

AUSTRALIAN SECURITIES COMMISSION CORPORATIONS ACT
2001 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

CONSTITUTION OF HUNTER HURRICANES LIMITED (ABN)

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INTRODUCTION

1. The name of the Company is Hunter Hurricanes Limited.
2. For the purposes of this Constitution:
 - (a) "Act" means the Corporations Act as amended from time to time and any statutory modification or enactment thereof.
 - (b) "Board" means the members for the time being of the Board of Directors as constituted in accordance with this Constitution.
 - (c) "The By-Laws" means the By-Laws of the Club for the time being in force.
 - (d) "Club" means the said Company.
 - (e) "District" means that part of the State as is defined from time to time as the Hunter Region.
 - (f) "Notice Board" means the board or boards provided in a conspicuous place in the Club premises on which notices for the information of members are posted.
 - (g) "Annual General Meeting" means the general meeting held each year as required by the Act and this Constitution.
 - (h) "Manager" means the Secretary of the Club.
 - (i) "Office" means the Registered Office for the time being of the Club.
 - (j) "Register" means the Register of Members kept pursuant to the Act.
 - (k) "Secretary" shall mean and include the Secretary and any assistant or acting Secretary and any other person for the time being appointed to perform whether alone or in addition to any other person or persons the duties of a Secretary of a Company.
 - (l) "Competition" means the competition conducted by the National Water Polo League of Australia and generally known as the "the National League".
 - (m) "State" means the State of New South Wales.Words and expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Corporations Act 2001.
3. The objects for which the Club is established are:
 - (a) to establish, maintain, and conduct a waterpolo team in any club based national and/or Sydney waterpolo competition and to secure, establish and maintain affiliation with the Newcastle Water Polo Association and to field teams in the National League; and
 - (b) within the District and to the full extent that such power or authority is by the Newcastle Water Polo Association, and subject any entry criteria imposed by the National Water Polo League of Australia and its affiliates as a consequence of their control of the National League to maintain the overall control of teams representing the District at a national level other than teams

representing the Newcastle Water Polo Association including without in any way limiting the generality thereof:

- (i) To encourage, foster and promote the development, playing and interest of waterpolo generally;
- (ii) to admit to membership of the Club other organisations whether voluntary or not;
- (iii) to enter into agreements with such organisations;
- (iv) to form associations with such organisation;
- (v) to accept the affiliation of such organisations;
- (vi) to control the development, playing and interests of Newcastle teams in any national and/or Sydney club based competition;
- (vii) to aid, support and assist (financially or otherwise) junior waterpolo;
- (viii) to aid, support and assist financially and otherwise fostering of and promotion of waterpolo in schools;
- (ix) to establish, support and maintain or aid in the establishment, support and maintenance of a fund or funds for providing money, property and benefits to acquire, develop and improve facilities in the District for use by players and spectators of waterpolo;
- (x) in the District, to establish, support, maintain, train, coach and field in waterpolo matches teams of waterpolo players and to promote the status of waterpolo in the District or to assist other parties to such ends;
- (xi) to authorise the formation of a "Supporters Club" to any team entered by the Club in the National League and to determine the terms and conditions upon which any such "Supporters Club" shall be conducted and operated; and
- (xii) to carry on all such other activities as may be necessary, incidental, convenient or conducive to the attainment of the objects of the Club or any of them.

4. For the sole purpose of carrying out the aforesaid objects the Club has the capacity and power to do all such lawful acts, deeds and things as a Company has capacity and power to do pursuant to the Act.

5. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company but so that no Member of the committee or governing body of the Company shall be appointed to any salaried office of the Company or any office of the

Company paid by fees and that no remuneration or other benefits in money or money's worth shall be paid or given by the Company to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let by the Company.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the property of the Company, in the event of the same being wound up while they are members, or within one year after they cease to be a member, for payment of the debts and liabilities of the Company, contracted before they cease to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amounts as may be required, not exceeding ten dollars (\$10.00).

8. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to the Newcastle Water Polo Association or its successor (provided its constituent documents contain a provision substantially the same as Clause 5 of this Constitution) to further its objects or if the Newcastle Water Polo Association or its successor is at that time no longer in existence or its constituent documents do

not contain the aforesaid provision, to the National Water Polo League of Australia for the purpose of encouraging and promoting the sport of waterpolo.

9. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Act.

10. NOT USED.

MEMBERSHIP

11. (a) The members of the Club shall be:

(i) the Nominee of the Permanent Member;

(ii) the subscribers to the Constitution; and

(iii) such other person or persons as the Board admits to membership.

