

Swim England South West Limited

A Company Limited by Guarantee

Company No. 12563251

Incorporated 01/05/2021

REGULATIONS

Company Regulations:

Numbers 1 - 52 may only be amended at the Annual General Meeting as they form the Regulations for Swim England South West Limited. Companies House would need to be advised of any such amendments

Company Regulations:

PART 1: OBJECTS, POWERS & NOT-FOR-PROFIT STATUS

1. Defined terms

- 1.1. The interpretation of these Regulations is governed by the provisions set out in the Schedule at the end of the Regulations.

2. Objects

- 2.1. The objects of the Company are to encourage and assist people to learn how to swim, to take part in aquatic activities and sports, and to enjoy the water safely. In pursuing its objects, the Company shall:
 - 2.1.1. Support and carry on the aims and objects of the charity The Amateur Swimming Association (Swim England) Limited, charity number 1175603 (referred to in this document as 'Swim England');
 - 2.1.2. To the extent it is able to do so enforce the Rules, Regulations and Technical Rules of Swim England;
 - 2.1.3. Ensure as far as practicable that affiliated clubs and their members treat everyone equally regardless of their gender, colour, creed, disability, nationality and sexuality;
 - 2.1.4. Ensure as far as practicable that affiliated clubs and their members recognise that the welfare of children and vulnerable adults is the responsibility of everyone and that these children and vulnerable adults have a right to be safe and protected at all times;
 - 2.1.5. Produce, maintain and implement such business development and other plans based on strategic criteria set by Swim England and in such a form as Swim England may from time to time require;
 - 2.1.6. Administer the procedures for clubs as defined in Swim England Regulations, including any necessary fee collection;
 - 2.1.7. Administer the procedures for associations, bodies and organisations to affiliate to the Company, including any necessary fee collection.
 - 2.1.8. Administer such procedures as Swim England shall from time to time direct in order to enable individual club members to be members of Swim England; and
 - 2.1.9. Administer such procedures as Swim England and the Company shall from time to time decide to establish and maintain County Associations to participate in the governance, administration and delivery of aquatic sports within the area of benefit.

3. Areas of Affiliation

The Company shall act as the South West Region of Swim England, its areas of affiliation (referred to as the Area of Benefit) comprising the Counties of Cornwall, Devon, Dorset, Gloucestershire, Somerset and Wiltshire and such other areas as may be agreed between the Company and Swim England from time to time.

4. Powers

The Company has the power to do anything which is incidental or conducive to the furtherance of its Objects. In addition to any other powers it may have, the Company has the following powers, including —

- 4.1. To seek and apply for funds, and to receive donations, gifts, endowments, sponsorship fees, subscriptions and legacies from persons wishing to support the Company's objectives.
- 4.2. To borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's objects, and to mortgage or charge any part of the Company's property as security for borrowed money
- 4.3. To enter into contracts to provide services.
- 4.4. To acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip buildings or facilities
- 4.5. To dispose or deal with all or any of its property with or without payment and subject to such conditions as the Board think fit
- 4.6. To set aside funds for special purposes or as reserves against future expenditure
- 4.7. To invest the Company's money not immediately required for its objects in or upon any investments, securities or property
- 4.8. To open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments
- 4.9. To trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits
- 4.10. To appoint and/or remove, or delegate the appointment of, paid or unpaid persons as staff or post holders
- 4.11. To contract for services and products other than those covered by staff employed directly or indirectly by Swim England
- 4.12. To provide indemnity insurance for the Directors or any other officer of the Company in accordance with Article 48; and
- 4.13. To appoint, each year, a President of the Region and a President Elect, who shall be elected at the Annual General Meeting (AGM), from nominations received in rotation by Somerset, Devon, Cornwall, Gloucestershire, SESW Ltd Board of Directors, Wiltshire, and Dorset. The President Elect shall, in the year following, be installed as the President of the Region.

5. Not-for-profit status: Application of income and property

The income and property of the Company shall be applied solely towards the promotion of its objects, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any member or Director of the Company, provided that nothing shall prevent any payment in good faith by the Company —

- 5.1. As repayment of reasonable out-of-pocket expenses incurred by any Director whilst acting on behalf of the Company
- 5.2. Of interest on money lent by any member or Director of the Company at a rate per annum not exceeding 2 per cent above the base lending rate of the Company's bankers for the time being
- 5.3. Of reasonable and proper rent for premises demised or let by any member or Director of the Company
- 5.4. Of grants, loans, donations or any other kind of financial assistance to a member of the Company, or to any organisation or agency which is represented on the Board of Directors, provided that any such payment is in furtherance of the Company's objects.

6. Not-for-profit status: Dissolution

If the Company is dissolved, any assets remaining after the satisfaction of its debts and liabilities shall not be distributed amongst the members but instead must be transferred: -

- 6.1. To one or more not-profit-distributing institutions with objects similar to or compatible with those of the Company, including affiliated County Associations/Clubs and Swim England if they qualify, or
- 6.2. As a donation for charitable purposes, as may be decided by the members at or before the time of dissolution.

PART 2: LIMITATION OF LIABILITY

7. Limit of members' liability

- 7.1. The liability of the members is limited.
- 7.2. Every member guarantees, if the Company is dissolved while he or she is a member or within one year after ceasing to be a member, to pay up to one-pound sterling (£1) towards the costs of dissolution and the liabilities incurred by the Company while the guarantor was a member.

