

# Water Polo Victoria Incorporated

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# CONSTITUTION OF WATER POLO VICTORIA INCORPORATED

## 1 NAME

The name of the Association shall be Water Polo Victoria Incorporated hereafter called 'the Association' or 'WPVI'.

## 1A FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 30 June.

## 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 the Association.

**'Associate Member'** means an associate member which is either an association, such as a regional association, or a club which is not an incorporated association. An Associate Member cannot be an individual.

**'Annual General Meeting'** means a meeting of the Association 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.

**'By-Laws'** means any By-Law made under Clause 8.3 of this constitution

**"Water Polo Australia Ltd" or "AWPI" means Water Polo Australia formally Australian Water Polo Incorporated and/or WPA'**

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

**'WPVI' means Water Polo Victoria Incorporated**

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

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

**"Delegate"** means the individual appointed to vote and speak on behalf of his or her Member.

**'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 21 of this Constitution.

**'Electronic Mail'** means facsimile, email 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.

**'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 Club or Association that has been granted the right of membership with the Association.

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

**'Policies'** means policies adopted by WPVI as amended from time to time

**'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 three-quarters of the number of votes eligible to be cast.

**'Statement of Purposes'** means the Statement of Purposes of the Association.

**'The Act'** means the Associations Incorporation Reform Act 2012 of Victoria

**'Voting Member'** means a person or body entitled to vote at a General Meeting of the Association in accordance with Clause 13 of the Constitution.

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

### 3 OBJECTS

The objects of the Association are:

- (a) to manage, promote, encourage and develop the sport of water polo throughout Victoria;
- (b) to facilitate participation in international competitions;
- (c) to facilitate participation in national competitions;
- (d) to affiliate with WPA;
- (e) to develop talent identification and pathways for players, coaches, referees and officials;
- (f) to establish and maintain financial security by obtaining funds from all sources, private, government, institutional and Members; and
- (g) to; as laid out in the Strategic Plan; becoming the premier water polo State, through growth, promotion and the sustainable pursuit of excellence with the provision to participate for all Victorian Communities.

### 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 not limited to, the following:

- (a) to ensure uniformity of rules for the control and regulation of water polo and the management of water polo competitions, within Victoria, in accordance with the FINA Rules of water polo;
- (b) to adjudicate on all matters of dispute referred by Members, whether of an interstate or internal nature, or relating to the Association's own affairs;
- (c) to control, in conjunction with any of its Members, the management of interstate water polo teams, players and officials visiting Victoria;

- (d) to control and manage state representatives in national competitions, either within or beyond Australia and international events relating to water polo (subject to the authority of WPA);
- (e) to control Victorian Water Polo Championships and Competitions;
- (f) to act, alone or in conjunction with any of its Members, in any matter concerning water polo within Victoria;
- (g) to act, alone or in conjunction with any of its Members, to promote the Association and water polo generally beyond Australia;
- (h) to invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds;
- (i) to print and publish including electronically any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (j) acquire, hold and dispose of real and personal property;
- (k) open and operate accounts with financial institutions; and
- l) 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 Association.

4.2 In addition to the powers conferred by clause 4.1 the Association shall have the power to fine, reprimand, suspend, expel or otherwise deal with a Member Club, Individual Member, Associate Member or Affiliate Member which or who in the opinion of the Disciplinary Committee;

- (a) is or has been in breach of this Constitution; or
- (b) 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
- (c) breaches the Association's anti-doping policy.

4.3 The Association 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.

4.4 Should a Member Club, Individual Member, Associate Member or Affiliate Member be dissatisfied with a decision of the Disciplinary Committee, that decision may be appealed to the Board of the Association which will receive and hear the appeal in a manner and at a time and place as it sees fit.

4.5 The Association must not distribute any surplus, income or assets directly or indirectly to its members. This rule does not prevent the Association from paying a member -

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods and services provided by the member;

if this is done in good faith on terms no more favourable than if the member was not a member.

## **5 MEMBERSHIP**

5.1 Membership of Association shall consist of:

- (a) Member Clubs;
- (b) Associate Members;
- (c) Affiliate Members;
- (d) Life Members; and
- (e) Individual members.

