

ASSOCIATION INCORPORATION ACT 1985 (SA)

**ADELAIDE TRITONS AMATEUR
WATER POLO CLUB
INCORPORATED**

Constitution



TABLE OF CONTENTS

ASSOCIATION INCORPORATION ACT 1985 (SA)..... 1
CLUBS INCORPORATION ACT 1985 (SA)..... 1
CLUBS INCORPORATION ACT 1985 (SA)..... 1
CLUBS INCORPORATION ACT 1985 (SA)..... 1
1. NAME OF CLUB..... 1
2. DEFINITIONS AND INTERPRETATION..... 1
3. OBJECTS OF THE CLUB 3
4. POWERS OF THE CLUB 4
5. MEMBERSHIP 4
6. DISCIPLINE AND DISPUTE RESOLUTION 9
7. MEETINGS 10
8. MANAGEMENT 13
9. RECORDS AND ACCOUNTS 20
10. ADMINISTRATION 21

CONSTITUTION

of

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED

1. NAME OF CLUB

The name of the club is "Adelaide Tritons Amateur Water Polo Club Incorporated" (**Club**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*.

Annual General Meeting means a meeting held once a year and of the kind described in **clause 7**.

Appointed Committee Member means a Committee Member appointed under **clause 8**.

Committee means the body consisting of the Committee Members, who are effectively the management committee and who are entrusted to manage the affairs of the Club.

Constitution means this constitution of the Club.

Committee Member means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

Elected Committee Member means a Committee Member appointed under **clause 8**.

Executive Officer means the Executive Officer of the Club for the time being appointed under this Constitution. Where the Club does not have an Executive Officer, the Club Secretary or Public Officer will, subject to confirmation by the Committee, assume the functions of the Executive Officer under this Constitution.

Financial year means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

General Meeting means any general meeting of Members other than the Annual General Meeting or Special General Meeting.

IF means International Federation being Fédération Internationale de Natation, or FINA.

Individual Member means a registered, financial member of the club who is at least 18 years of age.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in the region.

Junior Member means a registered member of the club who is younger than 18 years of age.

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

Life Member means an Individual Member appointed as a life member of the Club under **clause 5.3**.

Meeting means either an Annual General Meeting, Special General Meeting or General Meeting

Member means a member for the time being of the Club under **clause 5**.

NSO means National Sporting Organisation being Water Polo Australia Ltd (WPA).

Objects means the objects of the Club in **clause 3**.

Regulations means any regulations made by the Committee under **clause 10.4**.

Seal means the common seal of the Club.

Special General Meeting means a meeting (other than a General Meeting or Annual General Meeting) to discuss extraordinary issues.

Special Resolution means a special resolution defined in the Act.

Sport means the sport of Water Polo.

SSO means the State Sporting Organisation, being Water Polo South Australia Inc. (WPSA).

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The objects of the Club are to:

- (a) conduct, encourage, promote, advance and administer the Sport;
- (b) act, at all times, on behalf of and in the interest of the Members and the Sport;
- (c) affiliate and otherwise liaise with the SSO (and NSO where applicable) and comply with the constitutions, regulations and rules of these bodies to further these Objects;
- (d) adopt and implement such policies as may be developed by the SSO or the NSO, including (as relevant and applicable) Member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- (e) abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport;
- (f) advance the operations and activities of the Club;
- (g) maintain and enhance the reputation of the Club and the Sport and the standards of play and behaviour of participants in the Sport;
- (h) promote at all times mutual trust and confidence between the Club, the SSO, the NSO and the Members in pursuit of these Objects;
- (i) promote the economic and community service success, strength and stability of the Club, the Members and the Sport;
- (j) use and protect the Intellectual Property appropriately;
- (k) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;
- (l) have regard to the public interest in the operations of the Club;
- (m) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- (n) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and
- (o) promote the health and safety of Members and all other participants in the Sport.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

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

5. MEMBERSHIP

5.1 Categories of Members

The Members of the Club shall consist of:

- (a) **Individual Members**, who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (b) **Junior Members**, who subject to this constitution, shall have no right to receive notice of Meetings and no right to be present or debate or vote at Meetings BUT whose designated parent/guardian has the right to attend, participate and vote at Meetings (or the Annual General Meeting) of behalf of the Junior Member;
- (c) **Life Members**, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings
- (d) such new categories of Members as may be created by the Committee. Any new category of Member created by the Committee cannot be granted voting rights without the approval of the Club in a Meeting.