PART 3: AFFILIATION & MEMBERSHIP

8. Affiliation

Eligible clubs, organisations and associations (referred to generally as 'clubs') may apply for affiliation to the Company. Any club applying for affiliation must submit its application, including a copy of its constitution, to the Company. The club's constitution shall conform to any requirements of Swim England with regard to affiliated club constitutions. In deciding whether to grant affiliation the Directors will consider the application and the club's constitution against such criteria as may have been approved by Swim England and the following regulations shall apply –

- 8.1. A club applying to the Company for affiliation must submit its application, together with a copy of its constitution to the Regional Office, who must follow Swim England process as defined in Swim England Regulations and the set procedures including consultation with the respective County Association and within the set time period.
- 8.2. A grant of affiliation to the Company for a club as defined in Swim England Regulations must include compulsory affiliation to a County Association operating within the Region. A fee for this may be included as part of the regional affiliation fee.
- 8.3. In order to be affiliated to the Company a club must comprise a group of people who join together for the common purpose of taking part in aquatic related activities and must be organised and managed on a democratic basis.
- 8.4. A school which affiliates as a club shall be exempt from the requirement to be organised and managed on a democratic basis provided its membership is confined to its pupils
- 8.5. A club shall affiliate only to the Region in which its headquarters are situated which shall be defined as the principal location where the club's aquatic related activities take place

- 8.6. If an application for affiliation is rejected by the Company, the proposed club's officer will be informed and the reason given. The Company's decision is final and there is no right of appeal
- 8.7. A club wishing to resign from the Company must give notice, in writing to that effect before January 1st, to the Chairman of the Board, or it may be held liable for its affiliation fee for the following year.
- 8.8. In order to remain affiliated, a club's constitution must continue to conform to the provisions of the recommended Swim England Club Constitution and its guidelines and any change in criteria recommended by Swim England from time to time.
- 8.9. All constitutions must be reviewed by the club at a minimum of every three years and continue to contain all mandatory elements as highlighted by Swim England in their recommended Club Constitutions.
- 8.10. All amendments to a club's constitution should be presented to the Company's Office for ratification and a certificate of compliance will be issued.

9. Admission of members (The Council)

The membership of the Company shall be known as "the Council" and shall comprise —

- 9.3. One person nominated by each club annually from amongst the clubs which are affiliated to the Company
- 9.4. One representative from each of the recognised Regional committees as listed in these Regulations (see 21.1.4)
- 9.3. President and President Elect
- 9.4. Directors of the Company
- 9.5. Life Presidents (including Life Presidents of the former Western Counties ASA and the ASA South West)
- 9.6. Past Chairmen of the Regional Management Board and Past Presidents who have attended or tendered their apologies at the immediate past two Annual Council Meetings of Swim England South West (Including Past Presidents of the former Western Counties ASA and the ASA South West)
- 9.7. Two persons appointed by each County Association that is recognised by the Company
- 9.8. Local Associations and Schools' Swimming Associations shall not have the right to nominate a member of the Council.
- 9.9. Every Member of the Council must be a Swim England member and a member of a club within the Company's County Associations unless otherwise determined by the Directors.

10. Nominees of affiliated clubs

A member who is a nominee of an affiliated club must be a member of the club that he or she represents. Affiliated clubs shall advise the Company in writing of the identity of their nominee, and of any change in appointment.

11. Register of Council Members

The Company shall keep an up-to-date Register of Members containing the name and contact details of every member, the date on which they became a member and the date on which they ceased to be a member, and – where a member is a nominee of an affiliated club/association – a note of the club/association that nominated him or her.

12. Termination of membership of Council

A member shall cease to be a member if that person—

- 12.1. Resigns in writing to the Company
- 12.2. If the member being an individual dies
- 12.3. Is the nominee of a club which ceases to be affiliated to the Company
- 12.4. Is the nominee of a club which replaces him or her as their nominee
- 12.5. Was appointed by a County Association which replaces him or her as their appointee, or which ceases to be recognised by the Company
- 12.5. Ceases to hold the position of President or President-elect
- 12.6. Is expelled by the Directors for conduct prejudicial to the Company, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made
- 12.7. Has their membership removed in accordance with Company regulations.

PART 4: DIRECTORS

13. Board of Directors

The Company shall have a Board of Directors each of whom must be a Swim England member and a member of a club within the Region. The Board shall be made up as follows —

- 13.1. A Chairman, a Vice-Chairman and a Finance Director who shall be known collectively as the Officers.
 - 13.1.1. The Officers are appointed by the existing directors by open recruitment for an agreed period of (usually) four years. At the end of the of this time the roles are re advertised. The post holder is eligible to reapply. For the avoidance of doubt the Officers shall not be required to retire by rotation.
- 13.2. One County Board Member appointed by each of the Counties, as defined in Area of Affiliation above, against criteria set by the Board from time to time.
- 13.3. In addition, a maximum of three Independent members may be appointed by the other members of the Board having regard to their skills and experience, and such other criteria as may be set by the Board from time to time. Independent directors shall serve for a three-year term. Retiring Independent members shall be eligible for re-election.
- 13.4. The Board shall not exceed 12 members.