(b) For the purpose of registration, the number of members of the Club is declared unlimited.

(c) The names and addresses and descriptions of the subscribers to the Constitution shall upon incorporation of the Club be entered in the Register of Members to be kept pursuant to the Act and the names and addresses and descriptions of the persons referred to in paragraph (c) of Clause 13 hereof shall forthwith on becoming members be entered in the said Register.

12. (a) **The Permanent Member**

(i) Upon the incorporation of the Club the Newcastle Water Polo Association shall have its Nominee's name entered in the Register of Members as the Permanent Member of the Club.

(ii) Life members of the Permanent Member shall be entitled on request and proof of their status to free entry to the general admission section of the ground at Hunter Hurricane home matches.

(b) **Ordinary Members**

Persons who:

(i) have attained the age of sixteen (16) years and who shall establish to the Directors that they are interested in or are supporters of the game of water polo; and

(ii) pay such entrance fee (if any), as is determined by the Directors;

shall be admitted as Ordinary Members. Ordinary Members shall pay an annual subscription as determined from time to time by the Directors.

(iii) "Directors of the Club shall be deemed Ordinary Members for the duration of their tenure."

(c) **Junior Members**

(i) Persons under the age of sixteen (16) years who establish to the Directors that they are interested in or are supporters of the game of water polo are eligible for Junior Membership

(ii) Junior Members shall be entitled upon payment of an annual subscription as determined from time to time by the Directors to be issued with a Certificate which on presentation, shall entitle the Junior Member to attend any match controlled by the Club and to be admitted to any swimming centre controlled by the Club.

(iv) The Directors may transfer persons from Junior Membership to Ordinary Membership upon being satisfied that such persons have the qualifications required from time to time of an Ordinary Member. No entrance fee shall be paid by any Junior Member who is so transferred to Ordinary Membership with the Club.

(d) **Honorary Members**

(i) Honorary Membership may be granted by the Board without payment of any subscription to any person over the age of eighteen (18) years, provided such person has one of the following qualifications:

(A) the Manager or member of any visiting country, interstate or overseas sporting team for the duration of the visit of such team;

(B) a Patron, Life Member, a member of the Board or a person who holds a similar position with any other member club of the Newcastle Water Polo Association;

(C) any prominent citizen or sportsperson visiting the district for some special occasion;

(D) a member of one of the Houses of Parliament of New South Wales or of the Commonwealth of Australia;

(E) any Patron or Patrons for the time being; or

(F) such persons who, in the opinion of the Chairman or the Board of Directors have rendered signal service to the Club or to the cause of water polo generally.

(ii) An Honorary Member (other than a Life Member) shall be entitled only to such privileges of the Club as determined by or on the invitation of the Board from time to time.

(iii) The Board shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.

(e) Life Members

(i) The following persons shall be eligible for Life Membership:

(A) office Bearers of the club;

(B) players who shall have played for the Club in at least two hundred (200) matches; or

(C) only on the commendation of the Directors, persons who have given, whether before or after the incorporation of the Club, exceptional and distinguished service to the game of water polo and the Club.

(ii) Members eligible for Life Membership shall be nominated in writing only by commendation of a majority of the Directors and submitted to the Secretary who shall place such nominations of the business to be transacted at the next General Meeting of the Club whereupon such nominee or nominees may be made Life Member or Life Members pursuant to the subsequent resolution passed at such General Meeting. Life Members shall be issued with a badge which, on presentation, shall entitle the Life Member to attend any function or match controlled by the Club and admit the said Life Member to any ground or playing enclosure controlled by the Club.

(f) Playing Member Any person who registers with the Club to play water polo for it shall apply to become a Playing Member of the Club. Playing Members shall not be admitted to membership until their registration has been approved by the New South Wales Water Polo Association and the Australian Water Polo Association. Any player registered with the Newcastle Water Polo Association shall automatically qualify for membership as a Playing Member.

Playing Members shall be eligible to vote as hereinafter provided in Clause 68 (f) but shall not be eligible for office.

(g) Business Members

(i) Companies or businesses, whose directors or principals establish to the Directors that they are interested in or are supporters of the game of water polo are eligible for Business Membership.

(ii) Business members shall pay such admission fee and annual subscription as is determined from time to time by the Directors.

(iii) Business members shall be issued with a badge which on presentation shall entitle such number of representatives of the Business Member as the Board determines from time to time in respect of that Business Member to attend any match controlled by the Club and admit the said Business Member to any pool or playing enclosure controlled by the Club but not to any grandstand area.

