
CONSTITUTION

Under the *Associations Incorporation Act 2009* (NSW)

DRUMMOYNE WATER POLO **CLUB INCORPORATED**

DATED August 2021

JAMES TUIE & ASSOCIATES

Lawyers

Level 3

219 Castlereagh Street

SYDNEY NSW 2000

AUSTRALIA

DX 11573 SYDNEY DOWNTOWN

Tel: 9284 1888

Fax: 9284 1899

Ref: JBS/ELE 2011070

TABLE OF CONTENTS

1.	Definitions	
2.	Membership Qualifications	
3.	Nomination for Membership	
4.	Cessation of Membership	
5.	Members Entitlements Not Transferable	
6.	Resignation of a Member	
7.	Register of Members	
8.	Fees, Subscriptions, etc	
9.	Member's Liabilities	
10.	Resolution of Internal Disputes	
11.	Disciplining of Members	
12.	Right of Appeal of a Disciplined Member	
13.	The Powers of the Committee	
14.	The Office Bearers of the Club	
15.	Election of Members	
16.	Secretary	
17.	Treasurer	
18.	Casual Vacancies	
19.	Removal of a Member	
20.	Meetings and Quorum	
21.	Delegation by Committee to Sub-Committee	
22.	Voting and Decisions	
23.	Annual General Meetings – Holding Of	
24.	Annual General Meetings – Calling Of and Business At	
25.	Special General Meetings – Calling Of	
26.	Notices	
27.	Procedure	
28.	Presiding Member	
29.	Adjournment	
30.	Making of decisions	
31.	Special Resolution	

32.	Voting	
33.	Appointment of Proxies	
34.	Insurance	
35.	Funds – Source	
36.	Funds – Management	
37.	Alteration of Objects and Rules	
38.	Common Seal	
39.	Custody of Books etc	
40.	Inspection of Books etc	
41.	Service of Notices	
42.	Indemnity	
43.	Financial Year	

PART 1 – PRELIMINARY

1. Definitions

- 1.1. In these Rules, except in so far as the context or subject matter otherwise indicates or requires-

Committee or **General Committee** means the Members, for the time being, of the General Committee as constituted in accordance with these Rules.

Ordinary Member means a Member of the Committee who is not an office bearer of the Club, as referred to in Rule 14.2.

Secretary means the person holding office under these Rules as Secretary of the Club. The Secretary of this Club shall also hold the position of Public Officer.

Annual General Meeting means a General Meeting held each year as required by the Act and these Rules.

Special General Meeting means a General Meeting of the Club other than the Annual General Meeting.

The Act means the *Associations Incorporation Act 2009 (NSW)*.

The Regulations means the *Associations Incorporation Regulations 2010 (NSW)*.

Notice Board means the board or boards provided in a conspicuous place within the precincts of the swimming pool on which notices for the information of Members are posted.

Financial as applied to Membership shall mean a Member who has paid all subscriptions, dues, capitation fees and other monies payable to the Club and is not indebted to the Club in any way.

Month means calendar month.

The Register means the Register of Members kept pursuant to the Act.

The Club means The Drummoyne Water Polo Club Incorporated.

In writing and **written** includes printing, lithography, and other modes or reproducing or representing work in a visible form.

Words importing the singular number only, include the plural and vice versa.

Words importing any gender shall include other gender.

- 1.2 In these Rules-

- (a) A reference to a function includes a reference to a power, authority and duty; and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of that duty.

1.3 The provisions of the *Interpretation Act 1987 (NSW)* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

PART 2 – MEMBERSHIP

2. Membership Qualifications

2.1. A person is qualified to be a Member of the Club if, but only if-

- (a) The person has not ceased to be a Member of the Club at any time after Incorporation of the Club.
- (b) The person is a natural person who-
 - (i) Has been nominated for Membership of the Club as provided by Rule 3; and
 - (ii) Has been approved for Membership of the Club by the Committee of the Club.

2.2. The Club shall consist of Members of the following classes:

(a) **Senior Active Members**

Shall be those persons who have obtained the age of 18 years and who are actual players for the Club, have paid the Senior Active Membership subscription and have been elected to such Membership.

