

MEMO

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|---|--|--|--|
| <input checked="" type="checkbox"/> Club Presidents | <input checked="" type="checkbox"/> Club Secretaries | <input checked="" type="checkbox"/> SwimmingSA Board | <input checked="" type="checkbox"/> SwimmingSA Staff |
| <input type="checkbox"/> Club Nominations Officer | <input type="checkbox"/> Club Team Managers | <input type="checkbox"/> Technical Official | <input checked="" type="checkbox"/> Life Members |
| <input type="checkbox"/> Club Treasurers | <input type="checkbox"/> Club Coaches | <input checked="" type="checkbox"/> SSA Committees | Other |

26th August 2019

Notice of 2019 Annual General Meeting for SwimmingSA Inc

The 2019 SwimmingSA AGM shall be held on **Saturday 9th November 2019** at the conclusion of session 1 of the Division 1 Meet (Approximately 12pm) in the Marshalling Room at the SA Aquatic and Leisure Centre, 443 Morphett Road, Oaklands Park SA 5046.

Notice/s of motion from Members are now being called for inclusion at the Annual General Meeting.

Notices and Nominations must be submitted in writing to SwimmingSA no later than **Friday 20th September 2019 by 12noon**.

Nominations are being called for vacancies for the following positions:

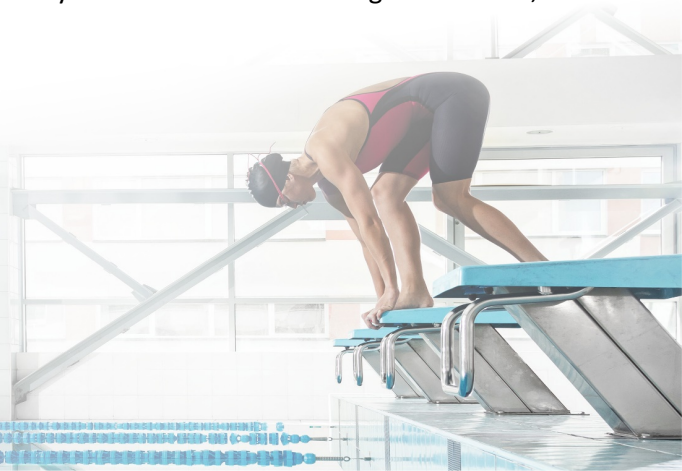
- Board of SwimmingSA - **three vacancies**
- Governance, Audit & Risk Committee up to five positions
- Competitions Committee up to seven positions
- Development Committee up to seven positions
- Technical Committee up to seven positions

An application form for these vacancies is attached to this notice and can also be found on the SwimmingSA website.

Email or Post notices for inclusion and nomination forms to SwimmingSA Public Officer Michelle Doyle:

michelle.doyle@sa.swimming.org.au or 443 Morphett Road, Oaklands Park SA 5046 prior to **12pm Friday 20th September 2019**.

As per the Constitution, a copy of the Agenda, together with notice of any other business and voting information, will be circulated by Thursday 10th October 2019.



Additional Information for Clubs

Appointment of Delegates

Where a Club is permitted by the Constitution, it shall be entitled to appoint a Delegate to vote at a General Meeting. Each Club shall notify SwimmingSA of the name of their Delegate within thirty days of their Annual General Meeting or if a General Meeting is called by SwimmingSA pursuant to clause 23 (of the Constitution) then the Clubs shall notify SwimmingSA of the name of their delegate within 14 days of the meeting. Where a Club fails to notify SwimmingSA of the name of their delegate the Club shall be entitled to attend but have no voting rights at the meeting.

A Delegate must:

- a) not be a Director (of SwimmingSA);
- b) be an Individual Member of the Club which appoints them; and
- c) be appropriately empowered by their Club to make decisions at General Meetings.

Delegates as Representative

Delegates shall represent their Club at General Meetings and shall have full power to consider and vote on resolutions at General Meetings.

Alternate Delegates

A Club may appoint an Alternate Delegate. An Alternate Delegate must comply with the requirements for Delegates set out in clause 12.1 (of the Constitution) and has such rights and powers as does a Delegate. Where a Club appoints an Alternate Delegate, it shall advise SwimmingSA not less than ten working days prior to the meeting at which it is intended to vote. A Delegate present at a General Meeting may not represent more than one Club.

It is again important to remind Clubs that Delegates and Alternate Delegates must be a registered 2019-20 member of your Club and SwimmingSA Inc. in order for them to be eligible to vote.

Clubs need to be represented at the AGM where voting may take place. I therefore urge you to make sure your Club is appropriately represented.

