

BREAKERS

W A T E R P O L O

Sydney Northern Beaches Water Polo Club Inc

SNB BREAKERS WATER POLO CLUB CONSTITUTION
ADOPTED AT THE ANNUAL GENERAL MEETING
HELD ON 6th AUGUST 2020

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1. NAME

- 1.1. The name of the Club is Sydney Northern Beaches Water Polo Club Incorporated, known as SNB or SNB Breakers.

2. DEFINITIONS AND INTERPRETATION

The following terms unless indicated to the contrary, shall mean:

“Authorised Signatories” means a person with authority to sign official documents on behalf of the Club as appointed by the Management Committee. A minimum of two (2) Authorised Signatories are required.

“Club” means “Sydney Northern Beaches Water Polo Club Incorporated”.

“Management Committee” means the Management Committee of the Club, as appointed in a General Meeting.

“Management Committee Meeting” means a meeting called by one of the Management Committee Members to discuss Club matters, with no less than four (4) Management Committee Members present.

“Financial Year” means the year commencing on 1 September and ending on 31 August each year.

“General Meetings” includes Annual General Meetings and Special General Meetings, whereby the Club invites all Members to attend.

“Group” The legal entity of the Club.

“Members” all registered Players, Coaches, Managers, Referees, Supporters and Life Members.

“Proxy” is when a Member delegates their voting rights to another person, who becomes their Proxy. A Proxy has no effect if the person who gave the Proxy attends the meeting.

“Public Officer” is a legally required position and means the official point of contact for the Club and one of the Authorised Signatories. A Management Committee Member, or an ordinary Member may hold the position of Public Officer¹. Please note: the public officer is not automatically a signatory to the association's bank account.

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

“Resolution” means any Resolution passed at any meeting by a simple majority vote of over fifty percent (50%) of Members present and entitled to vote at a General Meeting, and pursuant to the voting provisions of this Constitution.

“Special Majority” means a vote can only be passed with the supporting vote of over seventy-five percent (75%) of Members present and entitled to vote, pursuant to voting provisions of this Constitutions.

“Special Resolution” means a Resolution at any meeting to which 21 days’ notice has been provided and the Resolution is passed by a Special Majority.

“WPA” means Water Polo Australia Limited, ABN 86159573403, the recognised governing body and national sporting organisation for Water Polo in Australia.

“WPNSW” means Water Polo New South Wales Incorporated ABN 108929971.

¹ <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/starting-an-association/public-officer>

3. OBJECTIVES

3.1. The objectives of the Club are to:

- 3.1.1. Encourage, foster, promote, develop, extend and govern Water Polo in the Northern Beaches and Sydney Northern Suburbs.
- 3.1.2. Become affiliated with Water Polo New South Wales Incorporated (WPNSWI), and therefore be bound by both WPNSW's Constitution and Water Polo Australia's (WPA) Constitution.
- 3.1.3. Function as a non-profit organisation and be bound by Think Act Play principles.
- 3.1.4. Promote and develop the sport for members of the Club who are players, referees, coaches or officials, at all levels from juniors to elite levels.

3.2. The Club, the Members and where the Members are under 18 years of age, the Members parents/carers acknowledge and agree:

- 3.2.1. That they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objectives and Water Polo are to be conducted, promoted, encouraged, advanced and administered throughout the Club;
- 3.2.2. Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Water Polo and the Club, its maintenance and enhancement;
- 3.2.3. To act in the best interests of the Club.

