

# CONSTITUTION

## HENLEY WATER POLO CLUB INC



### 1. **NAME:**

1.1 The name of the club is Henley Water Polo Club Incorporated ('the Club')

### 2. **AIMS AND OBJECTIVES:**

- 2.1 encourage, promote and advance the sport of water polo
- 2.2 to enter teams of Members in competitions in the Sport; In competition the teams will be known as the 'Henley Sharks'
- 2.3 affiliate with South Australian Water Polo Inc ('WPSA')
- 2.4 to maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members.

### 3. **DEFINITIONS:**

In this Constitution, unless the context otherwise requires, or some other meaning is clearly intended:-

- 3.1 **'The Club'** means Henley Water Polo Club Incorporated.
- 3.2 A **'financial member'** means a person having applied for, and been accepted for membership with the Club, and having paid membership fees in full for the current year.
- 3.3 **'The Committee'** means the Committee of management as provided for in clause 6.
- 3.4 An **'Ordinary Resolution'** means a resolution passed by more than 50% of those attending a relevant meeting who are eligible to vote.
- 3.5 A **'Special Resolution'** means a resolution passed by a majority of 75% of those attending a relevant meeting who are eligible to vote.

### 4. **MEMBERSHIP:**

- 4.1 Members shall be persons who have agreed to accept the above Aims and Objectives and to be bound by this Constitution and the by-laws and policies of the Club as enacted from time to time, paid the prescribed membership fee, and who fulfil these requirements:
  - 4.1.1 have applied in writing for membership and have been accepted as Members by majority vote of the Committee.
  - 4.1.2 The adult, parent or guardian who registers a member under 18 accepts the voting rights of this underage member.
- 4.2 Annual membership fees will be determined by the Committee, and will become due on the first day of the financial year and/or following the WPSA Annual General Meeting in which WPSA sets their membership fees.
- 4.3 The Committee has the right to reject any application for membership and need not provide any reasons for its decision.
- 4.4 There are four categories of membership, as follows:
  - 4.4.1 Ordinary Membership
  - 4.4.2 Life Membership
    - 4.4.2.1 Life Membership is the highest honour that can be bestowed by the Club for longstanding (at least 10 years) and valued service to the Club
    - 4.4.2.2 Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
    - 4.4.2.3 A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.

4.4.2.4 A Life Member has all the rights of an Ordinary Member.

4.4.2.5 A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid to play in a team representing the Club).

4.4.3 Associate Membership

4.4.3.1 A non-playing adult may request membership of the club in writing. Acceptance requires a majority Committee vote.

4.4.3.2 An associate member can sit on the Committee and have voting rights.

4.4.3.3 An associate member is eligible to apply for associate membership with WPSA

4.4.4 Honorary Membership

4.4.4.1 Patron - The Club may elect a patron as an honorary member of the Club.

4.4.4.2 In recognition of interest shown in the club, Honorary Members appointed by the committee for such period as the Committee determines.

4.4.4.3 An Honorary member of the Club will not be entitled to vote on any Club matter unless they are also a financial or associate member.

4.5 Membership may be suspended by not less than two-thirds majority vote at a Committee Meeting.

4.6 Any suspended Member may on not less than 2 week's written notice, request the suspension to be reconsidered at one subsequent Committee Meeting. This meeting will be held no later than 28 days from receipt of a written request.

4.7 The Club shall not be required to accept the renewal of Membership of a suspended or cancelled Member when renewal next falls due.

4.8 Membership shall cease on:

4.8.1 Resignation in writing delivered to the Secretary of the Club.

4.8.2 Non-renewal of Membership within two months of expiry, unless other arrangement with the Committee has been made

4.9 Disciplinary Action

4.9.1 Where the Committee is advised or considers that a Member has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By- Laws or any resolution or determination of the Committee or any duly authorised committee or person; or

(b) acted in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Club or the sport of water polo; or

(c) brought the club or the sport of water polo into disrepute:

The Committee may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Club set out in the By-Laws.

