

(Reprint No. 1)

CONSTITUTION

South Australian Water Polo Inc



The Constitution is reprinted to incorporate all amendments
in force as at 19 July 2004.

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DIVISION 1 – GENERAL

Name

1. The name of the incorporated association is **South Australian Water Polo (Inc)** referred to herein as “the association” or “SAWPI”.

Definitions

2. In this constitution, unless the contrary intention appears:

“Association”	means the South Australian Water Polo Incorporated.
“FINA”	means the Federation International de Nation Amateur.
“Constitution”	means the Constitution of the Association.
“AWPI”	means Australian Water Polo Incorporated.
“Board”	means Board of Directors that administer the Association.
“Member”	means a person, group, organisation, club or association formally accepted as a full member of the Association after having complied with the requirements set down by the Board.
“Affiliation”	means having complied with the requirements set down by the Board in regard to registrations and fees.
“SASI”	means the South Australian Sports Institute.
“Annual Meeting”	means the annual general meeting of the Association, which shall be held no later than the 30th August in each year at a time and place determined by the Board.
“Board Meeting”	means a meeting of the Board held from time to time to administer the affairs of the Association.
“State”	means the State of South Australia.
“The Act”	means the <i>Associations Incorporations Act 1985</i> , as amended.

Association Colours

3. The colours of the Association shall be red, blue and yellow.

Headquarters

4. The headquarters of the Association shall be in Adelaide, South Australia.

Objects of the Association

5. (1) The objects for which the Association is established are:
- (a) to affiliate with Australian Water Polo Inc.
 - (b) to promote, encourage, regulate, develop and control water polo in South Australia
 - (c) to act with other Water Polo Associations or representative organisations, to facilitate interstate, international or other Championships or other matters concerning water polo
 - (d) to keep authentic records of all matters pertaining to the sport in South Australia
 - (e) to do such other acts, things and matters as shall assist in the furtherance of the above objects or any of them.

Powers of the Association

6. (1) For the purpose of carrying out its objects, the Association may, subject to the Act and its rules:
- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
 - (b) administer any property on trust; and
 - (c) open and operate accounts; and
 - (d) invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested; or in any other manner authorised by the rules of the Association; and
 - (e) borrow money upon such terms and conditions as the Association thinks fit; and
 - (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
 - (g) appoint agents to transact any business of the Association on its behalf; and
 - (h) enter into any other contract it considers necessary or desirable.

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DIVISION 2 –MEMBERSHIP

Members

7. (1) The Membership of the Association shall be divided into such classes of members as provided in the by-laws.

(2) The Board shall at their discretion accept as a member any Incorporated Club who has made application on the prescribed form accompanied by the appropriate affiliation fee

Obligations Resulting from Affiliation or Registration

8. (1) The acceptance of affiliation or registration in the Association shall operate as an agreement binding upon such Affiliated Clubs, persons or body to abide by all the provisions of the Constitution, By-laws and Policies and Procedures of the Association and to accept and enforce all its decisions.

(2) Any breach of this agreement by a person or body shall render such person or body liable to such penalty, as the Board shall determine.

Subscriptions

9. (1) The subscription fees for each class of membership shall be such sums, (if any), as the members shall determine from time to time in general meeting.

(2) Subscriptions shall become due and payable by such date within the Association's year as shall be set by the Board, but in any event prior to the member competing in any water polo competition conducted by or approved by the Association.

(3) No member or person shall be eligible for appointment, election, or to hold a position, as an official of the Association, or to participate as a voting member at a general meeting, whilst there are subscription fees of that person or member outstanding beyond the due date set by the Association.

Resignations

10. (1) A member may resign from membership of the Board and/or Association by giving written notice thereof to the secretary or public officer of the Association.

(2) Any member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association and Association property returned to the secretary.

Expulsion of a Member

11. (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

(2) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.

(3) The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to Clause 12(4), cease to be a member 14 days after the Board has communicated its determination to the member.

(4) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Board has been communicated to the member.

(5) In the event of an appeal under Clause 12(4), the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Club or the member is upheld by the members of the Association in a General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

Register of Members

12. (1) A register of members must be kept and contain:

- (a) the name, date of birth and address of each member
- (b) the date on which each member was admitted to the Association
- (c) if applicable, the date of, and reason(s) for, termination of membership.

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DIVISION 3 – GOVERNANCE

Management Structure

13. (1) The affairs of the Association shall be managed and controlled by a Board of Directors.
- (2) Only fully financial adult members of an Affiliated Club are eligible to hold a Board position.
- (3) The Board of Directors shall consist of:
 - (a) President
 - (b) Secretary
 - (c) Director for Finance
 - (d) Director for Membership
 - (e) Director for Competition
 - (f) Director for National Events
 - (g) Director for Coaching and Development
 - (h) Director for Volunteers and Officials
 - (i) Director for Communication
- (4) An Executive of four, comprising President, Director for Finance and another two members of the Board (providing that all member bodies are represented) shall have power to deal with urgent matters of the Association. Any decision shall be ratified at the next Board Meeting. Urgent matters are deemed to be decisions which must, of necessity, be acted on before the next scheduled Board Meeting. A decision of the Executive will be by majority.

