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Commissioned by Hockey NSW Limited following the gazetting of the new Associations Incorporation Act 2010.

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- Memo from Hockey NSW dated ##
- Email correspondence with David Prior, Priority Business Lawyers on 13 December 2010 and 15 December 2010.

# **The Constitution of Warringah Hockey Association Inc.**

## SECTION 1 INTERPRETATION

### 1. Definitions

(1) In this Constitution:

**AGM** means the Annual General Meeting of the Association held in each calendar year.

**Board of Management (Board)** means the governing body of the Association.

**Chairperson** means the person appointed to chair meetings of the Board or members.

**Executive** means the Office Bearers of the Association.

**Constitution** means this constitution of the Association and all supplementary substituted or amending clauses for the time being in force.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Club** means any body registered with the Association.

**Financial year of the Association** means:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 September, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 October and ending on the following 30 September.

**General Meeting** means a general meeting of the Association other than an AGM.

**Hockey** means field and indoor hockey but does not include ice or underwater hockey.

**HNSW** means Hockey New South Wales Limited.

**Initial Fee** means the entrance and annual fees payable by a new member of the Association.

**Life Member** means a person elected to life membership of the Association in accordance with the provisions of Section 9 (2) (3).

**Member** means a Club of the Association.

**Objects** means the Objects of the Association referred to in Section 3.

**Office Bearers** means the following:

- (a) the President;
- (b) the Treasurer;

- (c) the Secretary; and
- (d) any other person elected to a specific governance role on the Board.

**Ordinary Board Member** means a member of the Board who is not an office-bearer of the Association.

**Person** means a natural person.

**Public Officer** means the person appointed by the Association at the AGM to be public officer as required by section 34 of the Act.

**Quorum of Members** means 75% of the eligible votes.

**Quorum of the Board** means three (3) Board members attending any meeting.

**Register** means the register of members of the Association.

**Secretary** means:

- (a) the person holding office under this Constitution as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

**Technical defect** means a minor or small defect in a decision or resolution of a meeting of the Association or Board or any committee which does not adversely impact on The Association.

**The Act** means the *Associations Incorporation Act 2009*.

**The Regulation** means the *Associations Incorporation Regulation 2010*.

- (2) In this Constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution, in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## **SECTION 2 NAME AND INCORPORATION**

- (1) Name of the Association is Warringah Hockey Association Inc.
- (2) The Association has been incorporated pursuant to the provisions of the Act.

## **SECTION 3 OBJECTS OF THE ASSOCIATION**

The objects for which the Association is established are as follows:

- (a) Administer, conduct and manage the game of hockey for Men's, Women's and Junior Clubs in the geographical area known as Sydney North.
- (b) Promote and develop the game of Hockey for men, women and children with a view to increasing the number of Hockey players in the Sydney North geographical area.
- (c) Organise and administer the sport of hockey including competitions and games where Association Members are involved.
- (d) Maintain membership with and support HNSW including adhering to the provisions of the HNSW Constitution, Regulations and By Laws as amended from time to time and as required by Section 6.
- (e) Establish and maintain financial security by seeking and obtaining funds from all sources, private, government and institutional and from Members through such fees and such other means as the Association sees fit.
- (f) Invest and deal with the money of the Association in such a manner as may from time to time be thought fit, provided any investment and dealing is permitted by law.
- (g) Undertake all of the Objects by employing and adopting appropriate, proper and good governance practices at all times for the benefit of the Members.
- (h) Manage all funds and finances by adopting sound and transparent financial management and auditing practices at all times.
- (i) Be fully accountable to, effectively communicate with and provide all necessary information to the members at all reasonable times.
- (j) Undertake all such actions and activities necessary and develop policies incidental and conducive to the advancement of all of these Objects.

## **SECTION 4 OFFICIAL ADDRESS**

- (1) The official address of the Association shall be the address recorded in the register of Incorporated Associations as this Association's official address.
- (2) If the Association wishes to change its official address then it may do so provided that the public officer notifies the Director-General in writing in the approved form of the Association's new address within 28 days after the previous official address becomes obsolete, unusable or there is a resolution passed by the Association to change its address at a general meeting.

## **SECTION 5 POWERS OF THE ASSOCIATION**

- (1) The Association has the legal capacity and powers of a person both inside and outside the State of New South Wales subject to any limitation restricting those powers contained within this Constitution.