(h) Sponsor Member

The company engaged by the Directors as the primary sponsor of the Club shall upon such engagement:

(i) be entitled to have its name entered in the Register of Members as the Sponsor Member of the Club; and

(ii) Sponsor Membership of the Club shall cease when the sponsorship by such member is terminated and the determination of the Board that the sponsorship has been terminated shall be final and conclusive.

(i) Other Forms of Membership

The Board may from time to time, as it sees fit, provide for other different classes of members and of membership including special, country and other classes and shall define such classes by resolution **PROVIDED THAT** no such additional class of members shall be given the right to vote at any General Meeting of the Club.

APPLICATIONS FOR MEMBERSHIP

13. (a) Every applicant for Membership except the Permanent Member and unless a subscriber to the Constitution shall complete and lodge with the Secretary an application in the form

prescribed by the Board from time to time together with any fee prescribed by the Board from time to time.

(b) The application shall be considered by the Board which shall decide whether the application is accepted or rejected. The Board shall not be required to give any reason for the acceptance or rejection of an application.

(c) If an application is accepted the Secretary shall forthwith enter the applicant's name in the Register.

14. On the admission of a member, the Secretary shall give such member notice of their admission personally or forwarded or posted to the address given on their nomination for membership and shall, unless such fees and subscriptions have been previously received by the Club, issue with such notice an account for entrance fees and annual subscriptions due and payable by the member which account shall specify the due date of payment.

15. Every person admitted to membership and informed of their admission as directed by the foregoing Clause shall be deemed to agree to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed by the Club and by the Board from time to time in force and the payment of the said entrance fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.

16. Every person admitted to membership shall be required to pay within one month of the date of notice of election, the entrance fees and/or annual subscription specified in the account rendered to them with the notice of election, failing such payment the election shall be null and void.

REGISTER OF MEMBERS

17. (a) The Secretary shall keep in the Club's premises a Register of Members setting forth the name in full, occupation and address of each member, specifying the class of members to which they belong and setting out the date of the latest payment by each member of their subscription.

(b) The Secretary shall keep in the Club's premises a Register in which the Secretary shall enter or cause to be entered the names and addresses and particulars of qualifications for honorary or temporary membership of all persons (not being persons whose names and other particulars have been entered in the Register, kept pursuant to paragraph (a) of this sub-section) who are admitted as Honorary Members of the Club for a limited period, and the dates upon which that period commenced and terminates.

(c) Every member shall, on becoming a member, furnish to the Secretary, particulars of their address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given, shall be deemed to be the member's registered address for the purpose of this issue of notices.

CONDUCT OF MEMBERS

18. (a) The Board shall have the power to caution, fine, suspend or expel a member pursuant to the provisions of this Clause, if, in the opinion of the Board, the conduct of any such member is contrary to the policy or prejudicial to the interest or welfare or image of the Club or the game of water polo.

(b) Should a Member be charged with conduct which the Board considers to be contrary to the policy or prejudicial to the interests or welfare or image of the Club or the game of water polo, a special meeting of the Board shall be called to hear such charge or charges and the member so charged shall be informed of the charges at least seven (7) days prior to the meeting so that he may attend such meeting to give an explanation.

(c) At such special meeting the Board shall hear any explanation which such member desires to give. No such member shall be cautioned, fined, suspended or expelled by the Board unless the resolution to that effect be supported by a simple majority of the Board present at such meeting.

(d) The member fined shall forfeit all membership rights until such fine is paid. Notice of such fine shall be sent to the member fined and if such fine remains unpaid for a period of one month from the date of such notice, such member shall thereupon cease to be a member.

CESSATION OF MEMBERSHIP

19. A member at any time, by giving notice in writing to the Secretary, may resign their membership of the Club, but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation, and for any sum not exceeding ten dollars (\$10.00) as a member of the Club under Clause 16 of the Constitution of the Club.

20. Every person ceasing to be a member of the Club, whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription or otherwise, shall forfeit ipso facto all rights as a member of the Club, but shall remain liable for all monies due or payable under the provisions of Clause 16 of the Constitution.

DIRECTORS

21. The first Directors of the Club shall be Brian Berry, Andrew Bright, Colin Irvine, Kyle Jones and Shannon Johannsen ("The Foundation Directors").

22. (a) The number of Directors shall be not more than seven (7) or not less than five (5) until otherwise determined by the Directors, shall be five (5) .

(b) All Directors other than the Foundation Directors of the Club or the League Directors appointed under sub-clause (i) of Clause 23, shall be elected under Clause 25. The Directors elected under Clause 25 or appointed under Clause 26(b) shall be known as Club Directors.

