

AUCKLAND WATER POLO CENTRE INC.

RULES

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THE AUCKLAND WATER POLO CENTRE INCORPORATED

RULES

1. INTERPRETATION

The following words shall have the following meanings within the text of this Rules and in the Regulations.

1.1. Definitions:

"Affiliate Centre" means those centres (including the Auckland Water Polo Centre) granted affiliate centre status pursuant to Rule 5.2 of the NZWPA Rules

"Affiliation Fee" means the affiliation fee, fees or levies for that financial year, determined at each Annual Meeting, which each Member is required to pay to the Centre;

"Annual Club Fee" means a fee that may be charged to Clubs by the Centre if such a fee is set at the Annual Meeting.

"Annual Meeting" means the annual general meeting of the Centre held in accordance with Rule 10.1;

"Auckland Region" means the area of the Auckland Region whose boundaries shall be as determined from time to time by NZWPA and over which the Centre shall have the administrative jurisdiction accorded to it by NZWPA.

"Auckland Water Polo Board" or **"Auckland Water Polo Centre"** means the Auckland Water Polo Centre described as the Auckland Water Polo Board in Rule 5.2 of the Rules of the NZWPA.

"Centre" means the Auckland Water Polo Centre established in accordance with Rule 5.1 of the Rules of the NZWPA.

"Centre Affiliation Fee" means the affiliations fee, fees or levies for that financial year determined by the Centre and/or the NZWPA at its annual meeting.

"Chairperson" means the person appointed under Rule 6.3.1 to be the Chairperson of the Executive Committee. By such election the Chairperson shall also be the Chairperson of the Centre;

"Club Championship" means only those championships as contained in Regulation 1.1 of NZWPA Rules and Regulations in which clubs are entitled to participate;

"Club delegates" means Club delegates appointed or elected by the Clubs pursuant to Regulation 5 of the Schedule of Regulations and/or being Club delegates to the Executive Committee pursuant to Rule 6.3.

"Chief Executive" means the Chief Executive of the Centre or other duly authorised person should the Centre through the Executive Committee appoint or have appointed such Chief Executive;

"Club" or "Clubs" means a water polo club or clubs which are affiliated to the Centre pursuant to Rule 4.3;

"Competitive Fees" means the fees that are assessed by the Centre as being the entry fees payable by Clubs or Members as entry fees for competitions organised from time to time by the Centre;

"Rules" means this Rules;

"Executive Committee" means the Executive Committee of the Centre approved or elected as set out in Rules 6.2 and 6.3

"F.I.N.A. Member" means the national governing body for diving, swimming, synchronized swimming and water polo in New Zealand which is affiliated to F.I.N.A.;

"Financial Year" means the year commencing 1st January and ending 31 December;

"Meeting" means an Annual Meeting or a Special Meeting;

"Member" or "Members" means a person or group of persons who are affiliated members of the Centre in accordance with Rule 3.1;

"National representatives" means water polo players and/or coaches and/or referees and/or administrators who have been selected to represent New Zealand whether at age group or senior level and/or in any other capacity;

"NZWPA" means the New Zealand Water Polo Association Incorporated;

"Objects" means the objects of the Centre detailed in Rule 2.5;

"Postal Ballot" means a postal ballot held in accordance with Rule 11 of the meetings of the Centre in the Schedule of Regulations to this Rules;

"Regulations" means the regulations of the Centre;

"Rule" or "Rules" means the rule or rules as contained in this Rules;

"Special Meeting" means a special general meeting of the Centre called in accordance with Rule 10.3;

- 1.2. Rules and Schedules:** references to Rules and Schedules are references to Rules of and Schedules to this Rules respectively;
- 1.3. Headings:** headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of this Rules;
- 1.4. Schedules of Regulation:** the Schedule to this Rules and the provisions and conditions contained in such Schedule are Centre Regulations. They shall have the same effect as if set out in the body of this Rules;

- 1.5. **Persons:** references to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, joint ventures, Centres, organisations, trusts, states or agencies of state, government departments and local and municipal authorities in each case whether or not having separate legal personality;
- 1.6. **Gender:** words importing one gender shall include the other genders;
- 1.7. **Plural and Singular:** words importing the singular number shall include the plural and vice versa;
- 1.8. **Statutes and Regulations:** references to a statute include references to regulations, orders or notices made under or pursuant to such statute and references to a statute or regulation include references to all amendments to that statute or regulation whether by subsequent statute or otherwise and a statute or regulation passed in substitution for the statute or regulation referred to or incorporating any of its provisions.
- 1.9. **Conflict:** if there is any conflict between the provisions of this Rules and the Regulations then the provisions of this Rules shall prevail.

If there is any conflict between the provisions of this Rules and the Rules of the NZWPA then the provisions of the Rules of the NZWPA shall prevail.

