

Constitution

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NORTH CENTRAL HOCKEY ASSOCIATION INCORPORATED

Table of Contents

PART I - PURPOSES, POWERS AND INTERPRETATION	4
1. NAME OF ASSOCIATION	4
2. STATEMENT OF PURPOSES	4
3. POWERS OF THE ASSOCIATION	4
4. INTERPRETATION	4
4.1 DEFINITIONS	4
PART II - ASSOCIATION AND AFFILIATE CONSTITUTIONS	6
5. POWERS OF THE ASSOCIATION	6
6. NOT FOR PROFIT ORGANIZATION	6
7. AFFILIATES CONSTITUTION	6
7.1 COMPLIANCE OF AFFILIATES	6
7.2 CONSTITUTION OF AFFILIATES	7
7.3 AFFILIATES REGISTER	7
PART III-MEMBERSHIP	7
8. MEMBERS	7
8.1 CATEGORY OF MEMBERS	7
8.2 LIFE MEMBERS	7
8.3 MINIMUM NUMBER OF MEMBERS	8
9. AFFILIATES AND INDIVIDUAL MEMBERS	8
9.1 AFFILIATES	8
9.2 APPLICATION FOR MEMBERSHIP	8
9.3 DISCRETION TO ACCEPT OR REJECT APPLICATION	8
9.4 MEMBERSHIP RENEWAL	8
10. SUBSCRIPTIONS AND FEES	9
11. REGISTER OF MEMBERS	9
11.1 EXECUTIVE COMMITTEE TO KEEP REGISTER	9
11.2 INSPECTION OF REGISTER	9
12. EFFECT OF MEMBERSHIP	9
13. DISCONTINUANCE OF MEMBERSHIP	10
13.1 NOTICE OF REGISTRATION	10
13.2 REGISTRATION BY FAILURE TO PAY SUBSCRIPTION	10
13.3 EXPIRATION OF NOTICE PERIOD	10
13.4 FORFEITURE OF RIGHTS	10
13.5 MEMBERSHIP MAY BE REINSTATED	10
13.6 CESSATION OF MEMBERSHIP	10
14. DISCIPLINE OF MEMBERS AND GREIVANCE	11
14.1 DISCIPLINARY ACTION	11
14.2 GREIVANCE BY A MEMBER	11
PART IV-GENERAL MEETINGS	11
15. DELEGATES	11
15.1 APPOINTMENT OF DELEGATES	11
15.2 AFFILATE TO ADVISE	12
16. ANNUAL GENERAL MEETING	12
17. NOTICE OF GENERAL MEETING	12
17.1 NOTICE OF GENERAL MEETING	12
17.2 ENTITLEMENT TO ATTEND GENERAL MEETING	13
18. SPECIAL GENERAL MEETING	13
19. SPECIAL GENERAL MEETING AT THE REQUEST OF MEMBERS	13
20. NOTICE OF MOTION	13
21. PROCEEDING AT GENERAL MEETING	13
21.1 QUORUM	13
21.2 PRESIDENT OF EXECUTIVE PRESIDES	14
21.3 ADJOURNMENT OF MEETING	14
21.4 USE OF TECHNOLOGY	14
21.5 VOTING PROCEDURE	14