## **SECTION 6 PRIORITY AND INCONSISTENCY BETWEEN THE CONSTITUTION, THE ACT AND POLICY DOCUMENTS OF HNSW**

- (1)
  - (a) Subject to Section 6 (2), the Association shall at all times be bound by this Constitution and the rules and regulations of HNSW.
  - (b) Where there is any inconsistency between any provision of this Constitution and/or the rules and regulations of this Association and those of HNSW, then to the extent of such inconsistency the Constitution rules and regulations of HNSW shall prevail.
  - (c) The Association shall be bound by all lawful decisions of the Board of HNSW and shall do all things reasonably necessary to implement and enforce such decisions.
- (2) Notwithstanding anything contained within this Constitution, in the event that there is any inconsistency between this Constitution and the Act, the provisions of the Act shall prevail to the extent of any inconsistency.

## **SECTION 7 BINDING NATURE OF CONSTITUTION**

The provisions of this Constitution shall be binding on the Association and each and every member and by becoming a member, a club agrees to be bound by the provisions of this Constitution.

## **SECTION 8 PUBLIC OFFICER**

- (1) The Association shall:
  - (a) nominate and appoint a person, above the age of 18 years who can be a Board member, to be the Public Officer of the Association prior to the incorporation of the Association under the Act who shall continue to be the Public Officer until replaced by the Association.
  - (b) notify the Director-General of the appointment of the Public Officer in the approved form and as required by the Act.
- (2) The Public Officer shall:
  - (a) receive and hold all documents of the Association delivered to him or her by any Board member or member.
  - (b) Maintain and keep current a register of all Board members including the members names, dates of birth, residential addresses, dates upon which the Board members take and vacate office and such other particulars as the Regulations may require from time to time, provided that this register must be kept at the main premises of the Association, and if there are no premises, at the Official Address.
  - (c) Within 14 days of vacating office, deliver to a Board member all Association documents in his or her possession.

- (d) Be an authorised signatory of the Association and must sign all documents that the Association requires him or her to sign to comply with the provisions of the Act.
- (e) Lodge with the Director-General within either (i) one month after the AGM for the current financial year or (ii) 7 months after the end of the previous financial year whichever is the earlier, a summary in the approved form of the Association's financial affairs from the previous financial year.

## **SECTION 9 MEMBERSHIP**

### **1. Liability of Members**

A member of the Association is only liable to contribute to the payment of any debts and or liabilities of the Association or the costs charges and expenses of the winding up of the Association to the amount if any unpaid by the member in respect of the fees required to be paid to the Association by the member pursuant to clause 8.

### **2. Membership Generally**

- (1) A Club is eligible to be a member of the Association if the Club has been nominated and approved for membership of the Association in accordance with clause 3.
- (2) A Club will be deemed to be a member of the Association if the Club was, in respect of the Association already incorporated under the provisions of the Act, one of the Clubs on whose behalf an application for registration of the Association to the Director-General was made.
- (3) The Association may elect any person or entity as a Life Member of the Association in recognition of at least 15 years outstanding service to the Association provided that the following procedure is followed:
  - (i) The person or entity is nominated for election as a Life Member by 2 members by way of written notice to the Secretary at least 28 days before a meeting to consider the nomination is held.
  - (ii) The Secretary must give notice to all members of the nomination for Life Membership at least 14 days prior to the meeting which is to consider the nomination.
  - (iii) At least 75% of members present and eligible to vote at the meeting held to consider the nomination, vote in favour of the electing the person or entity as a Life Member.

### **3. Membership application**

- (1) An application of a Club for membership of the Association must be made by a member of the Association in writing in the form set out in Form 1 of the Schedule to this Constitution, and lodged with the secretary.
- (2) Within 28 days of receiving the Application, the secretary must refer it to the Board which must determine whether to approve or reject it within a further 7 days. (the determination)

- (3) Within 28 days after the Board makes the determination, the secretary must:
  - (a) notify the applicant, in writing, that the Board approved or rejected the application (the notification) and
  - (b) if the Board approved the application, request the applicant to pay the Initial Fee.
- (4) Once the Applicant receives the notification, the Applicant must pay the Initial Fee within 28 days.
- (5) The secretary must, on payment by the applicant of the Initial Fee and within 28 days of receiving the notification, enter or cause to be entered the applicant's name in the register and, on the name being so entered, the applicant becomes a member and is eligible to vote.

