

SYDNEY SOUTH HOCKEY
ASSOCIATION INCORPORATED

CONSTITUTION

Adopted on 14th January 2015

TABLE OF CONTENTS

1.	Name of Association	4
2.	Definitions and Interpretations	4
3.	Objects of the Association.....	6
4.	Powers of the Association.....	7
5.	Membership	7
6.	Affiliation of Membership	8
7.	Effect of Membership	10
8.	Discontinuance of Membership.....	10
9.	Register of Members	12
10.	Subscriptions and Fees.....	12
11.	Members' Liability	13
12.	Grievance Procedure.....	13
13.	Disciplining of Members	13
14.	Right of Appeal of Disciplined Member	14
15.	Composition of the Board of Management.....	14
16.	Nominations of Board Members	16
17.	Election of Board Members.....	17
18.	Duties and Powers of the Board	17
19.	Public Officer	18
20.	Casual Vacancies.....	18
21.	Removal of Board Members.....	19
22.	Committees	19
23.	Special Appointments	20
24.	General Meetings	20
25.	Indemnity.....	21
26.	Finance.....	21
27.	Alteration of Constitution	22
28.	Special Resolutions	23
29.	By-Laws	23

30.	Status And Compliance Of Association	24
31.	Association's Constitution.....	25
32.	Status and Compliance of Affiliated Clubs	26
33.	Miscellaneous.....	26
34.	Winding Up	27

1. Name of Association

- 1.1 The name of the Association shall be Sydney South Hockey Association Inc. (herein called the Association) and shall be affiliated with Hockey New South Wales Limited.
- 1.2 The Association has been incorporated pursuant to the provisions of the Act.

2. Definitions and Interpretations

- 2.1 "Act" means the Associations Incorporation Act (NSW) 2009 as amended and in force from time to time.
- 2.2 "Affiliated Club" means such Club as may be admitted as an Affiliated Club by resolution of the Board, provided that the application for affiliation has been made in writing and accepted by the Board.
- 2.3 "Affiliate Member" means an individual who may be admitted as an Affiliate Member by resolution of the Board, provided that the application for affiliation has been made in writing and accepted by the Board
- 2.4 "AGM" means the Annual General Meeting called in accordance with clause 24.2.
- 2.5 "Association" means Sydney South Hockey Association Incorporated.
- 2.6 "Board" means the Board of Management as provided in clause 15.
- 2.7 "Board Member" means a member of the Board and includes any person acting in that capacity from time to time as appointed in accordance with this Constitution.
- 2.8 "By-Laws" means the By-Laws formulated and amended from time to time by the Board under clause 29.
- 2.9 "Club" means any incorporated or unincorporated entity which is registered with the Association.
- 2.10 "Constitution" means this Constitution of the Association, and all supplementary, substituted or amending clauses, for the time being in force.
- 2.11 "Delegate" means a Senior Member who has been nominated as a delegate of an Affiliated Club in accordance with clause 5.
- 2.12 "Director" means Board Members other than the Office Bearers.
- 2.13 "Office Bearer" means each of the President, Secretary and Treasurer.
- 2.14 "FIH" means the Federation Internationale de Hockey.

Sydney South Hockey Association Incorporated

- 2.15 "Financial Year" means the year ending on the next 30 September following incorporation and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.
- 2.16 "General Meeting" means a meeting called in accordance with clause 24 and includes the Annual General Meeting and Special General Meetings.
- 2.17 "Hockey" means the game of hockey and includes field hockey, indoor hockey and modified versions of these forms of hockey, but does not include ice or underwater hockey.
- 2.18 "HA" means Hockey Australia Limited, a company incorporated and limited by guarantee under the Corporations Act, 2009.
- 2.19 "HNSW" means Hockey New South Wales Limited (ACN 104 263 381).
- 2.20 "Individual Member" means any Registered Player, Life Member, Board Member or Affiliate Member who is otherwise recognised by the Association as an Individual Member
- 2.21 "Life Member" means a person who has been granted Life Membership of the Association in accordance with clause 5.3
- 2.22 "Objects" means the objects of the Association in clause 3
- 2.23 "Public Officer" means the person appointed to be the public officer of the Association in accordance with the Act.
- 2.24 "Player Competition Group" means each of: senior men; senior women; and juniors (under 18, mixed or single sex).
- 2.25 "Region" means the geographical area for which the Association is responsible and as recognised by HNSW.
- 2.26 "Registered Players" are Hockey players who are either: financial members of an Affiliated Club; or registered and financial with the Association, not playing with an Affiliated Club but who are participating in competitions that the Association has entered.
- 2.27 "The Regulation" means any regulation made under the Act.
- 2.28 "Rules" means the rules set forth in this Constitution as amended from time to time.
- 2.29 "Senior Member" means any Individual Member 18 years of age or older from the 1st of January of each year.
- 2.30 "Special Resolution" means a special resolution defined in the Act.
- 2.31 "Standing Committee" means each Standing Committee as provided in the By-Laws.
- 2.32 "Sub-Committee" means each Sub-Committee as provided in the By-Laws.