21.6 RECORDING OF DETERMINATIONS	14
21.7 WHERE POLL DEMANDED	14
21.8 RESOLUTIONS AT GENERAL MEETING	15
21.9 MINUTES	15
22. PROXY AND POSTAL VOTING	15
PART V - THE COMMITTEE	16
23. POWERS OF THE COMMITTEE	16
24. DELEGATION	16
25. COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS	16
25.1 COMPOSITION OF THE EXECUTIVE COMMITTEE	16
25.2 COMPOSITION OF THE COMMITTEE MANAGEMENT	16
25.3 GENERAL DUTIES	16
25.4 PRESIDENT AND VICE-PRESIDENT	17
25.5 SECRETARY	17
25.6 TREASURER	17
25.7 SCORE-SECRETARY	18
26. ELECTION OF COMMITTEE AND TENURE OF OFFICE	18
26.1 POSITIONS TO BE DECLARED VACANT	18
26.2 NOMINATIONS	18
26.3 ELECTION OF COMMITTEE MEMBERS	18
26.4 TERM OF OFFICE	19
26.5 VACTATION OF OFFICE	19
26.6 FILLING CASUAL VACANIES	19
27. MEETINGS OF COMMITTEE	20
27.1 MEETINGS OF COMMITTEE	20
27.2 NOTICE OF MEETING	20
27.3 URGENT MEETINGS	20
27.4 PROCEEDURE AND ORDER OF BUSINESS	20
27.5 CONFLICT OF INTEREST	20
27.6 LEAVE OF ABSENCE	21
PART VI - FINANCIAL MATTERS	21
28. RECORDS AND ACCOUNTS	21
28.1 SOURCE OF FUNDS	21
28.2 MANAGEMENT OF FUNDS	21
28.3 FINANCIAL RECORDS	21
28.4 FINANCIAL STATEMENTS	22
PART VII - MISCELLANEOUS	22
29. BY-LAWS	22
29.1 COMMITTEE OF MANAGEMNT TO FORMULATE BY-LAWS	22
29.2 BY-LAWS BINDING	22
29.3 BY-LAWS DEEMED APPLICABLE	22
29.4 NOTICE BINDING ON MEMBERS	22
30. NOTICE	22
30.1 MANNER OF NOTICE	23
30.2 NOTICE OF GENERAL MEETING	23
30.3 NOTICE TO INDIVIDUAL MEMBERS	23
31. SEAL	23
32. REGISTERED ADDRESS	23
33. ALTERATION OF CONSTITUTION	23
34. CUSTODY AND INSPECTION OF BOOKS	24
35. WINDING UP THE ASSOCIATION	24
34.1 WINDING UO THE ASSOCIATION	24
34.2 DISTRIBUTION OF PROPERTY ON WINDING UP	24

ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC) CONSTITUTION OF NORTH CENTRAL HOCKEY ASSOCIATION INCORPORATED

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

The name of the association is the North Central Hockey Association Incorporated (**Association**).

2. STATEMENT OF PURPOSES

The Association is the peak body for the administration of the sport of Hockey in North Central Victoria. The purposes for which the Association is established and maintained are to control, promote, encourage and improve Hockey in North Central Victoria, including but not limited to:

- (a) participate as a member of Hockey Victoria through and by which Hockey can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of Hockey throughout North Central Victoria;
- (c) at all times act on behalf of and in the interest of the Members and Hockey;
- (d) to affiliate with such organizations as the Association may determine;
- (e) to organize and manage the open-age and junior competition played during the winter season in the Association;
- (f) to promote and develop the game of hockey at junior level and encourage state representation;
- (g) to encourage and develop umpiring within the Association;
- (h) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Hockey in North Central Victoria;
- (i) promote the health and safety of Members;

3. POWERS OF ASSOCIATION

Solely for furthering the Purposes the Association has, in addition to the rights, powers and privileges conferred on it under the Act.

4. INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

Act means the *Associations Incorporation Reform Act 2012 (Vic)* or any other act under which the Association may be incorporated from time to time.

Affiliate means a Hockey club or association (whether incorporated, unincorporated or otherwise) which is a member of the Association.

Association means North Central Hockey Association Incorporated.

By-Law means any By-Law, regulation or policy made by the Committee of Management under Rule 29.

Club means a hockey club approved for membership by the Association in accordance with these rules.

Committee of Management shall consist of the Executive Committee of the Association and one delegate per Affiliate competing in the competition in the current year.

Delegate means the person elected or appointed from time to time by an Affiliate to act for and on behalf of that Affiliate and represent the Affiliate at General Meetings or otherwise.

Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Score-Secretary.

Financial Year the financial year of the Association is each period of 12 months ending on the 31st December.

General Meeting means the annual or any special general meeting of the Association.

Individual Member means a registered financial individual member of an Affiliate.

Life Member means an individual upon whom life membership of the Association has been conferred under Rule 8.2

Member means a member for the time being of the Association under Part III of this Constitution.

Purposes means the purposes of the Association in clause 2.

Registered Team means a team:

- (a) registered by an Affiliate with the Association to play in an 11 a side winter competition whether conducted by the Association or the Affiliate; and
- (b) for which an affiliation fee has been received by the Association in respect of the current financial year.

Seal means the common seal of the Association and includes any official seal of the Association.

Secretary means the secretary of the Association as determined in accordance with Rule 25.5

Special Resolution means a resolution passed:

- (a) at a General Meeting of the Association of which twenty-one day's notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Member in accordance with this Constitution;
- (b) by at least three quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting; and
- (c) in accordance with the Act.