## **4. Termination of membership**

Membership of the Association terminates when a member:

- (a) resigns membership, or
- (b) is expelled or is removed from the Association, or
- (c) fails to pay the annual membership fee under clause 8 (2) within 2 months after the fee is due.

## **5. Strict prohibition on transferring membership**

A right, privilege or obligation which a Club has because the club is a member:

- (a) cannot be transferred assigned or transmitted to another member or Club under any circumstances, and
- (b) ends on termination of the Clubs membership.

## **6. Resignation as Member**

- (1) A member may resign from membership of the Association by giving the secretary written notice of at least 14 days (or such longer or shorter period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member ceases to be a member, the secretary must make an entry in the register recording the date on which such membership ceased.

## **7. Register**

- (1) The Association must establish and maintain the register specifying the name, postal or residential address, phone number, email address (where applicable), HNSW Registration Number and date of membership of each player who is a member of any club who is a Member of the Association.
- (2) The register must be kept in New South Wales:



- (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.
- (3) The register must be open for inspection, free of charge, by any member at such times as are agreed between the member and the Association each week day and otherwise by appointment with the Secretary.
  - (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than 50 cents for each page copied.
  - (5) The Association must not disclose any information about a member, whether during an inspection or otherwise, to any person or entity apart from the member's name unless the Association:
    - (a) obtains the written consent for such disclosure from the member; or
    - (b) is required by law to disclose any such information.
  - (6) A member must not use information about a club or person obtained from the register to contact or send material to the club or person, other than for:
    - (a) the purposes of sending the person or club information or documentation in respect of the Association (including any meeting or event) or its business, or
    - (b) any other purpose necessary to comply with a requirement of the Act or the Regulations.

## **8. Members Fees**

- (1) When a club becomes a member, it must pay the Association the Initial Fee.
- (2) In addition to the Initial Fee, a member must pay the Association an annual membership fee as determined by the Board from time to time and which must be paid before 1 March in each calendar year provided that if the member becomes a member on or after 1 March in any calendar year - on becoming a member and before 1 March in each succeeding calendar year.

## **9. Resolution of Internal Disputes**

If any dispute arises between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, the parties to the dispute must not commence any court or arbitration proceedings unless the parties to the dispute have complied with the following paragraphs of this clause 9 of this Constitution (except where a party seeks urgent interlocutory relief).

A party to this Constitution claiming that a dispute has arisen out of or in relation to this Constitution must give written notice to the other party to the dispute specifying the nature of the dispute.

If the parties do not agree within seven (7) days of receipt of the written notice of the dispute (or such further period as agreed in writing by them) as to:

- (1) The dispute resolution technique (e.g. expert determination) and procedures to be adopted;
- (2) The timetable for all steps in those procedures; and
- (3) The selection and compensation of the independent person required for such technique.

The parties must mediate the dispute in accordance with the Mediation Rules of the Law Society of New South Wales, and, the President of the Law Society of New South Wales or the President's nominee will select the mediator and determine the mediator's remuneration.

In the event that the dispute has not settled within twenty-eight (28) days or such other period as agreed to in writing between the parties after the appointment of the mediator, the dispute is to be submitted to arbitration administered by the Australian Commercial Disputes Centre (ACDC) and conducted in accordance with ACDC's Arbitration Rules which are deemed incorporated.

*'The arbitrator is not to be the same person as the mediator'.*

## **10. Complaints about and disciplining of members**

- (1) A complaint may be made to the Board by any member (including a Board member) that a member (the respondent):
  - (a) has breached any provision of this Constitution, the By Laws, Regulations or Policies in a manner which is not trivial or technical; or
  - (b) has refused or neglected to comply with any provision of this Constitution; or
  - (c) has wilfully acted in a manner which is either prejudicial to or could adversely affect the interests of the Association.
- (2) The Board may refuse to deal with a complaint if it considers it to be trivial or vexatious.
- (3) If the Board decides to deal with the complaint, the Board must adopt the following procedure:
  - (a) cause written notice of the complaint to be served on the respondent, and
  - (b) give the respondent at least 7 days from the time the notice is served within which to make submissions to the committee about the complaint, and
  - (c) take into consideration any submissions made by the respondent about the complaint.
- (4) The Board may, by resolution, expel the respondent or suspend it from membership of the Association if, after considering the complaint and any submissions made

about the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted.