If your Club has not yet notified the SwimmingSA office of the names of your Delegate and Alternate delegate, or if they have changed since lodgement of the 2018-9 Affiliation Form, please notify SwimmingSA by **Friday 20th September 2019**.

Should you have any questions or notices please direct them to: Michelle Doyle
SwimmingSA Public Officer

Email: michelle.doyle@sa.swimming.org.au

Post: Confidential - 2019 SwimmingSA Annual General Meeting 443 Morphet Road, Oaklands Park SA 5046



2019 SWIMMINGSA Inc CALL FOR NOMINATIONS FOR DIRECTORS & COMMITTEE MEMBERS

Members are advised that SwimmingSA Incorporated is calling for nominations for Directors of the Board and Members of Committees.

All Committee Positions are vacant as per the notice of meeting. All nominations for committees will be considered by the Board and appointments made to committees at the Boards discretion at their first meeting after the AGM.

There are three positions for Elected Directors to be filled at the election to be conducted as outlined below. The following Directors terms **expire** at the 2019 Annual General Meeting:

- Vince Cobiac
- Janine Molloy
- Selma Barlow

The Following Directors terms **expire** in:

- Neil Martin (2020);
- Peter Graham (2020); and
- Anne-Marie Hammond (2020)
- Anthony Couche (2021)
- Marina Gvozdeva (2021)
- Fiona Twizell (2021).

In relation to the nomination process, all registered financial members of clubs are eligible to be nominated. As such, it is requested that this notice be disseminated amongst your club's eligible members as soon as possible.

Please find attached the SwimmingSA Director Position Description and Nomination Form for Director and Committee Positions.

In accordance with Clause 14.4.2 of the Constitution, nominations for the position of Director must be in writing on the prescribed form and include:

- Signature of the nominee expressing willingness to accept the position for which they are nominated; and
- Signature of a witness, who shall be a member of SSA of the age of 18years.

Nominations complying with Clause 14.4.2 of the Constitution as detailed above, must be received by the Public Officer at the following address michelle.doyle@sa.swimming.org.au or 443 Morphet Road, Oaklands Park SA 5046 prior to **12pm Friday 20th September 2019**.

Following the closing date and prior to the election process, SwimmingSA's Governance, Audit and Risk Committee will provide to Members a list of all nominees with a short summary of the experience, capabilities and strengths of all individuals who have been nominated. The Committee will not be providing recommendations to Members as to how to direct their votes and encourages all nominee's and clubs to make contact with each other as necessary to enable an informed opinion and vote by clubs.

The election for three Directors of SwimmingSA Inc will be held via the electronic voting process and will open on Thursday 10th October 2019 and close on Monday 4th November 2019. In the case of a tie for the election of director positions a second round of voting called for on Wednesday 6th November closing on Friday 8th November. The outcome will be announced at the Annual General Meeting on Saturday 9th November 2019.

Detailed information regarding to access and use the electronic voting system will be provided to clubs with the agenda.



POSITION DESCRIPTION – SWIMMINGSA BOARD DIRECTOR

Purpose of the Position

The Board of SwimmingSA is seeking to elect/appoint Director/s whose skills align with the strategic direction of the organisation and complement the current skill mix of the Board. This role will also contribute to all governance activities of the Board of SwimmingSA including providing input on matters of corporate strategy, CEO performance and policy formulation, as well as overseeing financial performance, risk management and compliance. This role is seen as an important appointment in the continued progression, improvement and growth of this sport and the business.

Organisation Context

Established in 1898 SwimmingSA Inc is the governing body for the sport of swimming in South Australia registered as a not for profit incorporated association. SwimmingSA is affiliated with Swimming Australia and has Forty-Eight Member clubs across South Australia and Broken Hill.

The SwimmingSA Vision is to be an attractive, enjoyable, satisfying and rewarding sport for South Australians of all levels, ability and experience. The SwimmingSA Mission is To provide a structure, which creates, and supports increased participation, enjoyment and athletic achievement for South Australians within the sport of swimming.

More information about the organisation's Strategic Priorities and Governing Documents can be found on the SwimmingSA website [Click Here](#).

About the Board

The Board of Directors is composed of 9 elected Directors and 2 appointed Directors. Establishment of the Board of Directors for SwimmingSA is set out in the Associations Constitution Section 14 – [Click Here](#) for more detail.

Term

Subject to the provisions in the Constitution relating to the earlier retirement or removal of Directors, each Elected Director shall hold office for 3 years and an Appointed Director holds office for 1 year with three directors retiring at each AGM.

SwimmingSA is currently transitioning from 2 year terms to the above noted 3 year terms for Elected Directors and as such at the 2019 AGM 3 Director Positions are to be elected and each director filling such position will serve a 3 year term.

