



**AUSTRALIAN  
WATER POLO**

**INCORPORATED**

**CONSTITUTION**

## Summary of Amendments

This summary reflects the most recent amendments to the Rules in accordance with the following AWPI Minutes

<b>MEETING</b>	<b>MINUTES ITEM NUMBER</b>	<b>RULES AND REGULATIONS AMENDED</b>
22 <sup>nd</sup> Annual Conference 24 April 2004	9.1	Constitution Clause 22.1.4 Clarification of role of Secretary, Board and Conference
23 <sup>rd</sup> Annual Conference 5 December 2004	7.1	Add Affiliate Membership
23 <sup>rd</sup> Annual Conference 5 December 2004	7.2	Amend to Two Appointed Directors
23 <sup>rd</sup> Annual Conference 5 December 2004	7.3	Add Policies become binding on Members
23 <sup>rd</sup> Annual Conference 5 December 2004	7.4	Add Athletes' Commission
24 <sup>th</sup> Annual Conference 4 December 2005	7.1	Amend Clauses 15.1 & 25.7.5 to allow Athletes' Commission Director voting rights at both Board Meetings & Conferences
Half Yearly Conference 1 July 2006	4.1	Add NWPL Commission and NWPL Appointed Director to the AWPI Board. Such Director to have Board voting rights, but no vote at Conference
Half Yearly Conference 1 July 2006	4.2	Change Australian Swimming Inc (ASI) to Swimming Australia Limited (SAL)
27 <sup>th</sup> Annual Conference 30 November 08	7.1	Amongst others, separation of conferences from general meetings; replacement of secretary with executive officer; objectives added; clubs and individual members defined; disciplinary committee to impose sanctions; et al
Half Yearly Conference 27 June 2009	5	Deleted clause 5.5.1 (removed limit on number of Life Members elected every two years) and renumbered remaining clauses in 5.1

<b>Table of Contents</b>	<b>Page</b>
--------------------------	-------------

<b>NAME, CONTROL, OBJECTS, POWERS</b>	
1. NAME	5
2. DEFINITIONS	5
3. OBJECTS	6
4. POWERS OF THE ASSOCIATION	6
<b>MEMBERSHIP, BOARD OF DIRECTORS, POWERS AND DUTIES OF THE BOARD OF DIRECTORS, PECUNIARY GAIN, CASUAL VACANCIES ON THE BOARD</b>	
5. MEMBERSHIP	7
6. BOARD OF DIRECTORS	8
7. POWERS AND DUTIES OF THE BOARD OF DIRECTORS	10
8. PECUNIARY GAIN	12
9. CASUAL VACANCIES ON THE BOARD	12
<b>EXECUTIVE OFFICER, PATRON, HONORARY LIFE PRESIDENT, PRESIDENT</b>	
10. EXECUTIVE OFFICER	13
11. PATRON	13
12. HONORARY LIFE PRESIDENT	13
13. PRESIDENT	13
<b>GENERAL MEETINGS, VOTING AT A GENERAL MEETING, MAIL VOTES, FINANCE, AUDIT</b>	
14. GENERAL MEETINGS	13
15. VOTING AT A GENERAL MEETING	14
16. MAIL VOTES	14
17. FINANCE	15
18. AUDIT	16
<b>CONDITIONS FOR CONDUCT OF CHAMPIONSHIPS AND COMPETITIONS, DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS, APPOINTMENT OF INVESTIGATING ACCOUNTANT</b>	
19. CONDITIONS FOR CONDUCT OF CHAMPIONSHIPS AND COMPETITIONS	16
20. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS	16
21. APPOINTMENT OF INVESTIGATING ACCOUNTANT	17
<b>APPEALS, DISCIPLINARY COMMITTEE, CODE OF CONDUCT, ATHLETES' COMMISSION, NATIONAL WATER POLO LEAGUE COMMISSION, DOPING POLICY</b>	
22. APPEALS	17
23. DISCIPLINARY COMMITTEE	18
24. CODE OF CONDUCT, DECISIONS AND POLICIES	19
25. ATHLETES' COMMISSION	19
26. NATIONAL WATER POLO LEAGUE COMMISSION	21
27. DOPING POLICY	23

**AMENDMENT TO THE CONSTITUTION, FUNDS, SEAL, WINDING UP OR  
CANCELLATION, INTERPRETATION**

28.	AMENDMENT TO THE CONSTITUTION	23
29.	FUNDS	23
30.	SEAL	23
31.	WINDING UP OR CANCELLATION	23
32.	INTERPRETATION	23

# CONSTITUTION OF AUSTRALIAN WATER POLO INC

## 1. NAME

The name of the Association shall be Australian Water Polo Incorporated, hereafter called 'the Association' or 'AWPI'.

## 2. DEFINITIONS

In the Constitution and By-Laws, unless the contrary intention appears from the context:

**'Affiliate Member'** means an affiliate member who is a non-playing member of a Member, or an affiliate member who is a non-playing member of AWPI.

**'Annual General Meeting'** means a meeting of AWPI held after the Association's financial year and in order to comply with the provisions of the Act.

**'Board'** means the Board of Directors of the Association elected in accordance with this Constitution.

**'SAL'** means Swimming Australia Limited.

**'Association and/or AWPI'** means Australian Water Polo Incorporated.

**'CAS'** means Court of Arbitration for Sport located in Sydney, Australia.

**'Club'** means a Club under the jurisdiction of a Member.

**'Commission'** means a committee established to conduct the business of a representative sector of the Association.

**'Director'** means a Director of the Association elected in accordance with this Constitution from time to time.

**'Disciplinary Committee'** means the committee appointed pursuant to Clause 23 of this Constitution.

**'Electronic Mail'** means facsimile or other means of electronic transmission of data approved from time to time by the Board.