4. MEMBERSHIP

- 4.1. Membership shall be open to all persons satisfying the requirements of membership as determined by the Management Committee of the Club and paying the required membership fees.
- 4.2. The annual membership fee of the Club shall be determined by the Management Committee each annual period.
- 4.3. The period of annual Club membership consists of 12 months, aligned with WPNSW membership, which shall begin on the first day of September in one year and end on the last day of August the following year.
- 4.4. A person ceases to be a Member of the Club if the person resigns their membership or is expelled from the Club.
- 4.5. Membership of the Club shall cease, in the case of a transfer from the Club to any other water polo club, upon any transfer documents being signed by an authorised member of the Management Committee of the Club. Transfer documents may not be signed if the member has any subscription, levy or other fees outstanding.
- 4.6. No refund of subscription or part thereof shall be made to a transferring, resigning or expelled Member.
- 4.7. No person shall be permitted to re-join the Club except by payment of a new subscription.
- 4.8. A Member cannot transfer their membership to another person.
- 4.9. The Club must establish and maintain a register of Members. All Members are responsible for keeping their contact details current so that the Club may issue correspondence from time to time.
- 4.10. All financial Members aged 18 and over have the right to vote at General Meetings/AGM.
- 4.11. An individual may only cast one vote at a General Meeting/AGM

5. LIFE MEMBERS

- 5.1. The Management Committee shall consider a nomination for life membership received in writing from any Member.
- 5.2. To be considered for life membership the nominees must have rendered, for a period of not less than ten (10) years distinguished service to the Club.
- 5.3. A nomination for life membership shall include a detailed outline of the service history of the nominee.
- 5.4. The Management Committee may recommend to the Annual General Meeting any natural person who it considers worthy to be appointed as a Life Member.
- 5.5. A Resolution of the Annual General Meeting to confer life membership on the recommendation of the Management Committee must be a Special Resolution.
- 5.6. A person must accept or reject the Club's Resolution to confer life membership in writing unless the life membership is being award posthumously. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- 5.7. No more than two Life Members may be appointed in any two-year period.
- 5.8. A Life Member shall not be required to pay fees or subscriptions to the Club.

6. OFFICERS, MANAGEMENT AND DUTIES

- 6.1. The recommended roles for the Management Committee of the Club are as follows:
 - 6.1.1. President
 - 6.1.2. Vice-President
 - 6.1.3. Secretary
 - 6.1.4. Treasurer
 - 6.1.5. Operations Director
 - 6.1.6. Men's Director
 - 6.1.7. Ladies Director
- 6.2. The Management Committee shall manage the affairs of the Club in accordance with this Constitution and subject to the decisions of General Meetings.
- 6.3. The Management Committee shall be elected to office for a period of one year at the Annual General Meeting.
- 6.4. The President shall, on behalf of the Management Committee, submit a report on the conduct of the affairs of the Club at the Annual General Meeting, and shall be Chairperson at these meetings.
- 6.5. The Vice-President shall assist the President and act as President in their absence.
- 6.6. The Secretary shall keep a record of all business transacted at meetings, conduct all correspondence, carry out the directions of the Management Committee and keep a register of all Members.
- 6.7. The Treasurer shall handle and keep records of all the Club's finances, receive all moneys from membership or other sources, expend money for and on behalf of the Management Committee, and prepare and present a financial report whenever required by the Club or WPNSW.
- 6.8. The Management Committee must provide records, books and other documents of the Club for inspection, free of charge, by a Member of the Club at any reasonable hour.

- 6.9. A member of the Management Committee will act as WPNSWI Delegate as required from time to time, and report back to the Management Committee any decisions made, or relevant information provided by WPNSWI.
- 6.10. The Club and the Management Committee may create other roles to assist in the running and management of the Club. These roles are not voting members of the Management Committee, except for those listed at 6.1.
- 6.11. Election of Management Committee
 - 6.11.1. Nominations of candidates for election as Management Committee members must be made in writing and delivered to the Secretary at least 7 days prior to the Annual General Meeting
 - 6.11.2. If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - 6.11.3. If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
 - 6.11.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - 6.11.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - 6.11.6. The ballot for the election of Management Committee members is to be conducted at the annual general meeting by a show of hands or written ballot, as determined by the Chair.
 - 6.11.7. A person nominated as a candidate member of the Management Committee of the Club must be a member of the Club