2. CENTRE

- 2.1. **Name:** The name of the Centre shall be The Auckland Water Polo Centre Incorporated (for the avoidance of any doubt the Auckland Water Polo Centre Incorporated is described in Rule 5.2 of the Rules of the NZWPA, as at June 2013, as the Auckland Water Polo Board).
- 2.2. **Rules:** The Centre shall consist of Members and Clubs which shall be organised within the boundaries of the Auckland Region.
- 2.3. **Authority:** The rules of the Centre shall be subject to the rules of and the rules of the NZWPA and of the rules of F.I.N.A. and directions of the F.I.N.A. Member in New Zealand and the Rules and the rules of the NZWPA.
- 2.4. **Registered Office:** The registered office of the Centre shall be at such address as shall be decided from time to time by the Executive Committee.
- 2.5. **Objects:** The objects of the Centre shall be:
 - 2.5.1. **Manage:** to manage, administer, promote and encourage the sport of water polo throughout the Auckland region and to encourage and support Auckland region water polo players and coaches and administrators wherever they may be based from time to time.
 - 2.5.2. **High Performance Support:** to manage, administer, promote and encourage the National representatives who have been selected from the Auckland Region and to manage, administer, support and encourage high performance programmes for the Auckland region with an emphasis on

those of benefit to Auckland Region water polo players or coaches or administration or referees.

- 2.5.2. **Uniformity of Rules:** to ensure uniformity of rules for the control and regulation of water polo and for the management of water polo competitions within the Auckland Region;
- 2.5.3. **Adjudicate Disputes:** to adjudicate on all matters of dispute concerning water polo occurring within the Auckland Region and/or occurring anywhere outside the Auckland Region and/or in relation to a club which has its headquarters within the Auckland Region and/or relating to a water polo player and/or coach and/or referee and/or administrator and/or relating to a matter of dispute referred to the Centre; unless in relation to any such matters of dispute the Committee (in the Committee's discretion) and/or NZWPA shall determine that such matter of dispute should more appropriately be adjudicated by NZWPA, or at club level in the first instance.
- 2.5.4. **Management of Visiting International Teams:** to control the management of international water polo teams, players and officials visiting New Zealand to the extent to which such control shall be delegated to the Centre by NZWPA.
- 2.5.5. **Manage Representatives Overseas:** to control and manage water polo National and/or Centre representatives who are members of the Centre on tour and in competitions both within and outside of New Zealand; to the extent that such management and/or candidate may be appropriate and/or delegated to the Centre by NZWPA.
- 2.5.6. **All Other Matters:** to act alone or in conjunction with any other person and/or group on any matter pertaining to water polo or which will affect water polo and to do any act or thing incidental or conducive to the attainment of any of the above objects.

2.6. Affiliation and Authority

- 2.6.1. The Centre shall at all times be affiliated to the NZWPA.
- 2.6.2. The Centre shall pay any fee or fees prescribed by the NZWPA for affiliation and/or the Centre shall pay such other fees or levies as may be required or imposed by the NZWPA from time to time.
- 2.6.3. The Centre shall at all times be subject to and abide by any rules, regulations and directives from time to time made or given by the NZWPA and will endeavour to ensure the compliance by its members with such rules.

2.7. Powers: subject to the Centre obtaining the approval of NZWPA where such approval is required by the Rules of NZWPA, the powers of the Centre shall be:

- 2.7.1. **Rules:** to prescribe, make and adopt such rules, regulations and resolutions and to do all such acts and things as may be necessary or desirable to carry out the Objects or to conduct its business including the doing of all such

lawful things as are incidental or conducive to the attainment of any of the Objects;

- 2.7.2. **Fees:** to prescribe any fees or charges to be paid by Members and/or Clubs to the Centre.
- 2.7.3. **Land:** to purchase, take on lease, exchange or otherwise acquire any lands, buildings, easements or any real or personal property which may be required for the purpose of, or conveniently used in connection with, any of the Objects and to sell, convey, transfer, assign, mortgage, give, exchange or otherwise dispose of the same;
- 2.7.4. **Employ:** to hire or employ executive directors, executive officers, secretaries, managers, workpeople or any other type of employee and to pay them and other persons in return for services to the Centre such salary, wages, gratuities, fees or pensions as the Centre may from time to time determine;
- 2.7.5. **Join Other Organisations:** to subscribe to or become a member of, or affiliate with, any Centre, society or organisation whose objects are similar either wholly or in part to the Objects or which may further the Objects in any way;
- 2.7.6. **Establish and/or administer trusts and/or foundations:** to establish and/or set up and/or administer a trust or trusts and/or a foundation or foundations to raise funds and/or manage and make grants of funds for the benefit of the Centre and/or Centre clubs and/or Centre water polo players, coaches, referees and/or administrators.
- 2.7.7. **Discipline:** to expel, suspend, fine or otherwise discipline any Member and/or Club over which the Centre has jurisdiction.
- 2.7.8. **Delegate:** to delegate such of its powers as it may from time to time deem fit;
- 2.7.9. **Invest:** to invest and reinvest in such securities and upon such terms as it thinks fit the whole or any part of the funds of the Centre and to employ and deal with the funds of the Centre in such manner as it deems fit in the interests of the Centre;
- 2.7.10. **Borrow:** to borrow or raise and give security for money in such manner as the Centre shall think fit including the issue of bonds, debentures, promissory notes, mortgages or other obligations or securities of the Centre secured upon its assets;
- 2.7.11. **Resettlement:** to resettlement assets of the Centre on any foundation or trust that the Centre shall deem appropriate in the interests of the Centre and/or Centre water polo Clubs and/or players and/or coaches and/or administrators.
- 2.7.12. **Arrangements with Statutory Bodies:** to enter into any arrangement with any Government or authority, international, municipal, local or otherwise that may seem conducive to the Centre's objects or any of them and to

obtain from any such Government or authority, any rights, privileges and concessions which the Centre thinks desirable and to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.

2.7.13. **Lend:** to lend any money to any limited liability company or to any person or persons with or without security on such terms and either free of interest or at such rate of interest as the Centre shall think fit.

