

# World Swimming Coaches Association

## CONSTITUTION



### 1. NAME

1.1 The Association shall be known as 'World Swimming Coaches Association'. The abbreviation shall be 'WSCA' and, on occasions, shall trade in the name of 'WSCA Coach'.

1.2 WSCA is a non-profit entity established under the laws and regulations of the United States of America. WSCA is a non-profit corporation, incorporated in the state of Texas, USA.

1.3 All activities shall be conducted according to rules and laws governed by non-profit law of the United States of America and those applying to non-profit corporations under Texas State Law.

1.4 WSCA shall have a United States Tax ID Number.

1.5 WSCA shall operate in all forms of communication using the English language.

### 2. WSCA OBJECTIVES

2.1 Representing the interests of the world's swimming coaches and the world's recognized/constituted National Swimming Coaches Associations.

2.2 Providing leadership, advocacy and assistance to the world's coaches who are involved in the sport of swimming and/or open water swimming, through:

2.2.1 Cooperation, collaboration and challenge with/for other interest groups, as necessary, to achieve WSCA's objectives;

2.2.2 Organizing and delivering international seminars, forums, and clinics for swimming coaches;

2.2.3 Creating swimming coaching information, development and education opportunities for and between continents/nations, particularly in those nations where recognized/constituted National Swimming Coaches Associations do not exist;

2.2.4 Assisting in the publishing of and distributing of materials that are educational and developmental in nature for swimming coaches.

2.3 Encouraging and promoting swimming competition throughout the world that is free of drugs, doping or any other method of illicit performance enhancement.

2.4 Establishing and safeguarding the status, welfare and interests of all Members, with the object of increasing the leadership of WSCA in this regard for the benefit of its Members.

2.5 Providing continual recognition for outstanding performances of coaches within the sport of swimming.

2.6 Assisting members in understanding existing rules and regulations that affect them.

2.7 Assisting National Swimming Coaches Associations, or other similar national organizations, in the development of swimming in those member nations through an advocacy for international cooperation and goodwill.

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2.8 Representing and/or supporting affiliated National Swimming Coaches Associations at times of necessary challenge to/with World Aquatics and/or Continental Swimming Federations.

2.9 Representing and/or supporting coaches at times of necessary challenge to/with their National Governing Bodies, particularly in nations where National Swimming Coaches Associations do not exist, and representing and/or supporting affiliated National Swimming Coaches Associations at times of necessary challenge to/with their National Governing Bodies.

2.10 Recommending the coordination and standardization of Rules and Regulations to National Governing Bodies in the sport of swimming, including similar recommendations to World Aquatics and/or Continental Swimming Federations.

2.11 Encouraging the affiliation of organizations, which have objectives wholly or partly aligned with those of WSCA, including National Swimming Coaches Associations and such other bodies as may be necessary, to achieve WSCA objectives.

2.12 Pursuing and entering into such commercial arrangements with any organization, corporation or other body, including sponsorship and marketing opportunities as appropriate, to further WSCA objectives.

2.13 Ensuring compliance with WSCA Constitution, as amended from time to time.

2.14 Encouraging the standardized development and maintenance of swimming facilities/locations in accordance with the high standards set for competitive swimming.

2.15 Undertaking all reasonable and legal actions necessary to enable these WSCA objectives to be achieved and to enable members and affiliated Member Associations to receive the benefits of/from such actions.

### **3. FISCAL YEAR**

3.1 The fiscal year will commence on 1<sup>st</sup> January and cease on 31<sup>st</sup> December.

### **4. APPLICATION OF INCOME**

4.1 The income and property of WSCA is to be applied solely towards the promotion of the objectives of WSCA.

4.2 Travel for WSCA Board Directors may be arranged directly from WSCA office for annual or quadrennial meetings, or any such meetings/interventions where WSCA representation is required. The highest priority in this regard is the quadrennial meeting and all is subject to satisfactory WSCA budget being in place to provide such financial support.

4.3 No portion of the income or property of WSCA is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

4.4 No remuneration or other benefits in money or money's worth is to be paid or given by WSCA to any Member who holds any office of WSCA.