Location and Time Commitment

The Board currently meets as needed (generally monthly) each year.
All board meetings are held at the SA Aquatic & Leisure Centre at Oaklands Park.

Remuneration:

This is a voluntary role.

Principal Accountabilities & Functions

The role and functions of a Directors may include but are not limited to:

- To act as a Director of SwimmingSA inc in the best interests of the Association with honesty and good faith towards its members, employees, partners, funding agencies, sponsors and the communities within which SwimmingSA operates.
- To provide leadership for the Members of SwimmingSA Inc
- To ensure the resources of SwimmingSA are efficiently managed to fulfil the objects of the Association
- To use personal and professional skills together with contacts, experience and judgement, acting with integrity and independence to optimise both the short and long-term performance of SwimmingSA and in particular the areas of her/his own portfolio of responsibility.
- Provide technical input, advice and guidance on projects and act as a sounding board on potential issues.
- To apply due diligence in all decision making
- To carry out duties with consistent regard for the SwimmingSA Constitution and ensure the Association operates within the bounds of the appropriate legislation
- Attend all Board meetings called during the year, unless prevented by exceptional circumstances.



- Attend the Annual General Meeting and such other General Meetings as may be necessary.
- Undertake other lawful functions as directed by the Chairman of the Board.

Qualifications and/or Experience

- An understanding and acceptance of the legal duties, responsibilities and liabilities of a Company Director.
- Experience in corporate governance, attributes such as financial literacy and industry expertise are desirable.
- A proven track record of success as a key organisational player significantly involved in delivering strategic objectives.
- Excellent strategic and analytical thinking skills combined with a practical and pragmatic mindset and a strong interest in serving the non-for-profit sporting sector.
- An ability to successfully manage a business(s); Experience and knowledge in the Government and Public sector; Experience and knowledge in Corporate and Private sector.
- Team player with personal impact and superior interpersonal and communication skills, able to work effectively with a broadly-based group and represent SwimmingSA effectively externally.
- Understanding of the organisational structure of swimming at club, region, state and national level
- Understanding of the structure of sport in South Australia and Australia
- Understanding of the strategic objectives of SwimmingSA

Desirable skillsets – candidates should possess experience in one or more of the following areas:

- An appreciation and/or understanding of swimming in terms of High Performance.
- A background and experience in community sport and participation.
- Complementary skills in areas such as accounting and finance, legal, stakeholder relations, human resources, investment, marketing and social media skills.
- Experience and knowledge in research techniques and consumer insights.
- Experience and knowledge in commercialisation of assets and business development.

Corporate Governance

It is essential for Directors to have an understanding of the operations of boards and the underpinning principles of corporate governance. SwimmingSA encourages all Directors, who have not yet already taken a course of equivalent content, to complete a basic course on corporate governance during the first year of a director's term.

How to Apply:

To apply for this opportunity please complete the nomination form and attach your CV prior to the closing date. Upon submitting your form, you will receive notification of receipt. If you do not receive this within 24hrs please email michelle.doyle@sa.swimming.org.au.



NOMINATION FORM – 2019 ANNUAL GENERAL MEETING

Nominations must be submitted to the SwimmingSA Public Officer via:

- Electronic: michelle.doyle@sa.swimming.org.au
Please note nomination form must be signed when submitting an electronic nomination
- Post: SwimmingSA Inc, 443 Morphett Road, Oaklands Park, SA 5046
Marked Confidential – 2019 SwimmingSA AGM

All nominations must be received by the SwimmingSA office no later than 12noon Friday 20th September 2019

I (Insert full name) being a financial member of the

..... Swimming Club, hereby nominate for the position/s of:

(Please tick the box/s you wish to nominate for)

Positions Elected by SwimmingSA Membership:

☐ Board Director

**Please ensure you submit (in addition to this form) the required background information for this position*

Positions Appointed by Board:

☐ Competitions Committee Member

☐ Development Committee Member

☐ Governance, Audit & Risk Committee Member

☐ Technical Committee Member

By submitting this nomination, I am declaring that I am a registered financial Member of a SwimmingSA Member Club and willing to except the position/s for which I am nominating.

Signed by Nominee:

Date / /

Signed by Witness:

Date / /

Witness Name:

Club:

| Office Use Only | |
|---------------------------|--|
| Nomination Received By: | |
| Date Nomination Received: | |



Declaration of eligibility to be a member of the Board of SwimmingSA

The Association Incorporations Act 1985 (SA) has conditions that prohibit certain persons from being on a Committee or Board. The specific Clause is detailed below.

In order to have your application accepted for nomination to the Board of SwimmingSA you need to declare that you are not prohibited by the Act.

