



ESSENDON HOCKEY Inc.

www.essendonhockey.com.au

Constitution of Essendon Hockey Incorporated

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ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)

CONSTITUTION

OF

ESSENDON HOCKEY INCORPORATED

PART I – PURPOSE , POWERS AND INTERPRETATION

1 NAME OF ASSOCIATION

The name of the association is Essendon Hockey Incorporated (Association).

2 STATEMENT OF PURPOSE

The purpose for which the Association is established and maintained are to conduct, promote, encourage and advance Hockey including for the benefit of the Members and 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) Ensure the maintenance and enhancement of the Association and Hockey, including for the benefit of the residents of the City of Moonee Valley;
- (c) Apply the property and capacity of the Association towards the fulfillment and achievement of these purposes ;
- (d) Review and/or determine any matters relating to Hockey which may arise, or be referred to it, by any Member;
- (e) Formulate or adopt and implement appropriate policies, including in relation to inclusiveness and integrity, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in Hockey;
- (f) Do all that is reasonably necessary to enable the purpose to be achieved and to enable the Members to receive the benefits which the purpose are intended to achieve;
- (g) Promote the health and safety of Members;
- (h) Encourage and promote performance-enhancing drug free competition;
- (i) Seek and obtain improved Hockey facilities for the Association; and
- (j) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of the purpose.
- (k) Actively support men, women and junior teams and players

3 POWERS OF ASSOCIATION

Solely for furthering the Statement of Purpose, the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a

company as set out under section 124 of the Corporations 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.

Association means Essendon Hockey Incorporated.

Associate Member means a member as described under clause 6.6 (iv)

By-Law means any by-law, regulation or policy made by the Executive Committee under Rule 32.

Chief Executive Officer means the person who is appointed CEO of Hockey Victoria under its Constitution.

Club means Essendon Hockey Incorporated

Committee means the Executive Committee of Essendon Hockey and those members who fulfill other roles for the club to ensure the operations of the club function effectively

Delegate means the person elected or appointed from time to time by the Association to act for and on behalf of the Association and represent it at general meetings or otherwise of Hockey Victoria.

Executive Committee means the governing body of Essendon Hockey as elected and appointed under rule 24 to manage the compliance obligations of the club

Financial means in the context of a member, one who has paid all monies due and payable to the Association and Hockey Victoria.

Financial Year means the year commencing 1st November and on ending on the following 31st October

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

Hockey means the sport of hockey and includes both field hockey and indoor hockey and other forms supported by Hockey Victoria in the future.

Hockey Victoria means Hockey Victoria Incorporated, being the peak body for Hockey in Victoria.

Hockey Victoria Constitution means the rules of Hockey Victoria as amended from time to time

Hockey Victoria Objects means the objects of Hockey Victoria as set out in the Hockey Victoria Constitution.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association.

Life Member means an individual upon whom life membership of the Association has been conferred under Rule 6.3 The status of a Life Member does not in any way depend on

whether the member is a Playing Member or a Non-Playing Member. Life Members who have been recognised by Essendon Ladies Hockey Club or Essendon Hockey Club are also life members of Essendon Hockey Inc.

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

Playing Group refers to the grouping of club Members as in line with Hockey Victoria Competitions

Playing Member means registered to play with Hockey Victoria and **Non-Playing Member** has the corresponding meaning.

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

Secretary means the secretary of the Association as appointed in accordance with Rule 30.

Special Business is business of which a notice of motion has been submitted in accordance with Rule 17.

Special Resolution means a resolution passed:

- (a) at a General Meeting of the Association of which twenty-one days' 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 Eligible Members who, being entitled to vote, vote in person or by proxy at the meeting; and
- (c) in accordance with the Act.

4.2 Interpretation

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

PART II – ASSOCIATION AND ITS CONSTITUTION

5 STATUS OF ASSOCIATION

5.1 Recognition of Association

The Association is recognised as an affiliate of Hockey Victoria and, subject to compliance with this Constitution and the Hockey Victoria Constitution, shall continue to be recognised as an affiliate of Hockey Victoria. Hockey played under the auspices of the Association shall be administered in accordance with the Statement of purpose.

