all purposes.

## 3 Administration and Glossary of Terms

- (1) Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee (see Clause 7 below).
- (2) Note further, in this document:
  - (a) the word "swimming" shall include all aquatic activities and shall include for example, diving, water games and associated activities, whether in or out of the water;
  - (b) the word "disability" shall cover any disability, whether physical, mental or sensory as well as any other condition considered on medical advice to merit help;
  - (c) the word "club" shall include any affiliated body save as may otherwise be defined within this document;
  - (d) the word "Halliwick ASTRA" shall mean Halliwick Association of Swimming Therapy, Regional Association;
  - (e) the word "Region" shall mean any regional Halliwick ASTRA of the Association.

## 4 Objects

- (1) The objects of the Association shall be:
  - (a) to encourage, promote and teach swimming for people with disabilities;
  - (b) to further the instruction of, and teaching by, the specialised method known as the Halliwick Concept;
  - (c) to establish and maintain by education and examination, a proper standard of instruction;
  - (d) to stimulate public opinion towards providing proper facilities and accommodation for teaching and practicing swimming for people with disabilities;
  - (e) to draw up, publish and enforce uniform regulations for the control and administration of swimming for people with disabilities;
  - (f) to promote swimming competition for people with disabilities amongst clubs, Regions and nations;
  - (g) to adjudicate on such competitions, and to deal with infringements of any regulations that may apply to such competitions;
  - (h) to collect, analyse and disseminate information of value that may be acquired by, or arise from the work of the Association;

- (i) to work closely with, and as may be deemed appropriate from time to time, to affiliate to and pay due subscriptions to any other national or international body to promote swimming for people with disabilities using the Halliwick Concept.

## **5 Property of the Association**

- (1) All property whether real or personal, at any time belonging to the Association shall be vested in Trustees of the Association who shall hold it as directed by the Executive Committee of the Association. Any such direction or resolution shall be recorded in the minute book and shall be conclusive evidence of the same. The Trustees shall be indemnified out of the property of the Association against risk and expense.
- (2) In the event of the death, resignation or dismissal of any Trustee, a replacement shall be appointed by simple majority of those voting at a meeting of the Executive Committee who shall be appointed on an interim basis until the following Annual General Meeting.

## **6 Officers of the Association**

- (1) All officers of the Association shall be 18 years of age and over and shall have read and agreed to abide by the rules set out in this Constitution.
- (2) At each Annual General Meeting of the Association those present shall elect the following Honorary Officers:
  - (a) a chair;
  - (b) a vice-chair;
  - (c) a secretary;
  - (d) a treasurer;who shall hold office from the conclusion of that meeting. In any event, the chair shall be elected separately.
- (3) These Honorary Officers shall form part of the Executive Committee of the Association (see Clause 7(1)(a) below).
- (4) At each Annual General Meeting of the Association those present shall further appoint the following persons:
  - (a) honorary insurance adviser;
  - (b) honorary solicitor;
  - (c) auditor(s) (preferably honorary) and/or independent reviewer as may be appropriate.
- (5) At each Annual General Meeting of the Association those present may further appoint the following persons:
  - (a) president;
  - (b) vice-president(s);
  - (c) patron(s);
  - (d) medical adviser;
  - (e) equipment secretary.

## **7 Executive Committee of the Association**

- (1) The Executive Committee shall consist of:
  - (a) the Honorary Chair, Honorary Vice-Chair, Honorary Secretary and Honorary Treasurer as appointed at Clause 6(2) above and who shall have the right to vote;
  - (b) representatives from each formed and active Halliwick ASTRA, the number of representatives from each formed and active Halliwick ASTRA being determined as follows:
    - (i) where there are between 1 to 5 clubs within the Halliwick ASTRA, 1 representative is entitled to attend and vote;
    - (ii) where there are between 6 to 10 clubs within the Halliwick ASTRA, up to 2 representatives are entitled to attend and vote;
    - (iii) where there are between 11 and 15 clubs within the Halliwick ASTRA, up to 3 representatives are entitled to attend and vote;

- (iv) where there are between 16 and 20 clubs within the Halliwick ASTRA, up to 4 representatives are entitled to attend and vote;
  - (v) where there are over 20 clubs within the Halliwick ASTRA, up to 5 representatives are entitled to attend and vote.
  - (c) other persons as appointed under Clause 6(4) and 6(5) above, however, with no voting rights;
  - (d) 1 representative from each of the Committees as appointed under Clause 9 below, who will also have the right to vote.
- (2) Notwithstanding the above, Clause 23(2) below also refers.

