



**CONSTITUTION
of Halliwick Penguins Swimming Club**

Adopted on the 08 October 2022

PART 1

1. Adoption of the Constitution

HALLIWICK PENGUINS SWIMMING CLUB (hereinafter 'charity') and its property will be administered and managed in accordance with Parts 1 and 2 of this constitution which supersedes and replaces all earlier constitutions.

2. Name and Charity Status

- (1) The name of the charity shall be HALLIWICK PENGUINS SWIMMING CLUB, which name may be abbreviated only as either HALLIWICK PENGUINS SC or HPSC.
- (2) The charity shall maintain its registration as a registered charity with the Charity Commission for England & Wales (number 1033588).

3. Definitions

- (1) The words 'swim', 'swimmer' or 'swimming' in this constitution shall include all aquatic activities in furtherance of the charity's objects, such as, but not limited to, therapeutic water activity, water games and associated activities, diving and competition.
- (2) The word 'disabled' in this constitution means any disability, whether physical, mental or sensory, and shall include any condition which, where appropriate on medical advice, would be helped through the activities of the charity.

4. Objects

- (1) To relieve disabled persons by the promotion and provision of swimming and associated recreational facilities with the object of improving the conditions of life for such persons.
 - (a) In furtherance of the objects of the charity, such swimming will be, as far as possible and with reference to a person's particular disability, in accordance with the Halliwick Concept.
 - (b) In furtherance of the objects of the charity, the charity is committed to treating everyone equally within the context of its activities and with due respect to the differences of individuals. It shall not apply nor endorse unlawful or unjustified discrimination and shall act in compliance with the protections afforded by the Equality Act 2010 (or any statutory re-enactment or modification of that legislation).

5. Application of Income and Property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
- (2) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

6. Dissolution

- (1) The members of the charity may resolve to dissolve the charity at a general meeting of the charity.
- (2) If the members of the charity resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (3) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (4) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
 - (c) in such other manner as the Commission may approve in writing in advance.
- (5) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause 4 above.
- (6) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (7) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

7. Amendment of Constitution

- (1) The charity may amend any provision contained in Part 1 of this constitution at a general meeting provided that:
 - (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - (c) no amendment may be made to clause 4 (Objects), clause 5 (Application of Income and Property), clause 6 (Dissolution) or this clause (Amendment of Constitution) without the prior consent in writing of the Commission;

- (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended at a general meeting, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within 21 days of it being passed.

PART 2

8. Membership

(1) General Provisions Concerning Membership

- (a) Membership is open to individuals who will be either:
 - (i) swimmers who wish to swim (see sub-clause 2 below); or
 - (ii) Volunteers (instructors and helpers) who wish to help to further the charity's objects, either in the water or otherwise.
- (b) Membership shall begin when an individual's application for membership is approved by at least one of the trustees of the charity and will be renewable annually each subsequent year, at the first swimming session held each year or as soon as practicable thereafter.
- (c) Membership is subject to payment of an annual membership fee as determined from time-to-time by a general meeting of the charity, payable at the time of first becoming a member and thereafter, annually at the first swimming session held each year or as soon as practicable thereafter.
- (d) Different fees may apply to different classes of membership (in particular to senior swimmers, junior swimmers, instructors or helpers) as determined from time-to-time by a general meeting of the charity.
- (e) Any increase in membership fees determined by a general meeting of the charity shall be advised to the members in writing with the reasons for any increase given.
- (f) The trustees of the charity shall have the power in special circumstances to remit the whole or part of a members' membership fee to address issues of social inclusion or for any other appropriate reason, at the discretion of the trustees of the charity.
- (g) The total membership of the charity shall not normally be limited except when, at the discretion of the trustees or chief instructor of the charity, there is a good reason to impose a limit on membership from time-to-time, for example, if to admit new members would be detrimental to the safe and efficient running of the charity (for example, if there were, from time-to-time, insufficient instructors or helpers available).
- (h) The trustees or chief instructor shall have the right to impose (and remove) from time-to-time, any limits on total membership (or any category of membership) of the charity.
- (i) Where necessary for the safe and efficient running of the charity, a waiting list of prospective members will be kept, which will be reviewed regularly.
- (j) An individual who wishes to become a member of the charity must submit a completed and signed application form to the charity secretary, chair or chief instructor (and, in the case of a prospective member who is under 18 or a prospective member who would not understand the application form/process, the application form must be completed and signed by that prospective member's parent, guardian, carer or personal assistant).
- (k) The submission of a membership form does not in itself confer membership.