14. Nomination and election of Directors

- 14.1. The Directors shall from time to time determine procedures for the nomination of Directors under article 13 above.
- 14.2. Directors representing the Counties shall be reconfirmed annually at their respective County AGM and shall serve for a 3-year term Retiring members shall be eligible for re-election. If a Director representing a County shall not be reconfirmed at their respective County's AGM, that County may select another person who shall be entitled to be a Director of this Company for the remainder of the term which has been vacated, and thereafter shall be eligible for re-election.
- 14.3. The election of Directors under article 13 above, which may include elections held at the Annual General Meeting ("AGM"), or a postal ballot of the members conducted prior to the AGM, or any other method considered to be effective and democratic. Nominations under this category to be reviewed against criteria set by the Board of Directors.

15. Retirement cycle

At every Annual General Meeting the Directors who have completed their term shall retire from office in accordance with the provisions of Regulations 13 and 14 above.

A retiring Director is eligible for re-election or re-appointment,

16. Excluded persons

Under no circumstances shall any of the following serve as a Director —

- 16.1. A person who is under 18 years of age;
- 16.2. A person who is an undischarged bankrupt or who has made a composition with his or her creditors generally in satisfaction of his or her debts; or
- 16.3. A person who is otherwise disqualified by law from serving as a company director.

17. Termination of a Director's appointment

The office of a Director shall be immediately vacated if he or she —

- 17.1. Resigns his or her office in writing to the Company; or
- 17.2. Retires at any general meeting of the company
- 17.3. Ceases to be a member of the Company; or
- 17.4. The Director dies
- 17.5. Becomes bankrupt, or makes a composition with his or her creditors generally, or is otherwise disqualified by law from serving as a director of a company; or
- 17.6. Is removed from office by resolution of the Company at a General Meeting in accordance with sections 168 and 169 of the Act
- 17.7. In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months
- 17.8. Is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

18. Casual vacancies

Any vacancy that occurs, other than a County nominated board member, may be filled by a majority decision of the remaining Directors. The appointment will be for the remainder of the term that would have been served by the Director who is being replaced. Vacancies for County Board members shall be filled by the County

19. Directors' general authority

- 19.1. Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- 19.2. The Directors are responsible for ensuring that the Accounts of the Company for each financial year be examined by an independent examiner to be appointed by the members in the Annual General Meeting.
- 19.3. Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part of them, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

20. Directors' general authority to delegate functions

The Directors may delegate any of their functions to any person or committee they think fit.

21. Committees

- 21.1. The Directors shall establish:
 - 21.1.1. A Regional Operations Committee
 - 21.1.2. A Finance Committee
 - 21.1.3. A Club Development Committee
 - 21.1.4. Individual Discipline Committees including, but not limited to – Swimming, Artistic Swimming, Open Water Swimming, Para Swimming, Diving, Water Polo,
- 21.2. The Directors may establish such other committees as they think fit.
- 21.3. In the case of delegation to committees:

- 21.3.1. The resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 21.3.2. The composition of any committee shall be entirely in the discretion of the Board and may include such of their number (if any) as the resolution may specify;
 - 21.3.3. The deliberations of any committee must be reported regularly to the Board and any resolution passed or decision taken by any committee must be reported promptly to the Board and every committee must appoint a secretary for that purpose;
 - 21.3.4. The Board may make such regulations and impose such terms and conditions and give such mandates to any committee as it may from time to time think fit; and
 - 21.3.5. No committee shall knowingly incur expenditure or liability on behalf of the Company except where authorized by the Board or in accordance with a budget which has been approved by the Board.
- 21.4. The meetings and proceedings of any committee shall be governed by the Regulations regulating the meetings and proceedings of the Board so far as they apply and are not superseded by any regulations made by the Board.
- 21.5. The officers shall be ex-officio members of all committees;
- 21.6. All committees must produce an annual development plan and budget which has to be agreed by the Board before action is taken on the plan.

22. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision taken at a meeting or a unanimous decision taken in accordance with the following Article.

23. Unanimous decisions

A decision of the Directors may be taken without a meeting if all the Directors indicate to each other, by any means, that they share a common view on a matter.

24. Calling a Directors' meeting

Any Director may call a Directors' meeting by giving reasonable notice of the meeting to the Directors, subject to the following —

24.1. Notice of Any Directors' meeting must indicate:

24.1.1. Its proposed date and time

24.1.2. Where it is to take place;

24.1.3. The general nature of the business to be considered at the meeting

24.1.4. If it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

24.2. Notice of a Directors' meeting must be given to each Director but need not be in writing.

24.3. Directors' meetings shall be held not less than quarterly

25. Participation in Directors' meetings

25.1. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when —

25.1.1. The meeting has been called and takes place in accordance with the Articles, and

25.1.2. They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

25.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

25.3. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

26. Quorum for Directors' meetings

26.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.

26.2. Unless otherwise agreed by the Directors, the quorum for Directors' meetings shall be one-half of the Directors and include at least one officer of the Company.

26.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to:

26.3.1. Appoint further Directors; or

26.3.2. Call a General Meeting so as to enable the appointment of further Directors.

27. Chairing of Directors' meetings

The Chair of the Directors shall preside at all meetings of the Directors, but if he or she is not present 15 minutes after the time set for the commencement of the meeting, or if there is no Chair, the Directors present shall choose one of their number to chair the meeting before any other business is transacted.