3. Objects of the Association

The Association is established solely for the Objects. The Objects of the Association are to:

- 3.1 conduct, encourage, promote, develop, advance and administer Hockey throughout the Sydney South Region;
- 3.2 participate as a member of HNSW so Hockey can be conducted, encouraged, promoted, developed, advanced and administered throughout the Region and New South Wales;
- 3.3 promote mutual trust and confidence between the Association, HNSW, HA, and the members in pursuit of these objects;
- 3.4 act at all times on behalf of, and in the interest of, the Members and Hockey in the Sydney South Region;
- 3.5 promote the economic and community service success, strength and stability of the Association, the members and Hockey in the Region;
- 3.6 affiliate and otherwise liaise with HNSW and adopt its rules and policy framework to further these objectives and Hockey;
- 3.7 Abide by, promulgate, enforce and secure uniformity in the application of the rules of Hockey as may be determined from time to time by HA or FIH and as may be necessary for the management and control of Hockey and related activities in the Region;
- 3.8 pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Hockey in the Region;
- 3.9 adopt and implement such policies as may be developed by HA or HNSW, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Hockey;
- 3.10 represent the interests of its Members and of Hockey generally in any appropriate forum in the Region;
- 3.11 undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. Powers of the Association

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the Corporation Act 2009 (Cth).

5. Membership

5.1 Membership of the Association shall be open to all those persons and Clubs fulfilling the following requirements and who accept the Objects and Rules of the Association. The membership of the Association shall consist of:

5.1.1 **Affiliated Clubs**, which subject to the Constitution, shall be represented by a Delegate or Delegates, who have the right to receive notice of General Meetings and be present, debate and vote subject to clause 24.8 on behalf of the Affiliated Club at General Meetings.

5.1.2 **Life Members**, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights, unless specified otherwise in these Rules;

5.1.3 **Office Bearers and Directors** shall have the right to be present and to debate at General Meetings, but have no right to vote.

5.1.4 **Individual Members** and **Affiliate Members** who shall have the right to be present at General Meetings but shall have no rights, to debate or to vote at General Meetings;

5.1.5 Such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Association at a General Meeting.

5.2 Affiliated Clubs

5.2.1 An Affiliated club may be an unincorporated or incorporated body.

5.2.2 All applications for Affiliated Club Membership must be submitted to the Secretary in writing on the form, if any, prescribed from time to time by the Board.

5.2.3 Approval of application for membership as an Affiliated Club shall be determined by resolution of the Board.

5.2.4 Affiliated Clubs shall have the right to receive notice of General Meetings.

5.2.5 Affiliated Clubs shall keep the Association Secretary informed of an address for correspondence.

5.2.6 Affiliated Clubs shall notify the Association Secretary of the name and address of its Office Bearers and Delegates immediately after their appointment.

5.2.7 Club Delegates shall remain the delegates until written notice to the contrary is received from the Affiliated Club.

- 5.2.8 Affiliated Clubs must re-affiliate annually with the Association in accordance with the procedures set down in the Association By-Laws.
- 5.2.9 Affiliated Clubs shall maintain, in a form acceptable to the Association, a Register of all Members of the Club. Each Club shall provide a copy of the Register at a time and in a form acceptable to the Association, and shall provide regular updates of the Register to the Association.