**'Executive Officer'** means a person appointed in accordance with Clause 10 of this Constitution.

**'Exhaustive Ballot'** means the process by which the General Meeting vote for two (2) or more candidates and the candidate with the least number of votes is eliminated. This process is repeated until the required number of candidates remains.

**'FINA'** means Federation Internationale de Natation.

**'General Meeting'** means an Annual General Meeting or a Special General Meeting.

**'Individual Member'** means an individual member of a Club under the jurisdiction of a Member.

**'Mail'** means post or electronic mail.

**'Majority'** means a majority on an issue of not less than one-half of the number of votes eligible to be cast.

**'Member'** means a Member Body being a State or Territory Water Polo Association that has been granted the right of membership with AWPI.

'NWPL' means the League created and run by the National Water Polo League Commission as contemplated by Clause 26 hereof.

'Special General Meeting' means any meeting of the Association other than the Annual General Meeting convened in accordance with the provisions of this Constitution.

'Special Majority' means a majority on an issue of not less than two-thirds of the number of votes eligible to be cast.

'The Act' means the Association Incorporations Act of the Australian Capital Territory.

'Voting Member' means a person or body entitled to vote at a General Meeting of the Association in accordance with Clause 15 of the Constitution.

Words in the plural number shall include the singular and vice versa.

### **3. OBJECTS**

The objects of AWPI are:

- 3.1 to manage, promote, encourage and develop the sport of water polo throughout Australia;
- 3.2 to facilitate participation in international competitions;
- 3.3 to facilitate participation in national competitions; ~~and~~
- 3.4 to affiliate with FINA through SAL;
- 3.5 to develop talent identification and pathways for players, coaches, referees and officials; and
- 3.6 to establish and maintain financial security by obtaining funds from all sources, private, government, institutional and Members.

### **4. POWERS OF THE ASSOCIATION**

- 4.1 Subject to the Constitution the Association shall have full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and objects of the Association, including but are not limited to, the following:
  - 4.1.1 to ensure uniformity of rules for the control and regulation of water polo and the management of water polo competitions, within Australia, in accordance with the FINA Rules of water polo;
  - 4.1.2 to adjudicate on all matters of dispute referred by Members, whether of an interstate or internal nature, or relating to AWPI's own affairs;
  - 4.1.3 to control, in conjunction with any of its Members, the management of international water polo teams, players and officials visiting Australia;
  - 4.1.4 to control and manage Australian representatives in international competitions, either within or beyond Australia and to international events relating to water polo (subject to the authority of SAL);
  - 4.1.5 to control National Water Polo Championships and Competitions;
  - 4.1.6 to act, alone or in conjunction with any of its Members, in any matter concerning water polo within Australia;
  - 4.1.7 to act, alone or in conjunction with any of its Members, to promote AWPI and water polo generally beyond Australia;

- 4.1.8** to invest and deal with the money of the AWPI not immediately required in such manner as may be permitted by law for the investment of trust funds;
- 4.1.9** to print and publish including electronically any newspapers, periodicals, books or leaflets that AWPI may think desirable for the promotion of its objects; and
- 4.1.10** to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the AWPI.
- 4.2** In addition to the powers conferred by Clause 20 AWPI shall have the power to fine, reprimand, suspend, expel or otherwise deal with a Member, Club, Individual Member or Affiliate Member which or who in the opinion of the Disciplinary Committee;
  - 4.2.1** is or has been in breach of this Constitution; or
  - 4.2.2** is or has been guilty of misconduct of any kind, including but not limiting the generality thereof, of unfair practice relating to water polo or action which denigrates the sport of water polo; or
  - 4.2.3** breaches AWPI's anti-doping policy.
- 4.3** Should a Member, Club, Individual Member or Affiliate Member be dissatisfied with a decision of AWPI (**or** the Disciplinary Committee) it may, subject to the requirements of Sub Clause 22.2, appeal to the CAS, which shall hear and decide the appeal and whose decision shall be final and binding upon the parties.
- 4.4** AWPI shall have the power to make, vary or modify from time to time such rules and regulations as it deems necessary for the maintenance of discipline as envisaged by Clause 4.2.
- 4.5** Should a Club, Individual Member or Affiliate Member be dissatisfied with a decision (in accordance with Clause 22.1) of a Member, that decision maybe appealed to the Board of the AWPI which will receive and hear the appeal in a manner and at a time and place as it sees fit.

## **5. MEMBERSHIP**

- 5.1** Membership of AWPI shall consist of:
  - 5.1.1** Members;
  - 5.1.2** Associate Members;
  - 5.1.3** Affiliate Members;
  - 5.1.4** Life Members;
  - 5.1.5** Clubs; and
  - 5.1.6** Individual members.
- 5.2** A Member is a State or Territory Water Polo Association which is granted the right of membership with AWPI, provided always that one (1) Water Polo Association only shall be admitted to affiliation from each State or Territory of Australia;
- 5.3** Associate Membership may be granted to other bodies whose objectives are consistent with the objective of AWPI, on such terms as determined by a General Meeting by special majority;
- 5.4** Affiliate Membership may be granted to persons whose interests are consistent with the objective of AWPI, on such terms as determined by the Board;

- 5.5** Life Membership of the Association may be conferred by a special majority of a General Meeting on the recommendation of the Board upon any person who has for a period of not less than ten (10) years rendered outstanding service to the sport of Water Polo:
- provided that:
- 5.5.1** the Board recommends conferring the Life Membership and notice of such recommendation is given to all Delegates not less than thirty (30) days prior to the date of the General Meeting;
  - 5.5.2** a Life Member shall be eligible for election for any office of the Association;
  - 5.5.3** a Life Member shall not be entitled to vote unless being a Director of the Board and/or a Member in which case he/she shall have the voting right attached to such position; and
  - 5.5.4** a Life Member shall be presented with such badge or medallion as may be determined by the Board.
- 5.6** The Executive Officer shall keep and maintain a register of Members, Associate Members, Affiliate Members, Life Members, Clubs and Individual Members in which shall be entered the full name, address, membership type and date of acceptance of each member and the register shall be available for inspection by Members at the office of the Association during normal business hours.