28. Voting at Directors' meetings

Questions arising at any meetings shall be decided by a majority of votes, each Director having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.

29. Conflicts of interest

29.1. Directors must avoid situations in which they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. This applies, in particular, to the exploitation of any property, information or opportunity (and it is immaterial whether the Company could take advantage of the property, information or opportunity).

29.2. Where a Director is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company, she or he must declare the nature and extent of the interest to the other Directors in writing or at a Directors' meeting.

29.3. Where a Director is interested in a transaction or arrangement with the Company, the other Directors may require him or her to be absent from any part of a meeting where the matter is being discussed or voted on.

30. Validity of decisions and acts

All acts done by any meeting of the Directors or by any person acting as a Director shall, even if it is afterwards discovered that there was some defect in the appointment of any person acting as such, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

PART 5: DECISION-MAKING BY MEMBERS

31. Annual General Meeting

31.1. The Company must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Board think fit and may take place on a virtual basis with attendance at such meeting being by such electronic means as the board may determine. The type and/or address of the meeting will be advertised when the agenda is sent to members.

31.2. The business of an AGM shall comprise —

- 31.2.1. The consideration of the Chairman's Report of the activities of the Company during the previous year
- 31.2.2. To receive and consider the accounts of the Company for the previous year and the report on the accounts of the independent examiner and the Finance Director's report as to the financial position of the Company
- 31.2.3. The election or re-election of Directors, or the announcement of the results of elections if these have already been conducted;
- 31.2.4. The appointment or re-appointment of the Company's Independent Examiner for the accounts
- 31.2.5. Such other business, as may have been specified in the notices calling the meeting.

31. OTHER GENERAL MEETINGS

The Directors may whenever they think fit convene a General Meeting in addition to the AGM, and a General Meeting shall be convened if demanded by five per cent of the Members of the Company.

32. NOTICES OF GENERAL MEETINGS

Delivery of notices:

33.1. The minimum periods of notice required to hold a General Meeting of the Company are:

- 33.1.1. Twenty-one Clear Days for an AGM or a General Meeting called for the passing of a special resolution;
- 34.1.2. Fourteen Clear Days for all other General Meetings

33.2. A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights

- 33.2.1. Notice of every General Meeting shall be given in writing to every member and Director of the Company, and to such other persons who are entitled to receive notice, and may be given in any way provided for by the Act.
- 33.2.2. Notice shall be deemed to have been served 48 hours after being sent (excluding Saturdays, Sundays, and Public Holidays) by electronic means or by post or delivered by hand to the member's address.

34. CONTENT OF NOTICES

34.1. Notice of all meetings shall specify the exact time and place of the meeting.

34.2. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Director or the independent examiner, such resolution shall be specified in the notices calling that meeting; and in the case of all other General Meetings the general nature of the business to be raised shall be specified.

34.3. The notice of every General Meeting must advise members and members' representatives of their right to appoint a proxy under section 324 of the Act, and of the proxy's right to attend, speak and vote at the meeting.

35. Errors

The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

36. Quorum

36.1. No business shall be transacted at a General Meeting unless a quorum is present in person or by proxy. Unless otherwise decided by the Company, a quorum shall be twenty members entitled to attend and vote at the meeting and include at least one officer of the Company.

36.2. If 15 minutes after the time appointed for the meeting to start a quorum is not present, it shall stand adjourned until such time and place as the Directors may decide (within 14 days of the original meeting), and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.

36.3. 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 in person or by proxy at that time shall constitute the quorum for that meeting only.

37. Chairing of General Meetings

37.1. The Chair of the Board shall preside at all general meetings of the Company, but if he or she is not present 15 minutes after the scheduled start time of the meeting, or if no one holds the position of Chair, the Directors present shall choose one of their number to chair the meeting.

37.2. If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

38. Adjournment

38.1. The person chairing the meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

38.2. When a meeting is adjourned for 21 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

39. Voting: general

39.1. Decisions at General Meetings shall be made by passing resolutions —

39.1.1. Decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.

39.1.2. Decisions involving an alteration to the Articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than 75 per cent of votes cast.

39.2. One vote may be cast by or on behalf of every member on each question to be decided at a General Meeting.

39.3. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall have a casting vote.

40. Show of hands / ballot votes

- 40.1. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a written ballot (or “poll”) is, before or on the declaration of the result of the show of hands, demanded by the chair or by at least two persons present and entitled to vote.
- 40.2. If a ballot is duly demanded it shall be taken at such time and in such a manner as the chair directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn.
- 40.3. On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.

41. Proxy voting

- 41.1. Any member entitled to vote at a General Meeting but who cannot attend a meeting in person may appoint any other person to act as proxy for him or her by sending the Company a notice in writing (a “proxy notice”) which —
 - 41.1.1. States the name, Swim England membership number and address of the member appointing the proxy;
 - 41.1.2. Identifies the person, or the chairman, appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3. Is signed by the member who is appointing the proxy; and
 - 41.1.4. Is delivered to the company in accordance with any instructions contained in the notice of the general meeting to which they relate.