- (5) If the Board expels or suspends the respondent, the secretary must, within 7 days after the resolution to expel or suspend the respondent is passed, notify the respondent in writing of the action taken, and the reasons given by the Board for having taken that action and of the respondent's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect until after the expiration of the period in which the respondent may appeal or, if the respondent exercises the right to appeal, the Association confirms the resolution under clause 11, whichever is the later.

## **11. Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice in accordance with Form 3 of the Schedule.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Board which must convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot in such a manner as the Chairperson directs

on the question of whether the resolution should be confirmed or revoked.

- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association who are present and eligible to vote.
- (6) Once the appeal is determined then the Secretary must give written notice of the determination of the appeal to the member concerned within 7 days of the Appeal whether the member is present at the general meeting concerned or not.
- (7) No further appeal can be made from the Appeal referred to above, other than an Application for leave to appeal to the Appeals Committee of HNSW in respect of the determination but only in respect of an interpretation of the Constitution, Rules, Regulations and By Laws ( if any ) of the Association.

## **SECTION 10 THE BOARD OF MANAGEMENT**

### **1. Powers**

Subject to the Act, the Regulations, this Constitution, any by law, regulation or rule of the Association and to any resolution passed by the Association in general meeting, the Board of Management :

- (a) must control and manage the affairs of the Association;
- (b) must act in a manner consistent with and observe the Objects of the Association;
- (c) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association;
- (d) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- (e) may delegate its functions to other members or third parties and may employ such persons or entities as it sees fit for the proper purposes and business of the Association including the appointment of a chief executive officer or manager.

### **2. Indemnity**

To the extent permitted by law, the Association:

- (a) indemnifies each person who is a member of the Board but only in his or her capacity as a member of the Board; and
- (b) may by deed indemnify or agree to indemnify a person who is or has been a member of the Board against any liability incurred by that person in his or her capacity as a Board member to any other person or entity including an indemnity in respect of legal costs and expenses incurred by that person in defending proceedings for liability incurred by that person in his or her capacity as a member of the Board; and
- (c) may pay or agree to pay a premium for a contract insuring any member of the Board against any liability incurred by the person in his or her capacity as an executive or Board member or in the course of acting in connection with or arising out of the affairs of the Association; and also
- (d) indemnifies each person who is a member of the Board provided that any such person has acted in good faith and within the scope of his or her authority in undertaking any activity for the Association.

Provided that the member or members of the Board have complied with the provisions of this Constitution, the Act and regulations and have not acted illegally otherwise.

### **3. Board of Management Membership**

- (1) The Board must consist of:
  - (a) the office-bearers; and

- (b) at least **2** ordinary Board members, who must be elected at the AGM under clause 4.
- (2) The total number of Board members is to be at least **5**.
- (3) A Board member may hold up to **2** offices.
- (4) Each member of the Board is, subject to this Constitution, to hold office until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.

## **4. Election of Board of Management Members**

- (1) Nominations of candidates for election as office-bearers or as ordinary board members must be:
  - (a) made in writing in accordance with Form 2 set out in the Schedule, signed by 2 members and the candidate who must consent to the nomination, and
  - (b) delivered to the secretary at least 28 days before the date fixed for the holding of the AGM at which the election is to take place or by such other time as the Board determines from time to time.
- (2) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated are taken to be elected and further nominations are to be received at the AGM from the floor.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the AGM in such a manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Association must be a member.

## **5. President**

The President must undertake the following roles and responsibilities:

- (1) act as the public representative and spokesperson of the Association at all times.
- (2) chair all meetings for the Board and members and, if unavailable, for any reason, appoint a person from the Board to chair any meeting where he or she will be absent unless unable to do so.
- (3) review and sign all minutes of all meetings of the Association from time to time.

