



By-Laws

Swimming Pool & Spa Association of Australia Ltd

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SWIMMING POOL & SPA ASSOCIATION OF AUSTRALIA LTD

These By-Laws shall govern the operation of the Swimming Pool and Spa Association of Australia Ltd (the Company).

The By-Laws have been approved by the Board and are intended to amplify the Constitution and to communicate to members their rights and obligations and other matters not specified in the *Corporations Act (2001)*.

By order of the Board / Chief Executive Officer

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DEFINITIONS

“Associated Works”	means industry trade work and labour which may include but is not limited to: interior finishes, leak detection, pool plumbing, water blasting etc;
“By-laws”	means the By-laws of the Company made pursuant to Article 31 of the Constitution;
“Brand”	means the Company’s intellectual property which may or may not be registered
“Company”	means the Swimming Pool & Spa Association of Australia Ltd;
“Fees”	means a fee or levy payable by Members as determined by the Board from time to time;
“Industry”	means the swimming pool and spa industry in Australia and elsewhere, including the Individuals and Organisations participating in it;
“Individual”	means an individual person who operates within or has an interest in the Industry;
“Landscaping Works”	means works and labour which may include but not limited to: maintenance, earthworks, paving or retaining walls, water features, lighting through to selecting and planting the species of plants which adorn the garden and/or pool;
“Member”	means an Individual or Organisation that meets the criteria defined from time to time by the Board and is admitted as such;
“Organisation”	means any legally recognised entity other than an Individual;
“Region”	means the following geographical areas; a. the state of Western Australia; b. the state of New South Wales and the Australian Capital Territory; c. the state of Queensland; d. the state of Victoria and the state of Tasmania; e. the state of South Australia and the Northern Territory.
“Sector”	means each of the retail, supplier or builder sectors within the Industry or as otherwise determined by the Board.

1. MEMBERSHIP

1.1 MEMBERSHIP CATEGORIES AND CRITERIA

The Board reserves the right to apply changes to membership categories and criteria to meet the objectives of the Company.

The member must have the appropriate / required insurances, licensing, meet all regulatory and certification requirements.

Membership Categories of the Company shall be as follows:

SWIMMING POOL AND SPA GENERAL MEMBERSHIP CATEGORIES	
General Membership	General membership is available to an individual or organisation that has multiple business units in the Industry. This allows the Member to have the access associated with various categories. This is dependant on each of the category's criteria being met.

SWIMMING POOL AND SPA BUILDING RELATED MEMBERSHIP CATEGORIES	
Builder Membership	Builder membership is available to an individual or organisation that constructs, installs or renovates a swimming pool and spa in their applied Region.
Sub-Contractor	Sub-Contractor membership is available to an individual or organisation working directly to, the industry and undertaking Associated Works with swimming pools and spas. This category does not include pool building or the construction or installation of the pool or spa shell direct to the consumer.
Pool and Spa Fencing and Barriers	Pool and Spa Fencing and Barriers membership is available to an individual or organisation that installs barriers associated with a pool and spa.
Landscaper	Landscaper membership is available to an individual or organisation that undertakes Landscaping Works. This category does not include pool building or the construction or installation of the pool or spa shell.

SWIMMING POOL AND SPA RETAIL / SERVICE RELATED MEMBERSHIP CATEGORIES

Service Technician	Service Technician membership is available an individual and organisation who provide post-construction servicing of domestic, commercial and public swimming pools and spas and offer a range of swimming pool and spa maintenance services.
Swimming Pool, Spa and Service Retailer	Swimming Pool, Spa and Service Retailer membership is available to an individual and organisation who offers a range of retail and maintenance products and services.
Spa Retailer	Spa Retailer membership is available to an individual and organisation that predominantly sell prefabricated spas.
Franchisee / Licensee	<p>Franchisee / Licensee Membership is available to an individual or organisation who is a franchisee or licensee of, or operates any other form of retail or service outlet associated with a Corporate Retail/ Service member, and who is not wholly owned by the Corporate Retail/ Service member or any existing member and does not apply for another membership category.</p> <p>This category only covers retail and service membership categories and criteria.</p> <p><i>Note: Category does not have voting rights unless the member is also a member in a voting category.</i></p>
Corporate Retail / Service	<p>Corporate Retail / Service membership is available to organisations which issue franchisees and licences within the Industry.</p> <p>Membership is dependent on all franchisees / licensees Fees being paid by the Corporate Retail / Service Member.</p>