## **8 Trustees of the Association**

- (1) Trustees of the Association shall be those officers elected under Clause 6(2) above; and
- (2) those Regional representatives under Clause 7(1)(b) who attend and vote at Executive or other meetings of the Association
- (3) Up to 3 co-opted members who may or may not otherwise be Officers of the Association.

## **9 Other Committees of the Association**

- (1) The Association shall from time to time as appropriate appoint standing and special committees to consider and report on such matters as may be referred to them. These committees should include the following:
  - (a) Management Committee;
  - (b) Education Committee;
  - (c) Publications Committee;
  - (d) Schools, Hospitals and Training Establishments Committee (SHTE);
  - (e) Competitions Committee.
- (2) The Association may delegate specified powers to any of its committees and may, at any time, add to, withdraw or otherwise alter any such delegated and specified powers. All acts and proceedings of such committees shall be reported back to the Executive Committee of the Association as soon as is reasonably practicable.

## **10 Executive Committee not to be Personally Interested**

- (1) Notwithstanding any other rule or provision of this Constitution, no member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a Trustee of the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

## **11 Powers of the Executive Committee of the Association**

- (1) In furtherance of the Objects of the Association (see Clause 4 above) but not otherwise, the Executive Committee may exercise the following powers:
  - (a) power to raise funds and to invite and receive contributions providing that in raising said funds, the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
  - (b) power subject to any consents required by law, to borrow money and to change all or any part of the property of the Association with repayment of the money so borrowed;
  - (c) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of same. The Executive Committee also have power of dismissal of the same where appropriate and necessary;
  - (d) power to form a co-operative with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Association or of similar charitable purposes and to exchange information and advice with them;
  - (e) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

- (f) power to appoint and constitute such advisory committees as the Executive Committee may from time to time think fit and appropriate;
- (g) power to do all such other lawful things as are necessary for the achievement of the objects of the Association.

## **12 Miscellaneous Provisions Concerning Expenses**

- (1) In addition to Clause 10 above, the Association may at the discretion of the Executive Committee pay the reasonable transport and other expenses of the Honorary and other officers mentioned in Clauses 6 and 7 above.
- (2) The Executive Committee may, in addition, pay the reasonable expenses of any other member of the Association provided that authority for such payment is given in advance. Any two or more members of the Executive Committee must give authorisation for such payment.

## **13 Application of Funds**

- (1) All money received by way of fees, levies, donations, sales, interest or otherwise shall be applied in carrying out the Objects of the Association.
- (2) In the event of dissolution, the funds remaining shall be devoted to charitable bodies with objects similar to those of the Association, or to some other legal charitable purpose as determined at a General Meeting of the Association.
- (3) Any officer found to be misapplying funds shall pay the amount misapplied (with interest where applicable) immediately. Any repayment will not in itself affect any other legal liability that may result.

## **14 Investment of Funds**

- (1) Notwithstanding powers invested in the Executive Committee of the Association at Clause 11 above, so much of the funds as may not be needed for immediate use or to meet normal accruing liabilities shall, at the discretion of the Executive Committee, or of a simple majority of those voting at a General Meeting of the Association, be invested with a licensed deposit taker.
- (2) The Trustees, if directed by a majority vote at a General Meeting, may purchase or take a lease on any land, and may sell, exchange, mortgage, lease or build upon that land (with power to alter, pull down, and rebuild buildings). A purchaser, assignee, mortgagee or tenant shall not enquire as to the authority for any act of the Trustees and the receipt of the Trustees shall be a discharge for any money arising from or in connection with any transaction under this Clause.
- (3) Mortgages or other assurances of securing money to the Association may be calculated by the receipt of the Trustees countersigned by the Honorary Secretary of the Association in the form contained in the Second Schedule of the Friendly Societies Act 1896 or in the form contained in the Third Schedule of the Law of Property Act 1925.

## **15 Membership of the Association (Definition)**

- (1) Membership of the Association shall be open to Regions, clubs or groups and personal affiliates.
- (2) Any affiliated club or group shall have all its own members deemed to be members of the Association.