**5. MANAGEMENT AND MEETINGS:**

5.1 Annual General Meeting:

5.1.1 The Annual General Meeting ('AGM') shall be held at least once in each calendar year at a date and time determined by the committee. Written notice of not less than twenty-one (21) days prior shall be distributed to all members. The following business will be conducted: -

- (a) Confirm the Minutes of the last AGM
- (b) Receive the President's Report for the previous financial year.
- (c) Receive the Treasurer's Report and annual financial statements for the previous financial year.
- (d) To elect or re-elect the Committee Members who must consent in person or in writing, and who will hold this position until the following year's AGM.

To conduct any other business placed on the agenda.

5.2 Special General Meeting:

- 5.2.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club, and must convene such a meeting on receipt of a written request from not less than ten members, such a request to state the reason for convening such a meeting.

Notice of the meeting shall be issued within 28 days of the receipt of such request.

- 5.2.2 Written notice of not less than 28 days of all General Meetings shall be distributed to all Members. Such notice must state reasons for the meeting. No other business is to be conducted.

5.3 Voting:

- 5.3.1 At annual or special meetings, all members shall be entitled to one vote. Each member has a maximum of one vote, unless they have the voting rights of an underage member (s) under clause 4.1.2.

- 5.3.2 Unless otherwise declared, all decisions will be made by ordinary resolution.

- 5.3.3 Voting may be by secret ballot if requested by two or more members.

- 5.3.4 Persons with special interests or knowledge relevant to the Club but who are not members may be invited to attend any meeting and to speak at the discretion of the Chairman but such persons may not vote.

- 5.3.5 Proxy votes may be granted on written request to the committee. Proxy votes are permitted only at Annual and Special General Meetings. Proxy votes are limited to two votes per person.

5.4 Quorum:

- 5.4.1 No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings is 5 Members.

- 5.4.2 If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.

5.5 Financial Year:

- 5.5.1 The financial year of the Club shall commence on the 1<sup>st</sup> July each year.

6. EXECUTIVE COMMITTEE:

- 6.1 The Committee of management, ('the Committee'), shall consist of:-

- 6.1.1 President

- 6.1.2 Secretary

- 6.1.3 Treasurer
- 6.1.4 Not less than three other members elected to the Committee at the Annual General Meeting.
- 6.2 The quorum for meetings of the committee will be 4 people.
  - 6.2.1 A Committee member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.
- 6.3 The Committee will meet when notified by the Secretary or at a time agreed upon at a previous meeting. The Committee shall meet as often as may be required to conduct the business of the Club and not less than four times each financial year.
- 6.4 The President will be the Chairman at meetings of the Committee, and will have a deliberative and a casting vote.
  - 6.4.1 In the absence of the President, the Committee members present may act if there are sufficient members to constitute a quorum and will appoint one Committee member present to act as chairman of the meeting
- 6.5 An Office Bearer or member of the Committee shall cease to hold such office upon:
  - 6.5.1 Resignation in writing.
  - 6.5.2 Suspension as a Member of the Club.
  - 6.5.3 Absence for three successive Committee Meetings without leave of the Committee or explanation acceptable to the Committee.
- 6.6 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum. If number is reduced below quorum, the committee can appoint new Committee Member(s) as allowed for in clause 7.3
- 6.7 Committee Members must not vote in any decision in which they or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves or for close associates.
- 6.8 No person shall be an officer of the Club, unless they are a financial member or an associate member.

**7. POWERS OF THE COMMITTEE:**

- 7.1 The Committee will be subject to the control of, and be responsible to, the annual or any special general meeting of the Club, and is empowered to:-
  - 7.1.1 Govern the affairs of the Club and to expend such money, as it may consider necessary.
  - 7.1.2 Determine any question arising under this constitution submitted to it by individual members.
  - 7.1.3 Vacancies unfilled or arising in the Office Bearers or other Committee Members may be filled by the Committee by co-opting Members to fill the unexpired remainder of the term.
  - 7.1.4 Appoint delegates to meetings of other Clubs or Associations (including WPSA) with which this Club may affiliate.
  - 7.1.5 Adopt by-laws and policies as it sees fit in accordance with this constitution, which can be amended by the committee.
  - 7.1.6 Nominate sub-committees as it sees fit.
  - 7.1.7 Co-opt an additional financial member or members to the Committee as considered necessary, to hold office until the next AGM