(b) **Junior Active Members**

Shall be those persons who have not attained the age of 18 years and who are actual players for the Club, have paid the Junior Active Membership subscription and have been elected to such Membership.

(c) **Associate Members**

Shall be such persons over the age of 18 years who are supporters of, and are interested in water polo and are considered by the Committee to be desirable persons to be elected as associate Members of the Club, have paid the associate Member subscription and have been elected to such Membership.

(d) **Honorary Life Members**

Shall be such persons as appointed from among members who have rendered extraordinary, exceptional or outstanding service to the Club. The following shall apply to Honorary Life Members:

- (i) Honorary Life Members shall retain voting rights.
- (ii) Honorary Life Members are eligible to be members of all advisory panels.
- (iii) Honorary Life Members shall not be liable for membership fees.
- (iv) A nomination for election of Honorary Life Members must:
 - (A) be made in writing to the Committee by a member with a minimum of five (5) years membership; and
 - (B) provide sufficient information covering the nominee's extraordinary, exception or outstanding service.
- (v) The base criteria that must be applied in support of recommendation for Honorary Life Membership is a minimum fifteen (15) years continuous extraordinary, exceptional or outstanding service, in at least three (3) of the following core areas:
 - (A) competition;
 - (B) coaching and education;
 - (C) committee and administration; and
 - (D) fundraising.

If a member did not make a contribution in at least three (3) core areas then the member would need to have contributed for a longer period, the length of which is at the discretion of the Committee. In some instances a member's contribution is so extraordinary and outstanding that a lesser period would be appropriate.
- (vi) The Committee must establish a Life Members Sub-Committee pursuant to Rule 21.1 and consisting of one (1) member of the office-bearers of the Club and two (2) Honorary Life Members.
- (vii) The Life Members Sub-Committee is to exercise those functions as specified in:
 - (A) The power of delegation pursuant to Rule 21.1; and
 - (B) A function which is a duty imposed on the Committee by the Act or by any other law.

- (viii) Only one Honorary Life Member is to be conferred per year.
 - (ix) The Life Members Sub-Committee will examine the nomination and must establish the base criteria as defined in Rule 2.2(d)(v). If the base criteria is met, then the Life Members Sub-Committee should refer the nomination to the Life Members for scrutiny and approval.
 - (x) The Life Members are to advise the Committee of their level of support in approving the nomination following examination of the nominations by the Life Members.
 - (xi) As far as is possible, all nominations for Honorary Life Membership and the subsequent inquiries should remain confidential until such time as the Committee affirms the nomination. It is preferred that the Honorary Life Membership be conferred at the Club's Presentation Night by an existing Honorary Life Member.
- 2.3. (a) Senior Active Members, Associate Members and Honorary Life Members shall have full voting rights and shall be eligible to hold office in the Club. Junior Active Members do not have voting rights. Junior Active Members may be nominated as a Member of the Committee **however are not eligible to hold the position of Secretary/Public Officer.**
- (b) Any person who shall have made application for Membership of the Club in the matter hereinafter prescribed and who shall have been duly elected to Membership shall upon payment to the Club of all necessary fees and subscriptions become and be a Member of the Club.

3. Nomination for Membership

- 3.1 Every candidate for Membership of the Club shall be proposed by one and seconded by another Member of the Club on the form provided by the Club. Every nomination shall be made in writing and shall give the full name, address, date of birth, home phone number, occupation and work phone number of the candidate and be signed by the candidate and the proposer and the seconder.
- 3.2 Every nomination for Membership shall be lodged with the Secretary.
- 3.3 As soon as practicable after receiving a nomination for Membership the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination.
- 3.4 Where the Committee determines to approve a nomination for Membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a Member as entrance fee and annual subscription.
- 3.5 The Secretary shall, on payment by the nominee of the amounts referred to in Rule 3.4, within the period referred to in that Rule, enter the nominee's name in the Registry

of Members and upon the name being so entered, the nominee becomes a Member of the Club.

- 3.6 Every Member shall, on becoming a Member, furnish to the Secretary particulars of address and occupation if those particulars have not already been stated on the nomination for Membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the Members registered address for the purpose of the issue of notices.
- 3.7 The Committee may reject any application for Membership without assigning any reason of such rejection.