Powers and Duties of the Board

14. (1) In addition to any powers and authorities conferred by these rules the Board of Directors may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (2) The Board shall have responsibility for, but not limited to:
 - (a) forward planning, policy development and objective setting
 - (b) coordinating the activities of the management committees
 - (c) general administration of SAWPI
 - (d) correspondence
 - (e) managing and controlling funds and other property
 - (f) bookkeeping and budgeting
 - (g) providing appropriate Director and Public Liability Insurance.

- (h) appointing a public officer as required by the Act
- (3) The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (4) The Board shall have the power to make and proclaim by-laws for the administration of the affairs of the Association and for the conduct of events under the auspices of the Association.
- (5) The Board shall have the power to appoint such additional officials and employees as are required to carry out the objects of the Association, and may delegate any of its powers to such officers and employees.

Appointment

- 15. (1) At each Annual General Meeting, all positions on the Board shall retire.
- (2) Nominations for the offices of President, Secretary and Director for Finance must be lodged with the Association not less than seven (7) days prior to the Annual General Meeting.
- (3) The appointment of all positions in the Board shall be for a one year term.
- (4) All contested elections shall be decided by secret ballot.
- (5) A retiring Board member shall be eligible to stand for re-election.
- (6) Each Affiliated Club shall provide in writing the names of two financial members to be nominated to the Board seven (7) days prior to the Annual General Meeting.
- (7) At the first meeting of the Board following the Annual General Meeting, all remaining Board positions as listed in Clause 13(3) will be allocated amongst the Board members nominated from the Affiliated Clubs.
- (8) A person may not hold more than one position on the Board.
- (9) In the event the offices of President, Secretary and Director for Finance are not filled at the Annual General Meeting or becomes vacant for any reason whatsoever the Board shall appoint a person to fill the vacancy and such person shall hold office until the next Annual General Meeting.
- (10) In the event that a Club does not nominate its two members at the Annual General Meeting or becomes vacant for any reason whatsoever the Affiliated Club, who appointed that member, shall appoint a person to fill the vacancy and such person shall hold office until the next Annual General Meeting.

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Proceedings of Board

16. (1) The Board shall meet together for the dispatch of business at least monthly.
- (2) Each member of the Board, other than the President, has a deliberative vote. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote only.
- (3) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract.
- (4) The quorum for a Board Meeting shall be half the number of Board positions plus one.

Disqualification of Board Members

17. (1) The office of a Board member shall become vacant if a Board member:
- (a) dies
 - (b) resigns
 - (c) is disqualified from being a Board member by the Act
 - (d) is expelled as a member under these rules
 - (e) is permanently incapacitated by ill health
 - (f) is absent without leave of the Board from four consecutive meetings.

Officers and other Officials

18. (1) The officers of the Association shall consist of, in addition to those listed in Clause 13(3):
- (a) Patron
 - (b) Vice-Patron
 - (c) Sponsorship Coordinator
 - (d) Public Officer
 - (e) Privacy Officer
- (2) Other officials shall consist of:
- (a) Coaches of each state team
 - (b) Managers of each state team
 - (c) Members of committees, as elected or co-opted.

- (3) All officers and other officials shall be elected at the Annual General Meeting except that the Association Coaches and Managers of state teams. The Board can appoint an officer not duly elected at the Annual General Meeting.
- (4) The Association coaches and managers of state teams shall be appointed by the Board.
- (5) Officers shall be elected in the order shown in Clause 18(1).
- (6) An officer of the Association shall not be permitted while in office to act as a club delegate at general meetings.

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DIVISION 4 –MEETINGS

General Meeting

19. (1) The Annual General Meeting of the Association shall be held in Adelaide not later than the 30th day of August in each year on such a day as the Board may determine.

(2) The Association shall give at least thirty (30) days notice in writing of the date, time, place and agenda of Annual and Special General Meetings to all Affiliated Clubs, Life Members and to the officers and other officials appointed in accordance with the constitution.

(3) A quorum at General Meetings shall consist of one half of the number of eligible persons to vote in accordance with this Constitution plus one.

(4) At General Meetings, each Affiliated Club may be represented by two delegates whose names must be notified to the Secretary before those delegates shall be allowed to take part in the deliberations of the meeting.

(5) Each delegate recognised in accordance with Clause 19(4) and each member of the Board shall be entitled to one vote. The chairperson for the meeting shall be entitled to a casting vote only.

(6) Such notice, shall, where appropriate, include a list of all positions required under the constitution and by-laws to be filled at the Annual General Meeting.

(7) All financial members of the Association, Member Body and Life Members shall be entitled to speak at the meeting subject to the discretion of the chairperson.

(8) The business of the Annual General Meeting shall be

- (a) confirm the minutes of the previous Annual General Meeting;
- (b) receive the annual report, the financial statement and the auditors report;
- (c) consider notices on motion to add to, vary or amend the constitution,
- (d) elect:
 - i) officers of the Association as set out in clause 13(3) of this constitution
 - ii) other officials as set out in clause 18(1) of the constitution
 - iii) life members
 - iv) set honoraria.
- (e) accept the recommendation of the Board as to:
 - i) affiliation fee
 - ii) team nomination fees
 - iii) registration fees for the following year.
- (f) general business

(9) The Association may hold Special General Meetings of its membership.