## **6. BOARD OF DIRECTORS**

- 6.1** The affairs of the Association shall be managed and controlled by a Board of Directors which (in addition to any other powers and authorities expressly conferred upon the Board by this Constitution) may carry into effect all or any of the objects of the Association and may exercise all powers of the Association and do all such acts and things as may be exercised and done by the Association in a General Meeting, subject nevertheless to the provision of this Constitution and to the resolutions of the Association in a General Meeting. No such resolution shall invalidate any prior act of the Board which would have been valid had that resolution not been passed.
- 6.2** The Board of Directors shall consist of:
- 6.2.1** A President elected by the Annual General Meeting.
  - 6.2.2** Four (4) further Directors elected by the Annual General Meeting.
  - 6.2.3** Two (2) Appointed Directors whose appointment shall be at the discretion of the Board. The Board shall not be required to fill the appointed positions.
  - 6.2.4** One (1) Water Polo Athletes' Commission Director whose appointment shall be nominated by the Water Polo Athletes' Commission.
  - 6.2.5** One (1) National Water Polo League Commission Director whose appointment shall be nominated by the National Water Polo League Commission.
- 6.3** Appointed Director
- 6.3.1** Appointed Director shall be appointed by the Board on an annual basis as determined by the Board consistent with the following criteria:
    - 6.3.1.1** The appointment(s) shall be in response to a clearly identified opportunity in one or more governance requirements and/or skills not currently met by elected directors.

- 6.3.1.2** The Appointed Director must be prepared to make a commitment to serve the best interests of AWPI as an organisation, not just focus on their special contribution.
- 6.3.1.3** The Appointed Director will make a commitment to attend all board meetings subject to the provision of Sub Clause 7.4.7 applying to the Appointed Directors.
- 6.3.1.4** The Board shall, in the first instance, notify Members of its intention to appoint a Director, identifying the reason/s for such an appointment, inviting Members to submit the names of their Individual Members who, in their view, could be a suitable candidate.
- 6.3.1.5** The Board shall provide a timeframe within which all suggestions will be received.
- 6.3.1.6** The Board may seek its own nominations for the position/s.
- 6.3.1.7** Having consideration for the submissions made by Members, the Board shall make the appointment(s) without any requirement to justify their decision or consult further with Members.
- 6.3.1.8** The Board shall notify Members of such appointments made.
- 6.3.1.9** The Appointed Director shall have the same responsibilities and liabilities as all other Directors but they shall not be entitled to vote at a General Meeting.

#### **6.4** Term of Office

- 6.4.1** All elected Directors (including the President) shall hold office for four (4) years.
- 6.4.2** The election of Directors (including the President) shall be staggered beginning 2003 when two (2) Directors are required to stand down but are eligible for re-election; in the fourth year two (2) Directors and the President must stand down but all are eligible for re-election
- 6.4.3** The Water Polo Athletes' Commission Director shall hold office for four (4) years but is eligible for re-election.
- 6.4.4** The National Water Polo League Commission Director shall hold office for two (2) years but is eligible for re-appointment.

#### **6.5** Election of the President

- 6.5.1** The President shall be elected by the Annual General Meeting.
- 6.5.2** In the event that there is more than one candidate for the position as President then such position shall be decided by an exhaustive ballot.

#### **6.6** Election of Directors

- 6.6.1** Nominations for Directors, **or** to fill any casual vacancy, may be made by any Member and shall be submitted in writing to the Executive Officer not less than thirty (30) days prior to the Annual General Meeting. Such nominations shall be signed by the person nominated. The Executive Officer shall cause such nominations to be included in the agenda of the Annual General Meeting in question.
- 6.6.2** Directors shall be elected by the Annual General Meeting.
- 6.6.3** If the number of nominations for the vacant positions exceeds the number of vacancies to be filled, an exhaustive ballot shall be held.

- 6.6.4** All nominations for the vacant position(s) shall be placed on a ballot paper for voting by the Annual General Meeting.
- 6.6.5** In the event of a tied vote the incumbent President, shall vote to break the deadlock.
- 6.6.6** The Water Polo Athletes' Commission Director shall be appointed by the Water Polo Athletes' Commission.
- 6.6.7** The National Water Polo League Commission Director shall be appointed by the National Water Polo League Commission from those Commissioners elected under clause 26.1.1.
- 6.6.8** All Office Holders from the immediate past year shall remain in office until the conclusion of the Annual General Meeting at which time all newly elected Office Holders shall take office.

## **7. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 7.1** The Board of Directors shall govern and control the affairs of the Association between Annual General Meetings and may exercise all such powers of the Association as are not, by Law or by this Constitution, required to be exercised by a General Meeting.
  - 7.1.1** The Board may establish and disestablish such committees and delegate powers to such committees as are required to assist it to fulfil its governance duties.
  - 7.1.2** The Board shall be indemnified from the funds of the Association in respect of any liability (excepting acts of fraud, malfeasance or defalcation) that they collectively or individually may incur as a result of any decision taken or act made in accordance with their powers pursuant to the Constitution.
- 7.2** The Board shall:
  - 7.2.1** promote and co-ordinate the activities of the Association, and to this end may negotiate or work with international and local organisations as required in order to fulfil the objects of the Association;
  - 7.2.2** publish handbooks, manuals, electronic training and other aids, and other material, and disseminate information and publicity;
  - 7.2.3** control the use of the name of the Association, logos, membership cards and emblems;
  - 7.2.4** foster the activities of the Association and co-operation between Members and Members and other groups in the interests of the Objects of the Association;
  - 7.2.5** have general responsibility for the development of the Association and for the development of water polo throughout Australia in accordance with the Objects and the wishes of the Members;
  - 7.2.6** have the power to appoint and terminate the appointment of an Executive Officer whose role shall be to manage the affairs of the Association. The Board shall direct the Executive Officer to achieve certain outcomes or to work within certain policies determined from time-to-time by the Board;
  - 7.2.7** present to the Annual General Meeting a full report of its activities and the business done by it during its year in office and of any matters of interests and importance to the Association transpiring during the period since the Board last reported to Members; and

**7.2.8** the President shall present the annual financial report which shall include statements of financial activity and a statement of financial position prepared in accordance with commonly accepted standards of good accounting practice.