4. Cessation of Membership

- 4.1. A person ceases to be a Member of the Club if the person-
 - (a) Dies;
 - (b) Resigns Membership; or
 - (c) Is expelled from the Club.
- 4.2. Every person ceasing to be a Member of the Club as referred to in Rule 4.1, shall forfeit ipso facto all rights as a Member of the Club but shall remain liable for any monies due or payable under these Rules.

5. Members Entitlements Not Transferable

- 5.1 A right, privilege or obligation which a person has by reason of being a Member of the Club:
 - (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Terminates upon cessation of that person's Membership.

6. Resignation of a Member

- 6.1. A Member of the Club is not entitled to resign that Membership except in accordance with this Rule.
- 6.2. A Member of the Club who has paid all amounts payable by the Member to the Club in respect of the Member's Membership may resign from Membership of the Club by first giving notice, being not less than two (2) weeks, (or not less than such other period as the Committee may determine) in writing to the Secretary of the Member's intention to resign and upon the expiration of the period of notice, the Member ceases to be a Member.
- 6.3. Where a Member of the Club ceases to be a Member pursuant to Rule 6.2 and in every other case where a Member ceases to hold Membership, the Secretary shall

make an application entry in the Register of Members recording the date on which the Member ceased to be a Member.

- 6.4 No Member shall be allowed to resign if they are in arrears for any entrance fee or annual subscription or any other unpaid due.

7. Register of Members

- 7.1 The Secretary of the Club shall establish and maintain a Register of Members of the Club setting forth the name in full, the address, the date of birth, the occupation, the home phone number, the business phone number, a fax number if any and an email address if any of each Member specifying the class of Member to which such Member belongs and setting out the date of the latest payment by each Member of his or her subscription, together with a date on which the person became a Member of the Club.
- 7.2 The Register of Members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any Member of the Club at any reasonable hour.

8. Fees, Subscriptions etc.

- 8.1 A Member of the Club shall, upon admission to Membership, pay to the Club a fee of \$1 or, where some other amount is determined by the Committee, that other amount.
- 8.2 In addition to any amount payable by the Member under Rule 8.1, a Member of the Club shall pay to the Club an annual Membership fee of \$2, or, where some other amount is determined by the Committee, that other amount-
- (a) Except as provided by paragraph (b), before 1st October in each calendar year; or
 - (b) Where a Member becomes a Member on or after 1st October in any calendar year - upon becoming a Member and before 1st October in each succeeding calendar year.
- 8.3 All subscriptions payable under these Rules shall be paid yearly in advance. If any fee or subscription or call or charge remains unpaid for a period of 28 days after it becomes due, the Member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid for a further period of 14 days, after the date of issue of the default notice, the Committee shall, unless it considers that there is sufficient reason for delay in payment, by resolution debar such Member from all privileges of Membership and his/her name may at any time thereafter be removed by resolution of the Committee from the Register. The provision of Rule 12 shall not apply to any such resolution.
- 8.4 The Committee may, at any time or times, suspend the payment of entrance fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any Member under any special circumstance that may arise.

9. Member's Liabilities

- 9.1 The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charge and expenses of the winding-up of the Club, is limited to the amount, if any, unpaid by the Member in respect of Membership of the Club as required by Rule 8.

10. Resolution of Internal Disputes

- 10.1 Disputes between Members (in their capacity as Members) of the Club and disputes between Members and the Club are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983 (NSW)*.

11. Disciplining of Members

- 11.1. Where the Committee is of the opinion that a Member of the Club-

- (a) Has persistently refused or neglected to comply with a provision or provision of these Rules; or
- (b) To be unbecoming of a Member or prejudicial to the interests of the Club,

The Committee may, by resolution-

- (i) Expel the Member from the Club; or
 - (ii) Suspend the Member from Membership of the Club for a specified period.
- 11.2. A resolution of the Committee under Rule 11.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Rule 11.3, confirms the resolution in accordance with this Rule.
- 11.3. Where the Committee passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member-
- (a) Setting out the resolution of the Committee and the grounds on which it is based;
 - (b) Stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) Stating the date, place and time of that meeting; and
 - (d) Informing the Member that the Member may do either or both of the following:
 - (i) Attend and speak at that meeting;

- (ii) Submit to the Committee at or prior to the date of that meeting, written representations relating to the resolution.