(c) The maximum number of Directors which the Club may have pursuant to sub-clause (i) shall be without prejudice to the right conferred by sub-clause (a) of Clause 23.

(d) Unless otherwise determined by a resolution of the Company, one half of the Directors must retire from office at each Annual General Meeting. The Directors to retire will be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire will, unless they otherwise agree among themselves, be determined by drawing lots. A retiring Director may act as a Director throughout the meeting at which it retires and at any adjournment.

(e) "A Director who has retired under Clause 22(d) is permitted to stand for re-election, even if at the same Annual General Meeting."

23. (a) The Permanent Member shall be entitled to appoint from time to time not less than one and no more than two (2) directors ("Permanent Member Directors").

(b) An appointment made pursuant to sub-clause (a) shall be in writing signed by and on behalf of the Permanent Member as the case may be, and is effective when received at the Registered Office of the Club.

24. The Foundation Directors shall at their first meeting after the incorporation of the Club and subsequently the Directors shall after their election or appointment, elect one of their number as Chairman, one of their number as Senior Vice Chairman, and one of their number as a Financial Director and may do so from time to time upon there being any vacancy in any one of those offices. The Directors shall at the first Directors Meeting held each year appoint an Executive Committee which shall consist of the Chairman, Senior Vice Chairman, Chief Executive Officer and one other Director. One member of the Executive Committee shall be a [] Director.

25. (a) Candidates for election as a Club Director shall be nominated in writing by two (2) Members in such form as may be approved and provided by the Board and such nomination endorsed with the consent of the candidate shall be lodged with the Secretary of the Club not less than twenty eight (28) days before the Annual General Meeting.

(b) "To be eligible for nomination for election as a Club Director, a person must be :

(i) a life Member of the Club; or

(ii) the Nominee of the Permanent Member of the Club; or

(iii) a subscriber to the Constitution and Constitution of the Club;

(iv) the Nominee of any Business Member being a person who has been listed as at the 30th November of the calendar year prior to the election in the register of members as a nominee of a member entitled to have a nominee; or

(v) an ordinary member of the club who has paid the annual membership subscription by no later than 30th November of the calendar year prior to the election.

vi) "The Nominee of an existing Director."

(c) If at the time of closing of such nominations no greater number of candidates have been nominated than are required to be elected, the candidates shall be declared elected by the Chairperson at the Annual General Meeting.

(d) If the number of nominees for election as Club Directors exceeds the number to be elected the Secretary shall cause to be prepared voting papers with the surnames of the nominees thereon in alphabetical order.

(e) The ballot shall be conducted in the following manner:

(i) the Secretary shall at least fourteen (14) days before the date of the Annual General Meeting in an election year post the voting papers to each Member eligible to vote on an election of Directors of the Club, two envelopes, one to be an inner envelope marked "Ballot Paper" and the other to be an outer envelope addressed to the Secretary, and containing a card bearing a distinctive number. The non-receipt by any Member of such voting paper shall not invalidate the ballot;

(ii) the voter shall mark the voting paper by making a cross opposite the names of each of the candidates for whom the Member desires to vote and shall place it in the inner envelope and seal same;

(iii) the voter shall then place the inner envelope in the other envelope and place the numbered card in the outer envelope without any other matter and seal the same and post or deliver it or cause it to be delivered to the Secretary. Each voter shall vote for the full number of candidates required to be elected to fill the vacancies and neither more no less;

(iv) all and only formal voting papers received by the Secretary not later than 4 o'clock in the afternoon of the Monday preceding the date fixed for the Annual Meeting shall be counted in the ballot;

(v) the result of the ballot shall be determined by the Secretary assisted by two (2) scrutineers appointed by the Directors;

(vi) after the closing of the ballot the Secretary and scrutineers shall check each Member's qualification to vote and proceed to the examination of the voting papers and shall report in writing the result of the ballot to the Chairperson of the Annual General Meeting;

(vii) the candidates to the number required to fill the vacancies receiving the greatest number of votes shall be deemed elected;

(viii) in the event of an equality of votes in favour of two or more candidates and it being necessary that one should have a majority over any other candidate or candidates to secure election, the question shall be resolved by lot conducted by the Chairperson of the Annual General Meeting in such manner as the Chairperson may determine;

(ix) a declaration as to the result of such election shall be made at the Annual General Meeting;

(x) any voting paper upon which the votes are not recorded for the exact number of candidates to be elected or which is not completed and received in accordance with the provisions of Sub-Clauses (ii) and (iii) shall be rejected as informal;

(xi) in any case of minor irregularity in compliance with Sub-Clause (ii) hereof or in any other case of doubt as to the formality of any voting paper the matter shall be referred to the Chairman or if he shall not be available to the Senior Vice Chairman and the decision of the Chairman or the Senior Vice Chairman, as the case may be, shall be final and conclusive; and

(xii) the Directors may direct the Secretary to destroy the ballot papers at any time after the expiration of one (1) month after the date of the declaration of the election.