2.7.14. **Appoint Attorney:** at any time and for any period appoint another person to act as an attorney of the Centre anywhere in the world for all or any of the Objects.

2.7.15. **General:** to do all such other acts and things as the Centre considers incidental or conducive to the attainment of the Objects .

2.8. **Financial Year and Membership Year of the Centre:** The financial year and the membership year shall be the same, and shall be from 1 January to 31 December inclusive of the same year.

2.9. **Common Seal:** The use of the Common Seal of the Centre shall not be required unless its use is required by statute and/or its use is required by a resolution requiring such use shall be passed by the Committee for affixing to a particular document or documents. No document binding the Centre shall be signed by any authorised signatory of the Committee except pursuant to a resolution of the Committee. The member of the Committee or Chief Executive who signs such document shall do so on behalf of the Centre.

3. MEMBERS

3.1. **Membership Requirements:** Subject to the requirements of NZWPA, the requirements to be a Member of the Centre are as follows:

3.1.1. **Compliance with NZWPA Rules:** all the of the membership conditions of the Rules of NZWPA shall be fulfilled each Financial Year. If any one of these conditions has not been fulfilled the person is not a Member of the Centre and cannot take part in any water polo activities or competitions:

3.1.2. **Affiliation Fee:** each person shall have paid to their Club membership fee and the Centre Affiliation Fee;

3.1.3. **Centre Fees:** each person shall be a member of a Club and shall have paid to the Centre, if applicable, and to their Club such fee, fees or levies as set and required by those bodies according to their rules and rules;

3.1.4. **Register of Members:** a person shall have their name on the register of members of the appropriate Club and that register of members must be provided to the Centre at the time and in the manner determined by the Executive Committee.

3.2. **Members Rights:** A Member shall be entitled to take part in all activities and competitions of the Club and Centre for which they are qualified by age, sex,

election, selection or appointments except if the Member has been disqualified suspended or expelled by the Centre, or Club or NZWPA.

- 3.3. Fees For School Team Members:** Notwithstanding any other Rule, persons who only take part in school water polo competitions need only have paid such fees, as are specifically set for such persons by NZWPA and/or the Centre and/or their Club.
- 3.4. Inspection of Books:** The books of the Centre may be inspected by any Club by first making an appointment to inspect with the Centre. Such appointment shall be arranged within a maximum period of fourteen (14) days from the date that the Centre shall receive notice in writing to the Secretary or Chairperson requesting such appointment.
- 3.5.** No minutes of the Centre shall be inspected until confirmed.

4. CLUBS

- 4.1. Club Requirements:** Subject to the requirements of NZWPA, the requirements for a Club are as follows:
 - 4.1.1. **Rules:** consist of Members who have agreed to be governed by the rules and rules of the Club;
 - 4.1.2. **Club Rules:** Clubs shall have a rules and/or rules, copies of which must be forwarded to the Executive Committee upon request. Changes to a Club's rules and/or rules shall be notified to the Executive Committee;
 - 4.1.3. **Competition:** Clubs must compete annually in at least one Centre NZWPA or Club Competition.
- 4.2. Associate Club:** The requirements for an Associate Club are as follows:
 - 4.2.1. **Affiliation:** A group may be granted the status of an Associate Club at a Meeting of the Executive Committee as long as it meets all the requirements of a Club apart from the requirement of clause 4.1.3 above;
 - 4.2.2. **Rights:** Associate Clubs shall have the right to speak but not vote at all Meetings.
- 4.3. Affiliation of Clubs:** Subject to the requirements of NZWPA, Clubs and Associate Clubs shall affiliate to the Centre as follows:
 - 4.3.1. **Club Obligations:** The affiliation of any Club shall bind that Club and each of its Members to abide by these rules and the rules of the NZWPA. The Executive Committee may suspend or expel a Club from affiliation to the Centre for any breach of these Rules or the rules of the NZWPA.
 - 4.3.2. **Annual Fee:** A Club shall affiliate to the Centre in such matter by payment of such fee as the Executive-Committee shall from time to time determine.

- 4.3.3. **Associate Club:** An Associate Club will be entitled to receive all minutes of the Centre and copies of general circulars.
- 4.3.4. **Affiliation to a Centre:** The affiliation of a Club to the centre will be determined by the NZWPA and/or the Centre.
- 4.3.5. **Voting Rights:** If a club fails to meet the requirements of 4.1, voting rights will be at the discretion of the Centre.
- 4.4. **Centre Affiliation Fee:** Each Club shall forward Centre Affiliation Fees to the Centre at the time and in the manner determined by their Centre.
- 4.5. **Membership Affiliation Fees:** Each Club shall forward their membership Affiliation Fees to the Centre at the time and in the manner determined by the Executive Committee
- 4.6. **Club Membership:**
 - 4.6.1. Players must be financial members of the Centre and pay Registration fees as set by the NZWPA and/or the Centre.
 - 4.6.2. Each Club is responsible for collecting and paying player Registration fees.
- 4.7. **Register of Members:** Each Club shall keep an up to date register, for each Financial Year, of all its Members.