7.1.8 The Club shall have all the powers conferred by section 25 of the Associations Incorporation Act. (1985) SA

**8. DUTIES OF OFFICE BEARERS:**

**8.1 President**

The President shall

- 8.1.1 Chair Committee and General Meetings. At the request of the President, or of a majority of a meeting another Member may act as Chairman at that meeting.
- 8.1.2 Together with the Secretary, prepare the agenda for Committee and General Meetings.
- 8.1.3 Encourage full balanced participation by all Members and shall decide on matters of order.
- 8.1.4 Act as Spokesperson for the Club unless the Committee or a General Meeting has appointed an alternative Spokesperson. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two Members of the Committee.
- 8.1.5 Be the Club's Public Officer, and will notify the Office of Consumer and Business Affairs of such appointment and will file such other returns and notices as shall be required by law.

**8.2 Secretary**

The Secretary shall

- 8.2.1 Conduct the correspondence of the Club.
- 8.2.2 Keep full and correct minutes of all meetings of the Club and all meetings of the Committee. In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting, another Member shall be elected as Minutes Secretary.
- 8.2.3 Have custody of all Club records (excluding the accounts) including the Constitution and policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Club.
- 8.2.4 Make all necessary reports, unless delegated to another member(s).
- 8.2.5 Be an ex-officio member of all sub-committees.
- 8.2.6 Ensure that notice of meetings is given in accordance with the provisions of this Constitution.

**8.3 Treasurer:**

The Treasurer shall

- 8.3.1 Ensure that financial statements are prepared and shall submit a report on the finances to each Committee Meeting.
- 8.3.2 Present an annual report at the AGM and will ensure that the Annual Financial Statements have been reviewed and approved by the committee.
- 8.3.3 Conduct the financial affairs of the Club
- 8.3.4 Ensure that Annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Club's financial year.
- 8.3.5 Generate accounts, and ensure that records are kept of all receipts

8.3.6 and payments and other financial transactions.

8.3.7 Upon resolution by the Committee, a qualified independent auditor may be appointed to provide external verification of the financial affairs of the Club, specifically the provision of an annual financial report, or as directed by the Committee

**9. FINANCE:**

9.1 All money held by the Club will be retained in a current account or investment account managed by the Treasurer.

9.2 Any two of the President, the Secretary or Treasurer shall sign any documents on the banking accounts of the Club.

**10. CONSTITUTION:**

10.1 Amendments

10.1.1 Any alterations, additions or amendments to this constitution shall be made by ordinary resolution passed at the A.G.M. or special general meeting.

10.1.2 Notices of motion to amend the constitution shall be signed by at least five financial members of the Club, or be recommended by the Committee.

10.1.3 Notices of motion shall be in the Secretary's hands at least twenty-eight days prior to the meeting at which it is to be considered. All financial members shall be informed in writing of the terms of the notice.

10.1.4 Any approved changes to the constitution shall become effective from the date the motion passes.

10.2 The Committee shall have the power to suspend the rights or cancel membership of any member who is proved to have acted in a manner prejudicial to the aims and objectives of the Club.

**11. LIABILITY, PROPERTY AND WIND UP:**

11.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Club shall have such liability met by the Club so that they incur no personal loss.

11.2 On dissolution all property remaining after payment of all, if any, legal liabilities shall be transferred to such other body formed for promoting the sport of water polo as shall be approved by the Club provided that:

11.2.1 Such other body shall also prohibit the distribution of income and property to its Members to the extent stated herein.

11.3 The Club shall not be dissolved except in accordance with the Associations Incorporation Act and following the approval of not less than 75% of the Members present and voting at a meeting called for that purpose of which not less than 28 days written notice including notice of the proposed dissolution has been distributed to all Members.

**12. APPENDICES TO CONSTITUTION:**

12.1 By-laws as considered appropriate by the Committee may be added as appendices to this constitution from time to time and amended by the Committee from time to time.