PART II – ASSOCIATION AND AFFILIATE CONSTITUTIONS

5. POWERS OF ASSOCIATION

5.1 Powers of Association

Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting sub-rule (1), the Association may

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Sub-rule (1) does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
- if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

7. AFFILIATES CONSTITUTIONS

7.1 Compliance of Affiliates

The Affiliates acknowledge and agree that each of them shall:

- (a) elect or appoint one Delegate to represent it at General Meetings of the Association;
- (b) provide the Association with such information as the Association may reasonably require including copies of any financial reports and statements, its annual report and other associated documents within thirty days of such request by the Association;
- (c) generally, have regard to the Statement of Purposes;
- (d) be solvent; and
- (e) abide by this Constitution.

7.2 Constitution of the Affiliate

(a) The constituent documents of an Affiliate shall not be in conflict with the Statement of Purposes and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:

- (i) The Statement of Purposes;
- (ii) the structure and membership categories of the Association;
- (iii) recognising the Association as the final arbiter on matters pertaining to Hockey in North Central Victoria, including disciplinary proceedings; and
- (iv) such other matters as are required to give full effect to the Association's Constitution with such incidental variations as are necessary having regard to the Act.

(b) Affiliates shall take all reasonable steps necessary to ensure its constituent documents are:

- (i) in conformity with the Association's Constitution at least to the extent set out in Rule 7.2(a); and
- (ii) amended in conformity with future amendments made to the Association's Constitution,
subject to any prohibition or inconsistency in the Act.

(c) Upon request, an Affiliate shall provide to the Association a copy of its constituent documents and all amendments to these documents.

7.3 Affiliate Register

Each Affiliate shall maintain, in a form and with such details as are acceptable to the Association, a register of all Individual Members of the Affiliate. Each Affiliate shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide prompt and regular updates of the register to the Association when requested by the Association.

PART III – MEMBERSHIP

8. MEMBERS

8.1 Category of Members

The Members of the Association shall consist of:

- (a) Affiliates, who subject to this Constitution, shall be represented by their Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliate in accordance with this Constitution;
- (b) Life Members, who subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (c) Individual Members, who subject to this Constitution, may attend and debate General Meetings, but have no right vote at General Meetings;

8.2 Life Members

(a) An Affiliate or the Committee of Management may nominate any person who has rendered distinguished or special service to Hockey at the North Central level, for life membership. The nomination must be on the prescribed form (if any) and must be submitted to a member of the Executive Committee.

(b) Life members shall only be elected by a three fourths majority of those delegates entitled to vote. If Life Membership is conferred, the Executive Committee will announce this to the Members.

(c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

8.3 Minimum Number of Members

The Association must have at least 5 Members.

9. AFFILIATES AND INDIVIDUAL MEMBERS

9.1 Affiliates

(a) For such time as an Affiliate is not incorporated, the secretary of any such unincorporated Affiliate shall be deemed to be the Member (on behalf of the unincorporated Affiliate), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliate as incorporated Affiliates, to the extent that this is possible.

(b) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliate shall be resolved by the Executive Committee in its sole discretion.

9.2 Application for Membership

An application for membership by an organisation or individual (if applicable) must be:

- (a) in writing on the form prescribed from time to time by the Executive Committee, from the applicant or its nominated representative and lodged with the Association;
- (b) in the case of an application for Affiliate membership, accompanied by such information as the association may reasonably request including a copy of the applicant's constitution (which must be acceptable to the Association) and register of members;
- (c) Be accompanied by a declaration that the applicant is solvent; and
- (d) Accompanied by the appropriate fee, if any

9.3 Discretion to Accept or Reject Application

(a) The Association may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.

(b) Where the Association accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Executive Committee shall amend the register accordingly as soon as practicable.

(c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

9.4 Membership Renewal

(a) Affiliates and Individual Members (if applicable) must reapply for membership with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.

(b) Upon request by the Association, an Affiliate must lodge with the Association an updated copy of its constitution (including all amendments), provide details of any change in its Delegate and provide such other information as reasonably requested by the Association.

10. SUBSCRIPTIONS AND FEES

(a) The annual membership subscription, fees and any levies payable Members (or any category of members) (if any) to the Association, the basis of, the time for and manner of payment shall be as determined by the Committee of Management from time to time.

(b) Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Committee of Management's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Committee of Management's discretion. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Committee of Management's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Committee of Management considers appropriate.

11. REGISTER OF MEMBERS

11.1 Executive Committee to Keep Register

The Executive Committee shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

11.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the register, excluding the address of any Delegate, Life Member, Individual Member or Executive Member shall be available for inspection (but not copying) by Members, upon reasonable request.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

12. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
- (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Committee of Management or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Association, the Members and Hockey;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Statement of Purposes and particularly the advancement and protection of Hockey; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of Association membership.

