



Water Polo
VICTORIA

CONSTITUTION
of
WATER POLO VICTORIA
INCORPORATED

Approved at the 2023 AGM on 4th December 2023

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1. NAME OF ORGANISATION

The name of the organisation is Water Polo Victoria Incorporated ("WPVIC").

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Reform Act 2012* (VIC).

"Associate Member" means an organisation, entity or person that is not a Club, Collective Member or Individual Member that the Board may admit to membership in accordance with this Constitution.

"Address" shall mean either the postal or electronic address to which a Notice is delivered.

"Board" means the body consisting of the Directors of WPVIC which constitutes the committee for the purposes of the Act.

"Bulletins" means distribution of information by WPVIC to its Members from time to time.

"Chief Executive Officer" means the Chief Executive Officer of WPVIC for the time being appointed under this Constitution. Where the Association does not have a Chief Executive Officer, WPVIC Board will assume the functions of the Chief Executive Officer under this Constitution.

"Club" means an incorporated water polo organisation which comprises of Individual Members who participate in Water Polo activities and whose objects include fielding teams in competitive Water Polo tournaments, competitions, matches sanctioned from time to time by WPVIC or WPAL or any State Member of WPAL and aligns with and is consistent with the Objects of WPVIC.

"Collective Members" means a non-incorporated organisation, which is a Member.

"Committee" means a committee established by the Directors under clause 22.

"Constitution" means this constitution of WPVIC.

"Delegate" means the person(s) appointed by a Member Club to represent, act for and on behalf of such Club at General Meetings. Such person(s) appointed must be a member of the Club. The Club is to notify WPVIC when a delegate is attending such meetings.

"Disciplinary Committee" means a Committee appointed pursuant to clause 12.2(c) of this Constitution.

"Director" means a member of the Board elected in accordance with this Constitution (but does not include the Chief Executive Officer) and includes any person acting in that capacity from time to time.

"Electronic Mail" means any form of electronic transmission of data generally used by WPVIC or otherwise approved from time to time by the Board.

"Financial Year" means the year commencing on 1 July and ending on 30 June each year.

"General Meeting" means the annual or any special general meeting of Clubs, Life Members and Directors of WPVIC.

"Individual Member" means a natural person who is recognised by WPVIC as being a current registered member of a Club or such other natural person who is a participant or otherwise recognised by WPVIC as an Individual Member.

“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 WPVIC or any activity of or conducted, promoted or administered by WPVIC in Victoria.

“Judiciary Committee” means the committee appointed pursuant to clause 22.8 of this Constitution.

“Life Member” means the highest honour for service bestowed on an individual by WPVIC under clause 7.3.

“Member” means a member for the time being of WPVIC under clause 7.

“Notice” means notice given by WPVIC or Members to each other in accordance with clause 42.

“Objects” means the objects of WPVIC in clause 3.

“Participant” means any natural person who participates in Water Polo as a spectator, official, referee, coach, manager and medical staff.

“President” means the person elected or appointed under this Constitution who shall be the nominal head of WPVIC, preside at Annual General Meetings, represent WPVIC at official occasions and in furtherance of its objects and perform such other functions as determined by the Board. The person elected or appointed to the position of President under this Constitution shall be member of the Board and be an elected Director.

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands).

“Public Officer” means a Director appointed to the role of public officer of WPVIC in accordance with the Act.

“Quorum” means the minimum number of people required under this Constitution to be present at a meeting to make valid decisions.

“Register” means a register of Members kept and maintained in accordance with clause 9.

“Regulations” mean any rules, regulations, policies, procedures, by-laws, position statements, terms of reference.

“Resolution” means any resolution passed at any meeting pursuant to voting provisions of this Constitution.

“Seal” means the common seal of WPVIC (if any).

“Special Resolution” means a resolution at any meeting to which 21 days’ notice has been provided and passed by a majority of not less than three-quarters of Members present and entitled to vote, pursuant to voting provisions of this Constitution.

“Terms of Reference” means terms of reference or charter of any Committee established in accordance with clause 22.

“WPVIC” means Water Polo Victoria Incorporated ABN 79 570 881 365.

“Water Polo” means the sport of water polo as recognised and regulated by World Aquatics and any modified forms of the sport recognised and/or developed by WPAL or WPVIC for junior development, athletes with disabilities, or any other purposes.

“World Aquatics” formerly known as the Fédération Internationale de Natation (FINA), is the sole and exclusive world governing body for all Aquatics.

“WPAL” means Water Polo Australia Limited ABN 86 159 573 403 who is recognised as the governing body and National Sporting Organisation for Water Polo in Australia.

2.2. Interpretation

Subject to any other provision, the Board shall determine any interpretation required of this Constitution and the following shall apply:

- (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 the 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;
- (i) a reference to a constitution shall include a reference to any Regulations associated with the relevant organisation and the Act;
- (j) a reference to WPVIC shall be a reference to the Board or any other person or Committee with delegated authority;
- (k) a reference to the Board shall include a reference to any person or Committee with delegated authority;
- (l) a reference to members being present at a meeting shall not include any proxy votes being held, unless specified to the contrary; and
- (m) a reference to the Regulations shall include any determination of the Board from time to time.

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 WPVIC

WPVIC is established solely for the Objects. The Objects of WPVIC are to:

- (a) to manage, promote, encourage, develop and control Water Polo throughout Victoria;
- (b) to arrange, conduct and regulate competitions of Water Polo in Victoria; and
- (c) to facilitate participation in national competitions.

4. POWERS OF WPVIC

Solely for furthering the Objects, WPVIC has, in addition to the rights, powers and privileges conferred on it under this Constitution and the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001* (Cth).

5. STATUS AND COMPLIANCE OF WPVIC

5.1. Recognition of WPVIC

WPVIC is a member of WPAL and is recognised as the controlling authority and governing body of Water Polo in Victoria. Subject to compliance with this Constitution and the constitution of WPAL, WPVIC shall continue to be so recognised and administer Water Polo in Victoria in accordance with the Objects.