## **6. Secretary**

- (1) The secretary must, as soon as practicable after being appointed, lodge notice with the Association of his or her address.
- (2) The Secretary must undertake the following duties:
  - (a) record and keep:
    - (i) all appointments of office-bearers and members of the Board;
    - (ii) the names of members of the Board present at a Board meeting or a general meeting;
    - (iii) the minutes of all proceedings at Board meetings and general meetings;
    - (iv) a register of all conflicts of interests recorded from the proceedings of any meeting of the Association, the Board or any committee.
  - (b) make all minutes of all meetings available for the chairperson to sign.
  - (c) keep the Registers of members and the Board current at all reasonable times.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of any succeeding meeting.

## **7. Treasurer**

The Treasurer must undertake the following duties:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (c)
  - (i) prepare or cause to be prepared financial statements for each year in respect to the Association's financial affairs as soon as possible after the end of each financial year.
  - (ii) submit the financial statements for the previous financial year to the Board for inclusion in the business for the next AGM.
  - (iii) prepare or cause to be prepared a summary in the approved form under the Act or Regulations of the Association's financial affairs for the previous year.
  - (iv) deliver to the Public Officer the documents referred to in (i) and (iii) as soon as possible after the AGM.
- (d) prepare a Treasurer's Report for and deliver it at the AGM.

## **8. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Board the Board may appoint a member to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the AGM next following the

date of the appointment. A casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member, or
- (c) only in the case of Treasurer, if the Treasurer becomes insolvent or under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed or expelled from office under clause 9, or
- (f) becomes a mentally ill person as defined under the Mental Health Act (New South Wales (2007)), or
- (g) is absent without the consent of the Board from 3 consecutive meetings of the Board and cannot provide the Board with a reasonable excuse within 14 days of a request from the Board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **9. Removal of Board members**

- (1) The Association in general meeting may by resolution suspend or remove any member of the Board from the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) In order to suspend or remove any Board member the Association must proceed as follows:
  - (a) Written Notice of the Resolution to suspend or remove any particular member giving reasons as to why it is proposed to suspend or remove the member must be served on the Board member at least 14 days prior to a general meeting being held to consider the resolution.
  - (b) The Board member must have an opportunity of responding to the Notice both orally and in writing if the Board member wishes to do so before any resolution to suspend or remove the Board member is considered by the members at the meeting subject to the provisions of clause 9 (2) above.

- (c) In the event that the resolution to suspend or remove the member is carried, then the Board members' membership is immediately suspended or terminated as the case maybe.
- (d) If the resolution is carried, the suspended or removed Board member may seek leave to appeal to the Appeals Committee of HNSW but only in respect of an Interpretation of this Constitution, or any Rule, Regulation or By Law of this Association.

## 10. Board meetings

- (1) The Board must meet as often as is reasonably required to conduct the business of the Association in each period of 12 months at such place and time as the Board may determine, provided however, additional meetings of the Board may be convened by any member of the Board from time to time.
- (2) Notice of such a meeting must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (3) Notice of any Board meeting must specify the time and place for the meeting and the general nature of the business to be transacted provide however, if 75% of all Board members attending the meeting agree, other business may be transacted at the meeting.
- (4) No business is to be transacted by the Board unless a quorum of the Board is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week, unless all of the Board members present unanimously agree to hold the meeting at another time or place and, if so, the meeting will be adjourned accordingly.
- (5) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (6) At a meeting of the Board, the president is to act in the capacity of chairperson, or, if not present, the members present may appoint another member to act in that capacity unless the chairperson has already nominated a replacement.
- (7) The Board may hold any Board meeting at two or more locations using any such technology that the Board determines to use, provided that such technology gives each of the Board members a reasonable opportunity to participate in any meeting.

## 11. Committees

- (1) The Board may appoint members or other persons who have relevant knowledge and experience to such committee (called '*committee*') it may wish to establish from time to time for any purpose whatsoever and to delegate to any committee such powers as it may think subject to subclause (2) and from time to time revoke or alter any such appointment or delegation.
- (2) Notwithstanding subclause (1) the power to appoint or delegate referred to in subclause (1) is subject to:
  - (a) this Constitution and any regulations or By Laws of the Association.



- (b) the Act and Regulations including any prohibitions or restrictions imposed on the Committee.
- (3) Any committee established by the Board shall only exercise such powers and have such rights and obligations as the Board in its absolute discretion directs.
- (4) Under no circumstances can any established committee further delegate its powers, rights or obligations nor can it appoint any other person to perform any of its functions without the express written consent of the Board.
- (5) A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (6) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (7) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (8) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been undertaken by the Board.
- (9) A committee may meet at such times and under such a circumstance as it sees fit its absolute discretion unless directed in writing otherwise by the Board.