5.2 A Member Club is a club which is granted the right of membership with Association by the Board;

5.3 Associate Membership may be granted by the Board to other bodies whose objectives are consistent with the objective of Association, on such terms as determined by the Board. For

- example, an Associate Member may be a Club that is not Incorporated Associates or a Regional Association;
- 5.4 Affiliate Membership may be granted to persons whose interests are consistent with the objective of Association, on such terms as determined by the Board, for example Affiliate Members may be individuals who are referees or other officials that are not an Individual Member of a Member Club;
- 5.5 Life Membership of the Association may be conferred by a special majority of a General Meeting on the recommendation of the Board which shall be authorised to receive in confidence a nomination for the appointment of a Life Member, provided such a nomination is signed by at least (3) Individual Members belonging to at least (3) different Member Clubs upon any person who has been deemed by those nominating to have rendered outstanding service to the sport of Water Polo provided that:
- (a) 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;
  - (b) a Life Member shall be eligible for election for any office of the Association;
  - (c) 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
  - (d) a Life Member shall be presented with such badge or medallion as may be determined by the Board.
- 5.6 Individual Membership is granted to an individual who is a member of a Club Member or an Affiliate Member of the Association.
- 5.7 The Executive Officer shall keep and maintain a register of Member Clubs, Associate Members, Affiliate Members, Life Members 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 Member Clubs at the office of the Association during normal business hours subject to any applicable privacy law.
- 5.8 A right, privilege or obligation of a person by reason of their membership of WPVI:
- a) is not capable of being transferred or transmitted to another person; and
  - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.9 To apply to become a Member Club, Associate Member or Affiliate member of the Association, a person or club must submit a written application to the Executive Officer stating that the person wishes to become a member of the Association and agrees to these Rules. The application must be accompanied by the joining fee set by the Board.
- 5.10 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application. The Executive Officer must notify the applicant in writing of the Board's decision as soon as practicable
- 5.11 If the Board decides by resolution to accept a membership application, the Secretary must, as soon as practicable, enter the name and address of the new member in the register of members.
- 5.12 Any Member Club, Associate Member, Affiliate Member, Life Member or Individual Member may resign by notice given in writing to the Association.
- 5.13 A member is taken to have resigned if he member's annual subscription is more than 12 months in arrears or, if no subscription is payable, where the member does not respond in writing within 3 months to a written request by the Secretary asking that member to confirm that they wish to remain a member.

## **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:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) Five (5) further general Directors,  
all elected by the Annual General Meeting in accordance with clause 7 below, and
- (f) up to two co-opted Directors, who shall be appointed by the Board

6.3 The President shall have particular responsibility for:

- (a) co-ordinating the Board;
- (b) acting as the chief spokesperson for WPVI; and
- (c) chairing meetings of WPVI.

The President or other person for the time being chairing any General, Council or Board Meeting shall be entitled to vote upon any motion but shall not be entitled to exercise a casting vote.

6.4 The Vice-President shall have particular responsibility for:

- (a) deputising for the President when required;
- (b) providing assistance to the President in the performance of his or her duties;
- (c) liaison with other representative committees or bodies; and
- (d) co-ordinating staff contracts, reviews and appointments.

6.5 The Secretary shall have particular responsibility for:

- (a) co-ordinating correspondence;
- (b) minutes and agendas for Board, Council and General Meetings;
- (c) issuing notices for Board, Council and General Meetings;
- (d) maintenance of WPVI records;
- (e) Tribunal liaison;
- (f) liaison with Victorian Country Water Polo Inc and its successors; and
- (g) acting as public officer of the Association, unless this role is delegated to another Board Member or the Executive Officer for a particular Financial Year.

6.6 The Treasurer shall have particular responsibility for:

- (a) overseeing the accounts of the Association;
- (b) preparing and monitoring the budget for the Association;
- (c) ensuring the accounts are appropriately audited;
- (d) ensuring all accounts are paid and received in a timely manner;
- (e) preparation, maintenance and reporting of the books, accounts, financial records and membership register of WPVI;
- (f) maintenance of a record of all assets of WPVI;
- (g) preparation and monitoring of the financial budgets of WPVI;

- (h) collection of registration and affiliation fees; and
- (i) collection, banking and investment of the monies of WPVI.

## **7 ELECTION OF DIRECTORS**

7.1 All elected Directors (including the President) shall hold office for one (1) year.

7.2 The election of Directors shall take place in accordance with the following rules:

- (a) 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 seven (7) 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.
- (b) Directors shall be elected by the Annual General Meeting.
- (c) If the number of nominations for the vacant positions exceeds the number of vacancies to be filled, an exhaustive ballot shall be held.
- (d) All nominations for the vacant position(s) shall be placed on a ballot paper for voting by the Annual General Meeting.
- (e) In the event of a tied vote the incumbent President, shall vote to break the deadlock.
- (f) 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.

