



**WESTERN AUSTRALIAN WATER POLO  
INCORPORATED**

*Constitution  
&  
By Laws*

**Updated August 2011**

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## Section 1 GENERAL

### 1. NAME

The name of the Association shall be "Western Australian Water Polo Incorporated", (the "Association"). The Association may also be referred to as the "Western Australian Water Polo Association" in correspondence and Association publications.

### 2. DEFINITIONS

- 2.1 "Association" means the Western Australian Water Polo Incorporated.
- 2.2 "Association Year" means the 12 month period commencing on the 1<sup>st</sup> day of July in each calendar year.
- 2.3 "Affiliation" means the acceptance of an application for membership by a club, an association or person by the Board.
- 2.4 "AWPI" means Australian Water Polo Incorporated.
- 2.5 "Board" means the officers of the Association mentioned in Clause 21.2.
- 2.6 "Board Meeting" means a meeting of the Board held from time to time to administer the affairs of the Association.
- 2.7 "By laws" means the by - laws made in accordance with this Constitution.
- 2.8 "Constitution" means the Constitution of the Association.
- 2.9 "FINA" means the Federation International de Nation Amateur.
- 2.10 "General Meeting" means a meeting of Members either at an Annual General Meeting or a Special General Meeting.
- 2.11 "Member" means a person, group, organisation, club or association formally accepted as a member of the Association in accordance with this Constitution and after having complied with the requirements set down by the Board.
- 2.12 "Special Resolution" has the meaning given to it by Section 24 of the Act.
- 2.13 "State" means the State of Western Australia.
- 2.14 "The Act" means the Associations Incorporations Act 1987 as amended.
- 2.15 Words importing the singular include the plural and vice versa.
- 2.16 Words importing any gender include the other gender.
- 2.17 Any reference to "writing" shall, unless the contrary intention is specified, 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.

### 3. PURPOSE

The purpose of the Association is to encourage, promote, manage, develop and control the sport of water polo throughout the state of Western Australia.

### 4. OBJECTS

- 4.1 to affiliate with and be a member of the Australian Water Polo Incorporated, and to subscribe to, become a member of, affiliated to, or co-operate with any other organisation, whether incorporated or not, whose objects are consistent with the objective of the Association;
- 4.2 to institute, locate, conduct, promote and manage water polo championships, competitions, tournaments and such other events as from time to time may be considered expedient, including providing or contributing towards the provision of prizes, awards and distinctions in connection therewith;
- 4.3 to select from members teams, players and officials and to send them to represent the Association or for such other purposes as are judged by the Association to carry out its purpose;
- 4.4 to admit to membership clubs, associations and persons who are desirous of promoting the purpose of the Association;
- 4.5 to make, amend or rescind rules so as to provide for the admission of members, imposition and collection of fees and charges on members, to establish procedures for the conduct of water polo games and for the management of the Association and water polo generally in Western Australia.
- 4.6 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association objective and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

### 5. POWERS OF ASSOCIATION

Solely for furthering the Purpose and (except to the extent of any inconsistency) in addition to the rights, powers and privileges provided under the Act, the Association has power to:

- 5.1 purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- 5.2 construct, maintain and alter any houses, buildings, grounds, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;

- 5.3 borrow and raise money in such manner as the Association thinks fit, including by issuing bonds or granting mortgages or other security over any property held for or on behalf of the Association or without any such security;
- 5.4 take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- 5.5 take or hold mortgages, liens or charges, to secure payment of title purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchasers or others;
- 5.6 draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- 5.7 receive money on deposit with or without allowance of interest thereon;
- 5.8 invest and deal with any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Board;
- 5.9 do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- 5.10 take any gift of property whether subject to any special trust or not for any one or more of the purposes of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- 5.11 lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify person's or body corporate's performance;
- 5.12 take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- 5.13 subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose purposes are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under these Rules;
- 5.14 print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its purpose;
- 5.15 appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;
- 5.16 buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;
- 5.17 subscribe to any charities and to grant donations for any public purpose;

- 5.18 produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Association;
- 5.19 establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- 5.20 promote any other person or company for any purpose calculated to benefit the Association;
- 5.21 amalgamate with any one (1) or more incorporated associations having purposes altogether or in part similar to those of the Association and which prohibits the distribution of its or their income and property among its or their members at least to the extent imposed upon the Association under the Rules;
- 5.22 purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one (1) or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
- 5.23 transfer all or any part of the property, assets, liabilities and undertaking of the Association to any one (1) or more of the incorporated associations with which the Association is authorised to amalgamate;
- 5.24 enter into arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association; and to
- 5.25 do all such acts and things as are incidental, conducive or subsidiary to the purpose or all or any of the objects of the Association.