## **12. Voting and decisions of Board and Committees**

- (1) All members of the Board or any committee have full voting rights.
- (2) Before any business is transacted at any meeting of the Board or any committee, members of the Board or committee must declare conflicts of interest in respect of any business of the Association or wherever it is required.
- (3) The Secretary must maintain a conflicts of interest register which must be accessible to all members.
- (4) All members of the Board shall have one vote on any matter arising in any Board or committee meeting.
- (5) All resolutions, decisions and matters where a vote is required shall be determined on the basis of a majority of votes of those Board or committee members present and eligible to vote and any decision shall be binding on the Board or committee.
- (6) Subject to clause 12 (5), the Board may act despite any vacancy on the Board.
- (7) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee or in the event of any technical defect.

## **SECTION 11 GENERAL MEETINGS**

### **1. General**

Except for the AGM and any meeting called to consider a special resolution both of which must be held at one location, the Association may hold a general meeting at two or more

locations using such technology that the Association determines to use provided that any technology used gives each of the members a reasonable opportunity to participate.

## **2. AGM General**

- (1) If not already registered under the Act, the Association must hold its first AGM within 18 months after being registered.
- (2) The Association must hold its AGMs:
  - (a) within 2 months after the end of the financial year of the Association, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulations.

## **3. Convening and Business of AGMs**

- (1) Subject to clauses 1 and 2 and the Act, the AGM is to be convened on such date and at such place and time as the Board thinks fit.
- (2) The business of an AGM must at least include the following:
  - (a) confirmation of the minutes of the last preceding AGM,
  - (b) receipt from the Board of reports on the activities of the Association during the last preceding financial year,
  - (c) election of office-bearers of the Association and ordinary Board members, and
  - (d) receipt and consideration of any financial statement, report and an audit required to be submitted to members and to the Director-General under the Act.
- (3) The Association may also transact any other business including general business at the AGM provided that notice is given by the Secretary in accordance with clause 5 unless at least 75% of all members present and eligible to vote at the AGM resolve to consider other business of which notice has not been provided previously.

## **4. Convening and Business of General Meetings**

- (1) The Board of Management may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board must, on the requisition (the requisition) of 20 percent of the total number of members, convene a special general meeting of the Association.
- (3) The requisition must:
  - (a) state the purpose of the meeting; and
  - (b) be signed by the members making the requisition; and
  - (c) be lodged with the secretary.
- (4) The requisition may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (5) If the Board fails to convene a special general meeting within 1 month after the date on which the requisition is lodged with the Secretary any one or more of the members who made the requisition may convene a special general meeting which must be held no later than 3 months after that date.
- (6) A special general meeting convened pursuant to the subclause (5) must be held in such a manner as general meetings are held when convened by the Board.
- (7) If within half an hour after the time at which notice of a general meeting is to commence and a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be declared dissolved; and
  - (b) in any other case, is to be adjourned to such time and place as the Board determines provide that the Board gives members at least 7 days notice of the time date and place of the adjourned meeting.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present and entitled to vote, being at least 7 are to constitute a quorum.

## **5. Notice**

- (1) Except for special resolutions referred to in subclause (2) the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except:
  - (a) in the case of an AGM, business which may be transacted under clause 3 (2);
  - (b) in any other case, 75% of those members present and entitled to vote, resolve to consider any further business.
- (3) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary at the least 28 days prior to the meeting who must include that business in the next notice calling a general meeting after receipt of the notice from the member.

## **6. Quorum Rules**

- (1) No item of business is to be transacted at a general meeting unless a Quorum is present during the period of the meeting that the members are considering any item.

## **7. Adjournments**

- (1) The chairperson, with the consent of the majority of members present at any meeting and where there is a quorum, may adjourn the meeting to a future date time and place.