- (l) Membership is determined by the trustees of the charity. In its consideration of applications for membership, the trustees of the charity shall not act in a discriminatory manner and in particular, shall adhere to the Equality Act 2010 (or any statutory re-enactment or modification of that legislation). Accordingly, (save that, in furtherance of the objects of the charity, membership of the charity as a swimmer is open to disabled people only) the charity shall not refuse membership on the basis of a Protected Characteristic within the Equality Act 2010, such as disability; gender/gender identity; pregnancy; race; religion or belief; or sexual orientation. Neither may refusal be made on the grounds of political persuasion.
- (m) Membership is not transferrable to anyone else.
- (n) The trustees must keep a register of names and addresses of the members which must be made available to any member on request, redacted as necessary in compliance with relevant data protection legislation.
- (o) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (p) In the case of trustees refusing membership:
 - (i) the trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision;
 - (ii) the trustees must consider any representations the applicant may make about the decision. Any representations must be in writing or by way of a recording if writing is not possible. The trustees' decision following any written or recorded representations must be notified to the applicant in writing within 21 days but shall be final.

(2) Membership as a Swimmer

- (a) In the case of swimmers, there shall be senior membership (senior members being those over 17 years of age on the first of January in the relevant year) and junior membership (junior members being those under 17 years of age on the first of January in the relevant year).
- (b) In the case of swimmers, in furtherance of the charity's objects, membership is open to disabled people only.
- (c) Notwithstanding sub-clause (a) above, members under 18 years of age shall not be trustees and shall have no administrative or voting rights and responsibilities. They may however attend general and other meetings of the charity.

9. Termination of Membership

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written or audio recorded notice to the charity unless, after the resignation, there would be less than 2 members;

- (3) any sum due from the member to the charity is not paid in full within 6 months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interest of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least 21 days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reason why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

10. General Meetings

- (1) The charity must hold a general meeting within 12 months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least 10 members or one-tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within 28 days of the request, the members may proceed to call a special general meeting but in doing so, they must comply with the provisions of this constitution.

11. Notice and Form of Meetings

- (1) The minimum period of notice required to hold any general meeting of the charity is 14 clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all members of the charity and to trustees of the charity. The notice must also be given to any honorary members of the charity appointed under clause 19 of this constitution (Honorary Positions).
- (5) Whilst face-to-face meetings are preferable, general and other meetings of the charity are permissible by telephone conference call or 'virtually' via a suitable platform such as but not limited to Zoom or Skype. Where necessary and practicable, members may join a face-to-face meeting by telephone conference call or 'virtually'.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 10 members entitled to vote upon the business to be conducted at the meeting; or
 - (b) one-tenth of the total membership at the time,
whichever is the greater.
- (3) If:
 - (a) a quorum is not present within half-an-hour from the time appointed for the meeting;
or
 - (b) during a meeting, a quorum ceases to be present,
the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as chair.
- (2) If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only 1 trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present and entitled to vote must choose 1 of their number to chair the meeting.

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than 7 days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

15. Votes

- (1) Each member over 18 years of age shall have 1 vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. Officers and Trustees

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers (who will be 18 years of age or older) shall be the trustees of the charity and in this constitution are together called 'the trustees'.
- (2) The charity shall have the following officers as trustees:
 - (a) a chair;
 - (b) a secretary;
 - (c) a treasurer; and
 - (d) a chief instructor.
- (3) The charity shall also have the following committee members:
 - (a) a competitions representative;
 - (b) a liaison representative;
 - (c) a social representative;
 - (d) a senior swimmers' representative;
 - (e) a junior swimmers' representative;
 - (f) an instructors' representative;
 - (g) a helpers' representative; and
 - (h) a club captain.
- (4) For the avoidance of doubt, if any elected under sub-clause (3)(a) – (h) above are under 18 years of age, they shall have no administrative or voting rights and responsibilities.
- (5) A trustee must be a member of the charity.
- (6) No-one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 21 of this constitution (Disqualification and Removal of Trustees).
- (7) The number of trustees shall not be less than 3 but (unless otherwise determined by a resolution of the charity in a general meeting) shall not be subject to any maximum.

(8) The first trustees (including officers and committee members) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.

(9) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

17. Appointment of Trustees

(1) The charity in a general meeting shall elect the officers and the other trustees by way of proposal, seconder and vote.

(2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause (5) of this clause, they may also appoint trustees to act as officers.

(3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a trustee or as an officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed;

(5) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated that office.

18. Appointment of Welfare Officer

The trustees of the charity shall appoint a member of the charity as Welfare Officer who must be not less than 18 years of age, and who should have an appropriate background and who is required to undertake appropriate training. The Welfare Officer will have a right to attend committee and general meetings of the charity but without a power to vote.