42. The proxy notice may —

Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions, or authorise the proxy to vote in accordance with his or her own judgement.

43. Delivery of Proxy Notices

- 43.1. The Proxy Notification Address in relation to any General Meeting is:
 - 43.1.1. The registered office of the Company; or
 - 43.1.2. Any other Address or Addresses specified by the Company as an Address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - 43.1.3. Any electronic Address falling within the scope of Article 48.2.
- 43.2. If the Company gives an electronic Address:
 - 43.2.1. In a notice calling a meeting; or
 - 43.2.2. In an instrument of proxy sent out by it in relation to the meeting; or
 - 43.2.3. In an invitation to appoint a proxy issued by it in relation to the meeting, it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 48.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any Document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.
- 43.3. Attendance of Member
 - 43.3.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

43.4. Timing

43.4.1. Subject to Regulations 48.5 and 48.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the General Meeting or adjourned meeting to which it relates.

43.5. In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

43.6. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

43.6.1. Received in accordance with Article 48.4; or

43.6.2. Given to the chairman, Secretary (if any) or any Director at the meeting at which the poll was demanded.

43.7. Interpretation

41.7.1. Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 48.

43.8. Revocation

43.8.1. An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

43.9. A notice revoking the appointment of a proxy only takes effect if it is received before:

43.9.1. The start of the meeting or adjourned meeting to which it relates; or

43.9.2. In the case of a poll not taken on the same day as the meeting or adjourned meeting the time appointed for taking the poll to which it relates.

43.10. Execution

43.10.1 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

44. Amendments to resolutions

44.1. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

44.1.1. notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chairman of the meeting may decide); and

44.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

44.2. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

44.2.1. The chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and

44.2.2. The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

44.3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

45. Written resolutions

45.1. Any decision that may be made at a General Meeting of the Company may be made by written resolution, other than a decision to remove a Director or auditor before the expiry of their term of office.

45.2. A proposed written resolution shall be circulated to members at least 14 days before the meeting, and to the independent examiner in the same manner as notices for General Meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.

45.3. The majorities required to pass a written resolution are as follow —

45.3.1. For an ordinary resolution, approval is required from a simple majority of the members

45.3.2. For a special resolution, approval is required from not less than two-thirds of the members.

45.4. The document indicating a member's approval of a written resolution may be sent to the Company as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.

45.5. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

45.6. A written resolution is passed as soon as the required majority of members have signified their agreement to it.

PART 6: ADMINISTRATIVE ARRANGEMENTS

46. Appointment of Secretary

The Directors may appoint a Secretary of the Company upon such terms and conditions as they think fit; and any Secretary so appointed may be removed by them.

47. Methods of communication

47.1. Subject to the Articles and the Act, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorized or required by any provision of that Act to be sent or supplied by the Company, including without limitation:

47.1.1. In Hard Copy Form; or

47.1.2. In Electronic Form; and

47.1.3. By making it prominently available on Swim England South West Ltd website.

47.2. Where a Document or information which is required or authorized to be sent or supplied by The Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Board may decide what agreement (if any) is required from the recipient.

47.3. Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

47.4 Deemed delivery

47.4.1. A Member of the Council present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.

47.5. Where any Document or information is sent or supplied by the Company to the Members of the Council:

47.5.1. Where it is sent by post, it is deemed to have been received 48 hours (excluding Saturdays, Sundays, and Public Holidays) after it was posted;

- 47.5.2. Where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 47.5.3. Where it is sent or supplied by means of a website, it is deemed to have been received:
- 47.5.3.1. When the material was first made available on the website; or
 - 47.5.3.2. If later when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 47.6. Subject to the Act, a Director may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time not to be less than 48 hours.
- 47.7. Failed delivery
- 47.7.1. Where any document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- 47.7.1.1. If the document or information has been sent to a Member of the Council or Director and is notice of a General Meeting of the Company, the Company is under no obligation to send a Hard Copy of the document or information to the Member's or Director's postal address as shown in the Company's register of Members or Directors, but may in its discretion choose to do so;
 - 47.7.1.2. In cases other than those in 47.7.1.1 the Company shall send a hard copy of the document or information to the Member of the Council's postal address as shown in the Company's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and
 - 47.7.1.3. The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.
- 47.8. Exceptions
- 47.8.1 The Company does not have a current Address.
- 47.9. Notices of General Meetings need not be sent to a Member of the Council who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a Member of the Council for whom the Company does not have a current Address.
- 47.10. Communications to the Company
- 47.10.1. Subject to the Articles, anything which is to be sent by or to the Company under the Regulations may be sent in any way provided for by the Act.

48. Minutes

- 48.1. The Directors must keep minutes of all —
- 48.2. Proceedings at general meetings of the Company;
- 48.3. Written resolutions passed by the Company;
- 48.4. Meetings of the Directors and committees of Directors including —
- 48.4.1. The names of the Directors present at the meeting;
 - 48.4.2. The decisions made at the meetings; and
 - 48.4.3. Where appropriate, the reasons for the decisions.
- 48.5. Minutes of meetings shall be kept for a minimum of 10 years.