11.4. At a meeting of the Committee held as referred to in Rule 11.3, the Committee shall-

- (a) Give to the Member an opportunity to make oral representations;
- (b) Give due consideration to any written representation submitted to the Committee by the Member at or prior to the meeting; and
- (c) By resolution determine whether to confirm or to revoke the resolution.

11.5. Where the Committee confirms a resolution under Rule 11.4, the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the Member of the fact the reasons given by the Committee for having taken that action and of the Member's right of appeal under Rule 12.

11.6 A resolution confirmed by the Committee under Rule 11.4 does not take effect-

- (a) Until the expiration of the period within which the Member is entitled to appeal against the resolution; or
- (b) Where within that period, the Member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to Rule 12.4, whichever is the latter.

12. Right of Appeal of a Disciplined Member

12.1. A Member may appeal to the Club, in General Meeting, against a resolution of the Committee which is confirmed under Rule 11.4, within seven (7) days after notice of the resolution is served on the Member by lodging with the Secretary a notice to that effect.

12.2. The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

12.3. Upon receipt of a notice from a Member under Rule 12.1, the Secretary shall notify the Committee which shall convene a General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.

12.4 At a General Meeting of the Club convened under Rule 12.3-

- (a) No business other than the question of the appeal shall be transacted; and
- (b) The Committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) The Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- 12.5 If at the General Meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 – THE COMMITTEE

13. The Powers of the Committee

13.1 The Committee shall be empowered to:

- (a) Exercise all such functions as may be exercised by the Club other than those functions that are required by these Rules to be exercised by a General Meeting of Members of the Club.
- (b) Appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit. Remove, discharge, suspend, or dismiss such coaches, managers, representatives and agents in respect to permanent, temporary or special services as it may from time to time think fit and determine the duties, pay, salary, emoluments or other remuneration.
- (c) Purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) Secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging any or all of the property of the Club as may be thought fit.
- (e) Institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment as satisfaction of any debt due to any claims or demands by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club.
- (f) Determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and any other documents or instruments.
- (g) Invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time vary or realise such investments.
- (h) From time to time at its discretion, to borrow or secure the payment of any sum or sums of money for the purpose of the Club and to raise or secure the payment of such sum or sums in any such manner and upon such terms and conditions in all respects as it shall think fit.

- (i) Sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to let any property of the Club and with the sanction of a General Meeting of the Club to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time.
- (j) In addition to the powers contained in Rule 11, to fine, caution or suspend for such period as it thinks fit any Member who shall wilfully infringe any provision of these Rules or who shall in the opinion of the Committee be guilty, either in or out of the Drummoyne Swimming Pool complex.

14. The Office Bearers of the Club

14.1. The Committee is to consist of:

- (a) The office-bearers of the Club;
- (b) Up to six (6) ordinary Members; and
- (c) Two (2) advisory Members,

each of whom shall be elected at the Annual General Meeting of the Club pursuant to Rule 15.

14.2. The office-bearers of the Club are to be:

- (a) The President;
- (b) The Treasurer;
- (c) The Secretary; and
- (d) The Vice President.

14.3. The ordinary Members and the advisory Members shall conduct the duties conferred on them by the Committee.

14.4. Each Member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election.

14.5. In the event of a casual vacancy occurring in the Membership of the Committee, the Committee may appoint a Member of the Club to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting following the date of the appointment.

14.6. No person shall be qualified to be a Member of the Committee who is not a Member of the Club.

- 14.7 No Member of the Committee shall receive any remuneration for their services in their capacity as a Member of the Committee.
- 14.8 Advisory Members shall not be entitled to vote on any question arising at a meeting of the Committee.