## **16 Regions**

- (1) For the general government and control of swimming for people with disabilities the Association shall establish Regions which shall be determined as circumstances may warrant. The boundaries of Regions shall from time to time be determined by the National Executive Committee. Each Regional body shall be called a Halliwick ASTRA.
- (2) The composition of each Halliwick ASTRA shall be swimming clubs for people with disabilities and private individuals, either with or without disabilities; in each case after payment of appropriate affiliation fees to the Association.
- (3) A Region shall not be considered an active Region unless at least 3 clubs are included in its composition.
- (4) A club should normally join the Halliwick ASTRA in whose Region its swimming meetings are held. It may apply to join a neighbouring Halliwick ASTRA, the decision resting with the Halliwick ASTRA to whom the application is made. No club may belong to more than 1 Halliwick ASTRA at any one time.

- (5) The competing members of any affiliated club must have a disability as defined by the Association (where appropriate, after medical advice has been sought).

## **17 Fee for Membership of the Association**

- (1) The membership fee of the Association charged to its Regions, clubs or personal affiliates (its members), shall be annual and shall be fixed at each Annual General Meeting of the Association. It shall be payable to the Honorary Treasurer within 21 days of demand.
- (2) The Association is however not responsible for the financial affairs and arrangements of each Halliwick ASTRA who shall be responsible for their own financial affairs independently of the Association. Each Halliwick ASTRA shall accordingly fix the amount of the annual fee it charges to its own affiliated clubs as it from time to time determines appropriate.

## **18 Meetings of the Association : General Provisions**

- (1) This Clause (Clause 18) is to apply generally to all meetings of the Association.
- (2) A quorum for any meeting of the Association and of the Executive Committee shall be at least 10. At least 3 Halliwick ASTRA's must be represented by those present.
- (3) The Chair at any meeting of the Association and of the Executive Committee shall be the Honorary Chair of the Association or, in his/her absence, the Honorary Vice-Chair of the Association. In the absence of both, a Chair shall be elected by those present at the meeting from amongst their number.
- (4) The Chair of the meeting shall have authority on every question of order and shall, for the purposes of the meeting, be sole interpreter of this document where a dispute arises.
- (5) The Chair of the meeting shall, if there is equality of voting have a second or casting vote.
- (6) The Chair may exclude with reasonable cause, any person from any meeting.
- (7) Voting shall be by show of hands unless any 2 persons present at the meeting who are entitled to vote request a secret ballot or division.
- (8) A simple majority shall determine all motions excepting those for which a special provision is made.
- (9) Minutes shall be taken of all meetings of the Association and its committees. Such Minutes will be properly kept by the Secretary of the relevant committee (Executive or otherwise) and be available for view on request.

## **19 Annual General Meetings**

- (1) The Annual General Meeting of the Association shall be held each year in March (or where extenuating circumstances exist, as close to March as is possible). In any event, there is to be an Annual General Meeting held in each and every financial year of the Association.
- (2) All decisions of the Annual General Meeting shall be binding upon all Halliwick ASTRA's (whether active or otherwise) and clubs.
- (3) The Association's year shall begin on 1<sup>st</sup> January each year and end on 31<sup>st</sup> December each year.
- (4) Notice of an Annual General Meeting of the Association shall be sent by post along with an agenda listing all matters to be discussed and/or voted upon by the Honorary Secretary, not less than 21 days before the meeting to all those qualified to attend. Such Notice will state clearly where and when the meeting is to be held.
- (5) All meetings shall be in public and any person may attend.

## **20 Motions**

- (1) Motions for discussion at an Annual General Meeting of the Association must be in written form and with the Honorary Secretary of the Association not less than 28 days before the date fixed for the meeting to which the motion is to be brought.
- (2) Motions without proper Notice shall not be discussed and/or voted upon without leave of the Honorary Chair (or other person Chairing that meeting) and with the consent of the majority of those present at that meeting.
- (3) Motions for discussion shall be clearly stated in writing bearing the names of the proposer and seconder.
- (4) No motion shall be accepted for discussion or vote where its effect would be to so alter this Constitution so as to cause the Association to cease to be a charity at law.