5.2 Compliance of the Association

The Association acknowledges and agrees that it shall:

- (a) Appoint one delegate to represent it at General Meetings of Hockey Victoria;
- (b) Provide Hockey Victoria with such information as Hockey Victoria 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 Hockey Victoria;
- (c) Recognise Hockey Victoria as the state peak body for Hockey in Victoria;
- (d) Recognise Hockey Victoria as the final arbiter on matters pertaining to Hockey in Victoria, including in respect of disciplinary proceedings;
- (e) Generally, have regard to the Hockey Victoria Objects;
- (f) Be solvent;
- (g) Abide by the Hockey Victoria Constitution and this Constitution; and
- (h) On request from Hockey Victoria, provide to Hockey Victoria a copy of its constituent documents and all amendments to such documents.

5.3 Association Register

The Association shall maintain, in a form and with such details as are acceptable to Hockey Victoria, a register of all Members except Honorary Members. The Association shall provide a copy of the register at a time and in a form acceptable to Hockey Victoria, and shall provide prompt and regular updates of the register to Hockey Victoria when requested by Hockey Victoria.

5.4 Club Colours

The colours of Essendon Hockey Incorporated shall be black and red. The uniform shall be in accordance with the By-Laws.

PART III – MEMBERSHIP

6 MEMBERS

6.1 Category of Members

The Members of the Association shall consist of:

- (a) Eligible Members, made up of:
 - (i) Playing Members, 18 years or over on 1 January of the relevant year and Financial;

- (ii) Non-Playing Members, who are 18 years or over on 1 January of the relevant year and Financial; and
 - (iii) Life Members (whether Financial or not); and
 - (iv) Associate Members who are parents and or guardians of financial members who have not reached the age of 18; and
 - (v) Any other category as proposed by the Executive Committee shall be referred to an Annual General Meeting.
- (b) Non-Eligible Members, made up of:
- (i) Playing Members, who are under 18 years on 1 January of the relevant year and Financial; and
 - (ii) Honorary Members; and
 - (iii) Members of other categories created in accordance with Rule 6.4.

6.2 Honorary Members

Honorary Members shall be:

- (a) Parents of Playing Members, who are not otherwise Eligible Members; or
- (b) Players, officials and umpires of other clubs registered with Hockey Victoria, Hockey Australia or the Federation of International Hockey, who shall have been competing against the Association at the Association's sports ground and who are not otherwise Eligible Members (Visiting Members). Such Visiting Members of the Association shall be Members of the Association for the day of the competition only.

6.3 Life Members

- (a) An Eligible Member or the Executive Committee may nominate any person who has rendered distinguished or special service to the Association or Hockey for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Secretary.
- (a) The Executive Committee will decide whether to confer Life Membership on any nominee. If Life Membership is conferred, the Executive Committee will announce this to the Members.
- (b) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

6.4 Creation of New Categories

The Executive Committee has the right and power from time to time to create new categories of non-voting membership with such rights, privileges and obligations as are determined (other than voting rights). Where the Executive Committee has created a new category of membership under this clause it must notify the Members of the new category at the next annual general meeting.

6.5 Voting Rights

- (a) All Eligible Members shall have the right to attend, debate and a single vote at General Meetings in accordance with this Constitution; and
- (b) Non-Eligible Members, excluding Visiting Members, may attend and debate at

General Meetings, but have no right to vote at General Meetings.

6.6 Minimum Number of Eligible Members

The Association must have at least 5 Eligible Members.

6.7 Application for Membership

With the exception of Life Members and Honorary Members, an application for membership must be:

- (a) In writing on the form prescribed from time to time by the By-Laws, signed by the applicant and lodged with the Association; and
- (b) Accompanied by the appropriate fee, if any.

6.8 Discretion to Accept or Reject Application

- (a) The Association may accept or reject any 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 Secretary 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.

6.9 Membership Renewal

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

7 SECTIONS OR PLAYING GROUPS

7.1 For the purpose of clause 23.5 (a) the section or Playing Group is defined as Womens, Juniors and Mens as per the Hockey Victoria Competition Registrations

7.2 Executive Committee members elected as VP's of each section or Playing Group will chair any necessary sub-committee of each section or Playing Group for the primary purpose of administering the section or Playing Groups Hockey Competition for it's eligible members, and will comply with all the direction given by the Executive Committee on all non-playing matters.

8 SUBSCRIPTION AND FEES

8.1 Secretary to Keep Register

- (a) The annual membership fees and any levies payable by 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 Executive Committee from

time to time.