26. (a) If a casual vacancy occurs by the departure of a director appointed under Clause 23(a) the Permanent Member has, for a period of two months following the date of occurrence of the

vacancy, the power to appoint any person to fill the casual vacancy. If the Permanent Member fails to act within the required timeframe the Directors shall have the power to appoint a person to act as a Director for the remainder of the original Permanent Member Directors Term.

(b) The Directors shall have power at any time, and from time to time, to appoint any person to be a Club Director, either to fill a casual vacancy of a Club Director or as an addition to the existing Club Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution.

27. The Club may by special resolution carried at a General Meeting, remove any Director or all the Directors before the expiration of their period of office, and appoint another or other Director or Directors as the case may be in the place thereof PROVIDED THAT the removal of a Permanent Member Director shall not take effect until his successor has been appointed in accordance with this Constitution. The person or persons so appointed shall hold office during such time and on such terms only as the Director or Directors removed would have held office if he or they had not been so removed. The Director or Directors so removed shall not be eligible to be appointed to fill the vacancy or vacancies created by the said removal or removals.

28. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

29. No Director shall receive any remuneration for services rendered in their capacity as a Director.

30. The Directors may from time to time increase or reduce the number of Directors.

31. A casual vacancy in the office of a Director occurs if the Director:

- (a) ceases to be a Director by virtue of the provisions relating to Directors under the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director of a company by reason of any order made under the Act;
 - (d) 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;
 - (e) resigns office by notice in writing to the Club;
 - (f) for more than two (2) months is absent without permission of the Directors from meetings of the Directors held during that period;
 - (g) holds any office of profit under the Club;
 - (h) ceases to be a Member of the Club or in the case of a Director who is a representative of a Business Member ceases to be that Business Member's representative; or
 - (i) being a Permanent Member Director their appointment is revoked by the Permanent Member;
- PROVIDED ALWAYS** that a Director shall not cease to hold office by virtue of any act or conduct allowed by Clause 5 of the Constitution of the Company.

32. Immediately following the registration of the Company and subsequently from time to time the Directors shall elect from among their number, one Director to become a member of the National Water Polo League of Australia.

33. Where a casual vacancy occurs in the position of a Club Director between the date of one Annual General Meeting and the date of the next, the Directors may appoint a member to fill the casual vacancy without calling a General Meeting of the Club and such appointee shall hold office until the next Annual General Meeting and shall be eligible for re-election.

FINANCIAL DIRECTOR

34. Immediately following the registration of the Company and subsequently immediately following each Annual General Meeting, the Directors shall elect from among their number a Financial Director. The duties of the Financial Director shall be periodically to examine the books kept by the Manager and compare them with the Bank records and to see that all monies received and paid are properly accounted for.

RETURNING OFFICER

35. (a) For the purpose of the conduct of an election or elections provided for in this Constitution the Board may appoint a person to act as Returning Officer and such other person or persons as it deems fit to assist them.

(b) A person appointed as Returning Officer pursuant to the provisions of this clause shall in the performance of his duties act in accordance with this Constitution.

POWERS AND DUTIES OF THE DIRECTORS

36. The business of the Club shall be managed by the Board who may pay all expenses incurred in promoting and registering the Club and may from time to time determine the annual subscription payable by members and the manner and time of payment of the same and may exercise all such powers of the Club as are not, by the Act or by this Constitution, required to be exercised by the Club in General Meeting, provided that no resolution of or regulation made by the Club in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution or regulation has not been passed or made.

37. The Board may exercise all the powers of the Club to borrow money 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.

38. The Board may make by-laws and rules for the conduct of the Club generally provided however that such by-laws are approved by the National Water Polo League of Australia and are not inconsistent with the provisions of the Constitution of the Club or the Act.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, endorsed or otherwise executed as the case may be, in such other manner as the Directors may from time to time determine.

40. The Directors shall cause minutes to be made of:

(a) all appointments of officers and servants;

(b) names of the Directors present at all meetings of the Club and of the Directors; and

(c) all proceedings at all meetings of the Club and of the Directors.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

PROCEEDINGS OF THE DIRECTORS

41. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. Unless the Board otherwise determines each meeting of the Board shall be called with at least seven (7) days notice to each Director.