SUPPLIER / MANUFACTURER / DISTRIBUTOR

Supplier	Supplier membership is available to an individual or organisation supplying wholesale products and services to the Industry.
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FACILITIES

Commercial Facilities	Commercial Facilities membership is available to an individual or organisation specialising in the management of all types of water related facilities, recreational swimming facilities and water themed environments.
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CERTIFICATION AND INSPECTION

Private Certifier	Private Certifier membership is available to an individual or organisation that is accredited to issue relevant approvals to confirm they are satisfied that the development meets legislative requirements.
Pool and Spa Barrier Inspector	A Pool and Spa Barrier Inspector membership is available to an individual or organisation which undertakes inspections of pool and spa barriers.

EDUCATION AND TRAINING

Student	<p>A Student membership is available to an individual who is currently undertaking an accredited qualification or certification delivered by the Company.</p> <p>Note: Category does not have voting rights. No application fee is applied to this category.</p>
Educational Institution	Educational Institution membership is available to an individual and organisation that delivers training and continual professional development activities to the Industry.

SERVICES

Consultant Services	Consultant Services membership is available to an individual and organisations that offer consulting services relating to the Industry.
Professional Services	Professional Services membership is available to an individual or organisation that delivers services to the industry. Professional Services may include but are not limited to: Architects, Surveyors, Valuers, Solicitors and Financial Institutions.

INDIVIDUALS

Individual	<p>Individual membership is available to an individual who has an interest in the industry but does not own, direct or have a financial interest in a business capable of membership in other categories.</p> <p>Note: No application fee is applied to this category.</p>
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ASSOCIATIONS	
Associations	Membership is available to any local, national and international, professional or trade association that has an interest in being associated with the Company.

AWARDED BY SPASA AUSTRALIA	
The below Categories are not available for selection and can only awarded by the Board.	
Ambassador	<p>Ambassador membership is awarded by the board to an individual who the Board believes will represent the Company brand in a positive light and by doing so they add value to the Company.</p> <p>Ambassador Membership will be offered for a specified term.</p> <p>Note: <i>Category does not have voting rights unless the member is also a member in a voting category.</i></p>
Honorary	<p>Honorary membership is awarded by the Board to an individual who, as an Individual Member or a representative of a Member, has a distinguished record of involvement with the Company.</p> <p>Note: <i>Category does not have voting rights unless the member is also a member in a voting category.</i></p>

1.2 APPLICATIONS FOR MEMBERSHIP

- 1.2.a To be eligible for consideration for membership an applicant must provide to the Company;
- i. a completed application form;
 - ii. evidence of the applicant's eligibility for membership of the relevant category;
 - iii. payment of Fees for the applicable Membership Category.
- 1.2.b The application for each membership category is subject to approval by a Membership Committee (the Committee).
- 1.2.c The Committee will comprise of the Company CEO, Regional executive and a minimum of two Regional Committee members.
- 1.2.d Matters of suitability, contribution, relevance, recognition and other conclusions are at the sole and absolute discretion of the Committee.
- 1.2.e Both new and existing members will be required to be of good fame and character. Specific questions can be raised in the membership application to address any concerns in this area.
- 1.2.f All Members agree to be bound by the Company Constitution, the By-laws and other member specific policies or procedures as determined by the board and communicated to the members.

1.3 MEMBERSHIP APPLICATION PROCEDURE

- 1.3.a A Membership Application Kit will be forwarded to prospective Members. The kit may include:
- i. Membership Application Form;
 - ii. The Company Code of Conduct;
 - iii. Other material the Company deems fit to distribute.
- 1.3.b Upon submission to the Committee and after consideration of supporting documentation provided by the applicant, the Committee shall make a recommendation to the Board, as to whether the application;
- i. be accepted or rejected;
 - ii. requires resubmission;
 - iii. be considered at a future nominated date.
- 1.3.c The Membership Committee may recommend that an applicant attends some or all of the training courses provided by the Company, either as a pre-condition of membership or during a period of provisional membership as a pre-condition for the granting of full membership.