- (b) Any Member who has not paid all monies due and payable by that Member to the Association shall (subject to the Committee'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'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'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 including retaining any fees paid, as the Committee considers appropriate.

9 REGISTER OF MEMBERS

9.1 Secretary to Keep Register

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

9.2 Inspection of Rights

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

10 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 Executive Committee or any duly authorised committee;
 - (iii) 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 Executive Committee or any duly authorised committee;
 - (iv) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (v) this Constitution is made in pursuit of a common purpose namely the mutual and collective benefit of the Association, the Members and Hockey;
 - (vi) this Constitution and By-Laws are necessary and reasonable for promoting the Purpose and particularly the advancement and protection of Hockey; and
 - (vii) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (b) An Eligible 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 32; and
 - (vi) subject to Rule 9.2, 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.

11 DISCONTINUANCE OF MEMBERSHIP

11.1 Notice of Resignation

Subject to this Constitution any Eligible Member who is Financial and who has no other liability (contingent or otherwise) to the Association is deemed to have resigned from the Association if they do not reapply for membership the following year.

11.2 Resignation by Failure to pay Fees

A Member is taken to have resigned if:

- (a) The Member's annual fees are more than twelve months in arrears;
- (b) If no fees are payable:
 - (i) The Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (ii) The Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member; or
- (c) In the case of a Visiting Member, his or her day of membership has expired.

11.3 Forfeiture of Rights

A Member who 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.

11.4 Membership may be Reinstated

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

12 DISCIPLINE OF MEMBERS

12.1 Disciplinary Action

Where the Executive Committee 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, the policies of the Association or any resolution or

- determination of the Executive Committee or any duly authorised committee; or
 - (b) Acted in a manner unbecoming of a Member or prejudicial to the Statement of purpose and the interests of the Association and/or Hockey; or
 - (c) Brought the Association or Hockey into disrepute,
- the Executive Committee 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.

13 DELEGATES

13.1 Appointment of Delegate to Hockey Victoria

The Executive Committee shall appoint one or more delegates, for such term as is deemed appropriate by the Executive Committee. A delegate must:

- (a) Be an Eligible Member;
- (b) Be appropriately empowered by the Executive Committee to consider, make decisions and vote at general meetings of Hockey Victoria; and
- (c) Not be a Director of Hockey Victoria.

13.2 Association to Advise

The Executive Committee shall, prior to any general meeting of Hockey Victoria, advise in writing to Hockey Victoria it's appointed delegate(s).

PART IV – GENERAL MEETINGS

14 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 Executive Committee
- (b) All General Meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with this Constitution.
- (c) Meetings may also be held online

15 NOTICE OF GENERAL MEETINGS

15.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to the Eligible Members 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.
- (b) Notice of a General Meeting shall be given at least twenty-one days prior to the General Meeting and shall specify the place and day and hour of the General Meeting. 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.

- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least fourteen days prior to the General Meeting, together with any notice of motion received from the Eligible Members.

15.2 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 8) then due and payable to the Association are paid.

16 BUSINESS

16.1 Business of General Meetings

The business to be transacted at the Annual General Meeting includes the consideration of financial statements of the Association for the preceding Financial Year submitted by the Executive Committee in accordance with the Act, reports of the Executive Committee (including in relation to the activities of the Association during the last preceding Financial Year) and auditors, if any, and the election of Executive Committee Members

16.2 Business Transacted

- (a) All business that is transacted at a General Meeting shall be Special Business.
- (b) All business transacted at an annual general meeting shall be those matters set out in Rule 16.1 and Special Business.

17 NOTICE OF MOTION

All notices of motion for inclusion as Special Business at a General Meeting shall be submitted in writing (in the prescribed form) to the Secretary not less than fourteen days (excluding receiving date and meeting date) prior to the General Meeting.

18 SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

- (a) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) Where, but for this Rule, more than fifteen months would elapse between annual general meetings, the Executive Committee shall convene a special general meeting before the expiration of that period.

18.2 Requisition of Special General Meeting

- (a) The Executive Committee shall on the requisition in writing of at least ten Eligible Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the purpose t(s) of the meeting, shall be signed by the Eligible Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form each signed by one or more of the Eligible Members making the requisition.
- (c) If the Executive Committee does not cause a Special General Meeting to be held

within sixty days after the date on which the requisition is sent to the Association, the Eligible Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

- (d) A Special General Meeting convened by Eligible Members under this Constitution shall be convened in the same manner, or as nearly as possible as that in which meetings are convened by the Executive Committee.