5.2. Compliance of WPVIC

The Members acknowledge and agree that WPVIC shall:

- (a) be or remain incorporated in Victoria;
- (b) apply its property and capacity solely in pursuit of the Objects and Water Polo;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of Water Polo, its standards, quality and reputation for the benefit of the Members and Water Polo;
- (e) at all times act in the interests of the Members and Water Polo;
- (f) not resign, disaffiliate or otherwise seek to withdraw from WPAL without approval by Special Resolution; and
- (g) abide by WPAL constitution and the playing rules of Water Polo.

5.3. Operation of Constitution

WPVIC and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Water Polo are to be conducted, promoted, encouraged, advanced and administered throughout Victoria;
- (b) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Water Polo and its maintenance and enhancement;

- (c) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (d) to act in the best interests of Water Polo; and
- (e) that should a Member have administrative, operational or financial difficulties, WPVIC may act to assist the Member in whatever manner the Board considers appropriate.

6. WATER POLO AUSTRALIA'S CONSTITUTION

6.1. Constitution of WPAL

- (a) WPVIC shall provide to WPAL a copy of this Constitution and all amendments from time to time.
- (b) WPVIC will take all reasonable steps to ensure this Constitution reflects the objects and conforms to WPAL's constitution subject always to the Act.

6.2. Register

WPVIC shall maintain, in a form acceptable to WPAL but otherwise in accordance with the Act, a Register of Clubs and they shall maintain a register in similar form of all Individual Members.

7. MEMBERS

7.1. Membership

- (a) The number of Members that can be admitted is unlimited.
- (b) Only those persons or organisations which satisfy the qualification and admission criteria for membership set out under the Regulations shall be eligible to be a Member.
- (c) Nothing in this Constitution shall be interpreted to restrict or hinder or declare as invalid a resolution of the Board to suspend, cancel or decide not to accept any application for a new or renewed membership.
- (d) WPVIC may create categories of Membership in addition to those specified in this Constitution, provided that any such category created shall not have any voting rights.
- (e) No transfer of membership shall be permitted.

7.2. Categories of Members

The Members of WPVIC shall consist of:

- (a) Clubs, which subject to this Constitution, shall be represented by a Delegate, who will have the right to receive notice of General Meetings and to be present, debate and vote (1 vote) on behalf of the Club at General Meetings;
- (b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate at General Meetings but shall have no voting rights;
- (c) Collective Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and debate at General Meetings, but shall have no voting rights;

- (d) Directors, who subject to this Constitution, shall have the right to receive notice of General Meetings and be present and debate at General Meetings, but shall have no voting rights;
- (e) Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate at General Meetings, but shall have no voting rights;
- (f) Associate Members, or other groups or entities that WPVIC determines from time to time who shall not have the right to be present at General Meetings

7.3. Life Members

- (a) The Board shall consider a nomination for life membership received in writing from any Member.
- (b) To be considered for life membership the nominees must have rendered, for a period of not less than ten (10) years distinguished service; to WPVIC or to the advancement of Water Polo in Victoria.
- (c) A nomination for life membership shall include a detailed outline of the service history of the nominee.
- (d) The Board may recommend to the Annual General Meeting any natural person who it considers worthy to be appointed as a Life Member.
- (e) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (f) A person must accept or reject WPVIC's resolution to confer life membership in writing unless the life membership is being award posthumously. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (g) Not more than two Life Members may be appointed in any two-year period.
- (h) A Life Member shall be eligible for election or appointment to the Board or for any office of WPVIC.
- (i) A Life Member shall not be required to pay fees or subscriptions to WPVIC.

8. AFFILIATION

8.1. Clubs

- (a) To be, or remain, eligible for membership, a Club must be incorporated or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.
- (b) The Board may deem a Club to be 'incorporated' if they are part of another legal entity such as a university or school.
- (c) For such time as the Club is not incorporated it shall be treated as a Collective Member.
- (d) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Club (as a Collective Member) shall be resolved by the Board in its sole discretion.
- (e) Failure to incorporate within the period stated in clause 8.1(a) may result in the expulsion of the Club from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

8.2. Application for Affiliation

An applicant or its nominated representative must lodge annually with WPVIC an application for affiliation in writing, in the form and within the time prescribed by the WPVIC (if any), and be accompanied by:

- (a) a copy of the applicant's current constitution (which must be acceptable to WPVIC and must substantially conform to this Constitution);
- (b) a copy of its Annual Report, minutes and any supporting reports or information distributed at the last annual general meeting of the Club;
- (c) a copy of its financial accounts presented to its members at the latest annual general meeting or alternatively the prescribed documentation required by the Act to be lodged annually;
- (d) a list of contact details for all officers and executives;
- (e) a copy or access to the applicant's current register of members;
- (f) any other documents, information to which WPVIC reasonably may request or is required under this Constitution; and
- (g) the appropriate fee (if any).

8.3. Effect of application

An application for affiliation shall be deemed acceptance and agreement by the applicant to pay when due all fees, levies or charges as determined by WPVIC from time to time associated with the application, membership and participation in any WPVIC activities.

8.4. Discretion to accept or reject application

- (a) WPVIC may accept or reject an application for membership whether the applicant has complied with the requirements in clauses 8.1 and 8.2 or not. WPVIC shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where WPVIC accepts an application, the applicant shall, become or continue as a Member. Membership commences upon acceptance of the application by WPVIC which shall be deemed as accepted if not otherwise rejected within thirty (30) days of receipt of that application by WPVIC. The Chief Executive Officer shall amend the Register accordingly as soon as practicable.
- (c) Where WPVIC rejects an application, any fees forwarded with the application shall be refunded by WPVIC.

8.5. Reaffiliation

Clubs must re-affiliate annually with WPVIC pursuant to this Constitution and procedures set down in Regulations.

8.6. Deemed membership (transitional provisions)

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of WPVIC, shall be deemed Members from the time of approval of this

Constitution under the Act until the time of the next reaffiliation date, unless resigned or expelled or otherwise removed from membership in accordance with this Constitution.

- (b) Clubs shall provide WPVIC with such details as are reasonably required by WPVIC under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Any members of WPVIC prior to approval of this Constitution under the Act, who are not deemed Members under clause 8.6(a) shall be entitled to carry on such functions analogous to their previous functions as provided for under this Constitution.