- (2) If a general meeting is adjourned, the secretary must give notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

## **8A. Decisions Resolutions and Voting**

- (1) Any resolution or decision arising at a general meeting (or AGM) of the Association is to be determined by either:
- (a) a show of hands, or
  - (b) by secret ballot if 3 or more members present at the meeting and who are entitled to vote, decide that the question should be determined by a secret ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or not and an entry to that effect is made in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution provided that the chairperson acts in good faith at all times.
- (3) If the question is to be determined by a secret ballot, the ballot is to be conducted in the following manner:
- (a) The Chairperson is to appoint 2 scrutineers from the members present to conduct the secret ballot provided such scrutineers shall not have any personal interest in the outcome of the question and do not have any entitlement to vote.
  - (b) The scrutineers shall arrange for each member present and who is entitled to vote to be provided with a document to record in writing their votes in respect to any question to be determined.
  - (c) After collecting all of the Documents on which members have recorded their votes on the question to be determined, the scrutineers shall tally the votes in the absence of any other member or office bearer and shall thereafter inform the members present of the outcome of the ballot.
  - (d) Provided that the scrutineers comply with the procedure above and act in good faith, the determination announced by the scrutineers shall be final.

## **8B. Special resolutions**

A special resolution may only be carried by the Association if the following occurs:

- (a) The Secretary gives all members at least 21 days written notice (*the Notice*) of the meeting at which the special resolution is to be considered.
- (b) The Notice must contain at least the following information:
  - (i) the time, date and place for the meeting.
  - (ii) the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (c) At least a majority of those members present and entitled to vote on the proposed resolution cast a vote in favour of it.

If at least a majority of members referred to in subclause (c) cast a vote in favour of any Resolution it is deemed to be carried.

## 8C. Voting

In order for a Member to be represented at Association meetings in which the Member is entitled to attend and vote, the following shall apply:

- (1)
  - (a) The Association Member must appoint a natural person as its delegate ('the Delegate');
  - (b) The Delegate must be a Member of the Association Member who appoints that Delegate;
  - (c) Upon making the appointment, such appointment must be confirmed in writing, signed by the Delegate, witnessed by two officers of the Association Member with a written endorsement confirming that the Delegate accepts the appointment and agrees to be bound by the Constitution and regulations;
  - (d) The Association Member must be a financial member of the Association;
  - (e) Following the appointment, the written notice of such appointment must be lodged with The Association in such manner and at such times as may be prescribed from time to time by the Board;
  - (f) If an Association Member wishes to change its Delegate at any time, it may do so provided that written notice of such change is given to the Association prior to the commencement of any meeting and otherwise the Association Member follows the procedure set out in clauses (c) and (e) above;
  - (g) All voting rights, privileges and business of any Association Member shall be transacted through its appointed Delegate; and
  - (h) If the Association Member is not able to be represented by its Delegate at any meeting, it is entitled to appoint another person who is a Member of that Association to be its proxy for the purposes of attending and voting at any meeting provided that any such appointment is in such form as the Board may from time to time prescribe or accept and the Association Member follows the procedure set out in clauses (c) and (e) above.
- (2) A member has one vote only at a general meeting when voting on any question, resolution decision or matter save and except where any fees or monies due and payable by the member to the Association have not been paid.
- (3) Apart from voting on a Special Resolution a resolution is carried if more than 50% of those members present and entitled to vote do so in favour of any resolution.

## 8D. Prohibition on Postal ballots

The Association must not allow postal ballots under any circumstances

## SECTION 12 OTHER MATTERS

## 1. Insurance

The Association must affect Public Liability on the following terms:

- (a) it must be for an amount of \$20 million.
- (b) it must be with a reputable insurance company.
- (c) a copy of the policy or a certificate of currency of the policy must be held by the Association and produced to HNSW within 48 hours of a request.

The Association may also affect other insurances including office bearers insurance if a special resolution to that effect is carried by members entitled to vote at a general meeting.

## 2. Sourcing and depositing of Monies

- (1) The Association must establish an interest bearing account with a financial institution approved by the Board (*the Approved Financial Institution*).
- (2) The Association must fund itself from the following sources namely:
  - (a) fees;
  - (b) donations; and
  - (c) such other sources as the Board determines.
- (3) As soon as possible after receiving any monies, the Association must issue a receipt for those monies and deposit them to the credit of the Association's account with the Approved Financial Institution.

## 3. Management of Monies

The Association must:

- (1) use any monies of the Association for its business and to pursue and promote the Objects at all times;
- (2) appoint at least 2 of its members to approve (who can include the Public Officer) persons for the purpose of
  - (a) signing any cheques, bills of exchange, promissory notes and other negotiable instruments (Instrument) and in order to be valid any instrument must be signed by at least 2 of those persons.
  - (b) dealing with any account including by way of electronic means.