7. FINANCE

- 7.1. The President, Vice-President, Secretary and Treasurer of the Club shall deal with the property of the Club as directed from time to time by the Management Committee. Any action, suit or other proceeding may be taken or brought on behalf of the Club by and in the names of the Management Committee.
- 7.2. A minimum of 2 signatures from the Management Committee are required to sign, seal and otherwise execute and complete all debentures, securities, leases and other documents required to be executed to effectuate any dealings with the Club's property or any transaction in connection with the Club's affairs which have been authorised by the Management Committee.
- 7.3. The Financial Year of the Club shall commence on the first day of September in one year and end on the last day of August in the next year.
- 7.4. The Management Committee shall open and maintain, in the name and on behalf of the Club, a bank account.
- 7.5. Monies shall only be drawn by the Authorised Signatories with express written authorisation from the Management Committee². The President and Treasurer must be Authorised Signatories to all Club Accounts. Other members of the Management

² <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/running-an-association/management-committee>

Committee may be Authorised Signatories. All Authorised Signatories must be approved by majority of the Management Committee, recorded by the Secretary and reviewed annually following the Annual General Meeting.

7.6. Not for Profit

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

8. GENERAL MEETINGS AND VOTING

- 8.1. The Annual General Meeting shall be held at least once every year and within six (6) months after the close of the Club's Financial Year³.
- 8.2. In the absence of the President and Vice-President, the Management Committee Members present shall appoint a chairperson for that meeting.
- 8.3. In the event of a tied vote, the chairperson shall exercise a casting vote.
- 8.4. Quorum at all General Meetings is ten Members entitled to vote.
- 8.5. No business shall be transacted at any General Meeting unless a Quorum is present at the time when the meeting proceeds to business.
- 8.6. Notice of all General Meetings including time, place and business to be transacted shall be made known via email and other Club communications at least fourteen (14) days before the date of any such meeting.
- 8.7. A Special General Meeting shall be called with twenty-one (21) days' notice, by the Secretary, of an application for such a meeting in writing by at least three (3) financial Members.
- 8.8. If within half an hour after the appointed time for the commencement of a General Meeting a Quorum is not present, the meeting:
 - 8.8.1. Is to stand adjourned to the same day in the following week at the same time and at the same place, unless otherwise specified prior to the meeting.
 - 8.8.2. If at the adjourned meeting a Quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present, being at least 3, are to constitute a Quorum.
- 8.9. A question arising at a General Meeting of the Club shall be determined on a show of hands. A declaration by the Chairperson that a Resolution has been carried unanimously, by a majority or lost should be recorded in the minutes. This constitutes evidence of the number or proportion of the votes recorded in favour of, or against, that Resolution.
- 8.10. At a General Meeting of the Club, a poll may be demanded by the Chairperson or by not less than 5 Members present in person at the meeting. Where a poll is demanded, the poll shall be taken immediately in the case of a poll which relates to the election of the Chairperson of the meeting, or to the question of an adjournment. In any other case, in such manner and at such time before the close of the meeting as the Chairperson directs.
- 8.11. Proxy votes are not permitted.

³ <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/running-an-association/annual-general-meetings>

- 8.12. A general meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the Club's members a reasonable opportunity to participate.
- 8.13. A member of a Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