9. REGISTER OF MEMBERS

9.1. WPVIC to keep Register

WPVIC shall keep and maintain, with the assistance of Clubs, a Register in which shall be entered (as a minimum):

- (a) the full name, residential or organisational address, date of birth, (where appropriate), contact details and date of entry to membership (original and/or renewed) of each Member;
- (b) where applicable, the date of termination or resignation of membership of any Member; and
- (c) Clubs, Directors and Life Members shall provide the necessary information required by WPVIC for the Register as required by WPVIC.

9.2. Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding any direct contact details shall be available for inspection (but not copying) by Members, upon reasonable request.

9.3. 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 WPVIC considers appropriate.

10. EFFECT OF MEMBERSHIP

10.1. Membership agreement

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and WPVIC and that they are bound by this Constitution, the Regulations and the WPAL constitution and regulations;
- (b) they shall comply with and observe this Constitution, the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution they are subject to the jurisdiction of the Board and where appropriate, WPAL;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Water Polo in Victoria;
- (e) at all times, they must act in good faith and support of WPVIC in pursuit of the Objects for and on behalf of the interests of all Members and Water Polo; and

- (f) they are entitled to all benefits, advantages, privileges and services of WPVIC membership.

10.2. Members obligations

Each Member must:

- (a) treat all staff, contractors and representatives of WPVIC and WPAL with respect and courtesy at all times;
- (b) adhere to any code of conduct or Regulations relating to behaviour;
- (c) maintain and enhance (where possible) the Regulations, standards, quality and reputation of both WPVIC and Water Polo; and
- (d) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of WPVIC, WPAL or Water Polo.

10.3. Obligations of Clubs

Further to any other provision of this Constitution, each Club acknowledge and agree to:

- (a) have objects that align and are consistent with this Constitution and do all things reasonably necessary to enable those objects to be achieved;
- (b) take all necessary steps to ensure its constituent documents conform with this Constitution and the Regulations as amended from time to time;
- (c) promote, promulgate and enforce the provisions of this Constitution and any Regulation, direction or ruling of WPVIC;
- (d) be responsible and accountable to WPVIC for fulfilling its obligations to develop Water Polo in accordance with any strategic plan developed from time to time by or with WPVIC;
- (e) operate with and promote confidence and mutual trust between WPVIC and the Members;
- (f) ensure that the Delegate or other nominated representative attends all meetings as requested or convened by WPVIC;
- (g) do all things reasonably necessary to maintain an accurate and updated register of members in accordance with requirements of WPVIC and provide a copy of the register, to WPVIC for the purposes of administration, governance and promotion of Water Polo;
- (h) not do or permit to be done any act or things which might adversely affect or derogate WPVIC (including its standards, quality, reputation, operation) and the maintenance and development of Water Polo;
- (i) not to undermine, compete with or act in contravention of WPVIC;
- (j) advise WPVIC as soon as practicable or any serious administrative, operational or financial issues and assist WPVIC in investigating (if required) and addressing those issues in whatever manner and on such conditions WPVIC considers appropriate;
- (k) take reasonable steps to prevent, or discipline when necessary, any of its members or any participant associated with it from acting in a way that is likely to bring WPVIC, WPAL or Water Polo into disrepute or which might adversely affect or derogate from the Regulations, standards, quality and reputation of Water Polo and its maintenance and development; and
- (l) ensure that all of its office bearers or executives are current registered members during their term of office.

11. DISCONTINUANCE OF MEMBERSHIP

11.1. Notice of resignation or termination of membership

- (a) A Member having paid all arrears of fees payable to WPVIC may resign or withdraw from membership of WPVIC during any year by giving one months' notice in writing to the Chief Executive Officer of such resignation or withdrawal.
- (b) A Club may not resign, disaffiliate or otherwise seek to withdraw from WPVIC without approval by Special Resolution of the Club at a meeting to which at least 21 days' notice has been provided to its members. A copy of the relevant notice and minutes of the Club meeting showing that the Special Resolution has been passed by the Club must be provided to WPVIC.
- (c) If a Club ceases to be a Member under this Constitution, WPVIC membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease, but shall be dealt with by the Board or in accordance with the Regulations.
- (d) Upon WPVIC receiving notice of resignation of membership given under clause 11.1, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

11.2. Discontinuance for breach

- (a) Membership of WPVIC may be discontinued, cancelled, expelled or suspended if determined by the Board in its absolute discretion that a breach, or failure to remedy within a reasonable timeframe, of any clause of this Constitution, including but not limited to the failure to pay within WPVIC's prescribed trading terms any monies owed to WPVIC, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board.
- (b) Membership shall not be discontinued by the Board under clause 11.2 without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) The Board may, in its discretion, convene a Disciplinary Committee to investigate, hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution and to issue notice, or make recommendations to the Board, about the appropriate consequences of its findings.
- (d) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership shall be discontinued with immediate effect by WPVIC giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

11.3. Discontinuance for failure to re-affiliate

- (a) Membership of WPVIC will be discontinued if a Club has not re-affiliated with WPVIC by the date nominated by the Board or if not such date is nominated within one month of the re affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this clause 11.3 as soon as practicable. Member to Re-Apply.
- (b) A Member whose membership has been discontinued or terminated:
 - i. may seek renewal or re-apply for membership in accordance with this Constitution;
 - and

- ii. may be re-admitted at the sole discretion of the Board.

11.4. 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 WPVIC and its property and shall not use any property of WPVIC including Intellectual Property.
- (b) Any WPVIC documents, records or other property in the possession, custody or control of that Member shall be returned to WPVIC immediately.

11.5. Delegate position lapses

The position of Delegate shall lapse immediately on cessation of membership of a Club.

11.6. Membership may be reinstated

Membership which has been discontinued or terminated may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

11.7. Refund of membership fees

Membership fees or subscriptions paid by the discontinued Member are non-refundable, subject to consideration by the Board in special circumstances.