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4.5 Nothing contained in Clause 4 prevents reimbursement, in good faith, to any Member for any services actually rendered to WSCA, at the direction of the Board, whether as an employee or volunteer, or for goods supplied to WSCA in the ordinary and usual course of activity, or for any out-of-pocket expenses incurred by the Member on behalf of WSCA, provided, that any of the above payments do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms' length in a similar transaction.

4.6 Income derived from commercial sponsorship shall be applied directly to the purposes of WSCA.

4.7 WSCA Board may hire or name an Executive Director and/or other staff members, as finances allow.

### 5. DISTRIBUTION OF PROPERTY UPON DISSOLUTION

5.1 If upon winding up or dissolution of WSCA, there remains, after satisfaction of all the debts and liabilities, any assets or property, the same must not be paid to or distributed amongst the members but must be paid to or distributed to an organization or organizations having similar objectives. This organization must also be a United States 501 (c) 3 organization that prohibits the distribution of its income and property among its or their members to an extent at least as great as is imposed on WSCA by Clause 4 and the United States non-profit tax code. Such organization will be determined by the Board of Directors at or before the time of dissolution.

### 6. WSCA MEMBERSHIP

6.1 The Board of Directors shall establish Membership fees for individual Members and affiliation fees for recognized/constituted National Swimming Coaches Associations.

6.2 All Members shall remain members until and unless they declare non-membership or have their membership revoked.

6.3 A person ceases to be a Member of WSCA if the person resigns or is expelled.

6.4 Individuals convicted of doping offenses shall be automatically expelled from/ineligible for membership with WSCA.

6.5 The Board of Directors may, from among persons who have provided long and meritorious service to WSCA, appoint Life Members in recognition of their efforts in furthering WSCA objectives and/or interests.

6.6 Discontinuance of Membership:

6.6.1 Expulsion shall occur only for reasons of doping violations or other ethical issues, defined at the sole discretion of the Board. Expulsion must be considered by the Board of Directors in order to take place. A simple majority of the Board can expel a member;

6.6.2 Any member may be censured, suspended or expelled by the Board of Directors for any conduct which, in the opinion of the Board of Directors, deems to be improper or prejudicial to the welfare and reputation of WSCA and its Members;

6.6.3 No such action shall be taken except at a regular or special Board meeting called for such purpose;

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6.6.4 Written notice shall be given to the Member of the complaint against him/her, at least thirty (30) days prior to the date of the meeting;

6.6.5 Such a Member may submit to the Board of Directors a written answer to the complaint. United States legal counsel may represent the member;

6.6.6 Any suspended or expelled member shall not participate in any of WSCA's activities.

### **7. EFFECTS OF MEMBERSHIP**

Members agree that:

7.1 This Constitution constitutes a contract between each of them and WSCA and they are bound by this Constitution (sometimes referred to as the WSCA By-Laws or the WSCA Rules).

7.2 They must comply with and observe this Constitution and any determination, resolution or policy, which may be made or passed by the Board of Directors.

7.3 By submitting to this Constitution, they are subject to jurisdiction of WSCA.

7.4 This Constitution is made in pursuit of a common objective, namely the mutual and collective benefit of WSCA and its Members.

7.5 This Constitution is necessary and reasonable for promoting WSCA objectives and particularly the advancement and protection of WSCA members.

7.6 All Members are entitled to all benefits, advantages, privileges and services of WSCA membership.

### **8. REGISTRATION OF WSCA MEMBERS**

8.1 The Board Secretary and/or Executive Director must keep and maintain a register of all members at WSCA principal place of administration.

8.2 The name, address and email address of each member, the date on which the person became a member and such other information as may be required must be entered in this register.

8.3 In order to protect the privacy and confidentiality of WSCA Members, an extract of the register pertaining to that particular Member, is to be kept available for inspection by that particular Member.

### **9. BOARD OF DIRECTORS & OFFICERS**

9.1 The Board of Directors shall provide the strategic direction of WSCA. In association with the Executive Director (and associated staff where relevant), the Officers shall decide upon and conduct the operational workplan of WSCA.

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9.2 There shall be at least nine (9) members on the Board of Directors, one of whom must be a citizen of and residing within the United States of America to fulfil the obligations of WSCA being a non-profit entity established under the laws and regulations of the United States of America.