- (b) A Member of the Association who is entitled to vote has the right:
 - (i) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting;
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of the general meetings and other documents of the Association as provided under Rule 29; and
 - (vi) subject to Rule 11.2, to inspect the register of Members.
- (c) A right, privilege or obligation of a Member by reason of their membership of the Association is not capable of being transferred or transmitted to another Member.

13. DISCONTINUANCE OF MEMBERSHIP

13.1 Notice of Resignation

Subject to this Constitution any Member which has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving one month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member may resign by notice in writing with immediate effect.

13.2 Resignation by Failure to pay Affiliation Fees

- (a) A Member is taken to have resigned if:
 - (i) The Member's annual affiliation fees are more than twelve months in arrears; or
 - (ii) If no annual affiliation fees are payable:
 - (A) The Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) The Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

13.3 Expiration of Notice Period

Subject to Rule 13.6 upon the expiration of any notice period applicable under Rule 13.1 an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

13.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

13.5 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Committee of Management, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

13.6 Cessation of Membership

Where an Affiliate ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliate may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Committee of Management.

14. DISCIPLINE OF MEMBERS AND GREIVANCE

14.1 Disciplinary Action

Where the Committee of Management is advised or considers that a Member has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Committee of Management or any duly authorised committee; or

(b) acted in a manner unbecoming of a Member or prejudicial to the Statement of Purposes and the interests of the Association and/or Hockey; or

(c) brought the Association or Hockey into disrepute,

the Committee of Management may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws.

14.2 Grievance by a Member

(a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:

(i) another Member; or

(ii) the Association.

(b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.

(c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within ten days, refer the dispute to the Dispute Settlement Centre of Victoria (Department of Justice) for resolution.

(d) The Executive Committee may prescribe additional grievance procedures in By-Laws consistent with this Rule 14.2.

PART IV - GENERAL MEETINGS

15. DELEGATES

15.1 Appointment of Delegates

Each Affiliate shall appoint one Delegate for such term as is deemed appropriate by the Affiliate. A Delegate must:

(a) Be an Individual Member;

(b) be appropriately empowered by the appointing Affiliate to consider, make decisions and vote at General Meetings; and

(c) not be an Executive of the North Central Hockey Association

15.2 Affiliate to Advise

Each Affiliate shall, notify the Executive Committee prior to any General Meeting, its appointed Delegate.

16. ANNUAL GENERAL MEETINGS

- (a) An annual general meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Committee of Management.
- b) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (c) Despite sub-rule (a), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (d) The Committee may determine the date, time and place of the annual general meeting.
- (e) The ordinary business of the annual general meeting is as follows—
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider—
 - (A) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (B) Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (iii) to elect the members of the Committee;
 - (iv) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (f) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

17. NOTICE OF GENERAL MEETING

17.1 Notice of General Meetings

- (a) All General Meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with this Constitution.
- (b) Notice of every General Meeting shall be given to the Affiliates Executive Committee at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings.
- (c) Notice of a General Meeting shall be given at least seven days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (d) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least seven days prior to the General Meeting, together with any notice of motion received from the Affiliates. If a special resolution is proposed, the notice must state in full the proposed resolution and state the intention to propose the resolution as a special resolution.
- (e) All business that is transacted at a General Meeting, and also all that is transacted at the annual general meeting, with the exception of those matters set out in Rule 16(e) shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with Rule 20

17.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with Rule 10) then due and payable to the Association are paid.

18. SPECIAL GENERAL MEETINGS

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Committee may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 17.1 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 17 and the majority of members at the meeting agree.

19. SPECIAL GENERAL MEETING AT THE REQUEST OF MEMBERS

- (a) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (b) by at least 2 delegates of the Association.
- (b) A request for a special general meeting must—
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members under sub-rule (c)—
 - (i) must be held within 3 months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (c).

20. NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the prescribed form) to the Executive Committee not less than seven days (excluding receiving date and meeting date) prior to the General Meeting.

21. PROCEEDINGS AT GENERAL MEETINGS

21.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 5 of the Affiliates entitled to vote and two members of the Executive Committee represented at the meeting in person or by proxy or by exercise of postal ballot. For the avoidance of doubt proxy and postal votes will be counted towards the quorum

21.2 President of Executive Committee Presides

The President of the Executive Committee shall, subject to this Constitution, preside as chair at every General Meeting of the Association. If the chair is not present, or is unwilling or unable to preside, the Vice-President shall preside as chair for that meeting only. If the Vice-President is not present, or is unwilling or unable to preside, the Committee of Management shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

21.3 Adjournment of Meeting

(a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.