## 6. APPLICATION OF INCOME

- 6.1 The income and property of the Association shall be applied solely towards the Purpose of the Association.
- 6.2 no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member of the Association; and
- 6.3 no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member of the Association who holds any office of the Association.
- 6.4 Nothing contained in clause 6.1 shall prevent payment in good faith to any Member for:
  - (i) any services actually rendered to the Association whether as an employee or otherwise;
  - (ii) goods supplied to the Association in the ordinary and usual course of operation; interest on money borrowed from any Member;
  - (iii) rent for premises demised or let by any Member to the Association;
  - (iv) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
  - (v) any other reason:

in the ordinary course of business.

## 7. ALTERATION, ADDITION AND AMENDMENT

Any alteration, addition or amendment to the Constitution shall be made only at a General Meeting of the Association by Special Resolution, and in accordance with the provisions of this Constitution in relation to the circulation of notice for such meetings in that at least twenty one 21 days notice of any proposed alteration, addition or amendment shall be given to all those parties entitled to receive such notice.

## 8. LIMITATION OF LIABILITY

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association and any other unpaid amounts as required under this constitution.

## 9. WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members or former Members of the Association but shall be given or transferred:

9.1 to another association incorporated under the Act which has similar objects; or

9.2 for charitable purposes,

which association or purposes are to be determined by resolution of the Members.

## 10. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting, the same shall be open to the inspection of the members.

## 11. AUDIT

Once at least in every year, the accounts of the Association shall be examined by one or more properly qualified auditor or auditors, as appointed by the Board, who shall report to the members at the Annual General Meeting or Special General Meeting for this purpose.

## 12. COMMON SEAL

The persons authorised to use the Common Seal of the Association shall be the Chairman of Directors and any other Director, in the absence of the Chairman, any two Directors as Designated by a Board Meeting, The seal shall not be affixed to any document except by order of the Board and such document shall be counter signed by the said persons so using the common seal. The common seal shall be kept secure as determined by the Chairman of Directors and used only as described above.

## Section 2 MEMBERSHIP

### 13. MEMBERS

The Members shall consist of:

- 13.1 Affiliated Clubs, which subject to this constitution, shall be represented by a Club Delegate, who shall have the right to debate and vote on behalf of the Affiliated Club at General Meetings;
- 13.2 Affiliated Associations, which subject to this constitution, shall have the right to be represented by an individual member at General Meetings who shall have the right to debate but shall have no voting rights.
- 13.3 Life Members, who subject to this Constitution, shall have the right to be present at General Meetings, but shall have no voting rights;
- 13.4 Individual Members, as may be provided for in this Constitution who shall have the right to be present at General Meetings but shall have no debating or voting rights;
- 13.5 Individual Members of Affiliated Clubs who shall have the right to be present at General Meetings, but shall have no debating or voting rights; and
- 13.6 such new classes of Members as may be created in accordance with this Constitution.

### 14. MEMBERSHIP

- 14.1 The application of a club, association or person for membership of the Association shall be made in writing to the Board on the appropriate form. Acceptance of any application is to be determined by a majority decision of the Board.
- 14.2 Any application from a club or association for membership of the Association must be accompanied by a copy of its constitution, which must demonstrate that the purpose of the applicant is similar to the Purpose of the Association.
- 14.3 A Member ceases to be a Member of the Association if the Member resigns that membership, or is expelled from the Association.
- 14.4 The rights, privileges and obligations of membership of the Association are not transferable or transmissible, and terminate upon cessation of the members membership.
- 14.5 Those persons elected as Life Members of the Association are elected in accordance with Clause 15.
- 14.6 A person who administrates, coaches or officiates in competitions conducted by or approved by the Association, and any official of the Association, who is not registered with any Member of the Association may be appointed by the Board as an Individual Member of the Association under such conditions as may be determined by the Board from time to time.
- 14.7 All individual Members of Affiliated Clubs or Affiliated Associations are deemed to be Individual Members of the Association from the time they are accepted as members of the respective club and/or association.

