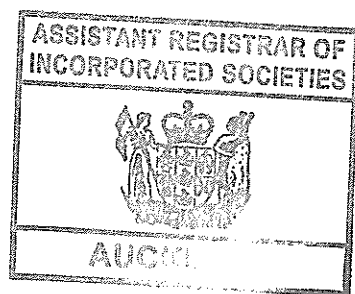


Constitution
of
Swimming
Otago
Incorporated

June 2009



RULE 1 NAME

- 1.01 The name of the Society is Swimming Otago Incorporated.

RULE 2 INTERPRETATION

- 2.01 In these Rules and in any Regulations made hereunder, unless repugnant to the context:
- (a) Expressions referring to writing shall be construed as including references to words printed, typewritten or otherwise howsoever they are produced.
 - (b) Words importing the singular number only include the plural number and vice versa; words importing one gender only includes the other gender.
- 2.02 "Committee" means the Committee set up pursuant to Rule 8 hereof.
- 2.03 "Swimming Otago" means Swimming Otago Incorporated, a Regional Association of Swimming New Zealand Incorporated.
- 2.04 "SNZ" means Swimming New Zealand Incorporated.
- 2.05 "Club" means any club affiliated to SNZ.
- 2.06 "Country Club" means any club affiliated to Swimming Otago whose headquarters is at a distance of 10 kilometres or more from the headquarters of Swimming Otago.
- 2.07 "Town Club" means any club affiliated to Swimming Otago that is not a Country Club.
- 2.08 "Member" means any person who is a member of a club affiliated to SNZ.
- 2.09 "AGM" and "SGM" shall mean respectively Annual General Meeting and Special General Meeting.
- 2.10 "Delegate" means the Delegate as defined in Rule 7 hereof.
- 2.11 "Life Member" means a person elected under Rule 29 as a Life Member to Swimming Otago.
- 2.12 Swimming Otago is bound by the Rules of SNZ and in case any rule of Swimming Otago conflicts with any rule of SNZ the latter shall prevail.
- 2.13 Swimming Otago will abide by all lawful requests and directions made of it by SNZ.
- 2.14 These rules shall come into force on the day they are adopted by Swimming Otago as the Rules of Swimming Otago Incorporated.
- 2.15 All previous rules or regulations of Swimming Otago in force immediately before the coming into operation of these are hereby rescinded but without prejudice to any act matter or thing done there under or in pursuance thereof.
- 2.16 "Swimming Otago geographical boundary" means the geographical boundary as defined by SNZ**

RULE 3 OBJECTS

- 3.01 The objects of Swimming Otago shall be: -
- (a) To liaise with SNZ on behalf of affiliated clubs within the boundaries of Swimming Otago.
 - (b) To promote, foster and encourage swimming and associated aquatic sports and disciplines.
 - (c) To arrange for instruction and coaching in swimming and associated aquatic sports and disciplines.
 - (d) To promote, organise and/or conduct competitions, carnivals, tournaments and entertainments both related to swimming and associated aquatic sports and disciplines and also unrelated to swimming and associated aquatic sports and disciplines. (In the latter case for the purpose of furthering, extending, assisting, fostering or providing financial support

for swimming and associated aquatic sports and disciplines or individuals or affiliated clubs and/or other members).

- (e) To promote attitudes and behaviour conducive to good conduct and fair play.
- (f) To do all other acts, matters and things as are incidental to or conducive to the attainment of the above objects and the objects of SNZ.

RULE 4 MEMBERSHIP

- 4.01 Membership of Swimming Otago shall be restricted to such persons of good character in the community who are interested in pursuing the objects referred to in Rule 3 hereof and who are affiliated to SNZ.
- 4.02 The following persons shall be the members of Swimming Otago and will remain so, as long as they shall continue to abide by any rules and bylaws of the club to which they belong and of Swimming Otago:
 - (a) **All members of clubs within the Swimming Otago geographical boundary.**
 - (b) The Life Members of Swimming Otago.
 - (c) The members of Management Committee as defined in Rule 8.
 - (d) The Officers of Swimming Otago as defined in Rule 9.

RULE 5 HEADQUARTERS

- 5.01 The headquarters of Swimming Otago shall be at Moana Pool, Dunedin or such other place as its members shall from time to time determine.