Section 30 Associations Incorporations Act 1985 (SA) - certain persons not to be members of the committee (Board)

1. A person who is an insolvent under administration must not, without leave of the Commission, be a member of the committee of an incorporated association, or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.
2. A person who has been convicted within or outside the State-
 - a) on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
 - b) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months; or
 - c) of an indictable offence; or
 - d) of-
 - i. an offence against section 39A; or
 - ii. an offence against a provision applied by section 41B; or
 - iii. an offence against section 60,must not, within a period of five years after his or her conviction or, if he or she was sentenced to imprisonment, after his or her release from prison, without leave of the Commission, be a member of the committee of an incorporated association, or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.
3. When granting leave under this section, the Commission may impose such conditions or limitations as it thinks fit and any person contravening or failing to comply with any such condition or limitation that is applicable to him or her is guilty of an offence.
4. The Commission may, at any time, revoke leave granted by it under this section.

I (insert full name) declare that

1. I am not prohibited under any Acts or Legislation to hold the position of a Board member for SwimmingSA.
2. I am a financial Member of my Club.
3. I will be committed to my position as a Board member if elected and understand my position will be as a representative of SwimmingSA not a Club.

Signed:

Date: / /

Please ensure your complete and return this form with your nomination



NOMINATION FORM – DIRECTOR POSITIONS ONLY

2019 ANNUAL GENERAL MEETING

Nominee Information

| | |
|----------------------------|--|
| Name | |
| Home Address | |
| Mobile Number | |
| Email Address | |
| Employment/Position | |
| Education | |

Previous Board or Committee experience (if any)

| Name of Organisation | Role | Date From | Date To |
|----------------------|------|-----------|---------|
| | | | |
| | | | |
| | | | |

Qualifications

| | |
|---|--|
| <input type="checkbox"/> Accounting/Finance | <input type="checkbox"/> Law |
| <input type="checkbox"/> Business/Commerce | <input type="checkbox"/> Marketing/Communications |
| <input type="checkbox"/> Governance | <input type="checkbox"/> Coach / Official |
| <input type="checkbox"/> Human Resources | <input type="checkbox"/> Research/Education/Training |
| <input type="checkbox"/> Work Health & Safety | |
| <input type="checkbox"/> Other | |

Skills - Governance

| | |
|---|--|
| <input type="checkbox"/> Corporate Governance | <input type="checkbox"/> Financial Literacy |
| <input type="checkbox"/> Club Governance | <input type="checkbox"/> Policy Development |
| <input type="checkbox"/> Strategic Management | <input type="checkbox"/> Business Performance |
| <input type="checkbox"/> Risk Manager | <input type="checkbox"/> Compliance & Legal Responsibilities |



Skills - Technical

| | |
|--|--|
| <input type="checkbox"/> Government Relationships | <input type="checkbox"/> CALD/Disability |
| <input type="checkbox"/> Financial Investment | <input type="checkbox"/> Official / Coach / Athlete |
| <input type="checkbox"/> Information Technology | <input type="checkbox"/> Branding & Marketing |
| <input type="checkbox"/> Property/Asset Management | <input type="checkbox"/> Research/Education/Training |

Affiliations or Organisations you belong to

Role

| | |
|--|--|
| | |
| | |
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| | |

Short listed nominees will be required to undergo formal probity checks including a National Police Criminal Records check and an Australian Securities and Investments Commission Disqualification Register check.

Have you ever been a bankrupt or disqualified from owning a business or being a director of an Association or Company?

| | |
|------------------------------|-----------------------------|
| <input type="checkbox"/> Yes | <input type="checkbox"/> No |
|------------------------------|-----------------------------|

If YES please give details

Please provide a 100 word capability statement that would be used on our website and in Annual Reports.



Please provide 2 referees

| Name of person & Relationship to Nominee | | Contact Details |
|--|--|-----------------|
| 1. | | |
| 2. | | |

CV or Statement of Expertise:

To assist in the assessment of nominations by Members, please provide a CV, statement or information regarding how the nominee's skills and experience might fulfil any of the following specific skill sets:

- Passion – a genuine interest and passion in advancing the sport of Swimming in South Australia
- Strategy – strategic thinking and experience with developing and delivering on strategic plans and objectives
- Mentoring – experience in mentoring and developing organizational capability and capacity
- Risk – an understanding of risk management and planning
- Financial literacy – accountancy qualifications or a strong ability to understand financial statements and arrangements
- Government experience / understanding – knowledge of and/or contacts in local, State or Federal government, especially in relation to funding of projects
- Business networks – strong corporate / business and sporting relationships and experience in fostering these relationships to assist the sport and attract partnerships and sponsorships
- Industry Knowledge – experience with developing and running sporting clubs and centres

(Suggested Length – 1 to 2 pages)