5. CENTRE

- 5.1. **Centre Requirements:** Subject to the requirements of NZWPA the requirements for the Centre are as follows:
 - 5.1.1. **Centre Structure:** The Centre shall control the area that shall be defined by NZWPA as the Auckland Region and act on behalf of the NZWPA as the local controlling authority for water polo and carry out all such functions that shall manage, encourage and promote water polo in the Auckland Region.
 - 5.1.2. **Centre Rules:** The Centre shall have a rules and/or rules which must be approved by NZWPA. Changes in the Centre's rules and/or rules including Rules 5.1.1, 5.1.4 and 5.1.5 are subject to approval by NZWPA.
 - 5.1.3. **Centre Responsibility:** The Centre is recognised as an active centre by NZWPA and the recognition of an active Centre by NZWPA shall be deemed to be an agreement between the Centre and the NZWPA whereby the Centre agrees to:
 - (a) enforce the Rules and Regulations and to obey all directions of the NZWPA.
 - (b) maintain an agreed development plan for the growth of water polo in the Auckland Region.
 - (c) deliver competitions in the Auckland Region.
 - (d) have an acceptable number of affiliated clubs

- 5.1.4. **Control of Clubs by Centre:** Subject to the powers and functions of NZWPA, matters pertaining exclusively to the Clubs and associate Clubs within the Auckland Region, shall be under the control of the Centre.
- 5.1.5. **Centre Rules:** Subject to the rules and/or rules of the Centre being approved by NZWPA, a Centre may make rules for the conduct of its own affairs including the setting of the Membership Affiliation fees and/or the Centre Affiliation fees.

6. CENTRE ADMINISTRATION

- 6.1. **(a) Patron:** The Centre may from time to time determine to appoint a Patron of the Centre. In the event that the Centre shall determine to appoint a Patron, the Patron of the Centre shall be appointed at the Annual Meeting. The person so chosen shall then be invited to hold office.

(b) Life Member: The Centre from time to time may determine to appoint a Life Member of the Centre. A Life Member is a person honoured for outstanding services to the Centre over at least 10 years. A person shall be appointed as a Life Member by resolution presented by the Executive Committee to a General Meeting and passed by a three-quarter majority of those present and voting. A Life Member shall have the rights of attendance and speaking but not voting at Executive Committee and General Meetings, and is exempt from any Centre subscriptions and levies.

- 6.2. **Executive Committee:** The Centre shall have an Executive Committee which shall consist of such number of persons (being no less than 5 nor more than 22) as the outgoing Executive Committee shall recommend to the Annual General Meeting is required for the efficient on-going management of the Centre.

6.3. Appointment and/or Election of Executive Committee Members

- 6.3.1 (a) The Executive Committee shall consist of a Chairperson, Secretary, Treasurer and Referee Representative, together with delegates appointed by the clubs, provided however that the maximum number of the Executive Committee shall be 22 persons; AND

- 6.3.1 (b) The delegates at the Annual General Meeting shall elect the Chairperson, Secretary, Treasurer and Referee Representative of the Executive Committee. Such persons may be elected from amongst the delegates appointed by the clubs, or they may be other persons elected by the delegates at the Annual General Meeting; AND

- 6.3.1 (c) In the event that any of the persons elected at the Annual General Meeting, as Chairperson, Secretary, Treasurer and Referee Representative, shall be other than one of the club delegates, then such election must be approved by not less than two-thirds of the delegates attending and voting at the Annual General Meeting, and such election must be further confirmed in writing within one calendar month of the Annual General Meeting by not less than two-thirds of the then current member clubs of the Centre.

- 6.3.2. Each Club shall be entitled to appoint delegates to the Executive Committee in accordance with the number of registered members of such club as have

been recorded by the Centre and/or NZWPA as club members of that club for the previous calendar year. Each Club shall be entitled to appoint delegates in accordance with the following membership numbers:

1-99 members: 1 delegate
 100-199 members: 2 delegates
 200 or more members: 3 delegates

- 6.3.3. Written nominations for nominees under Rule 6.3.1 and 6.3.2 signed by a delegate on behalf of a Club and/or signed by a member of the Executive Committee and accompanied by the written consent of the nominee shall be received by the Secretary not less than 5 clear days before the date of the Annual General Meeting. The Secretary shall circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting.
- 6.3.4. If the position of any member/delegate of the Executive Committee becomes vacant between annual general meetings, then if the position that becomes vacant is that of a club delegate, the club appointing such delegate shall be entitled to fill that vacancy by a replacement appointment. In the event that the position on the Executive Committee that becomes vacant is that of the Chairman, Secretary, Treasurer and Referee Representative, then that vacancy shall be filled by the Executive Committee provided however that should the position be that of a Referee Representative, such appointment shall be made **in** consultation with the Centre Referees.

6.4. Duties and Powers of the Executive Committee: The Executive Committee shall have the following general powers and duties:

- 6.4.2. From the end of each Annual General Meeting until the end of the next, the Executive Committee shall carry out its functions and objects as stated and herein and shall be accountable to the Clubs for the implementation of the policies of the Centre as approved by any General Meeting.
- 6.4.3. Subject to these Rules and the resolution of any General Meeting, the Executive Committee may exercise all the powers, other than those required by statute or by these Rules to be exercised by the Centre in General Meeting.
- 6.4.4. The Executive Committee may co-opt any individual to the Executive Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 6.4.5. The Executive Committee may appoint subcommittees consisting of such persons as it thinks fit and with or without the power to co-opt, but such subcommittees shall have no power to commit the Executive Committee to any financial expenditure without express authority by resolution of the Executive Committee.
- 6.4.6. Subject to the restrictions of this Rules the Executive Committee may from time to time make regulations for the conduct and control of Club activities.

