



## ESSENDON WATER POLO CLUB INC.

Established 1985

Incorporated August 21, 1995  
(Registered No. A0031897G)

## STATEMENT OF PURPOSES AND RULES OF THE ASSOCIATION

## STATEMENT OF PURPOSES

The purpose of the Association are:

1. To provide the facilities for the encouragement and development of water polo for all grades of players, with particular emphasis on youth participation.
2. To affiliate and participate in Associations whose objects and/or purposes are similar to the objects and/or purposes of the Essendon Water Polo Club Inc.
3. To affiliate, subject to Victorian Water Polo Inc. acceptance, with the Victorian Water Polo Inc.

Solely for the purpose or furthering the purposes set out above, the Association shall have the power;

- (a) To take over the funds and other assets and the liabilities of the unincorporated Association known as the Essendon Water Polo Club.
- (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Association become liable to pay any amount by way of damages or otherwise.
- (c) To subscribe to, become a member and cooperate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property against its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
- (d) To buy, sell and deal in all kinds of articles and commodities for the members of the Association or persons frequenting the Association's normal location of activity.

- (e) To hire swimming pools, lap swimming lanes and any privileges which may be capable of being conveniently used in connection with, any of the objects of the Association,
- (f) To enter into any arrangement with any Government or Authority that are incidental or conducive to the attainment of the objects of the Association; 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 such arrangements, rights and privileges and concessions.
- (g) To appoint, employ, remove or suspend such coaches, managers, secretaries and other persons as maybe necessary or convenient for the purposes of the Association
- (h) To construct, Improve, maintain, develop, manage, alter or control any equipment or works which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to or subsidise or otherwise assist and take part in the working management, alteration or control thereof.
- (i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit
- (j) To sell, improve, manage, develop, dispose of or otherwise deal with all or any part of the property and rights of the Association.
- (k) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual substructions or otherwise.
- (l) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its object.
- (m) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **RULES OF THE ASSOCIATION**

### **NAME**

1. The name of the incorporated Association is Essendon Water Polo Club Inc. (in these Rules called "The Association").

### **INTERPRETATION**

2. (1) In these Rules, unless the contrary intention appears:-
  - "committee" means the Committee of Management of the Association.
  - "Financial Year" means the year ending on 28th February.
  - "General Meeting" means a general meeting of the members convened in accordance with Rule 11.
  - "Member" means a member of the Association
  - "Ordinary member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means Regulations under the Act.
- (2) In these Rules, a reference to the Secretary of an Association is a reference: -
  - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
  - (b) in any other case, to the Public Officer of the Association.

Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

### **APPLICATION FOR MEMBERSHIP**

3. (1) A natural person is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the

incorporation of the Association (or who was a member at that time but has ceased to be a member) shall not be admitted to membership until payment of the annual subscription.

- (3) The Treasurer/Registrar of the Association shall, upon payment of the amounts referred to in sub-clause (1) enter the applicants name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.
- (4) On attaining membership to the Association, the member is bound by the Rules of the Association for the time being in force.
- (5) A right, privilege or obligation of a person by reason of membership of the Association: -
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

### **ANNUAL SUBSCRIPTION**

- 4.(1) The annual subscription shall fall due directly after the annual general meeting in each year and payment be required to be made within 20 days.
- (2) The amount of the subscription for all categories of members shall be fixed at the annual general meeting each year.

### **REGISTER OF MEMBERS**

5. The Treasurer shall keep and maintain a register of members in which shall be entered the full name. address and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request.

### **RESIGNATION AND EXPULSION OF MEMBER**

- 6.(1) A member of the Association who has paid all monies due and

payable by the member to the Association may resign from the Association by first giving two week's notice in the case of an ordinary member and one month's notice in the case of a Committee member in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.

(2) Upon the expiration of a notice given under sub-clause (1), the Treasurer shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7.(1) Subject to these Rules, the Committee may by resolution : -

- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period;
- (c) fine a member an amount not exceeding \$20

-if the Committee is of the opinion that the member-

- (i) as refused or neglected to comply with these Rules; or
- (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

(2) A resolution of the Committee under sub-clause ( 1 ) : -

- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
- (b) where the member exercises a right of appeal to the Association under this clause , does not take effect unless the Association confirms the resolution in accordance with this clause.

(3) If the Committee passes a resolution under sub-clause ( 1 ), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing: -

- (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 and not less than 28 days after service of the notice ;
  - (c) stating the date, place and time of that meeting
  - (d) informing the member that he or she may do one or more of the following -
    - (i) Attend that meeting;
    - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (ii) Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee: -
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member, and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Secretary receives a notice under sub-clause (3), he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5): -
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the member shall be given the opportunity to be heard; and the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the general meeting: -

(a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution , the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

### **ANNUAL GENERAL MEETING**

8.(1) The Association shall in each calendar year convene an annual general meeting of its members within three months of the close of the financial year.

(2) The annual general meeting shall be held on such day as the Committee determines.

(3) The annual general meeting shall be specified as such in the notice convening it.