(b) The chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Except as provided in Rule 21.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21.4. Use of Technology

(a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

(b) A Member participating in a General Meeting as permitted under Rule 21.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

21.5 Voting Procedure

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

(a) chair; or

(b) majority of the Delegates present.

21.6 Recording of Determinations

Unless a poll is demanded under Rule 21.5, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

21.7 Where Poll Demanded

If a poll is duly demanded under Rule 21.5 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

21.8 Resolutions at General Meetings

Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is entitled to a casting vote.

21.9 Minutes

- (a) The Executive Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) proxy and postal forms given to the Executive Committee under Rule 22;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) the names of persons present at all meetings.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the financial statements submitted to the members in accordance with Rule 16eiiB;
 - (ii) the certificate signed by two Executive Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

22. PROXY AND POSTAL VOTING

- (a) A delegate may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the delegate making the appointment.
- (c) The delegate appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the delegate in any matter as he or she sees fit.
- (d) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a general meeting given to a member under rule 17 must—
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association prior to the commencement of the meeting.

PART V -THE COMMITTEE

23. POWERS OF THE COMMITTEE

- (a) The business of the Association must be managed by or under the direction of an Executive Committee and a Committee of Management.
- (b) The Executive Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (c) The Committee of Management may—
 - (i) appoint and remove staff;
 - (ii) establish subcommittees consisting of members with terms of reference it considers appropriate.

24 DELEGATION

- (a) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke a delegation wholly or in part.

25. COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS

25.1 Composition of the Executive Committee

The Executive Committee consists of—

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

25.2 Composition of the Committee of Management

The Committee shall consist of

- (a) the Executive Committee
- (b) one delegate per Affiliate

25.3 General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (c) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee members must exercise their powers and discharge their duties—
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.

- (e) Committee members and former committee members must not make improper use of—
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (f) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

25.4 President and Vice-President

- (a) Subject to sub-rule (b), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (i) in the case of a general meeting—a member elected by the other members present; or
 - (ii) in the case of a committee meeting—a committee member elected by the other committee members present.

25.5 Secretary

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (b) The Secretary must—
 - (i) maintain the register of members in accordance with rule 11; and
 - (ii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 28.3c, all books, documents and securities of the Association in accordance with rules 31 and 34; and
 - (iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the Secretary by these Rules.
- (d) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

25.6 Treasurer

- (a) The Treasurer must—
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (ii) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (iii) make any payments authorised by the Committee or by a general meeting of

- the Association from the Association's funds; and
- (iv) ensure cheques are signed by at least 2 committee members.
- (b) The Treasurer must—
 - (i) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

25.7 Score-Secretary

The Score Secretary must

- (a) keep a record of results, games played and produce a weekly ladder of the competition.
- (b) collate votes and present them at the Association's Presentation Night.

26. ELECTION OF COMMITTEE AND TENURE OF OFFICE

26.1 Positions to be declared vacant

- (a) This rule applies to—
 - (i) the first annual general meeting of the Association after its incorporation; or
 - (ii) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (b) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 26.2 and 26.3

26.2 Nominations

- (a) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (b) An eligible member of the Association may—
 - (i) nominate himself or herself; or
 - (ii) with the member's consent, be nominated by another member.
- (c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

26.3 Election of Committee Members

- (a) At the annual general meeting, separate elections must be held for each of the following positions—
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer.
 - (v) Score Secretary
- (b) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (c) If more than one member is nominated, a ballot must be held.

- (d) On his or her election, the new President may take over as Chairperson of the meeting
- (e) The Executive shall be determined by the following order of Affiliates: Birchip/Watchem, Boort, Charlton, Donald, St. Arnaud, Wedderburn and Wycheproof-Narraport.
- (f) Delegates shall vote to accept any Executive Office Bearers taking on a second term of office at the annual general meeting.

26.4 Term of office

- (a) Subject to sub-rule (c) and 26.5, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (b) A committee member may be re-elected.
- (c) A general meeting of the Association may—
 - (i) by special resolution remove a committee member from office; and
 - (ii) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (d) A member who is the subject of a proposed special resolution under sub-rule c(i) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (e) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

26.5 Vacation of office

- (a) A committee member may resign from the Committee by written notice addressed to the Committee.
- (b) An Affiliate ceases to be a committee member if he or she—
 - (i) ceases to be a member of the Association; or
 - (ii) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 27.6; or
 - (iii) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note A Committee member may not hold the office of secretary if they do not reside in Australia.