5.2 Life Members

- (a) Life membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club or to the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee as detailed in the Regulations.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (d) A Life Member has the right to receive notice of Meetings and to be present, to debate and to vote at Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in the Sport in his or her capacity as a participant in the Sport).

5.3 Application for Membership

- (a) Subject to this **clause 5**, an applicant candidate for membership must apply to the Committee in writing or through the duly nominated application process.
- (b) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 5**. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application.
- (b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Secretary shall amend the register accordingly as soon as practicable.
- (c) Where the Club rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.4 Renewal

Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club or in the Regulations from time to time.

5.5 Deemed Membership

- (a) All Members which or who are, prior to the operation of this Constitution, Members of the Club, shall be deemed Members from the time of the operation of this Constitution.
- (b) Members shall provide the Club with such details as are reasonably required by the Club under this Constitution within one month of the operation of this Constitution.
- (c) Any Members of the Club, prior to the operation of this Constitution, who are not deemed Members under **clause 5.5(a)** shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

5.6 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Club, the SSO, the NSO and all those involved with the Sport with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Club, the SSO, the NSO and the Sport;
- (c) not act in a manner:
 - (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the SSO, the NSO or the Sport; or
 - (ii) that is likely to bring the Club, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Club, the RSO, the SSO, the NSO or the Sport and its maintenance and development; and
- (d) recognise the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally;
- (e) adopt and implement such policies as may be developed by the Club;
- (f) have regard to the Objects in any way pertaining to the Sport;

5.9 Club to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Club must keep and maintain a register of Members, which shall contain, at least:
 - (i) the full name, address, category of membership and date of entry to membership of each Member and Committee Member; and
 - (ii) where applicable, the date of termination of membership of each previous Member.
- (b) the Register may contain such other information as the Committee considers appropriate;
- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date; and
- (d) Members shall provide notice of any change and required details to the Club within one month of such change.

5.10 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

5.11 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Committee considers appropriate.

5.12 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations and policies of the Club (as well as the constitutions, regulations and policies of the SSO and the NSO, where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Club;
- (c) by submitting to this Constitution and the Regulations and policies of the Club, they are subject to the jurisdiction of the Club, the SSO and the NSO (where applicable);
- (d) the Constitution and the Regulations and policies of the Club are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in South Australia; and
- (e) they are entitled to all benefits, advantages, privileges and services of being a Member of the Club.

5.13 Resignation of Membership

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club, subject to the clauses below.
- (b) Once the Club receives notice of resignation of membership given under this **clause 5.13**, it must make an entry in the register that records the date on which the Member who or which gave notice ceased to be a Member.

5.14 Discontinuance of Membership for Breach

- (a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations or the policies of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the Committee under **clause 5.14(a)** without the Committee first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
- (d) Where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 5.14(a)**. The Club shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.14** as soon as practicable.

5.15 Member to Re-Apply for Membership

A Member whose membership has been discontinued under **clauses 5.13 or 5.14**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted as a Member at the discretion of the Committee.

5.16 Forfeiture of Rights

- (a) A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.
- (b) Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

5.17 Membership May be Reinstated

Membership which has been discontinued under this **clause 5** may be reinstated at the discretion of the Committee, with such conditions of membership as the Committee deems appropriate.

5.18 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

5.19 Subscriptions and Fees

- (a) The Committee may:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) The Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership, a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- (e) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Committee is satisfied that there are special reasons to do so.

6. DISCIPLINE AND DISPUTE RESOLUTION

6.1 Regulations

- (a) The Committee may make Regulations governing the hearing and determination of internal disputes, protests or complaints made by or against Members or participants or the Club or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of the Club against Members or participants or the Club (including, but not limited to, matters which involve Members acting in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Club and/or Sport or Members bringing other Members, the Club and/or Sport into disrepute).
- (b) A Regulation made under this **clause 6.1** may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this **clause 6.1**;
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations or policies of the Club;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties; and
 - (iv) otherwise prescribe the procedures for dealing with cases falling under this **clause 6.1**.
- (c) Despite any Regulation made under this **clause 6.1**, and unless otherwise specified, the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.

6.2 Natural Justice and Procedural Fairness

- (d) All proceedings relating to matters falling under **clause 6.1** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

6.3 Process

- (e) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (f) Any disputes between Members and other Clubs or the SSO are to be dealt with by the SSO or NSO, where applicable.
- (g) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- (h) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (i) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the Association or the State Sport Dispute Centre (if applicable to the Club) to resolve the dispute in accordance with **clause 6.1**.