In addition to the above powers, the Board:

**7.2.9** may make such By-Laws as are necessary and convenient to give effect to this Constitution provided however that where any such By-Laws are inconsistent with this Constitution then to the extent of such inconsistency this Constitution shall prevail and any By-Law may be set aside by the majority of a General Meeting;

**7.2.10** shall deal with such matters as are delegated by a General Meeting or by a mail vote of the Association;

**7.2.11** may submit collectively recommendations and Notices of Motion to a General Meeting, which recommendations and Notices of Motion shall not require seconding by any Member; and

**7.2.12** may authorise the expenses of the Board, in attending a General Meeting, which shall, as appropriate to and reasonable in the circumstances, be paid from the funds of the Association.

**7.3** Legal responsibilities of Directors.

**7.3.1** A duty of care and diligence. In the exercise of his or her powers or the exercise of his or her duties, a director of the Association must exercise the degree of care and diligence that a reasonable person in a like position in a corporation would exercise in the Association's circumstances.

**7.3.2** No improper use of inside information. A director or former director of the Association must not, in relevant circumstances, make improper use of information acquired by virtue of his or her position to gain, directly or indirectly, an advantage for him or herself as or for any other person or to cause detriment to the Association.

**7.3.3** No gain by improper use of the position. A director of the Association must not, in relevant circumstances, make improper use of his or her position to gain, directly or indirectly, an advantage for him or herself as or for any other person or to cause detriment to the Association.

**7.4** Proceedings of the Board.

**7.4.1** The Board shall meet as often as is necessary to conduct its business. A meeting of the Board shall be convened by the Executive Officer upon request by the President or when two (2) Directors of the Board consider it necessary.

**7.4.2** The quorum at a meeting of the Board shall be four (4) Directors, three of whom must be elected Directors.

**7.4.3** The Board shall meet at least six (6) times per year at such times and places as determined by the Board with not less than four (4) of those meetings being meetings where Board members attend in person.

**7.4.4** Notice shall be given to Directors of a General Meeting, specifying the general nature of the business to be transacted.

**7.4.5** In the absence of the presence of the President, the Directors shall elect from among their members a Chairman to preside over the proceedings of that meeting.

- 7.4.6** All Directors shall receive due notice of all Board meetings together with papers and documents relevant to the proceedings of the meetings.
- 7.4.7** Should a Director be absent without approval (which would be not reasonably withheld) for two (2) consecutive meetings, the Director will be required to vacate the position.

## **8 PECUNIARY GAIN AND CONFLICT OF INTEREST**

- 8.1** No Director shall receive or obtain any pecuniary gain from the property or operation of the Association provided that this rule shall not prevent the payment of remuneration to Directors as the Annual General Meeting shall approve.

## **9. CASUAL VACANCIES ON THE BOARD**

- 9.1** For the purposes of this Constitution the office of an elected Director of the Board becomes vacant if the Director:
- (a) dies;
  - (b) resigns his office in writing addressed to the Executive Officer; the resignation takes effect on:
    - (i) the day and at the time the notice is received by the Executive Officer; or
    - (ii) if a later day is stated in the notice the later day
  - (c) is removed from office by vote of a special majority at a General Meeting at which due notice has been given providing that:
    - (i) the Director is given full and fair opportunity to show cause why he/she should not be removed from office prior to the vote being taken
    - (ii) the Director has no right of appeal against removal from office under Sub Clause 9.1 (c)
  - (d) becomes of unsound mind or is a person whose estate is liable to be dealt with any way under the laws relating to mental health;
  - (e) becomes insolvent under administration within the meaning of the Corporations Law;
  - (f) is absent without the consent of the Board for two (2) consecutive meetings of the Board without approval (which would be not reasonably withheld).
- 9.1.1** In the event of a casual vacancy occurring for an elected Director, the Board may appoint a person from among its Members' constituency, i.e. an Individual Member, of a Member, to fill the position until the next Annual General Meeting at which time the position will become vacant. If, at the time of that Annual General Meeting, the term of the elected Director whose position became vacant would normally have one (1) two (2) or three (3) years to run, the newly elected person's time in office will be restricted to the remaining term of the vacated position.
- 9.1.2** In the event of a vacancy occurring in an appointed position, the Board shall determine whether to refill the position subject to Sub Clauses 6.3.1.1 – 6.3.1.9.

## **10. EXECUTIVE OFFICER**

- 10.1** The Board may appoint, suspend or remove an Executive Officer and may vest in him or her such powers and authorities as the Board of Directors may from time-to-time determine. The Executive Officer so appointed shall exercise all such powers and authorities subject in all things to the control of the Board of Directors to be exercised in such a manner as determined by the Board.
- 10.2** The Executive Officer shall not be a Director but shall attend all Board meetings at the request of the Board.
- 10.3** The Executive Officer shall be required to present to the Board all such reports and information as the Board requires including: financial reports on the financial position of the Association, reports indicating progress towards the achievement of the Objects of the Association or strategic directions determined by the Board from time-to-time, compliance with Board policies or externally imposed requirements and any further reports as determined from time-to-time by the Board.
- 10.4** The Executive Officer shall provide the Board with whatever other support as is required by the Board in order to meet its Duty of Care responsibilities and its obligations to Members.

