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NORTH BRISBANE WATER POLO CLUB - CONSTITUTION JUNE 1996

1. **NAME**

The name of the incorporated association shall be NORTH BRISBANE WATER POLO CLUB INC. (in these Rules called “the Club”).

2. **OBJECTS**

The objects for which the Club is established are:

(a) To promote and encourage participation in the sport of water polo throughout the northern suburbs of Brisbane.

(b) To educate, train, coach and encourage members of the Club in their water polo pursuits.

(c) To promote good sportsmanship and fellowship among those involved in the sport of water polo.

(d) To do all things and acts conducive to the furtherance of the objectives and interests of the Club.

3. **POWERS**

(a) The Club has, in the exercise of its affairs, all the powers of an individual.

(b) The Club may, for example:

(i) enter into contracts; and

(ii) acquire, hold, deal with and dispose of property; and

(iii) make charges for services and facilities it supplies; and

(iv) do other things necessary or convenient to be done in carrying out its affairs.

(c) The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

4. **CLASSES OF MEMBERSHIP**

(a) The membership of the Club shall consist of ordinary members and:

(i) Junior members

(ii) Life members

(b) The number of ordinary members and junior members shall be unlimited.

(c) Any person who is interested in the sport of water polo shall be eligible for ordinary membership.

- (d) Persons under the age of 18 shall be eligible for junior membership but they shall not be entitled to hold office or vote or take part in the business procedure at meeting of the Club.
- (e) A properly constituted Management Committee meeting may appoint any person as a life member of the Club in recognition of conspicuous and meritorious service rendered in promoting the objects of the Club.

5. MEMBERSHIP FEES

- (a) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time so determine.
- (b) The membership fees for each class of membership shall be payable at such time and in such a manner as the management committee shall from time to time determine.

6. ADMISSION AND REJECTION OF MEMBERS

- (a) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (b) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

7. TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Club at any time by giving notice in writing to the secretary.
- (b) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that date.
- (c) If a member:
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these rules; or
 - (iii) has membership fees in arrears for a period of 2 months or more; or
 - (iv) conducts himself or herself in a manor considered to be injurious or prejudicial to the character or interests of the Club,

the Management Committee shall consider whether the member's membership shall be terminated.

- (d) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

8. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (a) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- (b) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a Special General meeting to determine the appeal.
- (c) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (d) The appeal shall be determined by the vote of the members present at such meeting.
- (e) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.
- (f) Any member ceasing to be a member of the Club for reason of resignation or termination shall not be entitled to the refund of any fee paid.

9. REGISTER OF MEMBERS

- (a) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Club and the dates of their admission.
- (b) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any Special General meeting may require from time to time.
- (c) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

10. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (a) The Management Committee of the Club shall consist of a president, vice-president, secretary, treasurer, all of whom shall be members of the Club, and such number of other members as the members of the Club at any Special or Annual General meeting may from time to time elect or appoint.
- (b) At the Annual General meeting of the Club, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (c) The election of offices and other members of the Management Committee shall take place in the following manner:
 - (i) any 2 members of the Club shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (ii) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the Annual General meeting at which the election is to take place;
 - (iii) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (iv) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

11. RESIGNATION AND REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

- (a) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on the later date or such member may be removed from office at a Special General meeting of the Club where that member shall be given the opportunity to fully present the member's case.
- (b) The question of removal shall be determined by the vote of the members present at such a Special General meeting.
- (c) There is no right of appeal against a member's removal from office under this section.

12. VACANCIES ON MANAGEMENT COMMITTEE

- (a) The Management committee shall have power at any time to appoint any member of the Club to fill any casual vacancy on the Management Committee until the next Annual General meeting.
- (b) The continuing members of the Management committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management committee, the continuing member or members may act for the purpose of increasing the number of members of the Management committee to that number or of summoning a Special general meeting of the Club, but for no other purpose.

13. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (a) Except as otherwise provided by these rules and subject to resolutions of the members of the Club carried at any Special General meeting the Management Committee:
 - (i) shall have the general control and management of the administration of the affairs, property and funds of the Club; and
 - (ii) shall have authority to interpret the meaning of these rules and any matter relating to the Club on which these rules are silent.
- (b) The Management Committee may exercise all the powers of the Club:
 - (i) to borrow or raise or secure the payment of money in such a manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present or future, and to purchase, redeem or pay off any such securities;
 - (ii) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities; and
 - (iii) to invest in such a manner as the members of the Club may from time to time determine.
- (c) For sub-section (b)(ii) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
 - (i) the financial institution for the Club; or
 - (ii) if there is more than 1 financial institution for the Club, the financial institution nominated by the Club.