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (j) The Committee may prescribe additional grievance procedures in Regulations under **clause 6.1**.

7. MEETINGS

7.1 Types

The Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) General Meetings - which may be held on a regular basis;
- (b) Annual General Meeting - which must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee; and
- (c) Special General Meeting – which are special meetings that are convened to discuss extraordinary issues.

7.2 Attendance

Unless this Constitution expressly provides otherwise, Members (including the Committee) and the auditor, if any, are entitled to attend Meetings but only Members are entitled to vote at Meetings.

7.3 Notice

- (a) Notice of Meetings must be given to Members and the auditor by the means authorised in **clause 10.5**.
- (b) A notice of a Meeting must specify the place, day and hour of the Meeting and state the nature and order of the business to be transacted at the Meeting.
- (c) At least fourteen (14) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the Meeting; and
 - (ii) any notice of motion received from Members entitled to vote.

7.4 Business

- (a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Committee (and those of any auditors), the election of Committee Members and auditors and any amendments to this Constitution.
- (b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 7.4(a)**, is special business.
- (c) No business other than that stated on the notice for an Annual General Meeting or Special General Meeting may be discussed at those meetings.
- (d) Special or other business can be tabled without notice at a General Meeting.

7.5 Notices of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a Meeting. All notices of motion must be submitted in writing to the Executive Officer not less than fourteen (14) days prior to the Meeting.

7.6 Quorum

No business may be discussed or transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business. Subject to **clause 7.8(b)(ii)**, a quorum for Meetings shall be ten (10) Members.

7.7 Chairperson to Preside

- (a) The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:
 - (i) in relation to any election for which the chairperson of the Committee is a nominee; or
 - (ii) where the chairperson of the Committee has a conflict of interest.
- (b) If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that General Meeting only.

7.8 Adjournment

- (a) If within half an hour from the time appointed for the 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.
- (b) If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the adjourned Meeting:
 - (i) if the Meeting was convened on the requisition of Members under **clause 7.13**, the Meeting will lapse and will not be adjourned or reconvened; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (c) The chairperson may, with the consent of any Meeting at which a quorum is present, and must, if directed by the Meeting, adjourn the Meeting from time to time and from place to place but no business may be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- (d) When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting must be given as in the case of an original Meeting.
- (e) Except as provided in **clause 7.8(c)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned Meeting.

7.9 Voting Procedure

- (a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before the show of hands) demanded by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members present at the General Meeting.
- (b) Each Member is entitled to one (1) vote at Meetings.
- (c) The chairperson may not exercise a casting vote at Meetings.

7.10 Proxy Voting

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy and attend and vote at any Meeting of the Club.

7.11 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7.12 Annual General Meeting

- (a) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.
- (c) At an Annual General Meeting members eligible to vote are all Committee Members and current Members, either current and/or who were eligible Members in the prior financial year.

7.13 Special General Meetings

- (d) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

7.14 Requisition of Special General Meetings by Affiliate Members

- (a) On the requisition in writing of Ten Percent (10%) of the total number of Members, the Committee must, within one month after the receipt of the requisition (and provided notice is given in accordance with **clauses 7.3 and 10.5**), convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by the Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

8. MANAGEMENT

8.1 Deemed Committee

The Members of the administrative or governing body (by whatever name it is called) of the Club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution, and thereafter the positions of Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

8.2 General powers of Committee

- (a) The Committee constitutes the Committee for the purposes of the Act.
- (b) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee, which may exercise the powers of the Club for that purpose.
- (c) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club and Members as a whole, having regard to the Club's position and role in the structure and reputation of the Sport in the Region and South Australia.
- (d) The Committee may not cause the Club to disaffiliate from the RSO or SSO or NSO or the Sport in any way unless decided by resolution of the Members at a Meeting.

8.3 Composition of the Committee

The Committee will comprise of:

- (a) At least five (5) Elected Committee Members who must all be Members and who shall be elected under **clause 8.6**; and
- (b) up to two (2) Appointed Committee Members who need not be Members and who may be appointed under **clause 8.9**.

8.4 Portfolios and Roles

The Committee may allocate portfolios and/or roles to Committee Members.

8.5 Nominations for Elected Committee Members

- (a) The Committee must call for nominations for Elected Committee Members at least twenty-one (21) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios or roles on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

8.6 Form of Nominations

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) disclose any position the nominee holds in the Club, including as an officer, a participant, a Delegate or an employee; and

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (e) be delivered to the Club not less than fourteen (14) days before the date fixed for the Annual General Meeting.