9.3 In no order of priority, the Continental Representative Directors of WSCA Board can be nominated by:

9.3.1 A WSCA Member, or

9.3.2 A National Swimming Coaches Association that is affiliated to WSCA.

9.4 Continental Representative Directors shall be determined by the Board and will have the following prerequisites:

9.4.1 Be a current Member at the time of nomination;

9.4.2 Be able to demonstrate in their coaching history that they have been the primary coach of one or more athlete in the sport of swimming who was/were ranked in the Top-150 in the world (from all/any nation) during their coaching tenure in the World Aquatics long course (50m pool) swimming rankings;

9.4.3 At the time of determining the Continental Representative Directors of the Board, a minimum of 33% of such Directors shall consider themselves to be and be able to demonstrate that they are former or retired swimming coaches;

9.4.4 At the time of determining the Continental Representative Directors of the Board, a minimum of 33% of such Directors shall not be employed by their National Governing Body for the sport of swimming

9.5 Once this identification has taken place, Continental Representative Directors shall be appointed by the Board by simple majority decision (as per Clause 9.15) on the following basis:

9.5.1 Up to two Directors who live/work within the Continent of North America, one of whom must live/work within the United States of America. Other than in exceptional circumstances, if two Directors are appointed via Clause 9.5.1, they should not live/work in the same nation. Such a Director will be known as a/the 'North American Representative';

9.5.2 One Director who lives/works within the Continent of South America. Such a Director will be known as the 'South American Representative';

9.5.3 Up to two Directors who live/work within the Continent of Europe. Other than in exceptional circumstances, if two Directors are appointed via Clause 9.5.3, they should not live/work in the same nation. Such a Director will be known as a/the 'European Representative';

9.5.4 One Director who lives/works within the Continent of Africa. Such a Director will be known as the 'African Representative';

9.5.5 Up to two Directors who live/work within the Continent of Asia. Other than in exceptional circumstances, if two Directors are appointed via Clause 9.5.5, they should not live/work in the same nation. Such a Director will be known as a/the 'Asian Representative';

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9.5.6 Up to two Directors who live/work within the Continent of Oceania. Other than in exceptional circumstances, if two Directors are appointed via Clause 9.5.6, they should not live/work in the same nation. Such a Director will be known as a/the 'Oceania Representative';

9.5.7 Up to five (5) additional ex-officio Skill Set Directors can be recommended by an Officer of the Board and appointed by the Board by simple majority decision (as per Clause 9.15). Such Directors shall be persons who possess skill sets which may be required by the Board at any given time including, (but not limited to), Paralympic swimming, open water swimming, advocacy, knowledge of commercial development, media and marketing experience, collaborative partnership experience, credibility and/or knowledge of the sporting sector.

9.6 Board Members will serve a term from 1<sup>st</sup> January in the year immediately following an Olympic Games and ending after the next subsequent Olympic Games on 31<sup>st</sup> December. Where appropriate and where suitable nominees are not received to complete the Board of Directors as in Clause 9.3 and Cause 9.4, the WSCA Board of Directors will select at-large members.

9.7 Board Members may hold a Director's seat for a maximum of three consecutive term(s), with each term being an Olympic quadrennial, as agreed by the Board.

9.8 Where the Board of Directors consider a Nation to be actively involved (via a Government and/or National Governing Body collusion/organization) in regular athlete doping violations, other ethical issues or any conduct which, in the opinion of the Board of Directors, deems to be improper or prejudicial to the welfare and reputation of WSCA and its members, then such a Nation and/or coaches working within/for such a Nation will be considered ineligible to nominate Board Directors and/or become members of the Board. Bypassing nominees in such a manner must be considered by the Board of Directors in order to take place. A simple majority of the Board can bypass nominees in this regard.

9.9 The Board of Directors shall select the Officers of WSCA from within their ranks. The Officers of WSCA shall include one Chair, one or more Vice-Chairs, a Secretary and a Treasurer.