12. STANDARDS AND DISCIPLINE OF MEMBERS

12.1. Standards and disciplinary policies

- (a) The Board may make Regulations:
 - i. for the hearing and determination of grievances, disputes, protests, complaints:
 - 1. by any Member who feels aggrieved by a decision or action of WPVIC; and
 - 2. between Members relating to the conduct or administration of WPVIC;
 - ii. for the discipline of Members;
 - iii. for the formation and administration of a disciplinary or standards Committee which must be independent of any party before it on the matter which is the subject referred to it;
 - iv. for the termination of Members; and
 - v. for the appeal of any matter.
- (b) The Board in its sole discretion may deal with or refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) for investigation or determination, either under the procedures set down in the Regulations or by such other procedure and/or by persons as the Board considers appropriate, that a Member has:
 - i. breached, failed, refused or neglected to comply with a provision under this Constitution, any resolution or determination of the Board; or

- ii. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of WPVIC; or
- iii. prejudiced WPVIC or brought WPVIC, Water Polo or themselves into disrepute.

12.2. Discipline

- (a) WPVIC shall have absolute power to fine, reprimand, suspend, expel or otherwise deal with any Member which or who in the opinion of the Board is in breach of this Constitution, directions of the Board, WPAL constitution, or deemed guilty of any kind of misconduct.
- (b) Where the Board is advised or considers that a Member has allegedly:
 - i. breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the WPAL constitution or regulations or any resolution or determination or direction of the Board;
 - ii. acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of WPVIC, WPAL and/or Water Polo; or
 - iii. brought WPVIC, WPAL, any other Member or Water Polo into disrepute,the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of WPVIC set out in the Regulations or otherwise determined by the Board.
- (c) The Board may appoint a Disciplinary Committee to deal with any disciplinary matter. Such a Committee shall operate in accordance with the provisions of the Constitution and procedures expressed in the Regulations or as determined by the Board but subject always to the Act.

13. SUBSCRIPTIONS AND FEES

The Board shall determine the amount, time and manner of payment for any annual membership subscription (if any) and any other fee, levy or charge payable by Members.

14. EXISTING BOARD (TRANSITIONAL PROVISION)

The members of the administrative or governing body (by whatever name called) of WPVIC in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the end of the Annual General Meeting at which this Constitution is adopted (or next Annual General Meeting if adopted at a Special General Meeting). At this Annual General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with when next due for election in accordance with this Constitution.

15. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business and affairs of WPVIC shall be governed, managed, controlled, and the powers of WPVIC shall be exercised, by the Board. In particular, the Board as the controlling authority and governing body for Water Polo in Victoria shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members, Water Polo and the community throughout Victoria and shall govern Water Polo in Victoria in accordance with this Constitution and in particular the Objects.

16. COMPOSITION OF THE BOARD

16.1. Composition of the Board

- (a) The Board shall comprise of nine (9) elected Directors who shall be elected on a rotational basis. Each Board position will be for a 2 year term.
- (b) A person will not be eligible for election as a Board Member if the person holds office or any position in any Affiliated Club (unless the current sitting Board provides an exemption).
- (c) Board positions will follow a repeating cycle as detailed below and as adopted on approval of these rules and to be implemented at the next AGM:
 - i. Year 1 (2023, 25, 27, 29) Board Positions 1, 3, 5, 7, 9
 - ii. Year 2 (2022, 24, 26, 28) Board Positions 2, 4, 6, 8
- (d) In the event that a board position being elected is held by the President, and the President is not standing for re-election, they shall vacate the Chair at the conclusion of the AGM and the Vice President shall act as the President until the Board Meeting following the AGM, at which time the Directors shall elect a President and Vice President.
- (e) Board Appointed Member:
 - i. The Board shall have the power to appoint not more than two people to act as a Board Member for a term not exceeding 2 years should it decide in its absolute discretion that the particular skills and expertise of that person warrant his or her appointment as a Board Member; and
 - ii. Upon the expiration of the term, the Appointee shall be eligible for election as a Board Member at the next Annual General Meeting if upon expiration of the appointed term he/she gives notice in writing to the Board of the intention to seek election to the Board.

16.2. Election of Directors

The elected Directors shall be elected under clause 17.

16.3. Portfolios

The Board may allocate portfolios and/or titles to Directors.

17. ELECTED DIRECTORS

17.1. Board pre-selection Committee

- (a) The Board may appoint a committee to receive nominations, and to recommend to the Board candidates, for election as a director (Board Pre Selection Committee). The Board Pre Selection Committee must be comprised of the Chairman, two current Directors and an independent person to be selected at the discretion of the Board.
- (b) The Board, any Club or Life Member may nominate any eligible person to stand for the position of a Director.

- (c) The CEO must cause notice to be given of the closing date for nominations for the Board election by publication on the WPV official website or other electronic media that is generally accessible by the public.
- (d) Any person seeking election to the Board of Directors must adhere to the following procedure:
 - i. The nominee candidate must obtain the Nomination Form applicable to the Board election from the CEO;
 - ii. The Nomination Form must be signed by 2 proposing clubs or Board Members;
 - iii. The nominee candidate must sign the Nomination Form and certify that he or she complies with the conditions on the Nomination Form;
 - iv. The Nomination Form must be received, together with any ancillary documents prescribed by the Nomination Form, by the CEO or as otherwise prescribed by the Nomination Form at a date designated by WPVIC
 - v. Failure to lodge a correctly completed Nomination Form in the time prescribed will render the nomination null and void.
- (e) Any position on the Board that is to be vacated at the AGM will be advertised, and any interested person may make an application to the CEO to join the Board (as per nomination form). Applications are to be submitted by the closing date for nominations. Any application made after the closing date may not have to be considered. All applicants who make applications that comply with this Rule are entitled to stand for election.
- (f) Any retiring Director is eligible to reapply for a position on the Board.

17.2. Evaluation of candidates by the Board pre-selection Committee

- (a) Any correctly completed Nomination Form received by the prescribed closing date must be forwarded by the CEO.
- (b) If requested by the Board Pre Selection Committee, each candidate must be available to attend an interview with members of the Board Pre Selection Committee
- (c) Failure to attend an interview with the Board Pre Selection Committee (if required) will render the nomination null and void.
- (d) The Board Pre Selection Committee will assess each candidate.
- (e) The Board Pre Selection Committee will report to the Board on the suitability of each candidate for appointment as a Director and will make a recommendation in relation to each candidate as to whether the Board should endorse the candidate's nomination for election as a Director of WPVIC.