- (10) A Special General Meeting may be convened by
- (a) A motion of the Board
 - (b) Requisition of not less than three Affiliated Clubs and signed by the secretary of each club.
- (11) Such motion or requisition shall state the business to be conducted at such Special General Meeting.
- (12) No other business except that for which the meeting was called may be transacted at a Special General Meeting.
- (13) Any Affiliated Club which is not represented at an Annual or Special General Meeting by the appropriate number of delegates shall be subject to such penalty, as the Board shall determine.

Procedure at General Meetings

20. (1) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

- (2) Subject to Clause 20(3), the President shall preside as chair of general meetings of the Association.
- (3) If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.
- (4) The chair of all meetings of the Association shall have unlimited authority on every question of order.
- (5) Any member with voting rights may challenge the ruling of the chair and move a motion of dissent, providing the motion is moved before any other business has commenced. The mover of the motion may speak for no longer than five minutes and the chair may reply and no other debate on the motion shall be allowed. Until the motion of dissent is put, the chair shall vacate the chair and another chair shall be appointed in the interim.
- (6) Unless inconsistent with these rules the rules of debate ordinarily adopted for the conduct of meetings shall be applied at the meetings of the Association.
- (7) At the first meeting of the Board after the Annual General Meeting, the members of the Board shall elect from the members a chair for the entire year.
- (8) Contested elections for positions in the Association shall be by secret ballot.

Poll at General Meetings

21. (1) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (2) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

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Special and Ordinary Resolutions

- 22. (1) A special resolution is a special resolution as defined in the Act.
- (2) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

Proxies

23. A member shall be entitled to appoint in writing (to the Secretary) a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association. (Note: Board Members are not allowed to act as a proxy for club delegates).

Minutes

- 24. (1) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- (3) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (4) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- (5) Minutes of all Executive meetings shall be kept with the minutes of the Board Meetings where the deliberations of the Executive were discussed. Any deliberation made by the Executive must be ratified by the Board at its next meeting.
- (6) The Secretary of any Affiliated Club making a request in writing to the Secretary may view the minutes of the Board and the Executive in the presence of the Secretary.

DIVISION 5 – FINANCIAL REPORTING

Financial Year

25. The financial year of the Association shall be the period of 12 months commencing on 1 July and ending on 30 June of each year.

Accounts

26. (1) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

(2) The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General Meeting.

(3) The Board may conduct a cheque account and such other savings or deposit accounts as are deemed necessary. These accounts may be with any Financial Institution approved by the Board.

(4) The signatories for the Association's accounts shall be any two of the President, Secretary or Director for Finance.

Auditor

27. (1) At each Annual General Meeting, the members shall appoint a person with the appropriate qualifications to be auditor of the Association.

(2) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

(3) If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

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DIVISION 6 – LEGAL

Prohibition against Securing Profits for Members

28. The assets, income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

Liability

29. The liability of the members of the Association is limited.

Limitation of Liability

30. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association and any other unpaid amounts as required under the by-laws.

Winding up

31. The Association may be wound up in the manner provided for in the Act.

Application of Surplus Assets

32. (1) If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to Australian Water Polo Inc or such other body as may succeed it and carry out a similar function.

(2) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Common Seal

33. (1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.

(2) The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two members of the Board.

(3) The seal shall be kept in the custody of the Director for Finance or such other person as the Board may from time to time decide.

Constitution

34. (1) The registered constitution shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

(2) The constitution may be altered (including an alteration to the Association’s name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

(3) The constitution shall not be amended, added to, or rescinded except at an Annual General Meeting or a Special General Meeting called for the purpose, for which at least 30 days notice shall be given to all financial members who are eligible to vote, stating the proposed amendment, addition or rescission of the Constitution.

(4) No such motion shall have effect unless carried by a majority of at least half plus one of the eligible members present and voting.

(5) The amendments, additions or rescissions shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

By-laws

35 (1) All members shall abide by the by-laws as defined.

(2) The Association shall give each Board member twenty eight (28) days notice of intention to move for the introduction of new by-laws or for the amendment or addition to the by-laws and a complete copy of such amendment, addition or new by-laws shall be circulated to all Affiliated Clubs with the minutes of the Board Meeting at which such notice is given.

(3) To pass such new by-laws or addition or amendment to a by-law shall require at least two thirds of the Board members present and voting at the meeting to vote in favour of the motion.

(4) A new by-law or addition or amendment to a by-law approved in accordance with this clause shall be effective from the date of the Board Meeting until ratified at the next Annual General Meeting, and shall be published in full in the minutes of such meeting.

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Amendment History

Reprint Summary

Reprint 1 19.7.2004

Amendment Details

(Entries in bold indicate amendments incorporated since the last reprint)

Substitution of entire constitution 19.7.2004