8.7 Elections

- (a) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- (b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (c) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.
- (d) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.13**.
- (e) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 8.7(a)**, he or she will not be entitled to take office until approved by the Members at an Annual General Meeting.

8.8 Term of Appointment for Elected Committee Members

- (a) Committee Members elected under **clause 8** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, Elected Committee Members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the second Annual General Meeting following.
- (b) At least half of the Elected Committee Members shall retire in each odd year and the balance of the Elected Committee Members shall retire in each even year until, after two (2) years the original elected Committee Members have all retired.
- (c) The sequence of retirements under **clause 8.8(b)**, which is designed to ensure rotational and staggered terms, shall be determined by the Committee.
- (d) If the law requires the Elected Committee Member to have a particular qualification or clearance (for example, police clearance), the Elected Committee Member's term will not begin until the qualification or clearance has been established.

8.9 Appointment of Appointed Committee Members

The Elected Committee Members may appoint up to two (2) Appointed Committee Members, at their sole discretion.

8.10 Qualifications for Appointed Committee Members

In appointing Appointed Committee Members, the Elected Committee Members should have regard to which personal and professional skills, diversity (including, but not limited to gender, ethnicity and age) and experience the Elected Committee Members believe will complement the Committee composition.

8.11 Term of Appointment

The term of office of each Appointed Committee Member must be fixed by the Elected Committee Members at the time of the Appointed Committee Member's appointment but it cannot exceed one (1) year.

8.12 President

The Committee shall appoint a chairperson (President) from amongst its Elected Committee Members. The chairperson shall be the nominal head of the Club and will act as chair of any Committee meeting at which they are present. If the chairperson is not present or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

8.13 Casual Vacancies

Subject to **clause 8.7** any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.

8.14 Duties of Committee Members

In accordance with Division 3A of the Act, Committee Members must:

- (a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Club, Members or creditors of the Club or creditors of any other person or for any fraudulent purpose;
- (b) not make improper use of information acquired by virtue of their position in the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Club;
- (c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves any other person, or so as to cause a detriment to the Club; and
- (d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

8.15 Grounds for Termination of Committee Member

- (e) The office of a Committee Member becomes vacant if the Committee Member:
 - (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) suffers from mental or physical incapacity;
 - (iv) cannot obtain or retain office under section 30 of the Act;
 - (v) resigns his or her office by notice in writing to the Club;
 - (vi) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
 - (vii) holds any office of employment with the Club;
 - (viii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
 - (ix) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
 - (x) is removed by the Members in General Meeting; or
 - (xi) would otherwise be prohibited from being a Committee Member of a corporation under the *Corporations Act 2001 (Cth)*.

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (f) If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

8.16 Committee May Act

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

8.17 Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good governance. Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

8.18 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by resolution of the Committee Members. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

8.19 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Committee Members.
- (b) A resolution may not be passed under **clause 8.19(a)** if, before it is circulated for voting under **clause 8.19(a)** the Committee resolves that it can only be put at a meeting of the Committee.
- (c) A resolution passed under this clause must be recorded in the minute book.

8.20 Resolutions not in Meeting

- (a) Without limiting the power of the Committee to regulate its meetings as it thinks fit, and subject to **clause 8.21**, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person;

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (iii) if a failure in communications prevents **clause 8.20(a)(i)** from being satisfied by the number of Committee Members which constitutes a quorum (**clause 8.21**), and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 8.20(a)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and
- (iv) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there in person. If no Committee Member is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

8.21 Quorum

- (a) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:
 - (i) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
 - (ii) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.
- (b) The chairperson of the Club will act as chairperson of any Committee meeting or Meeting at which he or she is present and unless the Committee decides otherwise, is the nominal head of the Club. If the chairperson is not present or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

8.22 Conflict of Interest

- (c) The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.
- (a) A Committee Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted.
- (b) In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

8.23 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

8.24 General Disclosure

A general notice stating that a Committee Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under **clause 8.23**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

8.25 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 8.22, 8.23** and/or **8.24** must be recorded in the minutes of the relevant Meeting.

8.26 Delegations

(a) Committee May Delegate Functions

The Committee may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. The Committee will also determine what powers these entities are given.

(b) Delegation by Instrument

The Committee may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

- (i) this power of delegation; and
- (ii) a function imposed on the Committee or the Executive Officer by the Act or any other law, or this Constitution or by resolution of the Club in a Meeting.

(c) Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Committee with details of all material decisions and shall provide any other reports, minutes and information as the Committee may require from time to time.