19 PROCEEDINGS AT GENERAL MEETINGS

19.1 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 40 Eligible Members entitled to vote. At least 30 Eligible Members must be physically present and the remainder by proxy or postal vote.

19.2 Chair to Chair

The President takes the position of Chair 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 Executive Committee Members shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting.

19.3 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, if convened upon the requisition of Eligible Members under Rule 18.2, shall:
 - (i) be dissolved; and
 - (ii) in any other case, shall stand adjourned to such other day and at such other time and place as the chair may determine.
- (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will proceed, provided there are more than five Eligible Members physically present, and if not the meeting will lapse.
- (c) 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.
- (d) 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.
- (e) Except as provided in Rule 19.3(d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

19.4 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 19.4(a) is taken to be present at the meeting and, if the Member is an Eligible Member and votes at the meeting, is taken to have voted in person.

19.5 Voting Procedures

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 Eligible Members present.

19.6 Recording of Determinations

Unless a poll is demanded under Rule 19.5, 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.

19.7 Where Poll Demanded

If a poll is duly demanded under Rule 19.5 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.

19.8 Resolutions at General Meeting

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in Rule 20). 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.

19.9 Minutes

- (a) The Secretary 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 Secretary under Rule 21;
 - (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 16.1(a);
 - (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.

20 VOTING AT GENERAL MEETINGS

- (a) Subject to Rule 20(b) and this Constitution, each Eligible Member in attendance shall be entitled to one vote each.
- (b) No Member, other than an Eligible Member, shall be entitled to vote, but shall, subject to this Constitution, have and be entitled to exercise, those rights set out in Rule 6.5. For the avoidance of doubt, any Eligible Member who has not paid all monies due and payable by that Member to the Association shall not be entitled to exercise a vote until such time as the monies are fully paid

21 PROXY AND POSTAL VOTING

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Executive Committee from time to time, has been duly completed and executed and is lodged with the Secretary at least forty - eight hours before the commencement of the meeting.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid an Eligible Member may instruct the proxy to vote either in favour of or against any proposed resolutions, which must be set out in the proxy form.
- (c) Postal voting shall be permitted at all General Meetings provided a postal ballot form in the form approved by the Executive Committee from time to time, has been duly completed and executed and is lodged with the Secretary at least forty-eight hours before the commencement of the meeting. For a postal ballot to be valid the Eligible Member must have voted in favour of or against any proposed resolutions, which must be set out in the postal ballot form.
- (d) Should an issue arise between General Meetings which requires a decision or ratification by Eligible Members the Executive Committee may call a postal vote in such manner as it considers necessary.

PART V – THE EXECUTIVE COMMITTEE

22 POWERS OF THE EXECUTIVE COMMITTEE

- (a) The affairs of the Association shall be managed by the Executive Committee constituted under Rule 23.1.
- (b) Subject to this Constitution and the Act, the Executive Committee:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting;
 - (iii) has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association; and

- (iv) in particular, the Executive Committee as the controlling authority of the Association shall be responsible for acting on all issues in accordance with the Purpose and shall operate for the collective and mutual benefit of the Association, the Members and Hockey.

(v)

23 COMPOSITION OF THE EXECUTIVE COMMITTEE

23.1 Executive Committee Composition

The Executive Committee shall comprise:

- (a) President
- (b) Secretary
- (c) Treasurer
- (d) Vice President Men
- (e) Vice President Women
- (f) Vice President Juniors
- (g) General Executive Committee Member
- (h) General Executive Committee Member
- (i) General Executive Committee Member

23.2 General Executive Committee Members

Following the election of the first 6 roles, a review of the gender balance and Playing Group representation required under Rule 23.5 needs to be completed by the Chair before proceeding to elect the three remaining Executive Committee positions. Should the gender balance or Playing Group representation not be met the remaining three roles should be elected meeting the requirements of 23.5, irrespective of who has nominated for those positions.