49. Accounts and reports

- 49.1. The Directors shall comply with the requirements of the Act and any other applicable law as to keeping financial records and preparing annual reports and accounts and sending them to the Registrar of Companies.
- 49.2. The Company must send a copy of its annual accounts and reports (no later than the date these are submitted to Companies House) to —

- 49.2.1. Every member of the Company,
- 49.2.2. Every holder of the Company's debentures, and
- 49.2.3. Every Director and other person who is entitled to receive notice of general meetings.

49.3. Copies need not be sent to a person for whom the Company does not have a current address, nor to anyone who is not entitled to receive notices of general meetings of the Company.

50. Indemnity

The Company may indemnify any Director, auditor, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by the Companies Act.

51. Insurance

51.1. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

51.2. In this Article —

51.2.1. A “relevant Director” means any Director or former Director of the Company or an associated company,

51.2.2. A “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

51.2.3. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

52. Directors' power to make regulations

The Directors may make, adopt and amend such regulations in the form of bylaws, company regulations, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Directors and committees, provided that such regulations are not inconsistent with the Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Articles.

Regulations 53 through to 100 are not used.

General Regulations:

Numbers 101 onwards may only be amended by the Board of Directors.

General Regulations:

101. Responsibilities of County Associations

101.1. The responsibilities of the County Associations must include, but not be limited to, the following:

101.1.1. General

- 101.1.1.1. Be responsible for managing the sport of aquatics disciplines within its boundaries, subject to the strategic direction of the Company;
- 101.1.1.2. Observe the Articles and Regulations of the Company, and Swim England Regulations and Technical Rules, ensuring that they are observed within its jurisdiction;
- 101.1.1.3. Follow the resolutions and rulings of the Swim England Board and/or the Swim England Annual General Meeting and/or the Company Annual General Meeting and/or the Board, and ensure that they are followed within its jurisdiction;
- 101.1.1.4. Be accountable to the Company for the proper discharge of its functions.

101.2. Administration and finance:

- 101.2.1.1. Determine the uses to which its funds are allocated, within the strategic criteria set by the Company;
- 101.2.1.2. Set up and implement a business plan, including a budget indicating the source of the required funding and how it will be spent, based on the strategic criteria set by the Company;
- 101.2.1.3. Set up and implement a development plan, based on the strategic criteria set by the Company;
- 101.2.1.4. Have the authority to set a County Association's element of the affiliation and membership fees due from each of the clubs affiliated to it.

101.2.2. Accountability

- 101.2.2.1. From time to time submit its business and development plans to the Board, or to its nominated agent(s), for approval;
- 101.2.2.2. Keep accounts showing its income and expenditure against the budget set in its business plan, and produce a balance sheet;
- 101.2.2.3. Report annually to the Board, in such a form as it may from time to time require, on its:
 - 101.2.2.3.1. Activities and any issues arising there from
 - 101.2.2.3.2. Financial statements, and
 - 101.2.2.3.3. Performance against its development plan.

102. Relationships with County Associations

102.1. The Region shall devolve such responsibilities to the County Associations as shall be decided by the Board and specify the responsibility and accountability of those associations.

103. Expulsion or other Disciplinary Action

- 103.1. The Company shall comply with Swim England's relevant Judicial Regulations for handling internal disputes (the "Guidelines").
- 103.2. A member of a club which has not paid its liabilities to the Company and/or Swim England by the appointed date shall not be allowed to compete during the period of suspension in any competition in the name of that club;
- 103.3. A club, an association, body or league not having made its Return of Club Membership and paid its liabilities to Swim England, the Company or County by the appointed date will be suspended by the Company with immediate effect until such time as those liabilities are discharged or until a date set by Swim England, whichever is the earlier, and shall not be allowed to run its own competitions during the period of suspension. (Any club not having paid its liabilities by the date set by Swim England must be deemed to have resigned)
- 103.4. Any insurance arranged by Swim England or the Company will not provide cover for any person, club, association, body or organisation for any incident occurring during the period of suspension
- 103.5. The Company may expel a club, for inappropriate behaviour, by a two-thirds majority of those present and entitled to vote at a General Meeting, provided the club has been furnished with due notice of the proposals.

104. Fees

- 104.1.1. An affiliated club must pay to the Company or to Swim England, an annual fee made up of the following components:
 - 104.1.2. Swim England membership fees, set by Swim England for each individual club member;
 - 104.1.3. Regional affiliation fee for each member and Club, to be set by the Board before 1st September for the following calendar year;
 - 104.1.4. County affiliation fee, which must be set by the County Associations by mid-August for the following year.
- 104.2. The Board shall have the power to remit the whole or part of such fees on application. Any such concessions shall be for one year only, but further applications may be made.
- 104.3. A club, an association, body or league not having made its Return of Club Membership and paid its liabilities to Swim England, the Company or County by the appointed date (currently 28th February) will be suspended by the Company with immediate effect until such time as those liabilities are discharged or until a date set by Swim England (currently 31st March), whichever is the earlier. They shall not be allowed to run competitions during the period of suspension. Any club not having paid its liabilities by the date set by Swim England must be deemed to have resigned, the club will be informed in writing, by post, to the last known address of the last known secretary.
- 104.4. The Board shall have the power to amend, if required, clause 104.3 to ensure that there is no conflict between Swim England and Swim England South West Ltd with regard to their respective Regulations.
- 104.5. Where the regional affiliation fee is set on a per capita basis, members who pay no membership fee to their club must be included in the total membership for whom a fee must be paid to the Company.