## **11. PATRON**

- 11.1** The Patron shall be appointed on the recommendation of the Board by the Annual General Meeting.

## **12. HONORARY LIFE PRESIDENT**

- 12.1** The Honorary Life President shall be appointed on the recommendation of the Annual General Meeting to carry out specified activities who may attend General Meetings with the right to speak at General Meetings of the Association but with no vote.

## **13. PRESIDENT**

- 13.1** The President shall represent the Association and shall preside over each General Meeting of the Association or the Board. The President may not be a paid officer of the Association.

## **14. GENERAL MEETINGS**

- 14.1** The Board must, in addition to any other meeting it holds, hold an Annual General Meeting once in each calendar year, within a period of five (5) months beginning at the end of the Association's most recently ended financial year.
- 14.2** The business of the Annual General Meeting shall include:
- (a) the election of the Directors to fill vacancies consistent with the rotation schedule;
  - (b) confirmation of the Minutes of the previous Annual General Meeting;
  - (c) receipt of the Annual Report, Statement of Accounts, Balance Sheet of the Association and the Auditor's Report thereon;
  - (d) election of Auditor;

- (e) acceptance of new Members;
- (f) determining the Annual Membership Fee for the ensuing years and other such fees as the Annual General Meeting determines; and
- (g) such other business of which due notice has been given.

Additional General Meetings shall be summoned by the Executive Officer when so directed by the Board or upon a written request of not less than five (5) Member Bodies. A General Meeting may be held as a telephone or videoconference.

**14.3** For all General Meetings the following shall apply:

- 14.3.1** a quorum shall consist of at least four (4) Members and two (2) members of the Board;
- 14.3.2** a notice of a General Meeting shall be mailed at least thirty (30) days prior to that meeting to each Member of the Board, the Delegate (if known) and the Executive Officer of each Member, Associate Members and Life Members. The accidental omission to give notice of any meeting to any person or Body entitled to receive such notice shall not invalidate any Resolutions passed thereat;
- 14.3.3** the Agenda for a General Meeting shall be mailed by the Executive Officer at least twenty one (21) days prior to the meeting to each Member of the Board, each Delegate, each Secretary of each Member, Associate Member and Life Members; and
- 14.3.4** all General Meetings shall be open to observers being members of Members and to the media except when the General Meeting shall decide to go into Committee.

## **15. VOTING AT A GENERAL MEETING**

- 15.1** Each Member shall be entitled to three (3) votes. Directors and the Water Polo Athletes' Commission Director shall be entitled to one (1) vote, Appointed Directors and the National Water Polo League Director are not entitled to vote.
  - 15.1.1** Each vote shall be given personally.
  - 15.1.2** In the event of a Delegate being unable to attend a General Meeting of the Association a proxy Delegate may be appointed in writing or electronic transmission from the Secretary or other authorised officer of the Member, the appointment notice being tendered at the time of the commencement of the General Meeting.
- 15.2** The Chairman of the General Meeting shall have a casting vote in addition to a deliberate vote.

## **16. MAIL VOTES**

- 16.1** A resolution of Members shall be submitted to a mail vote when directed by the Board where it determines that this is appropriate given the expediency of a mail vote and the urgency of the matter in question.
- 16.2** Any such mail vote shall be in accordance with the following procedure:
  - 16.2.1** the Executive Officer shall, upon receipt of the directive aforesaid, forthwith despatch a copy of the resolution to each Member and each Director;

- 16.2.2** such despatch shall, at the decision of the President, be either by post or by electronic mail and shall be accompanied by a notice stating the date upon which the voting will close and whether the voting is by post or electronic mail;
- 16.2.3** the despatch of the resolution and notice shall be deemed to have been received by each Member and each member of the Board in the case of:
  - 16.2.3.1** post two days after posting; and
  - 16.2.3.2** electronic mail at the conclusion of the day of despatch;
- 16.2.4** all votes must be received by the Executive Officer by 5pm on the day specified by the Executive Officer as being the day upon which voting will close.
- 16.3** upon the closing of voting, the Executive Officer shall forthwith examine the votes as received by him or her and forthwith convey by mail to each Member the result of the voting so received by him or her;
- 16.4** in the event of an equal number of votes for and against being recorded the resolution shall be deemed to be not carried; and
- 16.5** a vote on any resolution so taken by post shall be as valid and binding in all respects as if the same had been taken in due manner at a duly convened meeting of the General Meeting and shall be recorded in the Minutes.

## 17. FINANCE

- 17.1** The financial year of the Association shall commence on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June in the following calendar year.
- 17.2** Each Member shall pay such annual Membership Fee as is prescribed by the Association from time-to-time at an Annual General Meeting. Each such annual Membership Fee shall be payable on the last day of December in each year.
- 17.3** All receipts and payments shall pass through the bank account of the Association.
- 17.4** Each Member must keep proper books of account which give a true and fair view of the financial condition and state of affairs of that Member and provide to the Board:
  - 17.4.1** on or before the expiration of seventy five (75) days from the end of that Member's financial year in each and every year, copies (certified as true and correct) of that Member's annual report and profit and loss accounts, duly audited and any special audit reports for its last past financial year;
  - 17.4.2** at any time upon the giving of thirty (30) days written notice to the Member, copies of that Member's profit and loss accounts certified as true and correct by that Member for such period (but not greater than twelve (12) months) as the Board may require; and
  - 17.4.3** such further documents and papers as the Board believes are necessary to obtain a true and fair view of the financial condition and state of affairs of that Member.
- 17.5** Each Member must ensure that the accounts furnished under Clause 17.4 are prepared in accordance with accounting practices and principles generally accepted in Australia and are consistently applied.