- 6.4.7. The Chairperson (and, in the absence of the Chairperson, the Secretary) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Executive Committee.
- 6.4.8. Other than as prescribed by statute or these Rules, the Executive Committee may regulate its proceedings as it thinks fit.
- 6.4.9. Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Clubs.
- 6.4.10. Each member of the Executive Committee shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Executive Committee possessed by such former member.
- 6.4.11. In the event that the Centre determines from time to time that it is appropriate to do so and that the Centre has sufficient funds to enable such appointment to appoint a Chief Executive of the Centre and enter into an employment contract with such remuneration and on such terms and conditions as the Executive Committee shall think fit.
- 6.4.12. To adopt and regularly review a strategic plan for the Centre which shall include goals and objectives for water polo and measures of short-term and long-term success.
- 6.4.13. To adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget.
- 6.4.14. To make, repeal and amend Regulations prescribing a code of conduct for the management of players and management representing the Centre in New Zealand or overseas.
- 6.4.15. To establish, implement and enforce Regulations prescribing a drug policy, consistent with the objectives of the New Zealand Sports AntiDoping Act 2006 and the regulations in force under that Act, to discourage and eliminate the use of illicit substances by persons under the jurisdiction of the Centre in New Zealand and overseas and to provide for appropriate testing procedures and penalties.
- 6.4.16. To regulate and control any competition or matches under the jurisdiction of the Centre.
- 6.4.17. To ensure that the Centre has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results.
- 6.4.18. To ensure that the Centre meets its NZWPA obligations and to report to Clubs on any meeting involving its NZWPA obligations in which the Centre participates.

- 6.4.19. To regularly review and agree performance indicators and standards within management.
- 6.4.20. To define from time to time, in consultation with NZWPA, the responsibilities of the Centre.
- 6.4.21. To carry out the aims and objects of the Centre and to deal with any matter not provided for in this Rules.
- 6.4.22. To review its own processes and effectiveness.
- 6.4.23. To submit to the Annual Meeting a full report on its activities since the previous Annual Meeting.
- 6.4.24. To advocate (in circumstances where the Executive Committee considers it appropriate to do so) for the appointment of members of the Appointments Panel and/or for team manager, coach and referee appointments and/or the required National Team Selection Panels in any one year.
- 6.4.25. Organise and run or arrange for the organising and running of the championships. The Executive Committee may change, suspend or abandon any or all of its championships. The Executive Committee may add or substitute other championships.
- 6.4.26. To purchase, take on lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Executive Committee may think necessary or convenient for the attainment of the Objects.
- 6.4.27. To sell, mortgage, charge or otherwise dispose of any property of the Centre and/or to grant such rights and privileges thereover in such manner as the Executive Committee may from time to time think necessary and proper.
- 6.4.28. To invest and deal with the property, assets and income in such manner as it may from time to time think fit. The Executive Committee may by resolution delegate the investment and management of its investments to a fund manager.
- 6.4.29. To fill any casual vacancy on the Executive Committee which may arise under Rule 6.5.S(a) and/or which may otherwise arise.
- 6.4.30. To take out insurance over the property of the Centre and against any contingencies and risks which the Executive Committee shall deem appropriate.
- 6.4.31. To advocate for the appointment as required representatives to any New Zealand organisation holding FINA affiliation on the Centre's behalf.
- 6.4.32. To investigate or inquire into the operations or activities of any Member(s), or member(s) of a Member, if it has reasonable cause to suspect that the Member(s) or member(s) of the Member may have acted contrary to the interests and/or Objects and/or the game of water polo generally.

- 6.4.33. To make decisions which shall be binding on all Centre clubs, Members and Associate Members. It shall have the authority to review any decision of a Club and to *vary* or reverse any such decision and to require any Club or Member or Associate Member to take such actions as the Executive Committee sees fit provided however that such Club Member or Associate Member affected by the Centre decision may seek leave from NZWPA to appeal the decision of the Centre to NZWPA.
- 6.4.34. To decide all matters not specifically provided for in the rules of NZWPA and/or the rules of F.I.N.A., or in these Rules or Regulations.
- 6.4.35. Within 10 days of making a decision or taking action, as allowed or required in the preceding sections of this Rule, inform in writing all Centre clubs as to the substance of the decisions made and the actions taken.
- 6.4.36. **Hear Appeals:** except to the extent set out in this Rules and the Regulations, act as the court of appeal for any Centre clubs or Members on any matter which has been dealt with by a Club.
- 6.4.37. **Review Documents:** have the right to request all Clubs, Associate Clubs and Members to forward to it such documents, books and statements as it may reasonably deem necessary or expedient. Provided the request shall have been reasonably made then failure to comply with such a request shall render the offender or offenders liable to such disciplinary action as the Executive Committee may determine.
- 6.4.38. **Discipline:** except to the extent set out in this Rules and the Regulations, have the power to fine, reprimand, suspend or expel or otherwise discipline any Club, Associate Club and/or Member who in its opinion has been guilty of any misconduct detrimental to the Objects or has failed to abide by the Rules.
- 6.4.39. **Reversing Decisions:** not reconsider an item of business, which has been decided by the Executive Committee within the three previous months, without the approval of a majority of two thirds (2/3) of the members of the Executive Committee present at the meeting.
- 6.4.40. To exercise such other powers as are specifically or by implication provided for in this Rules

6.5. Meetings of the Executive Committee

- 6.5.2. All Executive Committee meetings shall be chaired by the Chairperson or in the Chairperson's absence by the Secretary, or in the absence of both of them by some other delegate elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 6.5.3. **Number of Meetings:** The Executive Committee shall meet a minimum of two (2) times in each year at the most convenient time and place. Other business requiring the immediate consideration of the Executive Committee may be conducted by written correspondence (including email) or conference calls.