Should the gender balance rule still not be met, the Executive Committee must look to correct this by appointing another member to the Executive Committee under Rule 25 as soon as practical after the Annual General Meeting

The Executive Committee composition shall broadly reflect the Club's Playing Groups.
This reflection can be extended to the Executive Committee Members Portfolios, as enabled by Rule 23.4 Portfolios

23.3 Club President

Will act as Chair of the Executive Committee

23.4 Portfolios

If the Executive Committee considers it appropriate, in order to further the Purpose, it may

allocate Members to specific portfolios, with specific responsibilities, as determined in the discretion of the Executive Committee

23.5 Minimum Representation

No one gender is to constitute less than four of the Executive Committees Members. For the avoidance of doubt, there must at all times be at least four males and four females filling positions on the Executive Committee

The Executive Committee must also have a minimum representation of 2 eligible members from each Section or Playing Group, being 2 from the mens, 2 from women and 2 from Junior Parents or Guardians. For the avoidance of doubt, Junior players are under the age of 18 at the commencement of the Hockey season in any year.

For avoidance of doubt, if the Nominated Executive Committee Member is an Eligible member of more than one Section or Playing Group, they will represent the Section or Playing group of their Nominators choice

24 ELECTION OF EXECUTIVE COMMITTEE MEMBERS

24.1 Qualifications for Executive Committee Members

- (a) Nominees for Executive Committee Members' positions on the Executive Committee must be Eligible Members, over the age of 18 years, reside in Australia and meet any qualifications as prescribed from time to time by the Executive Committee and set out in the By-Laws.
- (b) In all elections Rule 23.4 must be observed.

24.2 Elections of Executive Committee Members

- (a) The Secretary shall call for nominations twenty-one days before the date of the annual general meeting. All Eligible Members shall be notified of the call for nominations.
- (b) Nominations for Elected Executive Committee Members must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed or emailed by an Eligible Member; and
 - (iv) certified by the nominee (who must be an Eligible Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Secretary at least seven days prior to the annual general meeting.
- (d) If there is a one nomination for each prescribed position then that person is duty elected. Should there be more than one nomination for a position, a ballot shall be taken in such usual and proper manner as the chair directs.
- (e) The voting shall be conducted by majority ballot or by such other procedure as is determined by the Executive Committee and communicated to the Eligible

Members.

- (f) In the situation of insufficient nominations received for a position the Chair will call for nominations from those present at the AGM. Should a position not be filled it is considered vacant and can be appointed by the Executive Committee

24.3 Term of Appointment

- (a) Executive Committee Members shall be elected in accordance with this Constitution for a term of one year, which shall commence from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Executive Committee Members can be reelected in the same position for a maximum consecutive period of 3 years only. They may be re-elected to the Executive Committee in a different position

25 APPOINTMENT OF COMMITTEE

25.1 Appointment of Appointed Executive Committee Members

The Executive Committee may together appoint up to two Appointed Executive Committee Members.

The appointed additional Executive Committee Members may be appointed by the Executive Committee to balance the Gender or Section or Playing Group Minimum Representation as outlined in clause 23.5

25.2 Qualifications for Appointed Executive Committee Members

The Appointed Executive Committee Members may have specific skills in commerce, IT, finance, marketing, law or business generally or such other skills that complement the Executive Committee composition, but need not have experience in or exposure to Hockey. They must be over the age of 18 years, reside in Australia and each must be an Eligible Member of the Association.

26 VACANCIES OF EXECUTIVE COMMITTEE MEMBERS

26.1 Grounds for Termination of Executive Committee Members

In addition to the circumstances (if any) in which the office of Executive Committee Member becomes vacant by virtue of the Act, the office of Executive Committee Member becomes vacant if the Executive Committee Member:

- (a) Dies;
- (b) Becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) Resigns his or her office in writing to the Association;

- (e) Is absent without the consent of the Executive Committee from four consecutive meetings of the Executive Committee;
- (f) Holds any office of employment of the Association;
- (g) Without the prior consent or later ratification of the Eligible Members in General Meeting holds any office of profit under the Association;
- (h) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) Is removed from office by Special Resolution under Rule 26.2; or
- (j) Would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

26.2 Removal of Executive Committee Member

- (a) The Association in a General Meeting may by Special Resolution remove any Executive Committee Member, before the expiration of his or her term of office. If Executive Committee Member is removed in accordance with this Rule the office of the Executive Committee Member becomes vacant and shall be filled in accordance with the procedure set out in Rule 26.3.
- (b) Where the Executive Committee Member to whom a proposed resolution referred to in Rule 26.2(a) makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary may send a copy of the representations to each Eligible Member or, if they are not so sent, the Executive Committee Member may require that they be read out at the meeting, and the representations shall be so read.