RULE 6 COLOURS

- 6.01 The colours of Swimming Otago shall be Navy Blue and Gold.

RULE 7 DELEGATES

- 7.01 Each club within the Swimming Otago geographical boundary and being affiliated to SNZ shall be entitled to appoint delegates to Swimming Otago in accordance with the following provisions:
 - (a) Each club may appoint one delegate for every 25 or part of 25 of its bona fide financial members but no club shall be entitled to appoint more than three delegates.
 - (b) Each club shall appoint at least one delegate.
 - (c) No delegate may represent more than one club at any one time and except as expressly provided in the next succeeding paragraph hereof, a delegate must be a member of the club by which they are appointed or at any time represents.
 - (d) Any club may appoint a delegate who is not a member of the club but who must be a member of an affiliated club in Swimming Otago.
 - (e) Any club may at any time and from time to time cancel the appointment of any delegate of the club to Swimming Otago and make another appointment in their place.
 - (f) It shall be the duty of each club to notify Swimming Otago in writing of the name and address and date of appointment of every delegate from time to time appointed by the club under the provisions of this rule.
 - (g) It shall be the duty of each delegate to attend all meetings of Swimming Otago. If any delegate absents themselves from three consecutive meetings of Swimming Otago without reasonable excuse, Swimming Otago may direct the club by which such delegate was appointed to cancel the appointment of the delegate and appoint another in their place.

RULE 8 MANAGEMENT COMMITTEE

- 8.01 The management of the affairs of Swimming Otago shall be vested in the Officers and a Committee of up to 10 people. These shall be elected at the AGM of Swimming Otago.

- 8.02 The Committee may appoint any person to fill any casual vacancy among its members or to fill any office of Swimming Otago that may become vacant, and such appointment shall hold good until the next AGM of the members.

RULE 9 OFFICERS

- 9.01 The officers of Swimming Otago shall be:
- (a) The Patron.
 - (b) The President.
 - (c) The Immediate Past President.
 - (d) The Senior Vice President and one other Vice President.
 - (e) The Secretary.
 - (f) The Treasurer.
- 9.02 The President, the Immediate Past President, Vice Presidents, Secretary and Treasurer will be members of the Swimming Otago Management Committee.
- 9.03 The officers, other than the Immediate Past President, shall be elected at the AGM of Swimming Otago.
- 9.04 Every candidate for election to the offices of Presidents, Vice President, Secretary, Treasurer and members of the Management Committee shall be nominated in writing to Swimming Otago by affiliated clubs and the nomination shall be accompanied by the written consent of the candidate and shall be sent to the secretary of Swimming Otago at least one month prior to the date of the AGM. As soon as practicable after the time for making nominations shall have closed the secretary shall give notice in writing to all clubs of the names of the candidates nominated. The accidental omission to give notice of or to post any nomination in the manner provided by this present paragraph of this rule shall not invalidate the nomination if it otherwise is in order.
- 9.05 Swimming Otago will elect a panel of selectors as follows:
- (a) The selection panel will consist of 3 selectors.
 - (b) One selector shall be elected to office each year at the AGM of Swimming Otago and shall serve a 3-year term. At the completion of a term a selector will be eligible for re-election.
 - (c) Every candidate for election to the office of selector shall be nominated in writing to Swimming Otago by clubs and such nomination shall be accompanied by the written consent of the candidate and shall be sent to the secretary at least one month prior to the date of the AGM. The names of the candidates shall be distributed to clubs as in paragraph 4 hereof.
 - (d) The Management Committee will appoint the convenor of the selection panel at its first meeting following the AGM.
- 9.06 Candidates for election to offices other than those referred to in paragraphs 9.04 and 9.05 hereof may be proposed and seconded **verbally** at the AGM.
- 9.07 In the event of insufficient nominations having been received for the offices referred to in paragraphs 9.04 and 9.05 hereof nominations may be proposed and seconded **verbally** at the AGM.
- 9.08 In addition, an Auditor and a Solicitor shall be appointed at the AGM. These officers must be professionally qualified but do not need to be members of a club.

RULE 10 EXECUTIVE

- 10.01 The President, Vice Presidents, Secretary and Treasurer may act as an Executive with power to deal with matters of urgency arising between meetings of Swimming Otago and shall report at the next meeting of Swimming Otago on any such matters so dealt with.