6.5.4. Subject to Rules 6.5.2 and 6.5.4 The Executive Committee shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the Chairperson or Secretary.

6.5.5. **Quorum:** The quorum for Executive Committee meetings shall be half the number of the Executive Committee members.

6.5.6. Attendance

- (a) Any Executive Committee member who fails to attend three (3) consecutive meetings of the Executive Committee without leave of absence shall forfeit her/his seat on the Executive Committee.
- (b) The expenses of all Executive Committee members attending meetings of the Executive Committee may be paid by the Centre.
- (c) The Chief Executive (in the event that the Centre has appointed a Chief Executive) shall be entitled to attend all meetings of the Executive Committee and speak at such meetings but she/he shall have no voting rights.

6.5.7. **Conference Calls:** A meeting of the Executive Committee may be held by the contemporaneous linking together by telephone or other means of communication of the Executive Committee members and in such event the procedural requirements of this Rule in relation to meetings of the Executive Committee shall apply with any necessary modification.

6.5.8. **Resolutions:** The Executive Committee and any subcommittee may act by resolution passed by the Executive Committee whether such resolution shall be passed at a meeting or whether such resolution shall be passed by more than 50% of the Executive Committee members in the course of a telephone conference call or through a signed minute.

6.5.9. **Resolutions in Writing:** A resolution in writing, signed by all the members of the Executive Committee or signed by electronic signature will be as valid and effectual as if it had been passed at a meeting of the Executive Committee. Any resolution in writing may consist of several documents in like form each signed by one or more Executive Committee members.

7. SECRETARY

7.3. The Secretary shall record the minutes of all General Meetings and Executive Committee Meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that the meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.

7.4. The secretary shall hold the Executive Committee's records, documents and books.

7.5. The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive Committee.

8. REGISTERED OFFICE

8.3. The Registered Office of the Executive Committee shall be at such place as the Executive Committee from time to time determines.

9. FINANCE

9.3. The Treasurer shall keep such books of account as may be necessary to provide a true record of the Executive Committee's financial position, report in the Executive Committee's financial position to each Executive Committee meeting, and present an annual statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.

9.4. The Executive Committee shall maintain bank accounts in the name of the Centre, and all cheques and withdrawal forms and/or any other form of withdrawal from the account and transmission to another recipient shall be signed by any one of the Treasurer, Chairperson or Secretary and countersigned by some other member of the Executive Committee unless such payment/withdrawal/transmission, shall have been otherwise authorised by the Executive Committee by an ordinary resolution.

9.5. All money received on account of the Executive Committee shall be banked within seven days of receipt.

9.6. The Executive Committee's financial year shall commence on 1 January of each year and end on 31 December of the same year.

9.7. It shall not be necessary to have the annual accounts of the Centre audited or independently reviewed unless the Club delegates at a Special Meeting and/or at the Annual General Meeting pass a resolution by a simple majority, of which ten (10) days' notice has been given, either that:

- (a) An auditor be appointed by the Club delegates at such Annual General Meeting to audit the particular annual accounts of the Centre that are referred to in the resolution, and that such auditor be appointed at such remuneration as may be approved by the Executive Committee; OR
- (b) A chartered accountant be appointed by the Club delegates and/or by the Executive Committee to conduct an independent review of the accounts to which such resolution is directed, and at such remuneration as may be approved by the Executive Committee.

10. MEETINGS

10.1. Annual Meeting: The Annual Meeting of the Centre shall be held no later than the 30th day of April in each year.

10.2. Business of Annual Meeting: The business of the Annual Meeting shall include:

- (a) Confirmation of the minutes of the previous year's Annual Meeting.
- (b) Receiving the Executive Committee's Annual Report for the financial year ending 31st day of December of the previous year together with the

Statement of Income and Expenditure and Statement of Accounts for the Centre for the Financial Year.

- (c) Receiving the Treasurer's report on the accounts of the Centre for the preceding Financial Year.
- (d) Considering (if required) a notice of motion under rule 9.5.
- (e) The appointment of the Officers and members of the Executive Committee of the Centre.
- (f) Fixing the annual affiliation and registration fees and/or any special purpose fees payable by Clubs and/or Associate Clubs and/or Members, to the Centre, having regard to the recommendation of the Executive Committee and budget presented to support the same.
- (g) Considering and dealing with notices of motion from Clubs and Club delegates of which due and proper notice has been given.
- (h) Transacting such other business as the Annual Meeting deems appropriate.

10.3. Special Meeting:

10.3.2. The Secretary shall convene a Special Meeting:

- (a) when directed to do so by the Executive Committee; or
- (b) on requisition in writing signed by not less than 50% of the Centre Clubs which shall provide full details of the business to be dealt with at the meeting, by giving the requisite notice required under by the Schedule Regulation 10.2.1.

10.3.3. In any case where the Executive Committee deems it appropriate, a Special Meeting may be held by the contemporaneous linking together of Delegates by telephone or other such means of communication and in so far as the circumstances so permit the procedural requirements in this Rules relating to Meetings shall apply with any necessary modification.