105. Governance

105.1. There shall be three levels of governance of the Company:

105.1.1. The Council - as detailed in Company Regulation (CR) 9

105.1.2. The Board of Directors – as detailed in CR 13

105.1.3. The Committees - as detailed in CR 21

105.2. Meeting attendance

105.2.1. All meetings may take place on a virtual basis with attendance at such meeting being by such electronic means as each committee may determine. The type and/or address of the meeting will be advertised when the agenda is sent to members.

105.3. The Board

105.3.1. The following will apply in addition to CR 13:

105.3.2. The Officers of the Region are appointed by open recruitment by the County appointed Directors for a four year term of office. Ideally for a maximum of two terms of office consecutively.

105.3.3. The County Associations may elect and nominate a Director for a three year term of office. Ideally this person will serve a maximum of two terms of office consecutively. New appointments will be ratified at the next AGM.

105.3.4. The County Director order of rotation will be:

105.3.4.1 Year 1 – Dorset and Gloucester

105.3.4.2 Year 2 – Devon and Somerset

105.3.4.3 Year 3 – Wiltshire and Cornwall

105.3.5. The Board will appoint for a three-year period on a rolling programme the following volunteers. Nominations may be received from the Counties and disciplines and open recruitment:

105.3.5.1. Welfare Officer

105.3.5.2. Swimming Manager

105.3.5.3. Artistic Swimming Manager

105.3.5.4. Diving Manager

105.3.5.5. Water Polo Manager

105.3.5.6. Open Water Swimming Manager

105.3.5.7. Para Swimming Manager

105.3.5.8. Swimming Officials' Technical Co-ordinator

105.3.5.9. Swimming Licensing Officer

105.3.6. The order of recruitment will be:

105.3.6.1. Year 1 – 105.3.5.1, 105.3.5.2 and 105.3.5.3

105.3.6.2. Year 2 - 105.3.5.4, 105.3.5.5 and 105.3.5.6

105.3.6.3. Year 3 – 105.3.5.7, 105.3.5.8 and 105.3.5.9

105.4. Committees:

105.4.1. The following will apply in addition to CR 21

105.4.2. At the first meeting of any of the Committees a Chair will be appointed from the attendees.

105.4.3. Those Committees, whose responsibilities include expenditure, shall have delegated authority to manage and control the budgets allocated to them by the Board.

- 105.4.4. The Manager of each Committee shall submit minutes of meetings to the Operations Committee within the stipulated timeframe set out in their Terms of Reference (ToR's).
- 105.4.5. Each Committee will have a ToR's attached to these regulations as Appendices

105.5. Annual General Meeting:

- 105.5.1. The following will be appointed for a one-year period:
 - 105.5.1.1. A President and President Elect, whose duties will be purely ceremonial.

106. Finance

106.1. Money

- 106.1.1. The Region's funds shall be held by bankers or fund holders selected by the Board. The Board shall also have the power to loan money to Swim England, or any wholly owned subsidiary company of Swim England.
- 106.1.2. The financial transactions of the Company shall be recorded by the Finance Officer in such manner as the Board of Directors thinks fit.
- 106.1.3. The Officers of the Region will be the authorised signatories of the Region's accounts.
- 106.1.4. The Region's financial year-end shall be 31 December annually. Any change to the financial year shall require the approval of the members in a General Meeting
- 106.1.5. The Company shall retain all financial records relating to the Company and copies of Minutes of all meetings for a minimum period of 10 years or as directed by HMRC
- 106.1.6. **R A Clash Memorial Fund:** The fund shall be applied for the purpose of providing financial assistance, grants or loans to Divers, Swimmers, Artistic swimmers, Open water swimmers and Water polo players, but not officials of the Sport, whose Swim England Membership Fees are collected / paid by a club affiliated to the Region for the purpose of enabling those athletes to attend courses or development activities promoted or organised by the Region or by Swim England or British Swimming or by such other body that has been approved by their Officers. Applications should be sent to the Finance Officer.

106.2. Expenses

- 106.2.1. Members of duly appointed Regional committees or panels, or any person duly appointed by the Board to act with its authority, may claim their expenses, necessarily incurred through that membership or appointment by the Board, in accordance with the Expenses Policy set by the Board.

107. Ceremonial Positions, Past Presidents and Life Members

- 107.1 A President and President-Elect for the Region will be installed at the AGM. They must be a member of Swim England.
- 107.2 Presidential attendance at events outside of the Region will be agreed by the Board prior to acceptance.
- 107.3 Nominations for President-Elect will be made on a County Association and Board rotation – Cornwall, Gloucester, Board, Wiltshire, Dorset, Somerset and Devon.