26.6 Filling casual vacancies

- (a) The Executive Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (i) has become vacant under rule 27.6
 - (ii) was not filled by election at the last annual general meeting
- (b) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (d) Rule 26.4 applies to any committee member appointed by the Committee under sub-rule (a) or (b).
- (e) The Committee may continue to act despite any vacancy in its membership.

27. MEETINGS OF COMMITTEE

27.1 Meetings of Committee

- (a) The Committee must meet at least 3 times in each year at the dates, times and places determined by the Committee.
- (b) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (c) Special committee meetings may be convened by the President or by any 2 members of the Executive Committee.

27.2 Notice of meetings

- (a) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (b) Notice may be given of more than one committee meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

27.3 Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 27.2 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

27.4 Procedure and order of business

- (a) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (b) The order of business may be determined by the members present at the meeting.

27.5 Conflict of interest

- (a) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) The member—
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (c) This rule does not apply to a material personal interest—
 - (i) that exists only because the member belongs to a class of persons for whose

benefit the Association is established; or

(ii) that the member has in common with all, or a substantial proportion of, the members of the Association.

27.6 Leave of absence

(a) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

(b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART VI—FINANCIAL MATTERS

28. RECORDS AND ACCOUNTS

28.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

28.2 Management of funds

(a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(b) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

(c) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

(e) All funds of the Association must be deposited into the financial account of the no later than 5 working days after receipt.

(f) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

28.3 Financial records

(a) The Association must keep financial records that—

(i) correctly record and explain its transactions, financial position and performance; and

(ii) enable financial statements to be prepared as required by the Act.

(b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(c) The Treasurer must keep in his or her custody, or under his or her control—

(i) the financial records for the current financial year; and

(ii) any other financial records as authorised by the Committee.

28.4 Financial statements

- (a) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting sub-rule (a), those requirements include—
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Committee;
 - (iv) the submission of the financial statements to the annual general meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART VII -MISCELLANEOUS

29. BY-LAWS

29.1 Committee of Management to Formulate By-Laws

The Committee of Management may formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement, management and administration of the Association, the advancement of the Statement of Purposes and Hockey as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

29.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Association and Members.

29.3 By-Laws Deemed Applicable

All by-laws, regulations and policies of the Association in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

29.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliates by means of notices approved by the Committee and prepared and issued by the Executive Committee. Affiliates shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

30. NOTICE

30.1 Manner of Notice

- (a) Notices may be given by the Executive Committee to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be

deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

(e) Any notice required to be given to the Association or the Committee may be given:

- (i) by handing the notice to a member of the Executive Committee;
- (ii) by sending the notice by post to the registered address;
- (iii) by leaving the notice at the registered address; or
- (iv) if the Committee determines that it is appropriate in the circumstances
 - (A) by email to the email address of the Association or the Secretary; or
 - (B) by facsimile transmission to the facsimile number of the Association.

30.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

30.3 Notice to Individual Members

Notice to Individual Members (where appropriate or required) shall be deemed given by notice being given in accordance with this Constitution to the Affiliate of that Individual Member.

31. SEAL

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) The common seal shall only be used by authority of the Executive Committee and every document to which the seal is affixed shall be signed by two members of the Executive Committee; and
 - (iii) the common seal must be kept in the custody of the Secretary.

32. REGISTERED ADDRESS

- (a) The registered address of the Association is:
 - (i) the address determined from time to time by resolution of the Executive Committee; or
 - (ii) if the Executive Committee has not determined an address to be the registered address, the postal address of the Secretary.

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution of a general meeting of the Association.

34. CUSTODY AND INSPECTION OF BOOKS

- (a) Members may on request inspect free of charge—
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 11.2 for details of access to the register of members.

(b) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(c) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(d) Subject to subrule (b), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(e) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (i) its membership records;
- (ii) its financial statements;
- (iii) its financial records;
- (iv) records and documents relating to transactions, dealings, business or property of the Association.

35. WINDING UP

35.1 Winding Up of the Association

Subject to this Rule 35, the Association may be wound up in accordance with the provisions of the Act.

35.2 Distribution of Property on Winding Up

- (a) The Association may be wound up voluntarily by special resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (d) The body to which the surplus assets are to be given must be decided by special resolution.