10.4. Governing Provisions for Meetings:

The provisions of the schedule of the Rules govern proceedings at Meetings.

11. ALTERATIONS TO THE RULES

11.1. Approval of NZWPA required:

11.2. Notice: This Rules may be altered, added to or rescinded, or otherwise varied or amended, by a resolution passed in accordance with Rule 11.5. if the Centre Clubs, Associate Clubs and members of the Executive Committee have been given at least 20 days' notice of the date, time and place for consideration of any such resolutions.

- 11.3. Purpose:** Every such notice shall set forth the purpose of the proposed alteration, addition rescission, variation, or amendment.
- 11.4. Exemptions:** No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, Personal Benefit clause 14.2.2 or the Winding Up clause 15. The provisions and effect of this Rule shall not be removed from this Rules and shall be included and implied into any rules replacing this Rules.
- 11.5. Majority to Pass:** The majority required to pass the resolution to alter, add to, rescind or vary, or amend the Rules shall be a sixty percent (60%) majority of those present and being entitled to vote and voting at an Annual Meeting or Special Meeting.
- 11.6. Notification of Centres:** Notification of changes by way of alteration, addition, rescission or amendment to the Rules made at an Annual or Special Meeting shall be sent to all Centres, Affiliate Centres, Clubs and members of the Executive Committee within 60 days of those changes being made.
- 11.7. Notification of Registrar:** Upon the passing of the resolution, duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908 and its amendments.
- 11.8. The Rules of the Centre may only be amended in the following manner:**
- 11.8.2. Any proposed motion to amend or replace these Rules shall be signed by at least 3 members of the Executive Committee and/or by the authorised representatives of any Centre Club and given in writing to the Secretary at least 20 clear days before the General Meeting at which the motion is to be considered, and the proposed motion shall be accompanied by a written explanation of the reasons for the proposed motion.
- 11.8.3. At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive Committee in respect thereof to all Clubs.
- 11.8.4. The motion to amend or replace these Rules must be passed by a sixty (60) percent majority of those delegates present and voting.
- 11.8.5. Notwithstanding the approval of the motion to amend at General Meeting, no amendments to these Rules be implemented without first having obtained the consent in writing of the NZWPA.
- 11.8.6. Nothing contained herein shall permit an amendment which would alter:
- (a) The exclusively charitable nature or tax-exempt status of the Centre,
 - (b) The rules precluding members from obtaining any personal benefit from their membership, or
 - (c) The rules as to winding up

12. ALTERATIONS TO THE REGULATIONS

- 12.1. General Alterations:** Subject to Rule 12.2, all alterations and amendments to the Regulations of the Centre shall be carried out under the same conditions as are required for a change in the Rules except that, to be approved, only a simple majority of votes cast is required and/or alterations and amendments may be made by resolution of the Executive Committee supported by sixty (60) per cent of the members of the Executive Committee present at the meeting of the Executive Committee (not including any casting vote).
- 12.2. AntiDoping Policy:** The Executive Committee may alter or amend the provisions dealing with the Centres' antidoping policies at any time by notice in writing to the Clubs and Associate Clubs.

13. DELEGATION OF POWERS

Meetings or the Executive Committee may delegate all or any of their powers and/or responsibilities, other than this power of delegation, to a person or a group of persons who may or may not be Members subject to the following:

- 13.1. Continuance:** such delegation shall not prohibit the body which normally has the powers and/or the responsibilities from continuing to use them;
- 13.2. Revocation at any Time:** any such delegation may be revoked at any time by the body providing the delegation; and
- 13.3. Notice:** if the delegation was given at any Meeting the revoking of such delegation shall be reported in writing to the Clubs and Associate Clubs within 10 days of the notification of the decision to revoke.

14. FINANCE

- 14.1. Arrears Of Accounts:** Any Member, Club and/or Associate Club whose account or accounts, of any sort, are unpaid after they were due to be paid to some other part of the Centre shall be subject to such penalty as the Executive Committee or the Club which controls them decides.

14.2. Centre Finance

- 14.2.2. Executive Committee:** The Executive Committee shall have the power to invest and deal with the monies of the Centre not immediately required upon such securities or otherwise in such manner as the Executive Committee may determine, from time to time.
- 14.2.3. Personal Benefit:** No member or any person associated with a Member shall participate in or materially influence any decision made in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this

Rule shall not be removed from this Rules and shall be included and implied into any Rules replacing this Rules.

15. Winding Up and/or Dissolution

- 15.1.** A resolution for the dissolution of the Centre may be passed at any General Meeting by a seventy five (75) percent majority of Clubs personally present at the meeting whereof all Clubs shall have had at least twenty (20) clear days' notice. Such a resolution will be confirmed by a majority of Club delegates personally present at a General Meeting held not earlier than twenty (20) clear days from the date upon which the resolution for the dissolution of the Centre was passed.
- 15.2.** If upon winding up or dissolution of the Centre there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Centre but shall be given or transferred to the NZWPA and/or to a properly constituted successor to NZWPA who will have the same aims and objectives for the sport of water polo as the now defunct Centre and/or should the NZWPA and/or a properly constituted successor body no longer exist, then to some other charitable organization or purpose within New Zealand.