7.3 No person shall be permitted to hold more than one position on the Board.

7.4 No Board Member shall be permitted to act as a Delegate for his or her Club at General Meetings or Council.

7.5 To be elected as a director the person must be a current individual member

## **8 POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

8.1 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.

- (a) 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.
- (b) 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.

8.2 The Board shall:

- (a) 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;
- (b) publish material and disseminate information and publicity;
- (c) control the use of the name of the Association, logos, membership cards and emblems;
- (d) 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;



- (e) have general responsibility for the development of the Association and for the development of water polo throughout Victoria in accordance with the Objects and the wishes of the Members;
- (f) 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 and may delegate its powers to the Executive Officer as required;
- (g) 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
- (h) 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.

8.3 In addition to the above powers, the Board:

- (a) 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;
- (b) shall deal with such matters as are delegated by a General Meeting or by a mail vote of the Association;
- (c) 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 Club; and
- (d) 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.

8.4 The Board shall implement the following procedures:

- (a) 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;
- (b) The quorum at a meeting of the Board shall be four (4) Directors;
- (c) 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;
- (d) Notice shall be given to Directors of a General Meeting, specifying the general nature of the business to be transacted;
- (e) 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;
- (f) All Directors shall receive due notice of all Board meetings together with papers and documents relevant to the proceedings of the meetings within 3 days of the scheduled meeting; and
- (g) 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.

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

- 9.1 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 in good faith and on arm's length terms for goods or services provided.

## **10 CASUAL VACANCIES ON THE BOARD**

- 10.1 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; in which case 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 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
  - (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 unreasonably withheld);
- 10.2 In the event of a casual vacancy occurring for an elected Director, the Board may appoint a person to fill the position until the next Annual General Meeting at which time the position will become vacant. The person appointed must be a member or become a member prior to appointment.

## **11 EXECUTIVE OFFICER**

- 11.1 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.
- 11.2 The Executive Officer shall not be a Director but shall attend all Board meetings at the request of the Board.
- 11.3 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.
- 11.4 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.

## **12 GENERAL MEETINGS**

- 12.1 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 three (3) months beginning at the end of the Association's most recently ended Financial Year.
- 12.2 The business of the Annual General Meeting shall include:
- (a) the election of the Directors;
  - (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; 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 Clubs. A General Meeting may be held as a telephone or videoconference.

- 12.3 For all General Meetings the following shall apply:
- (a) a quorum shall consist of at least eight (8) Member Clubs and five (5) members of the Board;
  - (b) a notice of a General Meeting shall be mailed at least twenty-one (21) days prior to that meeting to each Member of the Board, the Delegate (if known) and the Executive Officer of each Member Club, Associate Member 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;
  - (c) the Agenda for a General Meeting shall be provided 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 Club, Associate Member and Life Members in accordance with the preferred method of communication of that entity (if such method is notified to the Executive Officer) or otherwise as determined by the Executive Officer; and
  - (d) all General Meetings shall be open to observers being Individual Members of Member Clubs, Associate Members and to the media, unless otherwise determined by the Board.

## **13 VOTING AT A GENERAL MEETING**

- 13.1 Each Member Club shall be entitled to two (2) votes. Each Associate Member shall be entitled to one (1) vote.
- 13.2 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 Club, the appointment notice being tendered at the time of the commencement of the General Meeting.

## **14 COUNCIL**

- 14.1 The Council shall consist of the Board, the Life Members and the Delegate from each Member Club.
- 14.2 Each Member Club shall, seven (7) days before the first Council meeting in each Financial Year, notify the Secretary or Executive Officer in writing of the name and address of its Delegate.
- 14.3 Delegates may appoint a proxy who must be an Individual Member of the same Member Club. Notice of proxy by Delegates shall be given in writing to the Secretary before such proxy takes part in the deliberations of the Council.
- 14.4 Meetings of the Council shall be convened as often as required, but at least two (2) times during each Financial Year.