26.3 Casual Vacancies

- (a) The Executive Committee may appoint an Eligible Member of the Association to fill a position on the Executive Committee:
 - (i) has become vacant under Rule 26.1 or Rule 26.2; or
 - (ii) was not filled by election or appointment at the last annual general meeting.
- (b) A Executive Committee Member appointed in accordance with Rule 26.3 will hold office for the remainder of the period of office of the relevant Executive Committee Member whose vacancy is being filled.
- (c) Rule 23.4 must be observed at all times when filling any Executive Committee Member casual vacancy.

26.4 Remaining Executive Committee Members May Act

In the event of a casual vacancy or vacancies in the office of Executive Committee Member, the remaining Executive Committee Members may act but, if the number of remaining Executive Committee Members is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Executive Committee Members to a number sufficient to constitute such a quorum.

27 MEETINGS OF THE EXECUTIVE COMMITTEE

27.1 Chair of Executive Committee

The President as elected under rule 23.1 shall preside as Chair at every meeting of the Executive Committee. If the President is not present or is unwilling or unable to preside, the Executive Committee shall choose one of their number to preside as Chair for that meeting only

27.2 Executive Committee to Meet

The Executive shall meet at least four times in each calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit. The Secretary shall, on the requisition of two Executive Committee Members, convene a meeting of the Executive Committee within a reasonable time.

27.3 Decisions of Executive Committee

Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Executive Committee. All Executive Committee Members present at any meeting shall have one vote on any question. The chair shall also have a casting vote where voting is equal. Voting by proxy is not permitted.

27.4 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by all the Executive Committee Members shall be as valid and effectual as if it had been passed at a meeting of Executive Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or emailed by one or more of the Executive Committee Members.
- (b) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, a meeting of the Executive Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Executive Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee and such notice specifies that Executive Committee Members are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (a) from being satisfied by that number of Executive Committee Members which constitutes a quorum, and none of such Executive Committee Members are present at the place where the meeting is deemed by virtue of the

further provisions of this Rule to be held, then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

27.5 Quorum

- (a) No business may be conducted at a meeting of the Executive Committee unless a quorum is present.
- (b) A quorum is one half of the number of Executive Committee Members holding office plus one Member, physically present or participating in the meeting as provided in Rule 27.3(b)(i).

27.6 Notice of Meetings

Unless all Executive Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days' oral or written notice of the meeting shall be given to each Executive Committee Member by the Secretary. The agenda shall be forwarded to each Executive Committee Member not less than three days prior to such meeting.

27.7 Validity of Executive Committee Decisions

A procedural defect in decisions taken by the Executive Committee shall not result in such decision being invalidated.

27.8 Chair of Executive Committee Meeting

27.9 Minutes of Executive Committee Meeting

- (a) The Executive Committee must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following:
 - (i) the names of the Members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any conflict of interested disclosed under Rule 28.
- (c) The minutes of Executive Committee Meetings shall not be available for inspection or copying by the Members.

27.10 Leave of Absence

- (a) The Executive Committee may grant a Member leave of absence from committee meetings for a period not exceeding three months.
- (b) The Executive Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Member to seek the leave in advance.

28.1 Executive Committee Members' Interests

An Executive Committee Member is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise, except with express resolution of approval of the Executive Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Executive Committee Member is in any way interested will be voided for such reason.

28.2 Material Personal Interest

- (a) An Executive Committee Member who has a material personal interest in a matter being considered by the Committee at any meeting shall:
 - (i) as soon as possible after becoming aware of such interest, disclose the nature and extent of the interest to the Executive Committee and its relevance to the Association; and
 - (ii) unless otherwise determined by the Executive Committee, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.
- (b) If the Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Member to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Committee, or if this is not possible, the matter shall be adjourned or deferred.

28.3 Disclosure of Interests

Without limiting Rule 28.2(a), the interest of any Executive Committee Member must be disclosed by the Member at the meeting at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Executive Committee after the acquisition of the interest. If an Executive Committee Member becomes interested in a contract or other matter after it is made or entered into, the disclosure of the interest must be made at the first meeting held after the Member becomes so interested.

28.4 General Disclosure

- (a) A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient disclosure under Rules 28.2(a) and 28.3 as regards such Committee Member and the said transactions.
- (b) After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.