## **21 Special Meetings**

- (1) A Special General Meeting may be summoned by either by:
  - (a) the Honorary Secretary within not more than 21 days of a written request received from at least 60% of Halliwick ASTRA's (active or otherwise). The written request must state clearly the reason for the request; or
  - (b) at the request of at least two-thirds of the Executive Committee so voting at a meeting of that committee.

## **22 Annual Reports**

- (1) Reports of the Executive Committee and the audited (or independently reviewed, as may be appropriate) financial statement of the Association shall be sent to each Halliwick ASTRA as early as is practicable after the end of each financial year. Such reports, together with the report and financial statement of each Halliwick ASTRA shall be made available by each Halliwick ASTRA (via its Secretary) to each of its affiliated clubs as early as practicable after receipt of the Association's reports and financial statement.
- (2) Any Halliwick ASTRA that is registered as a charity with the Charity Commission in its own right must fulfil all relevant duties and requirements made of it by the Charity Commission independently of the requirements set out in this document.
- (3) Any Halliwick ASTRA that is not registered as a charity with the Charity Commission in its own right must provide details of their funds to the Association's Honorary Treasurer as early as is practicable after the end of the Association's financial year so that such details may be included within the Association's financial statement. Such details must be in written form and where possible, also provided on computer disk (preferably in Word format).

## **23 Meetings of the Executive Committee**

- (1) Notice of a meeting of the Association's Executive Committee shall be sent by post along with an agenda listing all matters to be discussed and/or voted upon by the Honorary Secretary not less than 21 days before the meeting to all those qualified to attend. Such Notice will state clearly where and when the meeting is to be held.
- (2) All meetings shall be in public and any person may attend.
- (3) Only Honorary Officers and Trustees however may take part in the business of the meeting unless the Honorary Chair (or other person chairing the meeting) so agrees that other person(s) present may do so.
- (4) At least 2 meetings of the Executive Committee in addition to the Annual General Meeting of the Association shall be held in each year.

## **24 Safety and Insurance**

- (1) All clubs should request that a swimmer obtain a medical certificate before allowing that swimmer into the water. The certificate should be renewed periodically and particularly after illness or long absence of that swimmer.
- (2) All clubs must accept and abide by any other safety requirements imposed by legislation, the relevant local authority or pool management.
- (3) All clubs must whilst affiliated to the Association, carry public liability insurance with indemnity at least equal to that provided by any policy made available to its affiliated members by the Association.

## **25 Rules of the Constitution and Alteration**

- (1) The rules laid down in this constitution for the conduct of meetings and for jurisdiction over the members of the Association shall apply in each Halliwick ASTRA (active or otherwise) and to each of the Association's committees.
- (2) The constitution shall not be altered except at the Annual General Meeting of the Association or at an extraordinary General Meeting of the Association called for that purpose. At least 21 days Notice shall be given of any proposed alteration.
- (3) Full written details of any proposed alteration to be considered by a meeting under (2) above must be in the hands of the Honorary Secretary of the Association not later than 10<sup>th</sup> January in the appropriate year (or in the case of an extraordinary General Meeting, not later than 21 days before that meeting).

- (4) Where an alteration is proposed by a Halliwick ASTRA then the proposal must be supported by at least two-thirds of those voting at a meeting of the Halliwick ASTRA of which proper Notice has been given of the proposal prior to that meeting.
- (5) No alteration may be made to Clause 1 (the Name of the Association); Clause 4 (the Objects of the Association); Clause 7 (Executive Committee of the Association); Clause 10 (Executive Committee Members not to be Personally Interested); or Clause 26 following (Dissolution) or this Clause without the prior written consent of the Charity Commissioners.
- (6) No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- (7) The Executive Committee should promptly send to the Commission a copy of any amendment made under this Clause.

## 26 Dissolution

- (1) If the Executive Committee decides that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association of which not less than 4 weeks clear Notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Association shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine, or failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the Association must be sent to the Commission.

## 27 Adoption of this Document as the Constitution of the Association

- (1) This Constitution was adopted on the above aforementioned date as represented by the persons whose signatures appear at the bottom of this document.

Signed : \_\_\_\_\_ Patrick Hastings (Chair)  
 \_\_\_\_\_ Eric Dilley (Acting Secretary)  
 \_\_\_\_\_ Tony Jandrell (Treasurer)

Signed for and on behalf of the Trustees by the above named on Sunday, 2<sup>nd</sup> March 2003.