17.3. Director elections

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board,

then those nominated shall be declared elected but only if approved by the majority of Members entitled to vote.

- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members, the positions will be deemed casual vacancies under this Constitution.
- (c) If the number of nominations exceeds the number of vacancies to be filled, then an election by ballot must be conducted with voting papers distributed for each vacancy of the Board.
- (d) Voting shall be conducted in such manner and method as set out in the Regulations.
- (e) There must always be a 40% female representation on the Board, if there isn't a female nomination where one is required to ensure the 40% that position will be vacant until a suitable candidate can be appointed.

17.4. Election of President

The Directors shall elect the President and Vice President from within the board at the first Board meeting following the AGM.

17.5. Term of Office for elected Directors and President

- (a) Directors elected under this Constitution shall be elected for a term **of two (2) years**.
- (b) Subject to provisions of this Constitution relating to earlier retirement or removal of Directors, elected Directors, including the President, shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the Annual General Meeting when the term of office expires.
- (c) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for election as an elected Director until the next Annual General Meeting following the date of conclusion of last term as an elected Director.

18. VACANCIES ON THE BOARD

18.1. Casual vacancies

Any casual vacancy occurring in the position of Director may be filled by an appointment by the remaining Directors from among appropriately qualified or experienced persons. Any casual vacancy for an elected Director position is to be filled for the remainder of the Director's term of office.

18.2. Grounds for termination of Director and vacancies pertaining to their office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;

- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person who, or their estate, is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to WPVIC;
- (e) is absent without the consent of the Board from three consecutive meetings of the Board held during a period of twelve (12) months;
- (f) holds any office of employment with WPVIC (except on a casual or hobby basis);
- (g) is directly or indirectly interested in any contract or proposed contract with WPVIC and fails to declare the nature of their interest;
- (h) in the opinion of the Board (but subject always to this Constitution) has acted in a manner unbecoming or:
 - i. prejudicial to the Objects and interests of WPVIC; or
 - ii. has brought WPVIC into disrepute; or
 - iii. has breached confidentiality of information provided to the Board; or
 - iv. is in breach of any Regulations relating to behaviour and/or performance of Directors;
- (i) is removed by Special Resolution at a General Meeting; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

18.3. Board may act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

18.4. Reappointment of terminated Director

If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.

19. MEETINGS OF THE BOARD

19.1. Board to meet

The Board shall meet in every calendar year as often as it considers necessary to conduct business but not less than at least once per quarter (or at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it determines

appropriate. A Director may at any time convene a meeting of the Board with the support of another two (2) Directors and by providing notice of reasonable time.

19.2. Decisions of Board

Matters arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any matter. Where voting is equal, the President, or chairperson if the President is not present, may exercise a casting vote. If the President or chairperson does not exercise a casting vote, the motion will be lost.

19.3. Resolutions not in meeting

- (a) A resolution in writing, signed or assented to by any form of Electronic Mail by a quorum of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it determines appropriate, a meeting of the Board may be held where one (1) or more of the Directors 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 Directors in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution;
 - iii. if a failure in communications prevents a quorum being established, then the meeting shall be suspended until communications are re-connected. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - iv. any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

19.4. Quorum

At meetings of the Board the number of Directors whose presence, either in person or by electronic means, is required to constitute a quorum is four (4).

19.5. Notice of Board meetings

Unless a quorum of Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director.

19.6. Chairperson

The President is automatically appointed as chairperson. The chairperson shall coordinate the activities of Directors and act as chair of any meeting of the Board at which they are present. If the chairperson is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

19.7. Directors' interests

- (a) Other than with the express resolution or approval of the Board, a Director is disqualified by:
 - i. holding any place of profit or position of employment in WPVIC, other than otherwise accepted under this Constitution;
 - ii. holding any place of profit or position of employment in any company or incorporated association in which WPVIC is a shareholder; or
 - iii. otherwise interested or from contracting with WPVIC either as vendor, purchaser or otherwise.
- (b) Any contract or arrangement entered into by or on behalf of WPVIC in which any Director is in any way interested will be void unless approved by the Board.

19.8. Conflict of Interest

- (a) A Director shall declare their interest in any:
 - i. contractual matter;
 - ii. selection matter;
 - iii. disciplinary matter;
 - iv. financial matter; or
 - v. matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter.
- (b) If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board (excluding the Director with the conflict of interest), or if this is not possible, the matter shall be adjourned or deferred.

19.9. Disclosure of interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director 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 Board held after the Director becomes so interested.
- (b) Where deemed appropriate by the Board or in accordance with the Act, disclosed interests must also be disclosed to Members in General Meeting.

19.10. General disclosure

A general notice that a Director is a member of any specified entity and is to be regarded as interested in all transactions with that entity is sufficient declaration under clause 20.9 as regards such Director and the said transactions. After such general notice, it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

19.11. Recording disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 19 must be recorded in the minutes of the relevant meeting.

19.12. Confidentiality

Directors who are also on club committees must maintain confidentiality over information obtained by them via their role as board members of WPVIC and not disclose that information to anyone unless authorised to do so and/or until the information is otherwise made publicly available.

20. CHIEF EXECUTIVE OFFICER

20.1. Appointment of Chief Executive Officer

A Chief Executive Officer may be appointed by the Board for such term and on such conditions as the Board determines appropriate.

20.2. Chief Executive Officer to assist Company Secretary and Public Officer

- (a) The Chief Executive Officer shall assist the Company Secretary and/or Public Officer of WPVIC (who shall be a Director appointed by the Board) to carry out the duties of such positions.
- (b) The Chief Executive Officer shall:
 - i. administer and manage WPVIC in accordance with the Act, this Constitution and at the direction of the Board;

- ii. as far as practicable attend all Board meetings and all General Meetings;
- iii. prepare the agenda for all Board and General Meetings;
- iv. record and prepare minutes of the proceedings of all Board Meetings and General Meetings;
- v. regularly report to the Board on the activities of, and issues relating to, WPVIC; and
- vi. provide the Board with whatever support required to meet the Objects and/or obligations to Members.