15. Election of Members

- 15.1 Nominations of candidates for elections as office bearers of the Club or as ordinary Members or advisory Members of the Committee-
- (a) Shall be made in writing, signed by two Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) Shall be delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place;
 - (c) The Secretary shall after receiving nominations, post the names of the candidates and their proposers on the notice board.
- 15.2 If sufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 15.3 If sufficient further nominations are received any vacant positions remaining on the Committee shall be deemed to casual vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.6 The ballot for the election of office bearers, ordinary Members and advisory Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 15.7 A nomination for a candidate for election under Rule 15.4 is not valid if that candidate has been nominated for election to another office at the same election.
- 15.8 The President, Treasurer and Secretary shall be elected in that order before the election of ordinary or advisory Members of the Committee and the result of such elections shall be announced before any other election is proceeded with.
- 15.9 Any person who is nominated for any office shall, if not elected to that office, and who is nominated for any other office, be eligible for election to that office.

- 15.10 In the event of an equality of votes in favour of two or more candidates, the Chairperson of the meeting shall have a casting vote or votes as to ensure the election of not more than the number necessary to fill the vacancies.
- 15.11 In any case of doubt as to the formality of the vote, the matter shall be referred to the Chairman of the meeting whose decision shall be final.

16. Secretary

- 16.1. The Secretary of the Club shall, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- 16.2 It is the duty of the Secretary to keep minutes of:
- (a) All appointments of office bearers and Members of the Committee;
 - (b) The names of Members of the Committee present at a Committee Meeting or a General Meeting;
 - (c) All proceedings at Committee Meetings and General Meetings; and
 - (d) The number of Members present and voting at General Meetings of the Club.
- 16.3 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 16.4 It shall be the duty of the Secretary of this Club to Act as the Public Officer of the Club and all the duties and responsibilities of the Public Officer are conferred upon him.

17. Treasurer

- 17.1. It is the duty of the Treasurer of the Club to ensure that-
- (a) All money due to the Club is collected and received and that all payments authorised by the Club are made; and
 - (b) Correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

18. Casual Vacancies

- 18.1 For the purpose of these Rules, a casual vacancy in the office of a Member of the Committee occurs if the Member-
- (a) Dies; or
 - (b) Ceases to be a Member of the Club; or

- (c) Becomes an insolvent under the administration within the meaning of Corporations Law; or
- (d) Resigns office by notice in writing given to the Secretary; or
- (e) Is removed from office under Rule 19; or
- (f) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) Fails to attend a regular Committee Meeting for three (3) consecutive meetings without leave of absence from the Committee.

18.2 Should a casual vacancy occur as referred to in Rule 18.1, the Committee may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made, the continuing Members of the Committee may act notwithstanding such vacancy.

19. Removal of a Member

19.1 The Club in a General Meeting may by resolution remove any Member of the Committee from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

19.2 Where a Member of the Committee to whom a proposed resolution referred to in Rule 19.1 relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Club, the Secretary or the President may send a copy of the representations to each Member of the Club or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and Quorum

20.1. The Committee shall meet at least 6 times in a period of 12 months at such place and time as the Committee may determine.

20.2. Additional meetings of the Committee may be convened by the President or by any Member of the Committee.

20.3. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.

20.4. Notice of a meeting given under Rule 20.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.

- 20.5. Any three (3) Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 20.6. No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 20.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting shall be dissolved.
- 20.8. At a meeting of the Committee-
 - (a) The President shall preside; or
 - (b) If the President is absent or unwilling to act such, one of the remaining Members of the Committee, as may be chosen by the Members present at the meeting, shall preside.

21. Delegation by Committee to Sub-Committee

- 21.1. The Committee may, by oral agreement, delegate to one or more Sub-Committees (consisting of such Member or Members of the Club that the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the agreement other than-
 - (a) This power of delegation; and
 - (b) A function which is a duty imposed on the Committee by the Act or by any other law.
- 21.2. Such agreement should be noted in detail in the Minutes of the Meeting at which the agreement was confirmed.
- 21.3. A function, the exercise of which has been delegated to a Sub-Committee under this Rule, may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 21.4. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the agreement.
- 21.5. Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.
- 21.6. Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it been done or suffered by the Committee.

- 21.7 The Committee may, by oral agreement, revoke wholly or in part any delegation under this Rule.
- 21.8 A Sub-Committee may meet and adjourn as it thinks proper.

22. Voting and Decisions

- 22.1. Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of Members of the Committee or Sub-Committee present at the meeting.
- 22.2. Each Member, other than advisory Members present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.3. Subject to Rule 20.5, the Committee may act notwithstanding any vacancy on the Committee.
- 22.4. Any act or thing done or suffered or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee or Sub-Committee.