## 15. LIFE MEMBERS

A General Meeting may elect any person recommended by the Board to be a Life Member of the Association, as recognition of that person having performed outstanding work or service in the interests of the Association, subject to the following provisions:

- 15.1 nominations for Life Membership shall be in writing signed by at least two Life Members or an Affiliated Club and shall be received by the Board at least twenty-eight (28) days prior to the General Meeting at which the nomination is to be considered and the Board shall decide by majority vote to recommend or otherwise the nomination to the General Meeting;
- 15.2 the nominee shall have served as an officer or official of the Association or a player (having contributed outstanding service) for not less than ten years;
- 15.3 nominations shall be published in the agenda for the General Meeting as requiring a Special Resolution; and
- 15.4 the election shall be by secret ballot the result of which shall be announced by the chairman of the meeting.

## 16. COMPLIANCE OF AFFILIATED CLUBS

As a condition of membership of the Association each Affiliated Club must:

- 16.1 be or remain incorporated in Western Australia;
- 16.2 nominate a Club Delegate of the Affiliated Club to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- 16.3 provide the Association with copies of its audited accounts, reports and other associated documents forthwith, following the Affiliated Club's own annual general meeting; and
- 16.4 acknowledge and agree the Association as the controlling authority for water polo in the State.

## 17. SUBSCRIPTIONS

- 17.1 Subscriptions payable by a Member will be as prescribed by the Board from time to time and shall become due and payable by such date as shall be set by the Board; and
- 17.2 no Member or person shall be eligible for appointment, election, or to hold a position, as an official of the Association, or as a Club Delegate or to participate in any competition conducted by or approved by the Association whilst there are subscription fees of that person or Member outstanding beyond the due date set by the Association.

## 18. CESSATION OF MEMBERSHIP - RESIGNATION, SUSPENSION, DISQUALIFICATION AND EXPULSION

- 18.1 A club, association or person may resign its, her or his Membership of the Association by notice in writing to the Association, and shall take effect on receipt provided that the Member has no debts outstanding to the Association.
- 18.2 If any Member or Members shall willfully refuse or neglect to comply with the provisions of the Constitution or By-laws or be guilty of any conduct which in the opinion of the Board is

prejudicial to the interests and Purposes of the Association, the Board may by resolution suspend, disqualify or expel that Member:-

- (i) a suspended Member shall be excluded from participating as a Member at any General Meeting or in any Water Polo competition conducted or approved by the Association, unless the Board allows some of these privileges to be maintained;
- (ii) a disqualified Member be deemed suspended and in addition will be excluded from being an official of the Association or representing the Association in any capacity or being a voting member at a General Meeting of the Association;
- (iii) expulsion from membership of the Association shall cause all rights and privileges of membership of the club, association or person to be forfeited.

18.3 Any Member or Members financially indebted to the Association for a period of more than one month after written notification by the Board and without any reasonable explanation in response, shall be liable to suspension, disqualification or expulsion without any reference to a Judiciary hearing.

18.4 The Board may refer any incident, report, complaint or allegation in relation to a Member to a Judiciary Committee of no less than three (3) nor more than five (5) Members for investigation and report to the Board. Any review by the Judiciary Committee shall be conducted having regard to and in compliance with rules of natural justice and the By Laws.

18.5 Before the Board shall consider a resolution as to suspension, disqualification or expulsion of a member as a result of referral to a Judiciary Committee, it shall give to that member at least seven (7) days notice in writing of such proposed resolution together with a copy of the report from the Judiciary Committee stating the details of the committee's decision and giving the opportunity to attend the meeting at which the proposed resolution is to be considered to give or submit orally or in writing grounds for the appeal and a case against the penalty as seen fit.