42. Subject to this Constitution questions arising at any meeting of the Directors shall be decided by a majority of the votes and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

43. A Director shall not vote in respect of any contract or proposed contract with the Club in which they are interested or any matter arising thereout, and if they do so vote their vote shall not be counted. Notwithstanding any rule of law or equity to the contrary no Director shall be disqualified by their office from contracting with the Club either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Club for any profit arising from or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established but it is declared that the nature of their interest must be disclosed by them at the meeting of the Directors at which the contract or arrangement is determined or if their interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest. A Director may not as a Director vote in respect of any contract or arrangement in which they are so interested as aforesaid. A general notice that a Director is a member of or otherwise interested in any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this Clause as regards such Director and the said transactions and after such general notice it shall not be necessary for such Director to give special notice in

relation to any particular transaction with that firm or company. So long as the provisions of this Clause have been observed by any Director with regard to any contract or arrangement in which such Director shall be in any way interested then the fact that such Director affixed the seal to the document evidencing such contract or arrangement shall not in any way affect the validity of the said documents.

44. The quorum necessary for the transaction of the business of the Directors shall be not less than 50% of their number.

45. The continuing Directors may act notwithstanding any vacancy in the Directors provided that a quorum is present at their meetings.

46. The Chairperson of meetings of the Directors shall be the Chairman or, in the absence of the Chairman, shall be the Senior Vice Chairman, and in the absence of the Senior Vice Chairman, shall be such other person as the Directors may choose.

47. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Club by the Act or the General Law) to one or more sub-committees consisting of such member or members of the Club as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Club and all members of such sub-committees shall have one vote.

48. The Board may appoint one or more advisory committees consisting of such member or members of the Board as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Club and all members of such advisory boards shall have one vote.

49. (a) The Board of Directors may establish a Finance Committee consisting of the Chairperson of the Board, the Chief Executive Officer (if that position exists) and two nominated Board members. The Chairperson of the Committee will be the "Financial Director" appointed under clause 34. The "Financial Director" shall report to the Board on the activities of the Committee.

(b) The sub-committees shall consist of the Chairperson of the Board, the Manager, and a nominated Board member who shall be the Chairperson of the sub-committee who shall report to the Board on the activities of the sub-committee and such number of additional members as the Board may from time to time decide including any co-opted members.

50. Each sub-committee or advisory committee, excepting those established pursuant to Clause 49 hereof, shall elect a Chairperson of its meetings. If at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

51. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes and in the case of an equality of votes the Chairperson shall have a second or casting vote.

52. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Directors.

53. The resolution shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at a time at which the document was last signed by a Director or if the Directors sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

MISCELLANEOUS POSITIONS

54. (a) The Board may appoint a person other than a Director to any office or capacity at such remuneration and upon such terms and conditions as it thinks fit.

(b) Where a person appointed pursuant to Clause 54 (a) is not a member, he shall, upon being appointed, be deemed to be a member of the Club for the purpose of this Constitution for the duration of his appointment, but shall not be obliged to pay subscriptions.

GENERAL MEETING

55. The Annual General Meeting of the club shall be held in accordance with the Act on such day in the month of April and at such place as may be prescribed by the club in General Meeting or in default at such time and place as may be determined by the Board, provided always that an Annual General Meeting shall be held at least once every financial year.

56. The abovementioned Annual General Meeting shall be called the Annual General Meeting. All other general meetings shall be called General Meetings.

57. A General Meeting may be called on any date by the Chairman or the Board and shall be called by the Secretary upon receipt of a requisition which need not be in one document signed by not less than one-tenth of the members entitled under this Constitution to vote at a General Meeting of the Club stating the business to be considered. The date of such meetings shall be within forty (40) days of receipt of the requisition. Provided that if such meeting is not called within fourteen (14) days of receipt of the requisition, the requisitionists or a majority of them may themselves call the meeting, and for that purpose, shall have access to the Register of members and any other records necessary for the purpose of calling meetings of members.

NOTICE OF GENERAL MEETINGS

58. (a) Every notice convening a General Meeting shall specify the place, the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or the Act.

(b) Every notice convening a General Meeting shall be given in the manner prescribed by Clause 84 to those members who are entitled to attend and vote at General Meetings under the provisions of Clause 68 of this Constitution and a copy shall be posted on the notice board.

(c) The period of notice with respect to General Meetings shall be as follows:

(i) fourteen (14) days in respect of Annual General Meetings and such General Meetings as are convened for purposes other than those requiring the passing of a special resolution;

(ii) twenty one (21) clear days in respect of a General Meetings convened for the purpose of passing a special resolution.