- 14.5 A quorum for the Council meetings shall be the number equal to the sum of one-third of the number of Member Clubs and one-third of the number of Board Members.
- 14.6 Member Clubs must be represented at a Council meeting by their Delegate or proxy. Any Member Club desiring to be exempted from attendance by its Delegate or proxy shall make application in writing, setting out the reason for such application, for the consideration of the Board. In the absence of any exemption granted by the Board, or in the absence of an accepted apology, the Member Club shall be fined \$10 or other such amount as may be determined by the Board from time to time. Only two (2) consecutive apologies for non-attendance will be acceptable; the third consecutive non-attendance will disqualify the Member Club from affiliation with WPVI unless otherwise determined by a resolution of the Board.
- 14.7 Meetings of the Council shall be convened by the Secretary or Executive Officer who shall provide twenty one (21) days notice by mail of such meetings.
- 14.8 All apologies shall be made to the Secretary or Executive Officer in writing or by phone prior to 5:00pm on the day of the meeting provided that the Board may exempt any Delegate or proxy from this Rule.
- 14.9 The secretary of any Member Club may appeal to the Board indicating any extenuating circumstances for non-attendance by its Delegate or proxy. The Board will consider the appeal and its decision is final.
- 14.10 A member must be financial 24 hours prior to any meeting for its Delegate or proxy to take part in such meeting.

## **15 FINANCE**

- 15.1 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.
- 15.2 Each Member Club and Associate Member shall pay such annual Membership Fee as is prescribed by the Board from time-to-time. Each such annual Membership Fee shall be payable on the last day of July in each year or at a further date within the financial year at the discretion of the Executive Officer.
- 15.3 All receipts and payments shall pass through the bank account of the Association.
- 15.4 Each Member Club and Associate 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 or Associate Member and, on request by the Board, provide to the same to the Board.
- 15.5 Each Individual Member, Life Member or Affiliate Member shall pay such annual Membership Fee as is prescribed by the Board from time-to-time. Each such annual Membership Fee shall be payable before participating in a competition under the jurisdiction of the Association. The Association may determine that any new Individual Member, Life Member or Affiliate Member that joins after the start of a financial a year must, for that financial year, pay either the full Membership fee or a part fee as determined by the Board.
- 15.6 In the event that a Member does not comply with the provisions of Clause 15.5 then the Board may deem that Member unfinancial and the provisions of Clause 21.1 shall apply.

## **16 AUDIT**

- 16.1 The accounts of the Association are to be audited by a suitably qualified Auditor who shall be appointed by the Board and endorsed by Member Clubs at the Annual General Meeting.
- 16.2 Financial statements must be prepared as soon as practicable after a financial year in accordance with Australian Accounting Standards.
- 16.3 Financial statements must be reviewed by CPA, CA or IPA accountant in accordance with auditing standards.
- 16.4 Financial statements comprising the financial report of the previous financial year must be presented at the Annual General Meeting.

## **17 CONDITIONS FOR CONDUCT OF CHAMPIONSHIPS AND COMPETITIONS**

- 17.1 The Association shall conduct such Championships and/or Competitions as may be agreed by the Board of the Association.
- 17.2 Such Championships and/or Competitions shall be conducted in accordance with the By-Laws of the Association.

## **18 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 18.1 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.
- 18.2 In exercising the power contemplated by Clause 18.1, the Association may refer an Individual Member, Life Member Member, Club, Individual Member or Affiliate Member to the Disciplinary Committee contemplated by Clause 21 of this Constitution, or to the Board, 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 18.2 hereof. In the event that a matter is referred to the Board, the Board may nominate a delegate including the Executive Officer to determine the matter.
- 18.3 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 Association or the Operations Manual of the NWPL from time to time.
- 18.4 Members, which under their own rules have suspended a Member Club, Individual Member or Affiliate Member or deemed them ineligible for competitions conducted by the Association, shall notify the Association of any suspension. The Executive Officer of the Association will maintain a register of all suspensions.
- 18.5 A Member which becomes unfinancial may be suspended from membership of the Association and such suspension shall remain in force until thirty (30) days after the moneys outstanding have been paid to the Association.
- 18.6 For the purpose of Sub Clause 18.5 a Member shall be deemed to be unfinancial if the member has 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 Association during the relevant three (3) month period.
- 18.7 The membership of a Member Club shall cease with the dissolution, winding up or deregistration of that Member Club.
- 18.8 Within 28 days of a Director ceasing to hold the position of a Director of the Association, or a Member ceasing to be a Member of the Association that Director or Member, as the case may be, shall return all documents which belong to the Association to the Executive Officer of the Association, or in the absence of an Executive Officer, to the Secretary of the Association.

## **19 APPOINTMENT OF INVESTIGATING ACCOUNTANT**

- 19.1 In the event that a Member is deemed unfinancial and is suspended by the Association in accordance with Clause 18.5 ('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.
- 19.2 The Association shall bear the costs and expenses of any investigation under this Clause.