18.6 Disqualifications and expulsions resolved by the Board may be altered only by appeal in accordance with the Constitution of AWPI.

## Section 3 GOVERNANCE

### 19. GENERAL MEETINGS

19.1 The Annual General Meeting shall be held in Perth at a time and on a date determined by the Board, but within three months of the conclusion of the Association's year.

19.2 At least twenty eight (28) days notice shall be given to all members and persons as are entitled to receive such notice of the Annual General Meeting. The agenda for the Annual General Meeting shall be circulated at least fourteen (14) days prior to the date of the meeting.

The order of business at the Annual General Meeting, after normal opening protocols, shall be:

- (i) Approve club and/or association affiliation for the then current Association's Year;
- (ii) Receive the Annual Report and Auditor's Statement for the previous Association's Year in review;
- (iii) Review and approve the strategic outcomes presented by the Board;
- (iv) Review the overall performance of the Board in the preceding Association's Year;
- (v) Elect members to the Board of Directors;
- (vi) Elect Life Members and elect or appoint any other members and/or officers as may be required; and
- (vii) Deal with any other business as may be required by notice of motion.

19.3 The Board may whenever it considers fit, convene a Special General Meeting, and a Special General Meeting shall be called by the Board on a written request, signed by at least two (2) voting Members, such request to state the business to be considered at the meeting. Notice of a Special General Meeting shall be given in accordance with clause 19.4 .

19.4 Within seven (7) days of determining to convene a Special General Meeting or of receiving a request for a Special General Meeting the Board shall give at least twenty-one (21) days notice (exclusive of the day on which notice is served, and exclusive of the day for which notice is given) of such Special General Meeting, specifying the place, the day and the hour of the meeting and the nature of the business to be considered to such Members and persons as are entitled to receive notices of general meetings of the Association. Where a request from two (2) or more Members entitled to call a meeting is not acted upon by the Board then the Members requesting the meeting shall circulate the notice to persons entitled to receive such notice on behalf of the Board.

19.5 Notwithstanding the requirement for circulation of notice, a Special General Meeting may determine that the meeting shall proceed despite a shorter period of notice being given.

## 20. PROCEEDINGS AT GENERAL MEETINGS

- 20.1 Persons and Members entitled to receive notices of General Meetings shall be Delegates of Affiliated Clubs, Affiliated Associations, members of the Board of Directors, the Auditor and Life Members.
- 20.2. Each voting Member shall be entitled to the following votes:
- (i) a member having both men's and women's 'A' Grade teams - three (3) votes, provided that up to three (3) Delegates may attend and carry the number of votes individually or collectively.
  - (ii) all other members – one (1) vote.
  - (iii) The Chairman shall be entitled to a casting vote only.
  - (iv) Board members shall not have the right to vote under their office as board members.
- 20.3 Where a previously advised Delegate is not able to attend a meeting then a replacement Delegate may be appointed by the Member or a proxy may be appointed by the absent Delegate to attend and vote on behalf of the Member provided that written notification, in the form prescribed by the Board from time to time, is given to the Association before the meeting. No Member Delegate shall be entitled to accept acting as Proxy Delegate for more than one other Member at any one meeting.
- 20.4 No business shall be transacted at any General Meeting unless a quorum of members and persons eligible to vote is present at the time when the meeting proceeds to business. A quorum shall be not less than sixty (60) percent of the eligible voting Members.
- 20.5 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request of Members shall be dissolved; 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 Board may determine; and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, then the meeting shall lapse, provided that the Annual General Meeting can only be adjourned.
- 20.6 After a General Meeting has proceeded to business, should the number of persons eligible to vote fall below the quorum, the meeting shall adjourn for not more than thirty (30) minutes and if by the conclusion of that time a quorum is still not present, the provisions of clause 22.5(e) shall apply, provided that any resolutions made or business transacted while a quorum was present shall stand.
- 20.7 The Chairman of Directors shall preside as Chairman at every General Meeting of the Association, or if the Chairman of Directors is not present or is unwilling to act the meeting shall elect one of the Directors and if no Director is willing to act or none are present then the meeting shall elect the Chairman from those present.
- 20.8 The Chairman may, with the consent of a 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 at which the adjournment took place. When a meeting is adjourned for twenty eight (28) days or more, notice of the adjourned meeting shall be given as in the

case of an original meeting, otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20.9 A quorum can be deemed present at any General Meeting if voting members are able to participate directly in the meeting via electronic means ie, telephone or video link up.