(d) Neither the accidental omission to give notice of a meeting to, nor the non-receipt of a notice of a meeting by any member, nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

59. (a) At any Annual or General Meeting of the Club five (5) of the Ordinary and Foundation members being entitled to vote and present at the meeting and the Nominee of the Permanent Member shall constitute a quorum.

(b) If a quorum be not present within fifteen (15) minutes of the time fixed for an Annual or General Meeting, the meeting if convened on or by the requisition of members, shall be dissolved; if convened by the Chairman or by the authority of the Board, it shall be adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.

(c) The following persons only shall be entitled to vote at a General Meeting of the Club:

(i) Life Members of the Club;

(ii) Foundation Members of the Club;

(iii) The Nominee of the Permanent Member of the Club;

(iv) Subscribers of the Constitution and of the Club;

(v) The Nominee of any Business Member;

(vi) Ordinary Members who have paid the annual membership subscription by no later than 30th November of the calendar year prior to the election and in each of the 2 years preceding the year of the election, however if the 30th November is a Saturday, Sunday or Public Holiday then that is to be paid by the first business day thereafter.

60. The business of an Annual General Meeting shall be to receive and consider the report of the Board, the income and expenditure account, the balance sheet and the Report of the Auditors, to

elect an Auditor or Auditors and to fix the remuneration payable to such Auditor to transact any other business which under this Constitution¹ is to be transacted at an Annual General Meeting, and to elect the Club Directors.

61. The Chairman shall, if present, be entitled to preside at all General Meetings of the Club. Should the Chairman be absent, the same procedure for the appointment of the Chairperson shall be followed as is provided in Clause 46 of this Constitution for the appointment of a Chairperson at a meeting of the Board.

62. Every question submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes, the Chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

63. At any General Meeting, unless a poll is demanded by the Chairperson or by at least five (5) members present and entitled to vote at the meeting, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book or proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

64. If a poll is demanded as aforesaid, it shall be taken in such a manner and at such time and place as the Chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairperson shall determine the same and such determination made in good faith, shall be final and conclusive.

65. The Chairperson of a General Meeting may with the consent of the meeting, adjourn the same 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.

66. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

67. At the Annual General Meeting or any General Meeting of the Club those members entitled to vote as set out in Clause 59 (c) shall have the following voting rights:”

(a) **Life Members** shall both on a show of hands on the taking of a poll, have one (1) vote;

(b) **Business Members** shall be entitled to receive notices of a General Meeting and balance sheets and its Nominee present shall be entitled to one (1) vote. The name of the Business Member's Nominee shall be set forth in writing and be under the Common Seal of the Business Member;

(c) **Ordinary Members and Foundation Members** shall both on a show of hands and on the taking of a poll, have one (1) vote;

(d) **The Permanent Member's Nominee** shall both on a show of hands and on the taking of a poll, have one (1) vote;

(e) **Playing Members** shall, provided such “Playing Members shall both on a show of hands and on the taking of a poll, have one vote.”

68. (a) **Junior Members** shall not be entitled to receive notices of a General Meeting and balance sheets, and shall not be entitled to vote at any General Meeting of the Club and no Junior Member shall be elected to office in the Club; and

(b) **Honorary Members** shall not be entitled to receive notices of General Meetings and balance sheets and shall not be entitled to attend General Meetings and shall not be entitled to vote at any such meetings of the Club, nor shall be entitled to be elected to any office in the Club.

VOTES AT GENERAL MEETING

69. Votes at a General Meeting or Annual General Meeting may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer. No person shall act

as a proxy unless they are a member of the Club. The instrument appointing them shall be deposited at the registered office of the Club not less than forty-eight (48) hours before the time of holding the meeting at which they propose to vote and shall be deemed to confer authority to demand or join in demanding a poll.

70. A proxy is not entitled to vote except on poll. Any instrument appointing a proxy shall be in the form for the time being sanctioned by the Club and obtainable from the Secretary of the Club.

FINANCES

71. (a) The funds of the Club shall be controlled by the Board.

(b) The financial year of the Club shall commence on 1 January and end on 31 December of each calendar year.

(c) The funds of the Club are to be banked in an account in the name of the Club such Bank or Permanent Building Society as the Board may from time to time determine. Such account shall be operated upon only by such persons and in such manner as the Board may from time to time determine.