SCHEDULE OF REGULATIONS

MEETINGS OF THE CENTRE

1. **Notice of Meeting:** The date, time and place of the Annual Meeting shall be sent by the Secretary, to the members of the Executive Committee and, to each Club and to each Associate Club no later than 10 clear days before the date of such meeting. Such notice shall (amongst other things) call for:
 - 1.1. **Nominations:** nominations for all positions to be filled at the meeting;
 - 1.2. **Motions:** any notices of motion;
 - 1.3. **Rulesal Amendments:** rulesal amendments;
 - 1.4. **Regulatory Amendments:** regulatory amendments; and
2. **Receipt of Submissions:**
 - 2.1. **Notice of Motions:** All nominations (signed by the candidate), notices of motions, proposed rulesal amendments, proposed regulatory amendments and applications for championships must be in the hand of the Secretary and/or Chairman and/or the Executive Committee at least 20 days before the Annual Meeting;
 - 2.2. **Notice of Meeting Matters:** Members of the Executive Committee, all Clubs and Associate Clubs shall be sent copies of all the matters of business for the Annual Meeting at least 10 days before the date set for the Annual Meeting.
3. **Waiver of Irregularities:** An irregularity in a meeting is waived if all members of the Executive Committee, Centres and Affiliate Centres entitled to attend and vote at the meeting, attend the meeting without protest as to the irregularity or if all the members of the Executive Committee, Centres and Affiliate Centres agree to waive the irregularity.
4. **Delegates:** Each delegate of a Club and/or an Associate Club who holds office at the time of an Annual General Meeting either as a Club delegate of the Executive Committee and/or each other member of the Executive Committee, at an Annual Meeting shall be entitled to one vote. In cases of an equality of votes the Chairperson shall have a second or casting vote.
5. **Number of Delegates:** Each Club shall be entitled to a maximum of three (3) delegates in the event that the number of paid up memberships of senior or junior members of such Club shall be 200 or more Senior and Junior members and a minimum of one (1) delegate until the paid up memberships of such club shall be in excess 99 senior and junior members. Clubs having paid up memberships of senior and junior members of at least 100 members but not exceeding 199 members shall be entitled to two delegates.
6. **Proxy:** A Club may use a proxy for one of its delegates at the Annual Meeting provided that the proxy holder is a Member registered by the Centre and resident within the Centre area.
7. **Method of Voting:** Voting at the Annual Meeting shall be voices except where a vote is challenged by a person entitled to vote, in which case a poll shall be taken of the votes. In all

cases when a poll is taken the voting of each person entitled to vote shall be recorded in the minutes.

8. **Quorum:** To form a quorum at least one third of the delegates and the other Executive Committee members entitled to attend the Annual Meeting must be present.
9. **Minutes:** The minutes and the decisions of the Annual Meeting shall be forwarded to all members of the Executive Committee and to all Clubs and Associate Clubs within 10 days of that Annual Meeting.

10. **Special Meetings**

- 10.1. **Rule 10.3:** A Special Meeting may be summoned in accordance with clause 10.3 of the Rules.

- 10.2. **Notice of Meeting:** Notice of the Special Meeting must:

- 10.2.1. **Notice Period:** be sent to all those persons entitled to receive notice of an Annual Meeting within 10 days of the Special Meeting being summoned in accordance with Rule 10.3;

- 10.2.2. **Persons to Receive Notice:** the notice will be sent to the same groups and persons as would be entitled to receive notice of the Annual Meeting; and

- 10.2.3. **Business:** include all business to be transacted at the meeting.

- 10.3. **Timing of Meeting:** The Special Meeting shall be held not less than 10 days, but not more than 40 days, after the date the Special Meeting was summoned in accordance with Rule 11.3.

- 10.4. **Rules for Special Meeting:** For a Special Meeting the number of delegates, voting, proxies, the quorum, the apportioning of expenses and the notification of the decisions made shall be the same as for an Annual Meeting.

11. **Postal Ballots**

- 11.1. **Postal Ballots:** A postal ballot shall be held by the Secretary:

- 11.1.1. Upon the direction of the Executive Committee; or

- 11.1.2. On the receipt of a request of at least 50% of the Centre Clubs to hold a postal ballot on a particular matter.

- 11.2. **Matters for a Postal Ballot:** A Postal Ballot may be held on any matter that can be dealt with at a Meeting and specifically includes any Postal Ballot directed by the Executive Committee under Regulation 10.3 above.

- 11.3. **Voting by Postal Ballot:** Voting for a Postal Ballot shall be on the same basis as for the Annual Meeting.

- 11.4. **Validity of Postal Ballot:** Unless at least sixty percent (60%) of those entitled to vote **in** the Postal Ballot cast votes the Postal Ballot shall be invalid.
 - 11.5. **Notice:** Notice of the Postal Ballot and the question to be decided must be sent to the Executive Committee at least 10 days before the date the Postal Ballot is required to be received by the Secretary.
 - 11.6. **Results of Ballot:** The result of a Postal Ballot shall be notified **in** writing to all Clubs, Associate Clubs and Members of the Executive Committee within 10 days of the date the Postal Ballot was required to be delivered to the secretary of the Executive Committee.
12. **Notices:** Any notice to be given to the Secretary pursuant to this Rules will be **in** writing signed by the person or persons giving the notice. Any notice or document will be deemed duly served if:
- 12.1. **By Hand:** delivered by hand, when so delivered;
 - 12.2. **By Facsimile and/or by Email:** delivered by facsimile and/or sent by email, when receipt is confirmed; and
 - 12.3. **By Post:** delivered by post, on the third working day after posting.