- 17.6** In the event that a Member does not comply with the provisions of Clause 17.4 then the Board may deem that Member unfinancial and the provisions of Clause 21.1 shall apply.

## **18. AUDIT**

- 18.1** The accounts of the Association are to be audited by a suitably qualified Auditor who shall be appointed by the Members at the Annual General Meeting.

## **19. CONDITIONS FOR CONDUCT OF CHAMPIONSHIPS AND COMPETITIONS**

- 19.1** The Association shall conduct such Championships and/or Competitions as may be agreed by a General Meeting of the Association.
- 19.2** Such Championships and/or Competitions shall be conducted in accordance with the By-Laws of the Association.

## **20. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

### **20.1**

- 20.1.1** The Association has the power to reprimand, fine, suspend, disqualify, expel or otherwise deal with a Member, Club, Individual Member or Affiliate Member which, in its opinion has been guilty of conduct warranting such action.
- 20.1.2** In exercising the power contemplated by Clause 20.1.1, the Association may refer a Member, Club, Individual Member or Affiliate Member to the Disciplinary Committee contemplated by Clause 23 of this Constitution to deal with a matter at hand. In the event that a matter is referred to the Disciplinary Committee that committee has the same powers as the Association contemplated by Clause 20.1.1 hereof.
- 20.1.3** The powers of the Association and the Disciplinary Committee contemplated by this Clause may be exercised in substitution of, or in addition to any other power afforded by this Constitution, the By-Laws of the AWPI or the Operations Manual of the NWPL from time to time.

- 20.2** Members, which under their own rules have suspended a Club, Individual Member or Affiliate Member or deemed them ineligible for competitions conducted by the AWPI, shall notify the AWPI of any suspension. The Executive Officer of the AWPI will maintain a register of all suspensions.

- 20.3** A Member which becomes unfinancial either:

**20.3.1** in accordance with Clause 17.6 above; or

**20.3.2** because of its failure to pay any amount owing to AWPI (including, but not limited to annual subscription or capitation fees);

may be suspended from membership of the AWPI and such suspension shall remain in force until thirty (30) days after the moneys outstanding have been paid to the Association.

- 20.4** For the purpose of Sub Clause 20.3.2 a Member shall be deemed to have failed to pay an amount owing when that amount remains unpaid three (3) calendar months after the date of such amount becoming due, a request for payment of that amount having been made in writing by the AWPI during the relevant three (3) month period.

- 20.5** The membership of a Member shall cease with the dissolution, winding up or deregistration of that Member.

## **21. APPOINTMENT OF INVESTIGATING ACCOUNTANT**

- 21.1** In the event that a Member is deemed unfinancial pursuant to Clause 17.6 and is suspended by the AWPI in accordance with Clause 20.3 ('the Suspended Member'), then in addition to its other rights and powers the Board may in its discretion, appoint accountants to investigate the affairs and financial position of the Suspended Member. The investigating accountant(s) are authorised by the Suspended Member to take all actions which may be reasonably necessary for the purpose of their investigation and the Suspended Member shall give them all reasonable assistance for that purpose and provide the investigating accountant(s) with access to and/or copies of (where requested) all relevant documents.
- 21.2** The Association shall bear the costs and expenses of any investigation under this Clause.

## **22. APPEALS**

- 22.1** Appeals from decisions of Members, the NWPL and/or the Disciplinary Committee.
- 22.1.1** A Club, Individual Member or Affiliate Member may appeal a decision of a Member, the NPWL or the Disciplinary Committee to the AWPI. The appeal must be lodged in writing with the Executive Officer of the AWPI within fourteen (14) days of that decision having been made by the Member, the NWPL or the Disciplinary Committee as the case may be.
- 22.1.2** A fee of \$50.00 must be paid to the Executive Officer of the AWPI at the time of lodging the Notice of Appeal.
- 22.1.3** A decision appealed in accordance with Sub Clause 22.1.1 shall be heard by the Board within fourteen (14) days of the receipt of the appeal.
- 22.1.4** The Executive Officer shall notify the Member and the Directors of the Board of the receipt, subject and argument of any appeal within seven (7) days of receipt and convene a meeting to address the appeal within fourteen (14) days. The decisions of the appeal shall be placed on the agenda for the next General Meeting.
- 22.1.5** An appeal under Sub-Clause 22.1.1 shall be made in writing to the Executive Officer and shall be accompanied by extracts or copies of all documents quoted or relating to the case and such other particulars as are judged necessary by the appellant.
- 22.1.6** The Member against whose decision the appeal has been made shall be entitled to place the reasons for its decision before the Association.
- 22.1.7** The Association may call upon any Member, Club, Individual Member or Affiliate Member who is the subject of discipline, suspension or expulsion or who has lodged an appeal in accordance with Sub Clause 22.1.1 to forward such books and documents, or copies thereof, as may be deemed necessary and expedient. Failure to comply with such requests shall render the offenders liable to such penalty as the Association may determine.

- 22.1.8** Members will be advised of all decisions made by the AWPI in accordance with this Clause within fourteen (14) days of that decision being made.
- 22.2** Appeals from decision of the AWPI.
- 22.2.1** A Member, Club, Individual Member or Affiliate Member may appeal the decision of the AWPI to the CAS in accordance with Clause 4.3;
- 22.2.2** Any appeal made in accordance with Sub Clause 22.2.1 must be made to the CAS within fourteen (14) days of the decision by AWPI.
- 22.2.3** A decision made by the CAS following an appeal in accordance with Sub Clause 22.2.1 is final and binding upon all parties and shall not be appealed by any party.
- 22.3** If, after the expiration of the fourteen (14) day period, referred to in Sub Clause 22.2.2, no appeal to the CAS has been lodged, or if the appeal has been lodged within the required time, on the determination of the appeal, the Association shall notify all Members of the decision of the AWPI or the CAS, as the case may be.