(d) If at any time the Board becomes aware that the Club is insolvent or may become insolvent it shall immediately report to the Auditor. Such report shall be accompanied by an income and expenditure statement and a balance sheet covering all funds administered by the Club in respect of the period since such statement and balance sheet was last furnished.

ACCOUNTS

72. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditors report thereon as required by the Act provided, however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.

73. The Board shall from time to time determine in accordance with Clause 9 of the Constitution at what times and places under what conditions or regulations the accounting and other records of the Board shall be open to the inspection of members.

AUDIT

74. A properly qualified Auditor or Auditors shall be appointed and their duties shall be regulated in accordance with the Act.

75. Auditors shall be appointed and their appointment, removal and duties shall be regulated in accordance with Act.

DISCIPLINARY PROVISIONS

76. (a) The jurisdiction of the Club in this Constitution, extends to and shall be acknowledged and submitted to by all members of the Club, the Junior League and members thereof, clubs affiliated with the Club and with the Junior League and members thereof.

(b) The Board shall, subject to the right of an appeal to the League, determine all matters of dispute referred to in paragraph (a) hereof.

77. Upon a complaint being made to the Board of conduct of:

(a) a member of the Club;

(b) an organisation subject to the ultimate control of the Club; or

(c) a member of an organisation which organisation is subject to the ultimate control of the Club

the Board shall have the power to hear and determine all matters arising from the complaint and may in its absolute discretion dismiss the complaint, admonish, fine, suspend, disqualify or otherwise deal with the parties to the complaint;

(d) in exercise of the above power the Board may institute such enquiries as it thinks fit;

(e) the Board shall be guided by but shall not be bound by the strict rules of evidence and legal representation at the hearing of any complaint shall only be allowed with leave of the Board on such terms as the Board thinks fit;

(f) the Board's power under this Clause shall extend to and allow the review of decisions of affiliated organisations which are subject to the control of the Club;

(g) in the event of an inconsistency between the terms of any "Player Agreement" and a decision of the Board, the decision of the Board shall prevail to the extent of the inconsistency;

(h) the parties to the dispute shall be allowed the right to be heard but this right shall not preclude the making of a decision in the absence of a party provided reasonable notice of the hearing has been given. For the purpose of this clause, not less than seven (7) days written notice by prepaid post shall be given and is effective if forwarded to the last address of the person cited.

SECRETARY

78. (a) The Secretary shall in accordance with the Act be appointed by the Board for such term upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

(b) The Secretary shall be the Manager of the Club.

GENERAL

79. The duties of office bearers shall be such as are determined from time to time by the Board.

80. No Playing Member of the Club shall play in any match other than a match authorised by the Club or the Newcastle Water Polo Association or the National League without the approval and authority of the Board which shall not be unreasonably withheld, and any Player infringing this provision shall be liable to such penalty as the Board in its discretion shall think fit.

MINUTES

81. The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:

(a) of all appointments of officers made by the Club in General Meeting or by the Board;

(b) of the names of the Directors present and voting at each meeting of the Board;

(c) of the number of members present and voting at General Meetings of the Club; and

(d) of all resolutions and proceedings at all meetings, either of the Club or of the Board.

NOTICES

82. (a) A notice may be given by the Club to any member, either personally or by sending it by post to them to their registered address or if they have no registered address within the State of New South Wales, to the address, if any, within the said State supplied by them to the Club for the giving of notices to them.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice covering a meeting on the day following that on which the same shall have been posted and in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

(c) If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him, a notice posted upon the notice board shall be deemed to be well served on such member at the expiration of twenty four (24) hours after it is so posted up.

RATE OF INTEREST

83. For the purpose of this Constitution and the Constitution the provided rate of interest shall be fifteen per centum (15%) per annum or such other rate as may be determined from time to time by the Board.

INDEMNITY

84. Every member of the Board, Auditor, Secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which is acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence default breach of duty or breach of trust.

WINDING UP AND ALTERATION OF CONSTITUTION

85. (a) The provisions of Clause 8 and Clause 10 of the Constitution relating to the winding up or dissolution of the Club and the alteration of the Constitution shall have effect and be observed as if the same were repeated in this Constitution.

(b) The provisions of Clause 10 of the Constitution shall mutatis mutandis apply to the alteration of the Constitution of the Club.

86. We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Constitution.

SIGNATURES OF SUBSCRIBERS	WITNESS TO SIGNATURE AND ADDRESS OF WITNESS
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The names, addresses and occupations of the subscribers are as follows:

Name & Address Occupation

Level 1, 1 Market Street
Newcastle. 2300
Ph: (02) 4929 5511
Fax: (02) 4929 6309
Ref: RFB:18774_Constitution