## **20 APPEALS**

20.1 The following provisions apply to appeals from decisions of Member Clubs, Associate Members and/or the Disciplinary Committee:

- (a) An Individual Member or Affiliate Member may appeal a decision of a Member Club, Associate Member, or the Disciplinary Committee to the Association. The appeal must be lodged in writing with the Executive Officer of the Association within fourteen (14) days of that decision having been made by the Member Club, Associate Member or the Disciplinary Committee as the case may be;
- (b) A fee of \$50.00 must be paid to the Executive Officer of the Association at the time of lodging the Notice of Appeal;
- (c) A decision appealed in accordance with Sub Clause 20.1(a) shall be heard by the Board within fourteen (14) days of the receipt of the appeal;
- (d) 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 Board meeting to address the appeal within fourteen (14) days;
- (e) An appeal under Sub-Clause 20.1(a) 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;
- (f) The Member Club or Associate Member against whose decision the appeal has been made shall be entitled to place the reasons for its decision before the Association;
- (g) The Association may call upon any 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 20.1(a) 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.
- (h) Member Clubs and Associate Members will be advised of all decisions made by the Association in accordance with this Clause within fourteen (14) days of that decision being made.

## **21 DISCIPLINARY COMMITTEE**

21.1 The Disciplinary Committee shall comprise four (4) members. Each member is to be appointed by the Board at its discretion.

21.2 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.

21.3 At each hearing, the Disciplinary Committee will consist of three (3) of the members referred to in Clause 21.1, 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 21.2 and will act as Chairman of that hearing.

21.4 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 an 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.

21.5 If any Individual Member, Life 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.

- 21.6 Any Individual Member, Life 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.

## **22 CODE OF CONDUCT, DECISIONS AND POLICIES**

- 22.1 The code of conduct set out in the By-Laws shall be binding on all Member Clubs, Associate Members, Individual Members, Life Members and Affiliate Members.
- 22.2 Policies adopted by Association from time to time and subsequently endorsed by a General Meeting shall be binding on all Member Clubs, Associate Members, Individual Members, Life Members and Affiliate Members.
- 22.3 The Member Protection Policy of WPA shall be binding on all Members Clubs, Associate Members Individual Members , Life Members and Affiliate Members.
- 22.4 Decisions of the Association, 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.

## **23 DOPING POLICY**

- 23.1 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.

## **24 AMENDMENT TO THE CONSTITUTION**

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

## **25 FUNDS**

- 25.1 The funds of the Association shall be derived from the annual subscriptions, donations and other sources as the Board determines.
- 25.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either two (2) Directors of the Association or the Executive Officer and a Director of the Association.

## **26 SEAL**

- 26.1 The Common Seal of the Association shall be kept in the custody of the Executive Officer.
- 26.2 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.
- 26.3 The Executive Officer shall record the use the Common Seal in the minutes of the Board and the seal register of the Association.

## **27 WINDING UP OR CANCELLATION**

- 27.1 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, or any former 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 WPA.

## **28 INTERPRETATION**

- 28.1 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.
- 28.2 The collective board by majority vote shall be the authority for the interpretation of these Rules and of the By-Laws made hereunder and a decision of the Board upon any question of interpretation or upon any matter affecting WPVI and not provided for by these Rules or by the By-Laws shall be final and binding on Clubs and Members.

## **29 CONFLICT WITH WPA**

- 29.1 In the event that any Policies of this Association are at variance with the Policies of the WPA then the Policies of the WPA shall take precedence over the By-Laws of the Association.

## **30 COLOURS**

- 30.1 The colours of WPVI shall be Dark Navy Blue and White.

## **31 BLAZER AND POCKET BADGES**

- 31.1 Badges and pockets of WPVI shall be worn only by the:
- (a) members of the selected interstate teams;
  - (b) manager and coach of interstate teams;
  - (c) referee of interstate matches; and
  - (d) Board Members and Life Members.
- 31.2 Notwithstanding Rule 31.1, the badge and pocket may be presented to or purchased by authorised persons rendering distinguished service, subject to the approval of the Board.

## **32 AUSTRALIAN REPRESENTATIVES**

All members who have represented Australia as a player, coach or team manager at the Olympic Games, Australia Games of 1985, World Championships or FINA Cup shall be granted free admission to all competitions held under the control of WPVI as a spectator.