- 107.4 Any person may be nominated to the Board as a Life Member and shall be entitled to all of the privileges of membership except they shall not be entitled to vote at meetings and serve as a Director or a Committee member unless they have retained their ordinary fee paying membership of an affiliated Club.
- 107.5 Life Members may only be removed at an Annual General Meeting.
- 107.6 A minimum of 14 days in advance of the Annual General Meeting , the Region shall write to all holders of Life Membership effected by 107.4 drawing the proposal to their attention and inviting them to attend the Annual General Meeting. The Reason for the proposal will be circulated with the meeting agenda.
- 107.7 Where the effected holder of Life Membership does not attend or is unable to attend the Annual General Meeting, The Chair may allow the matter (in so far as it relates to the absent person) to proceed directly to vote, which shall be by a show of hand

108. Swimmer of the Year

- 108.1. The swimming year is from January 1 to December 31.
- 108.2. Awards may be made to each of the following:
- 108.2.1. Disability / Para Swimmer of the year; Diver of the year; Open Water Swimmer of the year; Swimmer of the year; Artistic Swimmer of the year and Water Polo Player of the year.
 - 108.2.2. Disability / Para swimming may nominate an individual or a team
 - 108.2.3. Diving may nominate an individual or an Artistic diving pair;
 - 108.2.4. Open Water swimming may nominate an individual or a team
 - 108.2.5. Swimming may nominate an individual or a team
 - 108.2.6. Artistic swimming committee may nominate an individual, duet or a team;
 - 108.2.7. Water Polo committee may nominate an individual or a team.
- 108.3. A nomination may be made to the appropriate Standing Committee Manager by any county, club, association affiliated to the Region or member of the appropriate Standing Committee.
- 108.4. Nominations received shall be considered and decided upon by the appropriate Standing Committee at their first meeting of the following year or following their last competition of the year. In circumstances where an appropriate Standing Committee is not constituted then the Board shall carry out these duties.
- 108.5. Each Standing Committee shall make suitable arrangements for their recipient to receive the award.
- 108.6. CF Clark Cup (Swimmer of the Year):
- 108.6.1. The award shall be made to the recipient of any of the awards made in 107.2 above;
 - 108.6.2. The award shall be considered and decided upon by the Directors;
 - 108.6.3. The President shall make suitable arrangements for the recipient to receive their award.

109. General Information Notice of Disclaimer

- 109.1. Swim England and Regional employees, Directors, Committees members, disclaim responsibility for loss, damage or injury to any member of the Region or

to any member of the public that may occur whilst in attendance at or participating in, or in any circumstances related to an event or promotion of Swim England and / or the Region.

109.2. Insurance: Swim England insurance is outlined in the Swim England handbook.

109.3. General – Swim England offers guidelines to clubs in a general notice to all clubs.

SCHEDULE: INTERPRETATIONS

Interpretations

Defined terms: Unless the context otherwise requires, other words or electronic form or otherwise expressions contained in these Regulations bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company. In these Articles, unless the context otherwise requires

- **Act:** means the Companies Act 2006;
- **Address:** Includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means
- **Affiliated Body:** Means all corporate or unincorporated bodies, clubs or associations (including the individual members thereof) that have an arrangement with the Company
- **Articles:** Means the Company's Regulations for the time being in force
- **Bankruptcy:** Includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy
- **Board:** Means the Board of Directors
- **Company:** Means the company intended to be regulated by these Regulations and defined above
- **Clear days:** Means in relation to the period of a notice, a period excluding the day when notice is given or deemed to be given and the day for which notice is given or on which it is to take effect
- **Connected person:** means any of the following:
 - Any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Director;
 - The spouse or civil partner of a Director or of any person in (a), including anyone living as the spouse or civil partner of any of the above;
 - Any person carrying on business in partnership with a Director or any person in a) to b) above
 - Any institution which is controlled either by a Director alone or in combination with any one or more of the persons in a) to c) above
 - Any body corporate in which a Director, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20% of the share capital or more than 20% of the voting rights in the body corporate.

- Any person who is a connected person in relation to any Director is referred to in these Articles as 'connected' to that Director;
- **Director/s:** Means the board of Directors (or members of the board of Directors) from time to time appointed in accordance with Article 11
- **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
- **Eligible Proxy:** Has the meaning given in Article 39
- **Independent:** Means in respect of a proposed director that they are not connected with anyone employed or engaged by the Company or a member of the board of directors, coaching team or administration team of the Company
- **Member:** Has the meaning given in section 112 of the Companies Act 2006
- **Members' Forum:** Means the members of the Company for the purposes of the Companies Act
- **Objects:** Has meaning given in Article 2
- **Ordinary resolution:** Has the meaning given in section 282 of the Companies Act;
- **Participate** in relation to a Directors' meeting, has the meaning given in Article 23
- **Proxy Notice:** Has the meaning given in Article 39
- **Region** shall mean Swim England South West Ltd (The Company)
- **Special resolution:** Has the meaning given in section 283 of the Companies Act
- **Subsidiary** has the meaning given in section 1159 of the Companies Act 2006
- **Swim England:** means the Amateur Swimming Association (Swim England) Limited, the national governing body for swimming in England
- **Swim England Regulations:** means the regulations and technical rules of Swim England
- **Swim England Membership Fees:** means the membership fees of Swim England for the time being in force
- **Swimming:** has the meaning given by Swim England from time to time
- **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.

Headings in these Regulations are used for convenience only and shall not affect the construction or interpretation of these Articles.

A reference in these Articles to an "**Article**" is a reference to the relevant article of these Articles unless expressly provided otherwise.

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Company.

Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

Unless expressly provided otherwise, a reference to any Swim England Regulations, Swim England policies or Swim England procedures is a reference to it as it is in force from time to time.

Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

A reference to a junior member’s “parent” shall include a junior member’s legal guardian.