20.3. Board power to manage

- (a) Subject to the Act, this Constitution, any Regulations and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as are necessary or desirable for the proper management and administration of WPVIC.
- (b) No resolution passed by WPVIC in a General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

20.4. Delegated powers

In addition to any powers and authority conferred by this Constitution or the Act or in law, the Chief Executive Officer shall have such powers and authorities as the Board may delegate or from time-to-time determine.

20.5. Exercise of powers

The Chief Executive Officer shall exercise all powers and authorities under the control of the Board and in such a manner as determined by the Board for the benefit of all Members and Water Polo.

20.6. No right to vote

The Chief Executive Officer shall not be a Director or have any right to vote.

20.7. Chief Executive Officer may employ

The Chief Executive Officer may employ such personnel or contract or engage with any entity as deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer determines for the benefit of WPVIC.

21. DELEGATIONS

21.1. Board may delegate functions

The Board may create, establish or appoint Committees, individual officers and consultants to provide advice upon, or carry out, such duties and functions, and with such powers, as the Board determines from time to time. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

21.2. Powers not to be delegated

The Board may delegate any function, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by the Act or any other law, or this Constitution or by resolution of WPVIC in General Meeting.

21.3. Conditions of delegation

Any delegation created under this Constitution will be subject to those conditions and limitations as determined by the Board. The Board may also continue to exercise any function delegated.

21.4. Committee terms of reference

The Committee's formation, functions and Terms of Reference will be set out in Regulations or as determined by the Board from time to time and shall be reviewed by the Board as required but not less than bi-annually.

21.5. Delegated function exercised in accordance with terms

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

21.6. Procedure of delegated entity

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

21.7. 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 or at the time or circumstances as may be specified in the delegation.

21.8. Special Committees

The delegated Committees of WPVIC shall include, but will not be limited to:

- (a) High Performance Committee – to assist with the pathway of our high performance athletes into the state and AWL programs; and
- (b) Judiciary Committee – established for the independent hearing and delivering of suspensions referred from any local competitions within Victoria.

21.9. Nominations Committee

The Board may establish from time to time a Nominations Committee which shall comprise of independent persons whose role shall be to oversee the process (including but not limited to vetting of applicants, determine suitability of applicants) of electing and/or appointing Directors, the Chief Executive Officer, committee members, auditors and consultants or such roles referred by the Board.

21.10. Revocation of delegation

The Board may, in writing, at any time revoke wholly or in part any delegation made under clause 21.

21.11. Board may over-rule

The Board may at any time make a resolution which will have the effect of over-ruling, amending or to repeal a decision or determination of any delegated authority.

22. SEAL

- (a) The WPVIC may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of WPVIC. The affixing of the Seal must be witnessed by two (2) Directors, unless the Board determines otherwise.

23. GENERAL MEETINGS

- (a) All General Meetings other than the annual General Meeting shall be special General Meetings and shall be held in accordance with this Constitution.

- (b) An annual General Meeting of WPVIC shall be held in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board.
- (c) The reasonable expenses of convening and conducting any General Meeting shall be borne by WPVIC.

24. SPECIAL GENERAL MEETINGS

24.1. Special General Meetings held

The Board may, whenever it determines appropriate, convene a special General Meeting of WPVIC and, where, but for this clause more than fifteen (15) months would elapse between annual General Meetings, shall convene a special General Meeting before the expiration of that period.

24.2. Requisition of special General Meetings

- (a) The Chief Executive Officer shall at the request of the Board or on the requisition in writing of not less than twenty five percent (25%) of eligible voting Members convene a special General Meeting within one month after receipt.
- (b) The requisition for a special General Meeting must be signed by the requisitioning Members, state the purpose of the meeting and be sent to the Chief Executive Officer and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Chief Executive Officer does not cause a special General Meeting to be held within one (1) month after the date on which the requisition is sent to WPVIC, the Members making the requisition, or any of them, may convene a special General Meeting to be held not later than two (2) months after that date.

25. NOTICE OF GENERAL MEETING

25.1. Notification to Members

Notice of every General Meeting shall be given to any Member entitled to receive notice at the address appearing in the Register kept by WPVIC. The auditor, Chief Executive Officer and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled the right to receive notices of General Meetings.

25.2. Details of Notice

A Notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

25.3. Notice delivery

Notice of every General Meeting shall be given in the manner authorised in clause 41.

25.4. Period of notice

At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

- (a) the preliminary agenda for the meeting;
- (b) an invitation to submit any motions as special business to vote upon;
- (c) request for nominations for any elected positions (if any); and
- (d) forms of authority in blank for proxy votes

25.5. Further notice

At least seven (7) days' notice of the final agenda, any motions received, and nominations for elections shall be given to those Members entitled to receive notice.

26. MEETING BUSINESS

- (a) The business to be transacted at the annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) No business other than stated on a Notice for a General Meeting shall be transacted.

27. NOTICES OF MOTION

Subject to clause 25, Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Chief Executive Officer not less than fourteen (14) days (excluding receiving date and meeting date) prior to the General Meeting.

28. PROCEEDINGS AT GENERAL MEETINGS

28.1. Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 30% or a minimum of seven (7) Members entitled to vote.

28.2. President to preside

- (a) The President shall, subject to this Constitution, preside as chair at every General Meeting except:
 - i. in relation to any election for which the chairperson is a nominee; or

- ii. where a conflict of interest exists.
- (b) If the President is not present or is unwilling or unable to preside, the Board shall recommend for consideration of the Delegates present another person to preside as chairperson for that meeting only.

28.3. Delegate unable to attend

In the case where a Delegate is not able to attend a General Meeting, then a replacement Delegate, or proxy, may be appointed by the Club to attend and vote on its behalf.

28.4. Adjournment of General Meeting

- (a) If a quorum is not present the General Meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present, the Members who are present may proceed with the business of that General Meeting as if a quorum were present.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in this clause, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

28.5. Recording of determinations

Subject to clause 29, a declaration by the chairperson that a resolution has been carried or lost either unanimously or by a particular majority and an entry to that effect in the minutes of the proceedings of the General Meeting shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

28.6. Resolutions not to invalidate Board decisions

Any resolution of Members in General Meeting shall not invalidate any prior act or decision of the Board which would have been valid had that resolution not been passed.