9.9.1 Officers shall serve an initial term of four (4) years;

9.9.2 Where an Officer is unable to complete his/her term, the replacement will be chosen by the Board;

9.10 Under the guidance of the Chair, the Board of Directors may appoint an Executive Director who shall be a citizen and resident of the United States of America and, for Texas Corporate Law purposes, shall be listed as the WSCA President. The Board will determine the necessary requirements and qualifications for eligibility. The Executive Director shall be an ex-officio member of the Board and shall hold office on such terms and conditions as the Board may determine. The Executive Director shall be responsible for the day to day running of the Association subject to the provisions of this Constitution and shall report to the Board accordingly at its meetings and shall liaise with the Officers between Board meetings.

9.11 Where a recognized/constituted National Swimming Coaches Association becomes affiliated to WSCA, such an Association may nominate a representative to become an ex-officio member of the Board. Such nominees must meet the criteria set in Clause 9.3. and:

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9.11.1 Any such nominees will be considered by the Board of Directors, with a simple majority vote of the Board required to appoint such a nominee to an ex-officio seat;

9.11.2 Such a Board member does not count towards a quorum;

9.11.3 Such an ex-officio seat on the Board remains available to the National Swimming Coaches Association whilst they retain their annual affiliated Member status;

9.12 Meetings and other WSCA activities can be arranged throughout the year to establish and safeguard the status, welfare and interest of all Members and to increase the relevance of WSCA and its Members:

9.12.1 Ex-officio members of the Board may speak with permission of the Chair but shall not vote;

9.12.2 Appointment to the Board of Directors shall take place at an arranged WSCA meeting immediately following an Olympic Games;

9.12.3 Appointment of WSCA Board Officers shall take place at the same meeting

9.13 Board of Directors and/or Officers meetings can be organized in the form of in-person, telephone, internet conferencing, or other satisfactory means which are commonly available to all Board Directors. Voting using these same technologies is also approved.

9.14 Other than in exceptional circumstances approved by the Chair, notice of Board and/or Officer Meetings is to be given for:

9.14.1 Annual Meeting: sixty (60) days prior notice;

9.14.2 Board Meetings: thirty (30) days prior notice;

9.14.3 Officer Meetings: fourteen (14) days prior notice;

9.14.4 Special Meetings may be called by a minimum of three of the Board members, provided fourteen (14) days prior notice be given to all Board members

9.15 The quorum for the Board of Directors Meeting shall be five (5) voting members. All decisions of the Board shall be by simple majority vote, with the Chair having a casting vote when/where required.

9.16 In an endeavour to promote the WSCA Mission, and to support the global coaching community, Continental Representative Directors shall be expected to:

9.16.1 Attend all scheduled meetings;

9.16.2 Contribute a minimum of one educational offering to the membership each year. This can be outsourced to an appropriate third party if necessary;

9.16.3 Engage in constructive and strategic dialogue in key issues;



9.16.4 Maintain an awareness and sensitivity to the issues and concerns pertaining specifically to their Continent of representation.

## **10. COMMITTEES**

10.1 The Board of Directors shall appoint any necessary WSCA Committees.

10.2 Other than the Awards Committee, there are no standing Committees for WSCA.

## **11. ADDITIONS, ALTERATIONS & AMENDMENTS**

11.1 WSCA Board of Directors has the power to change and approve changes of WSCA Constitution.

11.2 All WSCA members may propose changes to the Constitution at least thirty (30) days prior to an Annual Meeting. Comments will be solicited, and all comments forwarded to the Board of Directors.

11.3 No additions, alterations or amendments may be made to this Constitution unless the Board of Directors has approved a Resolution. Additions, alteration and amendments to the Constitution shall be approved by the Board by simple majority decision (as per Clause 9.15).

## **12. AWARDS**

12.1 WSCA Board of Directors shall select a 'World Coach of the Olympic Cycle' and a 'World Coach of the Paralympic Cycle'

12.1.1 After each Olympic Games/Paralympics, the Awards Committee shall develop a list of coaches of World Championships and Olympic Games/Paralympic Gold Medalists, and of any swimmer who established a World Record during that cycle That list should include all gold medals and world records overseen/developed by each coach;

12.1.2 Each nominee Coach may receive a symbolic prize;

12.1.3 Each award winning Coach may receive a cash and/or a symbolic prize.