PART 4 – GENERAL MEETINGS

23. Annual General Meetings – Holding Of

- 23.1. With the exception of the first Annual General Meeting of the Club, the Club shall, at least once in each calendar year and within the period of 6 months of the expiration of each financial year of the Club, convene an Annual General Meeting of its Members.
- 23.2. The Club shall hold its first Annual General Meeting-
 - (a) Within the period of 18 months after its incorporation under the Act; and
 - (b) Within the period of 6 months after the expiration of the first financial year of the Club.
- 23.3. If practicable, the Annual General Meeting of the Club shall be held within two (2) months of the 30th day of April in each year at such time and place as may be prescribed by the Club in General Meeting or in default at such time and place as may be determined by the Committee provided always that an Annual General Meeting shall be held at least once every year and within six (6) months after the close of the Club's financial year.
- 23.4. The abovementioned Annual General Meeting shall be called the Ordinary General Meeting. All other General Meetings shall be called Extraordinary General Meetings.

- 23.5 Rule 23.3 has effect subject to any extension or permission as may be allowed by the Director-General or prescribed by the Regulations.

24. Annual General Meetings – Calling Of and Business At

- 24.1. The Annual General Meeting of the Club shall, subject to the Act and to Rule 23, be convened on such date and at such place and time as the Committee thinks fit.
- 24.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be-
- (a) To confirm the meetings of the last preceding Annual General Meeting and any Special General Meeting held since that meeting;
 - (b) To receive from the Committee reports upon the activities of the Club during the last preceding financial year;
 - (c) To elect office bearers of the Club and ordinary and advisory Members of the Committee;
 - (d) To receive and consider the financial statement which is required to be submitted to the Members pursuant to the Act; and
 - (e) To transact any other business which under these Rules is to be transacted at an Annual General Meeting.
- 24.3. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
- 24.4. An Annual General Meeting shall be specified as such in the notice convening it.

25. Special General Meetings – Calling Of

- 25.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 25.2. The Committee shall, on the requisition in writing of not less than 10% of the total number of Members, convene a Special General Meeting of the Club.
- 25.3. A requisition of Members for a Special General Meeting-
- (a) Must state the purpose or purposes of the Meeting; and
 - (b) Must be signed by the Members making the requisitions; and
 - (c) Must be lodged with the Secretary; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

- 25.4 The Committee must convene such meeting within 1 month after the date on which the requisition of Members for the meeting is lodged with the Secretary.
- 25.5 If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date. For the purpose, those Members shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of Members.
- 25.6 A Special General Meeting convened by a Member or Members as referred to in Rule 25.5 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

26. Notices

- 26.1. Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by either:
- (a) Pre-paid post to the Member's current address for notices as appearing in the Register of Members;
 - (b) Fax to the Member's current fax number for notices as appearing in the Register of Members; or
 - (c) By email to the Member's current email address for notices as appearing in the Register of Members,

a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 26.2. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner provided in Rule 26.1 specifying, in addition to the matter required under Rule 26.1, the intention to propose the resolution as a special resolution.
- 26.3. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 24.2.
- 26.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

- 26.5 Neither the accidental omission to give notice of a meeting to, nor the non-receipt of a notice of a meeting by, any Member or the omission to post a copy on the notice board shall invalidate the proceedings of any meeting.

27. Procedure

- 27.1. No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 27.2 Five (5) Members present in person (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 27.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present at the meeting:
- (a) If convened upon the requisition of Members shall be dissolved; and
 - (b) In any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 27.4 If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed from the commencement of the meeting, the Members present (being not less than 3) shall constitute a quorum.