28.5 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Member in accordance with Rules 28.2, 28.3 and 28.4.

29 DUTIES

29.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Executive Committee each Executive Committee Member must become familiar with this Constitution and the Act.
- (b) The Executive Committee is collectively responsible for ensuring that the Association complies with the Act and that Executive Committee Members comply with this Constitution.
- (c) The Executive Committee must ensure that the Association complies with all requirements in the Act regarding financial statements.
- (d) Each Committee Member must exercise his or her powers and discharge his or her duties:
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.

30 SECRETARY

30.1 Appointment of Secretary

- (a) If the position of Secretary becomes vacant, the Executive must appoint a person to the position within fourteen days after the vacancy arises.

30.2 Role of Secretary

- (a) The Secretary shall (unless prohibited by law) act as and carry out the duties of Secretary of the Association required under the Act to be performed by the secretary of an incorporated association and shall administer and manage the Association in accordance with this Constitution and any directions of the Executive Committee
- (b) The Secretary must give the registrar notice of his or her appointment as Secretary within fourteen days after the appointment.

30.3 Specific Duties

The Secretary shall:

- (a) As far as practicable attend all Executive Committee meetings and General Meetings;
- (b) Prepare the agenda for all Executive Committee meetings and all General Meetings;
- (c) Record and prepare minutes of the proceedings of all meetings of the Executive Committee and the Association; and
- (d) Regularly report on the activities of, and issues relating to, the Association.

30.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Executive Committee, the Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

30.5 Secretary may employ

The Secretary, in consultation with the Executive Committee, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Secretary and the Executive Committee determine.

PART VI – MISCELLANEOUS

31 DELEGATIONS

31.1 Executive Committee may Delegate Functions to Committees

The Executive Committee may by instrument in writing create or establish or appoint from among its Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Executive Committee determines.

31.2 Delegation by instrument

The Executive Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) A function imposed on the Executive Committee by the Act or any other law, or this Constitution.

31.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

31.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under Rule 27. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) Within seven days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

31.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

31.6 Revocation of Delegation

The Executive Committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the By-Laws, the Act, the Statement of Purposes or the committee's delegation.

31.7 Gender Minimum

In the appointment of committees under this Rule the Executive Committee must aim to meet the requirement set out in Rule 23.4. For the avoidance of doubt, where appropriate, the Executive Committee should use reasonable endeavours to ensure no one gender constitutes less than one of the committee members.

32 By-Laws

32.1 Executive Committee to Formulate By-Laws

- (a) The Executive Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws, regulations and policies for the proper advancement, management and administration of the Association and the advancement of the Purpose and Hockey as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.
- (b) In formulating, approving, issuing, adopting and amending the By-Laws, the Executive Committee shall first consult with Eligible Members.

32.2 By-Laws Binding

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

32.3 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.

32.4 Notices Binding on Members

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

33 RECORDS AND ACCOUNTS

33.1 Secretary to Keep Records

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Executive Committee and shall produce these as appropriate at each Executive Committee meeting or General Meeting.

33.2 Financial Records

The Association must keep financial records that:

- (a) Correctly record and explain its transactions, financial position and performance; and
- (b) Enable financial statements to be prepared as required by the Act.

33.3 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable

code of conduct. All such records and the books of account shall be kept in the care and control of the Secretary.

33.4 Association to Retain Records

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

33.5 Executive Committee to Submit Accounts

The Executive Committee shall submit to the annual general meeting the accounts of the Association in accordance with the Act.

33.6 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Executive Committee.

33.7 Inspection of Records

- (a) Eligible Members may on request inspect free of charge:
 - (i) the minutes of general meetings;
 - (ii) subject to Rule 33.7(b), the financial records, books, securities and any other relevant document of the Association.
- (b) The Executive Committee may refuse to permit an Eligible 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 Executive Committee must on request make copies of this Constitution available to Members and applicants for membership free of charge.
- (d) Subject to Rule 33.7(b), an Eligible Member may make a copy of any of the other relevant documents 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 the 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 financial statements;
 - (ii) its financial records; and
 - (iii) records and documents relating to transactions, dealings, business or property of the Association.