19. Honorary Positions

(1) The charity may appoint the following honorary members at a general meeting of the charity:

(a) a president;

(b) vice-presidents; and

(c) honorary life members.

(2) Any person appointed under sub-clause (1) above need not be a member of the charity on election but shall, *ex officio*, be an honorary member of the charity.

(3) Any person appointed under sub-clause (1) above shall be entitled to all the privileges of membership except that he or she shall not be entitled to vote at meetings and serve as trustee or officer of the charity unless he or she has retained, in addition, his or her ordinary membership of the charity.

20. Powers of Trustees

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) subject to clause 30 (Real Property), to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 177-122 of the Charities Act 2011.
 - (d) to cooperate with other charities, voluntary bodies, associations and statutory authorities and to exchange information and advice with them;
 - (e) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (f) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (g) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (h) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - (i) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (j) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

21. Disqualification and Removal of Trustees

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than 3 months;

- (4) resigns as a trustee by notice to the charity (but only if at least 2 trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of 6 consecutive months and the trustees resolve that his or her office be vacated.

22. Proceedings of Trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The trustees will have at least 2 meetings in each year (which shall be in addition to the annual general meeting and any other general meeting).
- (3) A trustee may call a meeting of the trustees.
- (4) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (7) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (8) The quorum shall be 2 or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time-to-time by the trustees.
- (9) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (10) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (11) The person elected as chair shall chair meetings of the trustees.
- (12) If the chair is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the trustees present may appoint 1 of their number to chair that meeting.
- (13) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (14) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (15) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

23. Conflicts of Interest and Conflicts of Loyalties

A charity trustee must:

- (1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with the above clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

24. Saving Provisions

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

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

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

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 23 (Conflicts of Interest and Conflicts of Loyalties).

25. Delegation

(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

(2) The trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

(3) The trustees may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

26. Irregularities In Proceedings

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

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

if, without;

- (d) the vote of that trustee; and
- (e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

- (3) No resolution or act of:

- (a) the trustees;
- (b) any committee of the trustees; or
- (c) the charity in a general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

27. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions.

28. Finances, Accounts, Annual Report and Annual Return

- (1) The charity shall hold 1 or more bank accounts in the name of the charity into which its monies are deposited.
- (2) Signatories to the charity's bank accounts shall be at least 2 from among the chair, secretary and treasurer of the charity.
- (3) No sum shall be drawn from the charity's bank accounts except:
 - (a) by cheque signed by 2 of the signatories at sub-clause (2) above; or
 - (b) by electronic transfer approved by way of dual-authentication by 2 of the signatories at sub-clause (2) above.
- (4) The charity's financial year shall run from 1st January to 31st December in each year.
- (5) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the charity;
 - (b) the preparation of annual statements of account for the charity;
 - (c) the transmission of the statements of account to the Commission where required;
 - (d) the preparation of an Annual Report and its transmission to the Commission where required;
 - (e) the preparation of an Annual return and its transmission to the Commission where required.
- (6) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

29. Registered Particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

30. Real Property

The charity shall not acquire or hold title to land.

31. Insurance and the Keeping of an Accident Book

- (1) The trustees must insure suitably in respect of public liability and employer's liability.
- (2) The charity shall maintain an Accident Book in which all accidents to charity members at swimming related activities shall be recorded. Details of such accidents shall be reported to relevant insurers in accordance with Accident/Incident Notification guidelines.

32. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) In writing; or

- (b) Given using electronic communications.
- (2) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving at the address of the member; or
 - (d) by giving it using electronic communication to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Conclusive proof that notice was given to a member shall be:
 - (a) that an envelope containing a notice was properly addressed, prepaid and posted; or
 - (b) that an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
- (6) A notice shall be deemed to have been given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

33. Rules

- (1) The trustees may from time-to-time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's volunteers;
 - (c) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method recording the signature that enables it to be properly authenticated);
 - (e) Generally, all such matters are commonly the subject matter of the rules of a membership club and/or a swimming club for disabled swimmers.

- (3) The charity in a general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

34. Affiliations

- (1) The charity may affiliate to associations or organisations with similar objects or purposes as, from time-to-time, a general meeting may decide.
- (2) The charity will be affiliated to the Halliwick Association of Swimming Therapy (Halliwick AST).
- (3) The charity will be affiliated to Halliwick ASTRA 1, the regional Halliwick association covering Halliwick clubs within Greater London north of the River Thames.

35. Disputes

- (1) If a dispute arises between members of the charity about the validity or propriety of anything done by the trustees or members under the constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation.

Signatures [sign and PRINT name]