20.10 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands:

(i) by the Chairman;

(ii) by Delegates representing at least three (3) Members present and eligible to vote.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceeding of the Association, shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

20.11 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

## 21. THE BOARD OF DIRECTORS

21.1 There shall be a Board elected at the Annual General Meeting. Nominations for vacancies on the Board shall be called in the notice of the meeting. Persons seeking election to the Board must be nominated in writing by at least one (1) Member and shall signify in writing his/her acceptance of the nomination Such nomination to be received at least fourteen (14) days prior to the meeting and listed on the agenda for the meeting.

21.2 The following officers shall constitute the Board:

(i) Chairman of Directors, who shall be an elected officer;

(ii) Director of Finance, who may be either an elected or an appointed Director;

(iii) at least four (4) and not more than six (6) elected Directors;

(iv) up to two (2) appointed Directors, such Directors to be appointed by the Board where the Board requires that additional skills be brought to the collective skill set of the Board;

21.3 The Board may allocate portfolio responsibility among its members depending on the strategic direction of the Association and/or in accordance with its strategic plan and/or any other priority area of need as determined by the Board.

21.4 The officers elected to the Board at the Annual General Meeting and any officers appointed to the Board shall hold office for a period of one term, which is for a period of two years, until the conclusion of the term, when they shall retire but they shall be eligible for re-election or re-appointment.

- 21.5 At least two (2) and up to four (4) Directors shall be elected at the Annual General Meeting by ballot using the preferential system if there are more candidates than positions vacant. If no nominations have been received for any of the positions of Director within the required notice, nominations supported by the agreement of the nominee (in writing if not present at the meeting) may be accepted at the meeting if necessary.
- 21.6 The Board shall have the power at any time, and from time to time, to appoint an eligible person to the Board to fill a vacancy. Any person so appointed shall hold office only to the conclusion of the next Annual General Meeting and subject to such restrictions as determined by the Board.
- 21.7 The Association may by Special Resolution remove any Director before the expiration of their period of office, and may by ordinary resolution appoint another eligible person in their stead, provided that the person so appointed shall hold office only until the conclusion of the next Annual General Meeting.
- 21.8 The office of a Director shall become vacant if the Director:
- (i) 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;
  - (ii) resigns his office by notice in writing to the Association;
  - (iii) is absent without apology or permission of the Board from three (3) consecutive meetings of the Board, or from more than fifty (50) percent of meetings over a year;
  - (iv) holds any paid position within the Association;
  - (v) ceases to be a person eligible for election to the Board;
  - (vi) is directly or indirectly interested in any contract or proposed contract with the Association, provided always that nothing in this clause shall affect the operation of Clause 6 of the Constitution.

## 22 POWERS AND DUTIES OF THE BOARD

- 22.1 The business of the Association shall be managed by the Board which may:
- (i) pay all expenses incurred in promoting and registering the Association;
  - (ii) make, amend or delete any By-Laws not inconsistent with this Constitution provided that notice to make, amend or delete any By-Laws is given at one meeting of the Board for resolution at the next meeting of the Board; provided that any rule or regulation made by the Board may be disallowed by resolution of the Association in General Meeting and provided further that no resolution made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution of the Association in General Meeting had not been passed or made;
  - (iii) exercise all such powers of the Association in General Meeting, subject nevertheless to the provisions of this Constitution and to the provisions of the Act or provisions as may be prescribed by the Association in General Meeting.

22.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by any two of members of the Board or by resolution of the Board a paid officer of the Association. All receipts for money paid to the Association shall be executed in such manner as the Board from time to time determines.