28. Presiding Member

- 28.1. The President shall preside as Chairperson at each General Meeting of the Club.
- 28.2. If the President is absent from a General Meeting or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

29. Adjournment

- 29.1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 29.2. Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 29.3. Except as provided in Rules 29.1 and 29.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- 30.1. A question arising at a General Meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to the effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 30.2. At a General Meeting of the Club, a poll may be demanded by the Chairperson or by not less than 5 Members present in person at the meeting.
- 30.3. Where a poll is demanded at a General Meeting, the poll shall be taken-
 - (a) Immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment;
 - (b) In any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and

The resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

31. Special Resolution

- 31.1 (a) A resolution is passed by the Club as a special resolution if it is supported by at least three-quarters of the votes cast by Members of the Club who:
 - (i) Are present at a meeting of the Club of which notice has been given to its Members no later than 21 days before the date on which the meeting is held; and

- (ii) Includes any Member who has duly cast a vote in a postal ballot conducted by the Club pursuant to Rule 32.5.
- (b) A resolution may be passed by the Club in such other manner as the Director-General may direct pursuant to Section 39 of the Act.

32. Voting

- 32.1 Upon any question arising at a General Meeting of the Club a Member has one vote only.
- 32.2 All votes shall be given personally. Voting by proxy shall not be allowed.
- 32.3 In the case of an equality of votes on a question at a General Meeting the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 32.4 No Member, other than an Honorary Life Member, shall be entitled to vote at any General Meeting of the Club unless all money due and payable by the Member to the Club has been paid, other than the amount of the annual subscription payable in respect of the current year.
- 32.5 (a) The Club may hold a postal ballot to determine any issue or proposal by way of special resolution.
- (b) The Club may hold a postal vote and/or an email vote to determine any issue or proposal by way of special resolution.
- (c) A postal ballot and/or email vote is to be conducted in accordance with Schedule 3 of the Regulations.

33. Appointment of Proxies

- 33.1. Voting by proxy shall not be allowed.

PART 5 – MISCELLANEOUS

34. Insurance

- 34.1. The Club must effect and maintain insurance.

35. Funds - Source

- 35.1. The funds to the Club shall be derived from entrance fees and annual subscriptions of Members, donations and subject to any resolution passed by the Club in General Meeting, such other sources as the Committee determines.
- 35.2. All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.

- 35.3 The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds - Management

- 36.1. Subject to any resolution passed by the Club in General Meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Committee determines.

- 36.2. All payments by the Club must be authorised by two (2) Members of the Committee being the Members authorised to do so by the Committee and must be by:

- (a) Cheque drawn on the Club's bank account;
- (b) Electronic funds transfer; or
- (c) Petty cash;

in accordance with any policies determined by the Committee.

37. Alteration of Objects and Rules

- 37.1. The statement of objects and these Rules may be altered, rescinded or added to only by special resolution of the Club.

38. Common Seal

- 38.1 The Common Seal of the Club shall be kept in the custody of the Secretary.

- 38.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested to by the signatures of two (2) Members of the Committee, one of which must be that of the Secretary.

39. Custody of Books etc

- 39.1 Except as otherwise provided by the Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

40. Inspection of Books etc

- 40.1 The records, books and other documents of the Club shall be open to inspection, free of charge, by a Member of the Club at any reasonable hour.

41. Service of Notices

- 41.1 For the purpose of these Rules, a notice may be served by or on behalf of the Club upon any Member:

- (a) Either personally;
- (b) Pre-paid post to the Member's current address for notices as appearing in the Register of Members;
- (c) Fax to the Member's current fax number for notices as appearing in the Register of Members;
- (d) By email to the Member's current email address for notices as appearing in the Register of Members;

41.2 Where a document is sent to a Member:

- (a) By post, the document shall be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post;
- (b) By fax, the document shall be deemed for the purpose of these Rules to have been served on the person at the time at which the sender's fax machine produces a transmission report that the fax was sent in full to the Member; or
- (c) By email, the document shall be deemed for the purpose of these Rules to have been served on the person at which the sender's email system produces a delivery report that the email was sent in full to the Member,

unless the contrary is proved by the Member.

42. Indemnity

- 42.1 Every Member of the Committee and every Member of any Sub-Committee constituted under Rule 21 shall be indemnified out of the funds of the Club against all liability incurred as such Member of the Committee or Member of the Sub-Committee in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which relief is granted by the Court.

43. Financial Year

- 43.1 The financial year of the Club shall commence on the first day of May in one year and end on last day of April in the next year.

SCHEDULE 1

**DRUMMOYNE WATER POLO CLUB LIMITED COMPLAINTS AND
DISCIPLINARY PROCEDURE**