- 10.02 All decisions of the Executive shall be subject to review of the Management Committee, which may amend or rescind any such decisions, as may be considered necessary and/or desirable.

RULE 11 SUB COMMITTEES

- 11.01 The Management Committee shall when necessary appoint and may at any time appoint such sub committees as it may consider necessary and shall prescribe the duties of such sub committees, and may from time to time dissolve such sub committees and appoint others in their stead or alter the personnel of such sub committees as the Committee may determine.
- 11.02 In the appointment of any sub committee the Committee shall not be restricted to choosing from its own Committee members.
- 11.03 The Management Committee may delegate any or all of its powers to a sub committee of members of Swimming Otago.
- 11.04 Sub committees may be appointed by a general meeting of members of Swimming Otago in the same manner as provided for the appointment of sub committees by the Management Committee of Swimming Otago.

RULE 12 ELECTION OF OFFICERS

- 12.01 Where the number of candidates is greater than the number of offices to be filled, a secret ballot shall be held. The Chairperson shall appoint Scrutineers for the conduct of the ballot.

RULE 13 DUTIES OF OFFICERS

- 13.01 **Secretary:** The Secretary shall attend all meetings of Swimming Otago and its Management Committee and shall keep a clear record of all transactions and proceedings of Swimming Otago and its Management Committee in a Minute Book supplied for that purpose. The Secretary shall also conduct the correspondence of Swimming Otago and file copies thereof together with all letters officially received together with the records of Swimming Otago and shall be responsible for seeing that past records and documents of Swimming Otago and as far as possible the current records and documents shall be in safekeeping.
- 13.02 **Treasurer:** The Treasurer shall receive all fees and other monies of Swimming Otago in accordance with the manner provided for in the Rules. The Treasurer shall keep a clear record of the income and expenditure of Swimming Otago. The accounting records shall be at any reasonable time open to the inspection of the Management Committee and the Treasurer shall submit the balance sheet, properly audited, to the AGM of delegates. All monies received by the Treasurer shall be deposited to the credit of Swimming Otago in a bank to be specified by Swimming Otago. All disbursements of Swimming Otago funds shall be by cheque signed by any two persons duly appointed by the Management Committee for that purpose.
- 13.03 **Examiners:** **The Management Committee shall appoint examiners as required to fulfil the requirements to examine persons as technical officials.** The Examiner(s) shall conduct examinations for Otago Officials and report these with suitable recommendations to the Management Committee *for approval*.

RULE 14 CHAIRPERSON

- 14.01 At all general meetings of members of Swimming Otago and the Management Committee the President shall preside as Chairperson. If the President should be absent then the Senior Vice President or Vice President will act as Chairperson.

- 14.02 At all general meetings of members and at all meetings of the Committee the Chairperson shall have a deliberate vote, and in the event of equality of voting a casting vote in addition. The Chairperson's ruling shall be final on any point of order.

RULE 15 AFFILIATION FEE

- 15.01 The annual affiliation fee shall be as determined from time to time by SNZ. **Where SNZ allows the region to set affiliation fees, levies or other payments, these shall be determined at either the AGM or an SGM of Swimming Otago.**
- 15.02 **The annual affiliation fee shall become due and payable as prescribed by SNZ or as determined by Swimming Otago.**
- 15.03 All clubs shall remit to Swimming Otago with their affiliation fees a list of the names and addresses of the members of their clubs **or any other information that maybe required by SNZ.**
- 15.04 No member whose **affiliation fee** is in arrear shall be entitled to be designated "financial member" or take part in the activities of Swimming Otago or to vote at any meeting thereof, but this shall not absolve the member from liability for payment.

RULE 16 FINANCIAL YEAR

- 16.01 Unless the Management Committee of Swimming Otago shall otherwise direct the financial year of Swimming Otago shall conclude on the last day of March and commence on the first day of April in each year.