## **23. DISCIPLINARY COMMITTEE**

- 23.1** The Disciplinary Committee shall comprise six (6) members. Each member is to be appointed by the Board at its discretion.
- 23.1.1** At any one time a minimum of two (2) members of the Disciplinary Committee shall be legal practitioners practising or entitled to practise in any State or Territory of the Commonwealth of Australia.
- 23.1.2** At each hearing, the Disciplinary Committee will consist of three (3) of the members referred to in Clause 23.1, each of those members to be determined by the Board. At least one (1) of those members shall be a legal practitioner in accordance with Sub Clause 23.1.1 and will act as Chairman of that hearing.
- 23.1.3** The Disciplinary Committee shall, using such procedures as it shall from time to time determine (so long as the principles of natural justice are observed) hear disciplinary matters referred to it by the Executive Officer and impose sanctions. Such sanctions shall either be to fine, reprimand, suspend, expel or otherwise deal with a Member, Club, Individual Member or Affiliate Member who in the opinion of the Disciplinary Committee is guilty of conduct for which the matter is being heard by the Disciplinary Committee.
- 23.2** If any Member, Club, Individual Member or Affiliate Member who is required by the Disciplinary Committee to assist in carrying out its duties fails to give such assistance it shall automatically be suspended from affiliation or membership of the Association until such assistance is given.
- 23.3** Any Member, Club, Individual Member or Affiliate Member against whom a sanction is imposed by the Disciplinary Committee may appeal to the Board in writing within fourteen (14) days of the date the sanction is imposed.

## **24. CODE OF CONDUCT, DECISIONS AND POLICIES**

- 24.1** The code of conduct set out in the By-Laws shall be binding on all Members, Clubs, Individual Members and Affiliate Members.

- 24.2** Policies adopted by AWPI from time to time and subsequently endorsed by a General Meeting shall be binding on all Members, Clubs, Individual Members and Affiliate Members.
- 24.3** Decisions of the AWPI, NWPL Judiciary and the Disciplinary Committee are binding on all Members, Life Members, Associate Members, Clubs, Individual Members and Affiliate Members and must be upheld and complied with by them.

## **25. WATER POLO ATHLETES' COMMISSION**

- 25.1** There shall be a committee entitled the Water Polo Athletes' Commission consisting of the following persons:
- 25.1.1** Three (3) current members of the National Teams;
  - 25.1.2** Two (2) recently retired National Teams members (for the purposes of this clause a "recently retired National Teams member" means any Water Polo Athlete who has represented Australia in open competition in the preceding two (2) Olympiads);
  - 25.1.3** As Ex-officio any member of the Australian Olympic Committee Athletes' Commission who competes or competed in Water Polo.
- 25.2** To be eligible for election to the Water Polo Athletes' Commission a person must be at least eighteen (18) years of age and must not have been sanctioned for a doping offence during his or her sports career.
- 25.3** Election of commission members shall be conducted in the following manner:
- 25.3.1** National Teams and National Squads Athletes shall be those Athletes included in the Men, Women, Junior Men and Junior Women National Teams and Squads. To be eligible to take part in the Water Polo Athletes' Commission, a person must be at least eighteen (18) years of age.
  - 25.3.2** Current National Teams members shall be elected for four years by ballot conducted amongst members of the National Teams and National Squads during the year of an Olympiad.
  - 25.3.3** Recently retired National Teams members shall be elected for four years by ballot conducted amongst members of the National Teams and National Squads from nominations received from the National Teams, National Squads and Member Associations during the year of an Olympiad.
  - 25.3.4** In all such ballots the "National Teams" shall comprise those Water Polo Athletes selected to represent Australia at the major international event/s for the calendar year as defined by the Board from time to time. The "National Squads" shall be as selected by the AWPI selectors for that calendar year. Each member of the National Teams and National Squads shall have one vote in each category of Current National Team Members and Recently Retired National Team Members.

**25.3.5** At least two of the elected members of the Water Polo Athletes' Commission shall be female and at least two members shall be male. If at the first ballot this minimum composition requirement is not achieved then the ballot shall be declared in the following order:

**25.3.5.1** The two males with the highest number of votes;

**25.3.5.2** The two females with the highest number of votes;

The ballot will be counted across both current and retired National Teams members' nominations with at least one of each gender being elected from the recently retired National Teams members.

**25.3.6** In the event of any vacancy occurring on the Water Polo Athletes' Commission through death, removal or resignation, the following procedures will apply:

**25.3.6.1** The person eligible for appointment under clause 25.3 who received the next highest number of votes in the ballots at the election conducted according to clause 25.3 procedures and, subject to the conditions set out in clause 25.2, will be automatically appointed for the balance of the term of the member he or she replaces.

**25.3.6.2** If two or more persons received the next highest number of votes in the ballots at the relevant election, then the preference will be given to the youngest candidate.

**25.3.6.3** If the person appointed to fill that vacancy is unable or unwilling to take up office then a replacement will be appointed according to the procedures set out in clauses 25.3.6.1 and 25.3.6.2 until the vacancy is filled.

**25.3.6.4** If there are no eligible candidates to fill the vacancy, then the remaining members of the Water Polo Athletes' Commission will appoint a person to fill the vacancy provided the person appointed fulfils the eligibility criteria set out in clause 25.3.

**25.4** The Water Polo Athletes' Commission shall at its first meeting after the AWPI Annual General Meeting each year elect a Chair.