9. MANAGEMENT COMMITTEE MEETINGS

- 9.1. The Management Committee shall meet as often as it may deem necessary, and at least three (3) times per year.
- 9.2. Quorum at Management Committee meetings is no less than four (4) Management Committee Members. No item of business is to be transacted at a Management Committee Meeting unless a quorum of Management Committee Members entitled to vote is present during the time the meeting is considering that item.
- 9.3. The President or Secretary may convene a Management Committee meeting by giving at least seven (7) days' notice before the meeting. Management Committee meetings may be held at 2 or more venues using any technology approved by it that gives each of the Management Committee a reasonable opportunity to participate. A member of the Management Committee who attends a meeting using that technology is taken to be present at the meeting and to have voted in person.
- 9.4. If the President is unable to be present in a Management Committee meeting, the Committee Members shall appoint a chairperson for the meeting.
- 9.5. Questions arising at a Management Committee meeting must be decided by a majority of votes of the Management Committee Members present and entitled to vote at that meeting, as per the Resolution definitions. Each Management Committee Member is entitled to one vote. In the case of an equality of votes, the Chairperson of the meeting is entitled to exercise a casting vote. Urgent Management Committee business may be passed out of session, so long as it is evidenced in writing and approved by a majority of Management Committee members.
- 9.6. The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Club that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - 9.6.1. this power of delegation, and
 - 9.6.2. a function which is a duty imposed on the committee by the Act or by any other law.

10. INSURANCE AND INDEMNITY

10.1. Insurance

- 10.1.1. The Club must affect and maintain insurance for Public Liability, Professional Indemnity and Personal Accident. This is covered for athletes and officials If the Club maintains affiliation with WPNSW and WPA⁴.

10.2. Indemnity

⁴ <https://www.waterpoloaustralia.com.au/info-hub/insurance/>

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

11. INTERNAL DISPUTES

11.1. Resolution of internal disputes

- 11.1.1. Disputes between Members (in their capacity as Members) of the Club, and disputes between Members and the Club, are to be referred to the Management Committee and/or WPNSW for mediation.
- 11.1.2. At least three (3) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11.2. Disciplining of Members

- 11.2.1. The Management Committee will seek mediation for expelling a Member of the Club if, in their opinion, the Member has either persistently refused to comply with the rules or regulations of the Club or has acted in a manner prejudicial to the interests of the Club.
- 11.2.2. A Special Resolution to expel a Member must be passed by Special Majority and shall not be considered unless the Member concerned has been given written notice detailing the nature of the charge, at least seven (7) days prior to the date of the Management Committee Meeting at which the Special Resolution is to be considered.
- 11.2.3. A Member facing disciplinary proceedings shall be entitled to attend the Management Committee Meeting, with a witness, at which the Resolution is to be considered or may submit a written statement to be tabled at the meeting in answer to the charge.
- 11.2.4. If the Management Committee resolves to expel the Member, the Member shall have a right to appeal to the next General Meeting. Such an appeal shall be made in writing to the Secretary and must be lodged within fourteen (14) days of receiving written notification of the Management Committee's decision. The lodging of an appeal will suspend the Management Committee decision until the matter is considered by the General meeting.
- 11.2.5. Where the Management Committee passes a Resolution, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member.
- 11.2.6. The same process applies for the suspension of a Member from membership of the Club for a specified period, if this is deemed a more appropriate response by the Management Committee.

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

12. AMENDMENT OF CONSTITUTION

- 12.1. Amendments to this constitution may be made by Special Resolution, requiring the affirmative vote of a Special Majority at the Annual General Meeting or at a Special General Meeting convened for the purpose of amending this Constitution.
- 12.2. Notice of motion concerning any such amendment shall be lodged with the Secretary of the Club at least fourteen (14) days prior to an Annual General Meeting and twenty-one (21) days prior to a Special General Meeting. At least seven (7) days' notice shall be given, of such proposed amendment, to every Member.
- 12.3. Details of any amendment that has been duly approved by the Members shall be given to WPNSW within seven (7) days of such amendment being adopted.

13. DISSOLUTION

- 13.1. In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual Members.
- 13.2. The Club may be dissolved by Resolution at an Annual General meeting, or a Special General Meeting convened for the purpose of dissolving, provided that the motion of dissolution is supported by a Special Majority, or at the request of WPNSW.

Based on the Water Polo NSW Incorporate Model Club Constitution updated 25 September 2019.

Ratified at the Sydney Northern Beaches Water Polo Club Inc Annual General Meeting on <DATE>.