RULE 17 TERMINATION OF MEMBERSHIP

- 17.01 Any member of Swimming Otago, as listed in clause 4.02, wishing to leave it **may** forward a resignation in writing to the Secretary **of their club.**
- 17.02 Any member of Swimming Otago who does not seek renewal of their membership for the ensuing year will be deemed to have terminated their membership.
- 17.03 **Any Officer or member of the Management Committee of Swimming Otago wishing to retire before the end of their term of office shall forward a resignation in writing to the Secretary of Swimming Otago.**

RULE 18 TRANSFERS

- 18.01 **Any member of a club within Swimming Otago desiring to transfer to another club shall comply with the procedures determined by SNZ. Where SNZ does not provide procedures for members to transfer to another club, Swimming Otago shall provide the procedures which must be adhered to.**

RULE 19 SUSPENSION

- 19.01 Any member of a club within Swimming Otago shall be liable to suspension for a period of time determined by the Management Committee in any or all of the following events:
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- (a) The member in question violating the rules of Swimming Otago or the regulations made there under, or failing to comply with any lawful direction of the Management Committee or of an Officer of Swimming Otago.
- (b) The member in question knowingly competing with one who is under suspension, or against a disqualified person
- (c) The member in question being guilty of unfair practice or misconduct, whether relating to competition or not.

- 19.02 The Management Committee of Swimming Otago may impose a suspension for not more than one month's duration. Suspension for a longer period may be imposed only by a SGM of members being called for the purpose.
- 19.03 Save as set out in paragraph 1 of this rule, no member shall be suspended without being given an adequate opportunity of being heard in defence. Notice of a proposal to suspend a member shall be given in writing setting forth explicitly the charge preferred and notifying the date time and place of hearing.
- 19.04 Notice of any suspension imposed shall at once be sent by the Secretary of Swimming Otago to SNZ.
- 19.05 A person so suspended shall have a right of appeal to SNZ.

RULE 20 EXPULSION

- 20.01 Any member of a club within Swimming Otago who is found guilty of flagrant breaches of the Rules or Regulations of Swimming Otago, of habitual insubordination or unfair practices, or of conduct prejudicial to good order, decency and discipline, whether within the Swimming Otago precincts or elsewhere, may be called upon to show cause why they should not be expelled from Swimming Otago, and, in the event of the member in question failing to show such cause, may be expelled. Pending the hearing and determining of the charges the Management Committee may summarily suspend the member.
- 20.02 Expulsion of a member may be made only by a SGM of members of Swimming Otago called for the purpose, and only if the votes in favour of expulsion shall constitute three-fourths of the members present and entitled to vote at the meeting. The notice of such Special Meeting shall be that prescribed for the AGM of members.
- 20.03 In all cases of expulsion the provisions of sections 3, 4 & 5 of Rule 19 shall apply.

RULE 21 APPEALS

- 21.01 Any member of a club within Swimming Otago may appeal to the Management Committee against any decision of an officer of Swimming Otago or that member's club.
- 21.02 Such appeal shall be in writing addressed to the Secretary of Swimming Otago and shall set forth specifically the decision appealed against and the grounds for such appeal.
- 21.03 The Secretary shall arrange for the hearing and determination of the appeal by the Management Committee or a sub committee at the earliest convenient date. Both the person appealing and the official or officials appealed against shall have the right to appear before the committee hearing the appeal prior to the determination of the Appeal.
- 21.04 There shall be no appeal on the question of fact.

RULE 22 ANNUAL GENERAL MEETING

- 22.01 The AGM of Swimming Otago, shall where possible be held prior to the AGM of SNZ and shall be presided over by the President.
- 22.02 The order of business at the AGM shall be:
- (a) Roll call of delegates.
 - (b) Proxies.
 - (c) Apologies for absence.
 - (d) Tabling of club Annual Reports and the notification of the names of delegates appointed by clubs for the ensuing year. No club that has failed to provide copies of its report shall be permitted to participate in the meeting without leave of the meeting.
 - (e) Confirmation of Minutes of the preceding AGM.

- (f) Presentation of Annual Report.
 - (g) Presentation of Financial Report and approval of affiliation fees and charges.
 - (h) Election of Officers.
 - (i) Honorariums.
 - (j) Consideration of recommendations of Life-Membership and Blazer Committee.
 - (k) Consideration of motions and recommendations, of which notice has been given.
 - (l) General Business.
- 22.03 The Chairperson may vary the order in which the business is taken for any reason deemed necessary.
- 22.04 Notice of the date, time, and place of holding the AGM shall be forwarded to the secretary of each affiliated club and to each member of Swimming Otago at least 14 days before the date of the meeting. **Notice will also be placed on Swimming Otago's website. Each club shall on receipt of the notice provide the notice to its members which can be by electronic means.** When practicable such notice shall be accompanied by the Swimming Otago Annual Report and Balance Sheet.