**25.5** The operation of the Water Polo Athletes' Commission shall be agreed by its members from time to time.

**25.6** A Commission nominee shall act as Secretary for meetings.

**25.7** The functions of the Water Polo Athletes' Commission shall be to:

**25.7.1** advise the Board of AWPI on matters which impact directly on Water Polo Athletes;

**25.7.2** nominate a representative to represent the Water Polo Athletes' Commission on the Board of AWPI;

- 25.7.3** nominate representatives from among their members to represent Water Polo Athletes on AWPI committees as requested from time to time;
  - 25.7.4** nominate athletes for election by ballot to the Australian Olympic Committee Athletes' Commission;
  - 25.7.5** appoint one (1) Delegate to represent it at General Meetings of AWPI with the powers and duties as defined for a Director of the AWPI Board; and
  - 25.7.6** provide leadership and direction on matters that directly relate to Water Polo Athletes.
- 25.8** The Water Polo Athletes' Commission must meet at least once a year and for such meetings a quorum must consist of a majority of its members.
  - 25.9** Members of the Water Polo Athletes' Commission must have equal voting rights provided the Chairperson of the Water Polo Athletes' Commission may have a casting vote in addition to his or her deliberative vote.
  - 25.10** Within its financial means, AWPI shall assist the organisation of the meetings of the Water Polo Athletes' Commission and communications between the members of the Water Polo Athletes' Commission.

## **26. NATIONAL WATER POLO LEAGUE COMMISSION**

- 26.1** There shall be a committee entitled the National Water Polo League Commission consisting of the following persons:
  - 26.1.1** Three (3) Commissioners elected by the National Water Polo League Clubs from representatives of those Clubs;
  - 26.1.2** Two (2) Commissioners appointed by Australian Water Polo Board of Directors;
  - 26.1.3** The National Water Polo League Commissioners shall hold office for two (2) years but are eligible for re-election or re-appointment.
- 26.2** To be eligible for election to the National Water Polo League Commission a person must be at least eighteen (18) years of age.
- 26.3** In the event of any vacancy occurring on the National Water Polo League Commission through death, removal or resignation, the following procedures will apply:
  - 26.3.1** The person eligible for appointment under clause 26.1.1 shall be nominated by the National Water Polo League Clubs and automatically appointed for the balance of the term of the member he or she replaces.
  - 26.3.2** The person eligible for appointment under clause 26.1.2 shall be appointed by the Australian Water Polo Board of Directors and automatically appointed for the balance of the term of the member he or she replaces.

- 26.3.3** If there are no eligible candidates to fill the vacancy, then the remaining members of the National Water Polo League Commission will appoint a person to fill the vacancy.
- 26.4** The National Water Polo League Commission shall at its first meeting each year elect a Chair from those Commissioners elected according to 26.1.1.
- 26.5** The operation of the National Water Polo League Commission shall be agreed by its members from time to time.
- 26.6** A Commission nominee shall act as Secretary for meetings.
- 26.7** The functions of the National Water Polo League Commission shall be to:
- 26.7.1** oversee the conduct of the NWPL as the Association's premier competition.
  - 26.7.2** advise the Board and receive advice from the Board of AWPI on matters which impact directly on the National Water Polo League;
  - 26.7.3** nominate a representative to represent the National Water Polo League Commission on the Board of AWPI;
  - 26.7.4** nominate representatives from among their members to represent National Water Polo League Commission on AWPI committees as requested from time to time;
  - 26.7.5** provide leadership and direction on matters that directly relate to the National Water Polo League, namely, but not limited to;
    - 26.7.5.1** coalesce the NWPL Operations Manual with AWPI Policies and Procedures with periodic review;
    - 26.7.5.2** establishment of the budget in consultation with the clubs and report on performance against budget to clubs;
    - 26.7.5.3** establishment and review of criteria for entry to and exclusion from the competition of clubs and of teams and from time to time apply same;
    - 26.7.5.4** establishment and review of license agreements; and
- 26.8** The National Water Polo League Commission must meet at least once a year and for such meetings a quorum must consist of a majority of its members.
- 26.9** Members of the National Water Polo League Commission must have equal voting rights provided the Chairperson of the National Water Polo League Commission may have a casting vote in addition to his or her deliberative vote.
- 26.10** Within its financial means, AWPI shall assist the organisation of the meetings of the National Water Polo League Commission and communications between the members of the National Water Polo League Commission.

## 27. DOPING POLICY

- 27.1** The Association may formulate, adopt, issue, interpret and amend such anti-doping regulations as are necessary or desirable for the proper management and administration of the Association and to advance the purposes and meet the obligations of the Association.

## **28. AMENDMENT TO THE CONSTITUTION**

- 28.1** An addition to, amendment or rescission wholly or in part of this Constitution, may be made at a General Meeting called for the purposes of adding to, amending or rescinding the Constitution, by special majority:
- 28.1.1** of which thirty (30) days notice in writing has been given to the Executive Officer; and
  - 28.1.2** of which a copy of such notice has been forwarded to each voting Member and to each Member at least **twenty one (21)** days before a General Meeting.

## **29. FUNDS**

- 29.1** The funds of the Association shall be derived from the annual subscriptions, donations and other sources as the Board determines.
- 29.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed in accordance with the policy determined by the Board from time to time.

## **30. SEAL**

- 30.1** The Common Seal of the Association shall be kept in the custody of the Executive Officer.
- 30.2** The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatories of any two Directors of the Board.
- 30.3** The Executive Officer shall record the use the Common Seal in the minutes of the Board and the seal register of the Association.

## **31. WINDING UP OR CANCELLATION**

- 31.1** In the event of the winding up or the cancellation of the incorporation of the Association and there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its or their property among its or their members, such institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such expert as appointed by SAL.

## **32. INTERPRETATION**

- 32.1** The Chairman of any General Meeting shall be the interpreter of the Constitution and By-Laws with respect to that General Meeting, subject to the normal laws of meetings and provisions of the Act.