28.7. Determination of disputes

Any dispute of fact or interpretation at General Meetings shall be determined by the President, or the chairperson if the President is not present. Such determination shall be absolute and shall be a point of dispute.

28.8. Error or omission

Any irregularity, error or omission in notices, agendas and papers for any General Meeting or timeframe of delivery of notice or persons entitled to receive notice, and/or any other error in the organisation of the General Meeting does not invalidate nor prevent the General Meeting from proceeding provided that the President in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission and a motion to proceed is put by the President to the General Meeting and such motion is passed by Special Resolution of those Members present.

29. VOTING AT GENERAL MEETINGS

29.1. Members entitled to vote

Delegates of Clubs (1 votes), who are determined by the Board as being currently financial with WPVIC at the time of Notice of the General Meeting, are entitled to vote at any General Meeting. For the purpose of this clause such Board determination shall include any monies outstanding for more than two months without receipt of any written query and/or accepted payment plan being in place.

29.2. Delegates voting on behalf of Member

Delegates shall vote with the best interest or in accordance with the majority of members of the Club being represented and not with any personal bias or opinion. Where practicable, Delegates shall seek instructions from the Office Bearers of the Club being represented on how to vote at General Meetings.

29.3. Voting procedure

The Board may determine in the Regulations or from time to time procedures for the efficient operation of voting at General Meetings. In accordance with any such Regulation or a Board's direction, a resolution put to the vote at any General Meeting shall be decided on a single vote per Member basis unless a poll is demanded (before or on the declaration of the result of the vote based on the single vote per Member) by:

- (a) the President or chairperson; or
- (b) at least thirty percent of Members present and eligible to vote.

29.4. Where poll demanded

- (a) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the acting chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (b) Where a poll is demanded, each Member entitled to vote at General Meetings is entitled to the number of votes in accordance with the following voting table:

Voting Group	“Individual Member” numbers	Votes allocated per /Clubs
A	0-50	1
B	51-100	2
C	101-500	4
D	501+	6

- (c) For the purposes of this clause, where an Individual Member is registered as at the date that notice of the General Meeting is provided, and is a member of more than one Club, then unless nominated otherwise, the first joined Club shall be their primary Club.

29.5. Casting vote

Where voting is equal, the President, or chairperson if the President is not present, may exercise a casting vote. If the casting vote is not exercised , the motion will be lost.

30. ELECTRONIC MEETINGS & VOTING

30.1. Electronic meetings

WPVIC may hold any meeting and/or ballot to determine any issue or proposal by use of electronic facilitates for some or all participants.

30.2. Electronic ballot

- (a) Electronic voting may be by means of email, accessing of a voting website, or any other method determined by the Board.
- (b) At least 7 days before the date fixed for the closing of the ballot, each Member entitled to vote must be given:
 - i. access to an electronic ballot paper, or to a voting website containing an electronic ballot paper; and
 - ii. access to information about:

1. how the ballot paper must be completed,
 2. the closing date of the ballot,
 3. if voting is by email—the address where the ballot paper is to be returned, and
 4. if voting is by accessing a voting website—the internet address of the website, any passwords required to access the website and how the completed electronic ballot paper is to be sent to the returning officer using the website.
- (c) For any vote to be valid, the vote must be in accordance with the instructions contained in the information provided in accordance with clause 31.2. The President shall determine any disputes as to the validity of any vote and such determination shall be absolute.
- (d) An electronic ballot paper must be provided to Members with reasonable time for Members to cast their vote.
- (e) All electronic ballot papers are to be stored securely until the counting of the votes begins.

31. PROXY VOTING

31.1. Proxy form

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Chief Executive Officer at or before the commencement of the meeting.

31.2. Exercise of proxy

- (a) Proxies shall only be exercised by Members entitled to vote and/or the President.
- (b) No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.

31.3. Authority to demand poll

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31.4. Proxy instructions

A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed motion. Unless otherwise instructed the proxy vote may be exercised by the Member holding the proxy as they think appropriate at their discretion.

32. GRIEVANCE PROCEDURE

32.1. Parties of dispute

The grievance procedure set out in this clause applies to disputes between a Member and:

- (a) another Member; or
- (b) WPVIC.

32.2. Parties required to meet

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. The parties may request WPVIC to appoint an independent person to assist the parties to resolve the dispute.

32.3. WPVIC tribunal

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, refer the dispute for resolution by way of either mediation or arbitration to an independent tribunal established by the WPVIC in accordance with the Regulations.

32.4. The Board may prescribe additional grievance procedures in Regulations.

33. RECORDS AND ACCOUNTS

33.1. Records

WPVIC shall establish and maintain proper records concerning transactions and minutes of board meetings and significant business dealings of WPVIC and shall produce these when appropriate upon request.

33.2. Records kept in accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Chief Executive Officer.

33.3. WPVIC to retain records

WPVIC shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

33.4. Board to submit accounts

The Board shall submit to the Members at the annual General Meeting the statements of account of WPVIC in accordance with this Constitution and the Act.

33.5. Accounts conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards to any error discovered in them within three months (3) after such approval or adoption.

33.6. Accounts to be sent to members

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

33.7. Negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, or modes of payment, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

34. AUDITOR

34.1. Audit of accounts

The accounts of WPVIC shall be examined and the true and fair view of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year

34.2. Appointment of auditor

A properly qualified auditor or auditors shall be appointed by WPVIC in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct.

34.3. Removal of auditor

The auditor may be removed in a General Meeting.

34.4. Casual vacancy of auditor position

- (a) WPVIC shall appoint a replacement auditor upon any resignation of the appointed auditor or where there is otherwise a casual vacancy in the position of auditor.
- (b) Such appointment shall only exist until the next annual General Meeting.

35. INCOME AND PROPERTY

35.1. Derived income and property

Income and property of WPVIC shall be derived from such sources as the Board determines from time to time.

35.2. Application to Objects

The income and property of WPVIC shall be applied solely towards the promotion of the Objects.