## 4. Custody of Documents

The Association must keep all of its documents in a safe and secure place and within the custody and control of either the Public Officer and/or secretary.

## 5. Inspection of Association Documents

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour provided that the member gives at least 48 hours notice to the Secretary:

- (a) records, books and other financial documents of the Association,
  - (b) this Constitution,
  - (c) minutes of all Board and committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than 50 cents for each page copied or such other fee as the Board determines from time to time.

## **6. Service of Notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission including email to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission such as email, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **7. By Laws, Regulations and Policies**

- (1) The Association may by it self or delegation to the Board draft approve and amend such By Laws, Regulations and Policies for the proper management and administration of the Association and for the purpose of fulfilling the objects as it thinks necessary and desirable.
- (2) Such By Laws, Regulations and Policies must be consistent with this Constitution. In the event that there is any inconsistency between such bylaws regulations and policies and this Constitution to the extent of any inconsistency, this Constitution shall prevail.
- (3) All By Laws, Regulations and Policies made under this section shall be binding on the Association and members.
- (4) All By Laws, Regulations and Policies of the Association which are in force as at the date that the provisions of this Constitution take effect, shall be deemed to be By Laws, Regulations and Policies under this section provided that they are not inconsistent with this Constitution.

- (5) In the event that the Association wishes to alter amend or change any By Law, Regulation or Policy then it must give at least 21 days notice to each and every member of a general meeting at which a special resolution to alter amend or change any such By Law, Regulation or Policy is to be considered.
- (6) Competition Rules can be amended by the Board from time to time as required.

## **8. Changing this Constitution, Name and Objects**

- (1) An application to the Director-General to register a change in the Association's name, objects or Constitution must be made in the following manner:
  - (a) The Association must carry a Special Resolution approving the change.
  - (b) It must:
    - (i) be made in the approved form which must include details of the proposed change; and
    - (ii) include a copy of the Resolution approving the change; and
    - (iii) be accompanied by any fee prescribed by the Regulations; and
    - (iv) if a change in the Constitution, it must address all of the matters set out in Schedule 1 of the Act.
- (2) Any change to the Constitution shall not take effect until the change is registered under the Act.



# Schedule

**FORM 1**  
**(Clause 3 (1))**  
**MEMBERSHIP APPLICATION**

.....Incorporated  
[name of Club]

(incorporated under the *Associations Incorporation Act 2009*)

I ..... for and on behalf of

.....  
[full name of applicant]

of .....  
[address]

.....  
[phone number and email address]

apply to become a member of this incorporated Association. In the event of the Club's admission as a member, the Club agrees to be bound by the Constitution, regulations, By Laws and rules of the Association for the time being in force.

.....  
Signature of applicant

.....  
Date

I, .....  
[full name]

a member of the Association, nominate the applicant for membership of the Association.

.....  
Signature of proposer

.....  
Date

I, .....  
[full name]

a member of the Association, second the nomination of the applicant for membership of the Association.

.....  
Signature of seconder

.....  
Date

**FORM 2**  
**(Clause 14 (1))**  
**COMMITTEE NOMINATION FORM**

..... Incorporated  
(Incorporated pursuant to the provisions of the *Associations Incorporation Act 2009*)

I..... [Name of nominee]

of.....  
[Address]

.....  
[Phone number and email]

apply to become a member of the Committee of this Association

.....  
[Signature of nominee]

.....  
[Date of signing]

I.....

nominate..... to become a member of the Committee

..... [Nominator]  
[Date of signing]

I.....second the nomination

of..... to become a  
member of the Committee

..... [Seconder]  
[Date of signing]

**FORM 3**  
**Section 9 (11)**  
**NOTICE OF APPEAL**

To: The Secretary  
Warrginah Hockey Association Inc

I ..... give notice that I wish to appeal against the decision of the Board to expel/suspend me as referred to below pursuant to the provisions of section 9 clause 11 of the Constitution of the Association.

The Decision:

Made on: .....  
[date]

At: .....  
[place]

I have/have not attached a statement making representations in respect of the decision and my appeal.

Dated: .....

.....  
Appellant member

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