1.4 PROVISIONAL MEMBERSHIP

- 1.4.a Applications for membership which are accepted by the Committee may be approved for Provisional Membership, effective from the Company's receipt of their membership fee.
- 1.4.b Full membership is not automatically granted the end of the provisional period, but shall only apply from the date on which the Board grants membership.
- 1.4.c The Board may request further information or clarification from the Membership Committee, may place terms or conditions upon the applicant depending on advice from the Committee or amend the date from which full membership should apply.
- 1.4.d Notwithstanding the above By-laws, the Board has the right at its discretion to waive provisional membership for an applicant and grant full membership immediately on application, if the Board deems it appropriate in view of the Applicant's demonstrated business or trading history.
- 1.4.e Provisional Members shall be subject to review at any time during the provisional period determined by the Board and may be called to meet with the Board and/or Membership Committee to discuss their membership status at any time during that period.

1.5 ADMISSION TO MEMBERSHIP

- 1.5.a If an application to become a Member is:
- i. accepted by the Board, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register and designate the applicant as a Member holding a Membership Status; or
 - ii. rejected by the Board, the Company must give written notice of the rejection to the applicant. Any fees (other than the administration fee) paid by the applicant are refundable.
- 1.5.b Failure by the Company to comply with any notification requirement does not invalidate the decision regarding an application.

1.6 NOTICE OF FEES

- 1.6.a The Company will provide a schedule of Fees to Members or applicants as required. Payment terms and conditions shall be in the Company's policies and procedures, which may change from time to time.
- 1.6.b The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee or any information regarding any matter concerning the Fee to, any Member or applicant does not invalidate the Fee, or affect the Member's obligation to pay the Fee.

2 CODE OF ETHICS

- 2.1.a Members shall ensure that they and all employees, subcontractors and related parties under the control of the member shall conduct themselves in accordance with the following Code of Ethics:
 - i. To make a positive contribution towards the health, safety and welfare of the public in the support, service, installation, maintenance and operations of the Industry with competency, fairness, professionalism and integrity.
 - ii. Ensure that all products and services provided are fit for purpose and that all claims made are genuine and can be substantiated.
 - iii. To act in a professional manner when called upon to advise, consult or take any action in relation to products, services or works on behalf of a client.
 - iv. To only advertise bona fide prices and not intentionally create ambiguous or misleading marketing that may cause Clients to be confused or misinformed.
 - v. Ensure that standards of workmanship are provided as declared to the client in accordance with the applicable standards, codes, regulations or industry best practice for the type of work undertaken.
 - vi. Refrain from making false or incorrect statements about other Members, products or service providers.
 - vii. Desist from any commentary or action which may prejudice existing contractual arrangements for the construction or supply of goods and services pertaining to the industry.
 - viii. Support and attend Company training and other development initiatives, to maintain a high standard of workmanship, professionalism and brand equity.
 - ix. To act fairly and properly at all times towards fellow members of the association.
 - x. To operate in a manner that will enhance the reputation of the Industry and avoid any action which might bring the Company and its Members into disrepute.

3 COMPLAINTS

- 3.1.a Any consumer, Member or other person who believes they have a complaint against a Member or the Company in connection with the Members conduct or obligations under the Constitution of the Company may ask the Company to deal with the complaint under the Code of Ethics.
- 3.1.b The complaints process shall be in the Company's policies and procedures, which may change from time to time.
- 3.1.c Any complaints that may bring the Company into disrepute or are unresolved through the operational process will be brought to the attention of the Board.

4 CHAPTERS AND SECTOR GROUPS

- 4.1.a Chapters are areas within Regions, as defined by the Constitution, which represent the Members in that area.
- 4.1.b Sector Groups are nominated by the board to represent key industry groups to focus on issues specifically affecting that sector. Sectors are represented at Board level and within Regions.
- 4.1.c The Chapters primary purpose is to pursue the objectives of the Company as per policies and procedures.
- 4.1.d The Chapters function will be as follows;
 - i. providing members with opportunities to network and utilise the Company's values and benefits;
 - ii. proactively identifying and examining issues relevant to the industry;
 - iii. acting in an advisory capacity, local resource and consultative service to members;
 - iv. encouraging membership of the Company;
 - v. identifying and grooming candidates for succession planning for Sector Groups, Chapter Committees and Board positions.

5 COMPANY BRANDING

- 5.1.a The Brand may only be used by financial Members of the Company and in their authorised Membership Category .
- 5.1.b The Brand must be used as per the Company's policies and procedures which may be updated from time to time.
- 5.1.c The Brand may not be used in any way whatsoever that could lead to a perception that the Company guarantees, authorises, recommends or endorses in any way, any product, service, contract, other business, or other item which is owned, controlled, produced or marketed by the Member, unless by written authorisation from the Company.