(4) The ordinary business of the annual general meeting shall be: -

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

(b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year.

(c) to elect officers of the Association and the ordinary members of the Committee; and

(d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

(5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.

(6) The annual general meeting shall be in addition to any other



general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETING**

9. All general meetings other than the annual general meeting shall be special general meetings.
- 10.(1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
  - (2) The Committee shall, on the requisition in writing of members representing not less than five per cent of the total number of members, convene a special general meeting of the Association.
  - (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
  - (4) If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
  - (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

### **NOTICE OF MEETING**

- 11.(1) The Secretary of the Association shall, at least 14 days before the date

fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **PROCEEDINGS AT MEETING**

- 12.(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) 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 when the meeting is considering that item.
- (3) Five members personally present (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.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the

commencement of the meeting, the members present( being not less than three) shall be a quorum.

13.(1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

14 (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of 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.

(2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

(3) Except as provided in sub-Clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. A question arising at a general meeting of the Association 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 and an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16.(1) Upon a question arising at a general meeting of the Association, a member has one vote only.

(2) All votes shall be given personally or by proxy.

- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.(1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. A member is not entitled to vote any general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 19(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form or to the effect set out in Appendix 1.

### **COMMITTEE OF MANAGEMENT**

- 20.(1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 21.
- (2) The Committee: -
- (a) shall control and manage the business and affairs of the Association
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential to the proper management of the business and the affairs of the Association.

21.(1) The officers of the Association shall be:-

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

(2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

(5) Each officer shall have attained the age of eighteen years at the date of the annual general meeting.

22.(1) Subject to Section 23 of the Act, the Committee shall consist of:

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- (a) the officers of the Association; and
- (b) ten ordinary members-

each of whom shall be elected at the annual general meeting of the Association in each year and consisting of no fewer than 5 playing members.

(2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of election but is eligible for re-election.

- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office. subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **ELECTION OF COMMITTEE**

- 23.(1) Nomination of candidates for election as. officers of the Association or as ordinary members of the Committee: -
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination): and
  - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all the vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting In such and proper manner as the Committee may direct
- (6) A nomination of a candidate for election under this clause is not valid

if that candidate has been nominated for another office for election at that same election.

### **VACANCY OF COMMITTEE MEMBERSHIP**

24. For the purpose of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member: -
- (a) ceases to be a member of the Association;
  - (b) becomes an Insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (c) resigns from office by notice in writing given to the Secretary.

### **PROCEEDING OF COMMITTEE**

- 25.(1) The Committee shall meet at least four times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee or any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four, members of the Committee constitute a quorum for the transaction of the business of a meeting or the Committee
- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee: -

- (a) the President or in the President's absence the Vice-President shall preside; or
  - (b) If the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may - exercise a second or casting vote.
- (9) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting .
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

## **SECRETARY**

- 26. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

## **TREASURER**

- 27.(1) The Treasurer of the Association: -
  - (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing the financial



affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

### **REMOVAL OF MEMBER OF COMMITTEE**

- 28.(1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

### **CHEQUES**

29. All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by either or two members of the Committee.

### **SEAL**

- 30.(1) The Common Seal of the Association shall be kept in the custody of the Secretary.

- (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 by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

### **AUDIT**

31. The Committee shall appoint each year an auditor or a firm of auditors who shall have all reasonable access to all books, papers and documents of the Association. The auditor shall examine the accounts of the Club at least once in each year and give a Certificate as to their correctness or otherwise. which shall, together with any report accompanying It, be tabled at the annual general meeting.

### **ALTERATIONS OF RULE S ANO STATEMENT OF PURPOSES**

32. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

### **NOTICES**

- 33.(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved. be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **WINDING UP OR CANCELLATION**

34. 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 of the Association but shall be transferred to some other Association and shall prohibit the distribution of Its Income and property amongst its members to the extent at least as great as is imposed on the Association, such Association to be determined by the members of the Association at or before the time of dissolution and in default thereof by such judge of the Supreme Court of Victoria as may have. or acquire, jurisdiction in the matter.

### **CUSTODY OF RECORDS**

- 35.(1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association,
- (2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

### **FUNDS**

36. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

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### **LIFE MEMBERSHIP**

37. A maximum of one member per year may be made a life member of the Association. Any such life member shall be nominated by the Committee and shall become a life member, upon being approved by a seventy five percent majority of the Committee. All such life members shall be issued with a suitable medallion entitling them such privileges as the Committee may see fit.

## **NON-PROFIT**

38. The Income and property of the Association whensoever derived, shall be applied solely towards the promotion of the objects of the association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit or gain to the individual members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant or to any member of the Association for any services actually rendered to the society nor the payment for out of pocket expenses, interest on money lent or reasonable and proper rent for premises demised or let by an officer or servant of the Association or member of the Association.

**FORM FOR APPOINTMENT OF PROXY**

I, .....

(Name)

of .....

(Address)

being a member of .....

appoint .....

or .....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on

..... 20 .... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

Signed: .....

Date: .....