34 Prior to the Submission of the Financial Statements to the Annual General Meeting by the Executive Committee

34.1 As soon as practical after the end of each Financial Year of the Association, the

- Executive Committee must cause the Financial Statements for that year;
- a) to be prepared in accordance with the Australian Accounting Standards, and
 - b) deal with any matters prescribed by the regulations

34.2. At the Annual General Meeting of the Association following a Financial Year of the Association, the Executive Committee must submit to the members the Financial Statements for that Financial Year

34.3 . The Financial Statements must

- a) give a true and fair view of the financial position and performance of the Association during and at the end of it's last Financial Year, and
- b) have attached a certificate in the prescribed form signed by two members of the Committee certifying that is the case, and
- c) to accompanied by
 - i) the report of the review of it's Financial Statements provided, and
 - ii) the report of the audit of it's Financial Statements

35 AUDITOR

- (a) A properly qualified auditor or auditors may be appointed and the remuneration of such auditor or auditors fixed by the Executive Committee. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.
- (b) Eligible Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

36 NOTICE

36.1 Manner of Notice

- (a) Notices may be given by the Secretary 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 is deemed effected by properly addressing and posting the notice. Service of the notice is deemed effected two days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice is 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 is deemed effected when the electronic mail reaches the addressee's electronic address.
- (e) Any notice required to be given to the Association or the Committee may be

given:

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

36.2 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.

37 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) subject to Rule 38.7(c), 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 Executive Committee Members
 - (iii) the common seal must be kept in the custody of the Secretary.
- (c) An Executive Committee Member may not sign a document to which the seal of the Association is fixed where the Member is interested in the contract or arrangement to which the document relates

38 REGISTERED ADDRESS

The registered address of the Association is:

- (a) The address determined from time to time by resolution of the Executive Committee; or
- (b) If the Executive Committee has not determined an address to be the registered address, the postal address of the Secretary.

39 ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

40 INDEMNITY

40.1 Executive Committee Members to be Indemnified

Every Executive Committee Member, auditor, manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association against any liability incurred by him or her in his or her capacity as Executive Committee Member, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in

which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by the Court.

40.2 Association to Indemnify

The Association shall indemnify its Executive Committee Members and employees to the extent provided under the directors and officers insurance policy of the Association against all damages and costs (including legal costs) for which any such Executive Committee Member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, which:

- (a) In the case of a Executive Committee Member is performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) In the case of an employee, is performed or made in the course of, and within the scope of his or her employment by the Association.

41 WINDING UP

41.1 Winding Up of the Association

Subject to this Rule 40, the Association may be wound up in accordance with the provisions of the Act.

41.2 Liability of Members

The liability of the Members of the Association is limited.

41.3 Members' Contributions

Every Eligible Member undertakes to contribute to the assets of the Association in the event of it being wound up while an Eligible Member, or within one year after ceasing to be an Eligible Member, for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

41.4 Distribution of Property on Winding Up

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Eligible Members of the Association but shall be given or transferred to some body or bodies having purpose similar to the Statement of Purpose and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies shall be determined by the Eligible Members of the Association at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

42 AUTHORITY TO TRADE

The Association is authorised to trade in accordance with the Act.

43 SOURCE OF FUNDS

The funds of the Association may be derived from annual membership fees and levies payable

by Members, donations, grants, sponsorships and such other sources as the Executive Committee determines

44 APPLICATION OF INCOME

44.1 Income and Property Applied to Purpose

The income and property of the Association shall be applied solely towards the promotion of the Purpose .

44.2 No Income to Members

Except as prescribed in this Constitution:

- (a) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

44.3 Payments in Good Faith

Nothing contained in Rule 43.2 shall prevent payment in good faith to any Member for:

- (a) Any services actually rendered to the Association whether as an employee or otherwise;
- (b) Goods supplied to the Association in the ordinary and usual course of operation;
- (c) Interest on money borrowed from any Member;
- (d) Rent for premises demised or let by any Member to the Association;
- (e) Any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (f) Any other reason,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

45 MANAGEMENT OF FUNDS

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

46 GRIEVANCE PROCEDURE

46.1 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) The Executive Committee may appoint a member or members of the Executive Committee to hear any dispute from a Member, if the parties are unable to resolve the dispute within 10 days of meeting, the disputing parties will meet before a quorum of the full Executive Committee to attempt resolution.
- (d) 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 Executive Committee to determine further independent resolution.
- (e) The Executive Committee may prescribe additional grievance procedures in By-Laws consistent with this Rule 45.

ESSENDON HOCKEY Inc.

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