35.3. No payment to Member or Director

Except as otherwise prescribed in this Constitution, the Act, or where approved by the Board:

- (a) No portion of the income or property of WPVIC shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) No remuneration or other benefit in money or money's worth shall be paid or given by WPVIC to any Member who holds any office of WPVIC, for the purpose of holding such office.

35.4. Good Faith Payments for Ordinary Business

Nothing in this Constitution shall prevent payment in good faith to any Member, Director, employee or any other person in the ordinary and usual course of operation including but not limited to the following items:

- (a) any services rendered to WPVIC;
- (b) goods supplied to WPVIC;
- (c) interest on money borrowed;
- (d) rent for premises demised or let;
- (e) any out-of-pocket expenses incurred on behalf of WPVIC,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

36. WINDING UP

- (a) Subject to this Constitution, WPVIC may be wound up in accordance with the Act.
- (b) The liability of Members of WPVIC is limited.
- (c) Every Member undertakes to contribute to the assets of WPVIC if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of WPVIC contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up WPVIC, such an amount not exceeding one dollar (\$1.00).

37. DISTRIBUTION OF PROPERTY ON WINDING UP

- (a) If upon winding up or dissolution of WPVIC there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on WPVIC by this Constitution.
- (b) Such organisation(s) to be determined by the members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

38. ALTERATION OF CONSTITUTION

38.1. Alteration by Special Resolution

This Constitution shall not be altered or repealed except by Special Resolution.

38.2. Review Timeframe

The Board will appoint a Committee to review this Constitution not more than every three years after the date this Constitution is adopted. The terms of reference shall be set by the Board to ensure the provisions remain contemporary and compliant with the Act.

39. REGULATIONS

39.1. WPVIC to formulate Regulations

- (a) The Board may formulate, issue, adopt, interpret and amend, repeal and replace Regulations for the proper advancement, management, control and administration of the affairs of WPVIC and Water Polo in Victoria as it thinks necessary or desirable.
- (b) Such Regulations must be consistent with the Constitution, the WPAL constitution, any regulations made by WPAL and any policy directives or determinations of the Board.

39.2. Regulations Binding

All Regulations shall be binding on all Members and shall be in force and take effect on and from the date of notification to Members.

39.3. Regulations deemed applicable

All rules, by-laws, policies and regulations of WPVIC in force at the date of the approval of this Constitution shall remain in force so far as such rules, by-laws, policies and regulations are not inconsistent with, or have been replaced by this Constitution, and shall be deemed to be Regulations and shall continue to apply.

39.4. Members request for amendments of Regulations

Members may propose any new or amendments to any Regulation for consideration by the Board or by way of motion tabled in a General Meeting. Any amendment tabled in General Meeting shall require a Special Resolution to be passed.

39.5. Members notification

- (a) Regulations relating to the conduct, operation, behaviour or otherwise specific to Members shall be advised to Members by means of posting on WPVIC website and/or by means of Bulletins prepared and issued by the Chief Executive Officer.
- (b) Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members.
- (c) Regulations relating to matters of the Board, office administration or other policy directives or determinations of the Board shall not require notification to Members.

40. STATUS AND COMPLIANCE OF CLUBS

40.1. Compliance

Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in Victoria (unless they are otherwise of a Member type that does not require incorporation);
- (b) nominate a Delegate annually to attend General Meetings, and shall inform WPVIC of the details of that person accordingly;
- (c) provide WPVIC with copies of their accounts (audited if required under the Act), annual financial reports, minutes of general or special meetings, and other associated documents as soon as practicable, following the Region's or Club's annual general meeting;
- (d) recognise WPVIC as the authority for Water Polo in Victoria and WPAL as the national authority for Water Polo in Australia;

- (e) adopt and implement such communications and Intellectual Property policies as may be developed by WPVIC from time to time; and
- (f) have regard to the Objects with respect to any matter of the Region or Club.

40.2. Club constitutions

Clubs acknowledge and agree that they shall, or take all reasonable steps necessary to:

- (a) ensure that the constituent documents of their Clubs clearly reflect the objects and conform to this Constitution;
- (b) provide to WPVIC a copy of their constituent documents and all amendments to these documents; and
- (c) recognise in their constituent documents, at the earliest available opportunity, but within one year of the commencement of this Constitution, that WPVIC is the authority for Water Polo in Victoria and WPAL as the national authority for Water Polo in Australia.

40.3. Register

Clubs shall maintain, in a form acceptable to WPVIC, a register of all Members of the Club. Each Club shall provide a copy of the register at a time and in a form acceptable to WPVIC, and shall provide regular updates of the register to WPVIC.

41. NOTICES

41.1. Notices given

Notices may be given by WPVIC to any person entitled under this Constitution to receive any notice by sending the Notice by pre-paid post or by Electronic Mail, to the Member's registered Address or in the case of a Delegate, to the last notified Address.

41.2. Deemed post delivery

Where a Notice is sent by post, service of the notice shall be deemed to be effected three (3) days after posting by properly addressing, prepaying and posting the Notice.

41.3. Deemed electronic delivery

Where a Notice is sent by Electronic Mail, service of the Notice shall be deemed to be effected the next business day after it was sent.

41.4. Meeting Notice to Individual and Associate Members

Subject to any other provision to the contrary, a Notice provided to any Club and/or posted on WPVIC website shall be deemed as being provided to all Individual Members and Associate Members.

41.5. Accidental omission

Any accidental omission to give Notice of any meeting to any person or entity entitled to receive such Notice shall not invalidate any Resolutions passed at such meeting.

42. DELEGATE TO WPAL

- (a) The Chief Executive Officer or the President shall act as the delegate to WPAL and are appointed by the Board. In the event that the delegate so appointed is unable to attend a required meeting (general or otherwise) of WPAL, the Board shall appoint an alternative delegate for that meeting.
- (b) The delegate to WPAL shall convey views of WPVIC on matters discussed at such conferences and shall report to the Board where appropriate on such meetings and other WPAL matters which arise.

43. INDEMNITY

- (a) Every Director and employee of WPVIC shall be indemnified out of the property and assets of WPVIC against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the court.
- (b) WPVIC shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - i. in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of WPVIC; and
 - ii. in the case of an employee, performed or made in the course and within the scope of their employment by WPVIC.