22.3 The Board shall appoint eligible persons to vacancies remaining after the Annual General Meeting or subsequently occurring in positions or committees specified in these articles for election at the Annual General Meeting. The Board shall establish committees or sub-committees specified in the by-laws, or as it may deem expedient from time to time to promote the Purposes of the Association. The Board shall appoint eligible persons to the committees after considering any expression of interest by eligible persons in the work to be undertaken by the committee. All such appointees together with any persons elected to positions at the Annual General Meeting shall be officials of the Association and all appointments shall continue until the conclusion of the next Annual General Meeting.

22.4 The Board shall cause minutes to be made of:

- (i) all appointments of officers, agents and servants;
- (ii) all appointments to official positions, committees or sub-committees;
- (iii) the terms of reference of any committees or sub-committees established;
- (iv) names of all attendees at all meetings of the Association and of the Board;
- (v) all proceedings at all meetings of the Association and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the meeting at which they are approved.

22.5 In addition to any collective or individual responsibilities set out in the By-Laws, duty statements or strategic plans, each Director shall:

- (i) submit plans and budgets as may be relevant to any allocated portfolio responsibility to the Board for approval within 28 days of his or her election or appointment to the Board;
- (ii) operate within the plans and budgets as approved by the Board;
- (iii) undertake any other responsibilities as agreed with the Board;
- (iv) have power to co-opt additional people to assist with the performance of his/her duties.

22.6 The Board shall elect from amongst its members at the first Board Meeting after the Annual General Meeting a delegate to AWPI. In the event that the Delegate so elected is unable to attend a conference of the AWPI, the Board shall elect a proxy Delegate for that conference, also from amongst its own members. The Delegate to the AWPI shall represent the Association at the conferences of the AWPI and shall convey the views of the Association as determined by the Board at such conferences and on other on AWPI matters which arise from time to time.

22.7 The Board shall at its first meeting following the Annual General Meeting appoint a suitable qualified person, persons or company to act as the Association's Auditor.

## 23. PROCEEDINGS OF THE BOARD, COMMITTEES AND SUB-COMMITTEES

23.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its business as it thinks fit, provided that the Board shall meet at least once in every calendar month. Any Director may at any time summon a meeting of the Board.

23.2 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and no person shall have more than one (1) deliberative vote. Only in the event of an equality of votes the Chairman of the meeting shall have a second or casting vote.

23.3 The quorum necessary for the transaction of business of the Board shall be no less than fifty (50) percent of Directors elected or appointed to the Board in accordance with this Constitution.

23.4 The continuing members of the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the minimum number fixed by this Constitution as the quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Association, but for no other purpose.

23.5 The Chairman of Directors shall preside as Chairman at every meeting of the Board, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for the meeting the members present shall choose one of their number to Chair the Meeting.

23.6 The Board may delegate powers to committees specified in the By-Laws consistently with the functions of the committees as prescribed in the By-Laws.

23.7 The Board may delegate any of its powers and/or functions to one or more committees or sub-committees which it may establish, and consisting of such eligible persons, as the Board thinks fit. Any committee or sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject there to shall have the power to co-opt any eligible person or persons.

23.8 A committee or sub-committee established by the Board or prescribed in the By-Laws may meet and adjourn as it thinks proper, subject to any conditions prescribed by the Board or in the By-Laws. Questions arising at any meeting of a committee or sub-committee shall be determined by a majority of votes of the members present, each member having one vote, provided that in case of equality of votes the Chairman shall have a second or casting vote.

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

## 24. INDEMNITY

Every Director, Auditor, Officer and official of the Association shall be indemnified out of the assets of the Association against liability arising out of the execution of the duties of his/her office which is

incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour, or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by a court in respect of any negligence, default, breach of duty or trust.

#### 25. CONFLICT OF AWPI

In the event that any By-laws of this Association are at variance with the By-laws of the AWPI then the By-laws of AWPI shall take precedence over the By-laws of the Association.

#### 26. FURTHER MATTERS

Any matter relating to Water Polo dealt with in the By-Laws of the AWPI and not covered by any By-Laws made pursuant to this Constitution shall so far as not inconsistent with the Association's By-Laws be adopted as By-Laws of the Association.

#### 27. INTERPRETATION BY CHAIRMAN

The Chairman of any General Meeting, Board Meeting or meeting of any committee of the Association shall be the interpreter of the Constitution and By-Laws for the purposes of with respect to that Meeting.