14. MEETINGS OF MANAGEMENT COMMITTEE

- (a) The Management Committee shall meet at least once every 2 calendar months to exercise its functions.
- (b) The Management committee must decide how a meeting is to be called.
- (c) Notice of a meeting is to be given in the way decided by the Management Committee.
- (d) a special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (e) At every meeting of the Management Committee a simple majority of the number equal to the number of members elected and/or appointed to the Management committee as at the close of the last Annual or Special General meeting of the members, shall constitute a quorum.
- (f) Subject as previously provided in this section, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- (g) However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (h) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Club in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- (i) Not less than 14 days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee.
- (j) Such notice shall clearly state the nature of the business to be discussed thereat.
- (k) The president shall preside as chairperson at every meeting of the Management Committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- (l) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the request of members of the Management Committee, shall lapse.

- (m) In any other case it shall stand adjourned to 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 Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

- (a) The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Club as the Management Committee thinks fit.
- (b) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (c) A subcommittee may elect a chairperson of its meetings.
- (d) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (e) A subcommittee may meet and adjourn as it thinks proper.
- (f) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

16. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

All acts done by any meeting of the Management Committee or of a subcommittee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

17. FIRST ANNUAL GENERAL MEETING

The first Annual General meeting must be held within 18 months after the day the Club is incorporated.

18. SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent Annual General meeting must be held:

- (i) at least once each year: and
- (ii) within 3 months after the end of the Club's previous financial year.

19. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

The following business must be transacted at every Annual general meeting:

- (i) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Club for the last financial year;
- (ii) the receiving of the auditor's report on the financial affairs of the Club for the last financial year;
- (iii) the presenting of the audited statement to the meeting for adoption;
- (iv) the election of members of the Management Committee;
- (v) the appointment of an auditor;
- (vi) the nomination of club patrons.

20. SPECIAL GENERAL MEETING

The secretary shall convene a Special General meeting by sending out notice of the meeting within 14 days of:

- (i) being directed to do so by the Management Committee; or
- (ii) being given a requisition in writing and signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Club which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such Special General meeting is being convened and the nature of the business to be transacted thereat;
- (iii) being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

21. QUORUM AT SPECIAL GENERAL MEETING

- (a) At any Special General meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus 1.
- (b) No business shall be transacted at any Special General meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (c) If within half an hour from the time appointed for the commencement of a Special General meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Club, shall lapse.

- (d) In any other case it shall stand adjourned to 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 Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (e) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), 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.
- (f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (g) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. PROCEDURE AT SPECIAL GENERAL MEETING

- (a) Unless otherwise provided by these rules, at every Special General meeting:
 - (i) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and
 - (ii) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner: and
 - (iii) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (iv) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
 - (v) voting shall be by show of hands, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
 - (vi) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (vii) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and Special General meeting to be entered in a book

to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

- (b) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy.
- (c) The minutes of every Special General meeting shall be signed by the chairperson of that meeting.
- (d) However, the minutes of any Annual General meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Annual General meeting.

23. BY-LAWS

The Management Committee may from time to time make, amend, or repeal by-laws, not inconsistent with these rules, for the internal management of the Club and any by-law may be set aside by an Annual General meeting or Special General meeting of members.

24. ALTERATION OF RULES

- (a) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any Annual General meeting or Special General meeting.
- (b) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

25. COMMON SEAL

- (a) The Management Committee shall provide for a common seal and for its safe custody.
- (b) The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

26. FUND AND ACCOUNTS

- (a) The funds of the Club must be kept in the name of the Club in a financial institution decided by the Management Committee.
- (b) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.

- (c) All monies shall be deposited as soon as practicable after receipt thereof.
- (d) All amounts of \$20 or over shall be paid by cheque signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (e) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.
- (f) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (g) All expenditure shall be approved or ratified at a Management Committee meeting.
- (h) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- (i) The auditor must examine the statement prepared under subsection (h) and present a report on it to the secretary before the next Annual General Meeting following the financial year for which the audit was made.
- (j) The income and property of the Club must be used solely in promoting the Club’s objectives and exercising the Club’s powers.

27. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

28. FINANCIAL YEAR

The financial year of the Club shall close on 31 May in each year.

29. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (a) This section applies if the Club is wound-up under part 10 of the Act and there are surplus assets.
- (b) The surplus assets must not be distributed among the members but must be given to another entity:
 - (i) that has objects similar to the Club objects; and
 - (ii) the rules of which prohibit the distribution of the entity’s income and assets to its members.

- (c) In this section - “surplus assets” has the meaning given by section 92(3) of the Act.

30. AFFILIATION WITH OTHER BODIES

- (a) The Club may, by resolution of the Management Committee, affiliate with any body controlling water polo within Australia.
- (b) The Club will be affiliated with the Albany Creek Leisure Centre Aquatics Club and shall forward to the President:-
- (i) minutes of Annual General meetings, Special General meetings and Management Committee meetings for ratification, and
 - (ii) any such other information or documentation as the President may require.