RULE 23 SPECIAL GENERAL MEETING

- 23.01 A SGM of members may be called at any time by the Management Committee or by requisition signed by not less than 3 clubs within Swimming Otago. The requisition shall be addressed to the Secretary and shall set out specifically the business for which the SGM is required. Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The notice to members of a SGM shall be the same as that prescribed for the AGM.
- 23.02 At a SGM only the business set out in the Notice convening the meeting shall be considered, provided that the meeting may by unanimous vote, permit the consideration of additional business.
- 23.03 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

RULE 24 DELEGATES MEETING

- 24.01 **Three** Delegates meetings of Swimming Otago are to be held each year, with Management Committee to set dates and allocate venues.
- 24.02 The Management Committee may call a general **or delegates** meeting of Swimming Otago at any time. Notice of the holding of a general meeting shall be given by the secretary to each member of Swimming Otago and to the secretary of each club at least 14 days before the date set down for the meeting. The notice shall state the business to be transacted at such meeting and except with the assent of **75%** of the **clubs** present and entitled to vote at the meeting, no business other than that set out in the notice shall be transacted at such meeting.

RULE 25 MANAGEMENT COMMITTEE MEETINGS

- 25.01 Meetings of the Committee may be called by the Secretary at any time or on such dates as the Committee shall determine. At all meetings of the Committee the order of business shall be:
- (a) Apologies for absence.
 - (b) Confirmation of Minutes.
 - (c) Business arising out of Minutes.
 - (d) Correspondence.

- (e) Accounts for Payment and Financial Reports.
- (f) Reports of Sub-committees.
- (g) General Business.
- (h) Next Meeting.

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

RULE 26 VOTING

- 26.01 Delegates and members of the Management Committee shall be entitled to vote at all general meetings of Swimming Otago. A person who may be multiply qualified may vote more than once.
- 26.02 At all meetings of the committee and at all general meetings of members voting shall be on the voices, save where a vote is challenged, when a show of hands shall be taken.
- 26.03 In all contested offices at the AGM and/or in any manner where contentious issues are to be determined in general meeting of members voting shall be by way of secret ballot if the members of the meeting so decide.

RULE 27 QUORUM

- 27.01 At all general meetings of members of Swimming Otago the quorum shall be 20% of the members entitled to attend and vote thereat. If after the expiration of such time as the Chairperson shall decide from the time appointed for the commencement of the meeting there is no quorum present, the Chairperson shall adjourn the meeting to a venue, date and time to be determined by the meeting. Notice of the new venue, date and time shall be given by the Secretary in the manner prescribed for notice of a general meeting. If at the resumed meeting there is still no quorum present then those present shall constitute a quorum and shall be entitled to transact the business of the meeting.
- 27.02 In the case of a SGM called by requisition of members, if there be no quorum present the Chairperson shall have discretion to adjourn the meeting in the manner prescribed in section 1 hereof or to declare such meeting lapsed.
- 27.03 At all meetings of the Management Committee the quorum shall be 50% of those entitled to vote.

RULE 28 PROXIES

- 28.01 Any delegate representing a club, or the secretary of such club may appoint a proxy to represent such delegate at any meeting of Swimming Otago and such proxies unless limited by the document appointing them, shall have all the powers of speech and vote possessed by the delegate for whom they act.
- 28.02 All proxies shall be in writing and shall be handed to the Chairperson at the commencement of the meeting.
- 28.03 Proxies may not without the consent of Swimming Otago be given for more than two consecutive meetings in respect of the same delegate.

RULE 29 LIFE MEMBERSHIP AND BLAZER COMMITTEE

- 29.01 There shall be a committee to be called the Life Membership and Blazer Committee which shall consist of three members each of whom shall be elected at the AGM of Swimming Otago for a three year term provided however that one member shall retire by rotation annually.