(e) Delegation May be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

(f) Revocation of Delegation

By instrument in writing, the Committee may at any time revoke wholly or in part any delegation made under this clause and it may amend or repeal any decision made by such body or person under this clause.

8.27 Seal

- (a) The Club will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

8.28 Appointment of Executive Officer

- (a) An Executive Officer may be appointed by the Committee for such term and on such conditions as the Committee thinks fit.
- (b) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Committee Members.
- (c) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Committee Members.
- (d) Subject to the terms and conditions of the appointment, the Committee Members may suspend or remove the Executive Officer from that office.
- (e) The Committee Members may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Committee Members) to conduct the day-to-day management and control of the business and affairs of the Club. The delegation will include the power and responsibility to:
 - (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Committee Members and to implement them to the extent approved by the Committee Members;
 - (ii) manage the financial and other reporting mechanisms of the Club;
 - (iii) approve and incur expenditure subject to specified expenditure limits;
 - (iv) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Club;
 - (v) prepare agendas for Committee and General Meetings;
 - (vi) attend all Committee and General Meetings;
 - (vii) report regularly on the activities of, and issues relating to, the Club;
 - (viii) in consultation with the Committee, employ such personnel as are deemed necessary or appropriate from time to time; and
 - (ix) have any other powers and responsibilities which the Committee Members consider appropriate to delegate to the Executive Officer.
- (f) The Executive Officer is entitled, subject to a determination otherwise by the Committee Members, to attend all meetings of the Club, all meeting of the Committee Members and any Committees and may speak on any matter, but does not have a vote.

8.29 Appointment of Secretary and Public Officer

- (a) There must be at least one Secretary who is to be appointed by the Committee Members. The role of Secretary will also be the Public Officer for the purposes of the Act unless another Committee Member is appointed as the Public Officer.
- (b) The Committee Members may suspend or remove a Secretary from that office.
- (c) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Committee Members.

9. RECORDS AND ACCOUNTS

9.1 Records and Accounts

- (a) The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.
- (a) The Club shall prepare and make available to the Members an annual financial report comprising; an annual profit and loss statement, a balance sheet, a statement of cash flows and a directors' report.
- (b) 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.

9.2 Transaction Accounts

- (a) The Club shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Club.
- (c) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed, approved or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

9.3 Application of Income

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (c) Nothing in **clauses 9.3(a) or 9.3(b)** shall prevent payment to any Member for:
 - (i) any services actually rendered to the Club whether as an employee, Committee Member or otherwise; or
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

- (iv) rent for premises demised or let by any Member to the Club; or
- (v) any out-of-pocket expenses incurred by the Member on behalf of the Club.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

10. ADMINISTRATION

10.1 Winding Up

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

10.2 Distribution of Assets and Property on Winding Up

- (a) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- (c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

10.3 Amendment of Constitution

This Constitution shall not be amended except by Special Resolution.

10.4 Regulations

(a) Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable. Such regulations must be consistent with the Constitution, the constitutions of the SSO or NSO (and any regulations made by them) and any policy directives of the Committee.

(b) Regulations Binding

All Regulations are binding on the Club and all Members.

(c) Regulations Deemed Applicable

All clauses, rules, by-laws and Regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and Regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

(d) Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Executive Officer. The matters in the bulletins are binding on all Members.

10.5 Notice

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail (email) to the Member's registered address or facsimile number or email address. Notices to Delegates will be sent to the last notified address, facsimile number or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.
- (e) Notices given to the Club are subject to **clauses 10.5(a), (b), (c) and (d)**.

10.6 Patrons and Vice Patrons

At a General Meeting, the Club, on the recommendation of the Committee, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

10.7 Indemnity

- (a) The Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member in defending any proceedings, whether civil or criminal.
- (b) The Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

10.8 Authority to Trade

The Club is authorised to trade in accordance with the Act.

10.9 Transitional Provisions

- (a) **Continuing Membership**

Each Member that is a Member of the Club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.
- (b) **Committee Members**

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.
- (c) **Regulations deemed applicable**

All rules, by-laws, policies and Regulations of the Club in force at the date of the adoption of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

ADELAIDE TRITONS AMATEUR WATER POLO CLUB INCORPORATED - CONSTITUTION

Constitution Version Control

Version	Clauses amended	Description of change	General Meeting Date
1.0	Entire Constitution	Adoption of New Constitution	3/11/2019
1.1	9.3 Application of Income	Clause ref 9.4(a) and 9.4(b) amended to 9.3(a) and 9.3(b)	n/r