- 29.02 A retiring member shall be eligible for re-election. If a position becomes vacant out of rotation the Management Committee may make an appointment until the next AGM at which meeting a new member will be elected to serve the remainder of the term of that position.
- 29.03 The procedure to be followed for recommending awards shall be:
- (a) The Life Membership and Blazer Committee shall consider all nominations for Life Membership, Honours and Service Awards. Nominations shall be made by clubs affiliated to Swimming Otago and together with the necessary citations shall be in the hands of the Secretary of Swimming Otago no later than **the end of May in any year or other date as advised by the Secretary..** Nominations shall be treated in the strictest confidence by the Life Membership and Blazer Committee who may make any further inquiries it deems necessary concerning the nominations before it.
 - (b) A recommendation from the Life Membership and Blazer Committee that a person be elected a Life Member shall be presented to the AGM and the resolution for their election must be carried by a majority of not less than **75%** of those present and entitled to vote at the AGM.
 - (c) Recommendations from the Life Membership and Blazer Committee for Honours and Service Awards will be presented to the AGM and the resolution granting such awards carried by a majority of not less than **75%** of those present and entitled to vote.
- 29.04 The qualification for awards shall be:
- (a) Life Membership: Active membership of Swimming Otago for at least 20 years during which time service of a conspicuous and valuable nature is rendered to Swimming Otago. In special circumstances of particular meritorious service a period of less than 20 years may be considered. A Life Member of Swimming Otago shall be entitled to attend all meetings of Swimming Otago and to speak but shall not have the right to vote unless otherwise qualified. A Life Member shall also have the right of entry free of charge to all Carnivals and Championship Meetings within the Swimming Otago district.
 - (b) Honours Award: Five years continuous service after receiving Service Award providing that such extended service is of the same outstanding nature as was required for the Service Award. The Life Membership and Blazer Committee may grant an Honours Award for a lesser period if special or conspicuous service has been rendered.
 - (c) Service Award: Active Service of an outstanding nature for a period of not less than seven years. The Life Membership and Blazer Committee may grant a Service Award for a lesser period if special or conspicuous service has been rendered.

RULE 30 REGULATIONS

- 30.01 The members of Swimming Otago in general meeting or the Management Committee of Swimming Otago at any time may make such regulations for the conduct of Swimming Otago as they shall determine but such regulations may not conflict with these rules. Regulations shall have full force as rules of Swimming Otago. Any regulation made by the Management Committee shall hold good until the next ensuing AGM or SGM of members, when it must be confirmed or lapse.

RULE 31 COMMON SEAL

- 31.01 The common seal of Swimming Otago shall be held by the secretary and shall only be affixed pursuant to a resolution of the Management Committee and shall be witnessed by two members of the Management Committee.

RULE 32 ALTERATION OF RULES

- 32.01 Neither these rules nor the regulations made there under shall be altered or repealed nor any new rule or regulation (save as provided in Rule 30) introduced except at the AGM or at a SGM called for that purpose. Not less than fourteen days notice of any proposed alteration repeal or introduction of a new rule or regulation shall be given to each

member before the date of the meeting. No addition to or alteration or recession of the rules shall be approved if it affects the personal benefit clause or the winding up clause.

- 32.02 Swimming Otago shall register any alteration to its rules as required by any statutory provision for the time being in force.

RULE 33 PECUNIARY GAIN

- 33.01 No member or members of Swimming Otago shall derive any pecuniary gain (except as a salaried officer, or by way of honorarium for services rendered voted by a general meeting of members) from any property or operations of Swimming Otago provided that the pecuniary award shall be at a reasonable rate for the services provided. No member or members of Swimming Otago or any person associated with a member shall participate in or materially influence any decision made by Swimming Otago in respect of the payment to or on behalf of that member or associated person of any income benefit or whatsoever.

RULE 34 WINDING UP

- 34.01 In the event of the dissolution of Swimming Otago or Swimming Otago through any other cause ceasing to exist, the funds and property thereof after the discharge of all liabilities shall be handed to SNZ to be disposed of, as SNZ shall in its absolute discretion determine. In no event shall any surplus assets of Swimming Otago be divided among the members thereof, nor shall the members of Swimming Otago have any beneficial interest therein.

RULE 35 PERSONAL BENEFIT CLAUSE

- 35.01 No addition to or alteration of non-profit aims, Personal Benefit clause or the Winding Up clause shall be approved without the approval of the Inland Revenue, and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.