5.3 Life Members

- 5.3.1 The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association or Hockey, for at least ten years, where such service is deemed to have assisted the advancement of Hockey in the Region, be appointed as a Life Member.
- 5.3.2 A resolution of the Annual General meeting to consider life membership (subject to clause 5.3.3) on the recommendation of the Board must be a Special Resolution.
- 5.3.3 A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from time of entry on the Register the person shall be a Life Member.
- 5.3.4 Life Members of the Sutherland Shire Hockey Association Inc. /Sutherland Shire Women's Hockey Association Inc. prior to the change of name to Sydney South Hockey Association Inc. shall continue to be recognised as a Life Member under this Constitution.

5.4 Affiliate Members

- 5.4.1 A person is eligible to be an Affiliate Member of the Association if the person has been nominated and approved for membership of the Association in accordance with clause 6.
- 5.4.2 Approval of application for membership as an Affiliate Member shall be determined by resolution of the Board.
- 5.4.3 Such membership shall only be effective for one (1) year and subsequent annual applications must be made.
- 5.5 The jurisdiction of the Association shall extend to and be acknowledged by all Individual Members and Affiliated Clubs.

6. Affiliation of Membership

6.1 Application for Affiliation

An application for affiliation must be:

- 6.1.1 in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Association;

- 6.1.2 accompanied by a copy of the applicant's constitution (if applicable which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and
- 6.1.3 accompanied by the appropriate fee (if any).
- 6.2 Discretion to Accept or Reject Application
 - 6.2.1 The Association may accept or reject an application whether the applicant has complied with the requirements in clause 6.1 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
 - 6.2.2 Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the Register accordingly as soon as practicable.
 - 6.2.3 Where the Association rejects an application the Association shall refund any fees forwarded with the application shall be deemed rejected.
- 6.3 Re-affiliation
 - 6.3.1 Each Affiliated Entity must re-affiliate with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.
 - 6.3.2 Upon re-affiliation an Affiliated Entity must lodge with the Association an updated copy of its constitution, charter or articles of association (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association.
- 6.4 Deemed Membership
 - 6.4.1 All members which or who are, prior to the approval of this constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
 - 6.4.2 Each Affiliated Club shall provide the Association with such details as are reasonably required by the Association under this Constitution within one (1) month of the approval of this Constitution under the Act.
 - 6.4.3 Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 6.4.1 shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. Effect of Membership

- 7.1 Members acknowledge and agree that:
- 7.1.1 this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and HNSW's and HA's constitution and by-laws;
 - 7.1.2 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 Board or other entity with delegated authority;
 - 7.1.3 by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association, HNSW and HA;
 - 7.1.4 the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Hockey in the Region; and
 - 7.1.5 they are entitled to all benefits, advantages, privileges and services of Association membership.

8. Discontinuance of Membership

8.1 Notice of Resignation

- 8.1.1 A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one months' notice in writing to the Association of such resignation or withdrawal.
- 8.1.2 An Affiliated Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of that Club. A copy of the relevant minutes of that Affiliated Club meeting showing that the Special Resolution has been passed by that Affiliated Club must be provided to the Association.
- 8.1.3 If an Affiliated Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time, but shall be dealt with in accordance with the By-Laws.
- 8.1.4 Upon the Association receiving notice of resignation of membership given under clause 8.1.1 and 8.1.2, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

8.2 Discontinuance for Breach

- 8.2.1 Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the By-Laws, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- 8.2.2 Membership shall not be discontinued by the Board under clause 8.2.1 without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

8.2.3 Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under clause 8.2.1 by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this clause 8.2 as soon as practicable.

8.3 Discontinuance for failure to re-affiliate

Membership of the Association may be discontinued by the Board if an Affiliated Entity has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this clause 8.3 as soon as practicable.

8.4 Member to Re-apply

A Member whose membership has been discontinued under clause 8.2 or 8.3:

8.4.1 must seek renewal or re-apply for membership in accordance with this Constitution;

8.4.2 may be re-admitted at the discretion of the Board.

8.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association 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. Where an Affiliated Entity ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

8.6 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of an Affiliated Club.

8.7 Membership may be Re-instated

Membership which has been discontinued under clause 8 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

8.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

9. Register of Members

9.1 The Public Officer of the Association must keep a and maintain a Register in which shall be entered (as a minimum);

9.1.1 the full name, address, category of membership and date of entry to membership of each Affiliated Club;

9.1.2 the full name, residential address and date of entry to membership of each Board Member, Individual Member, Affiliate Member and Life Member;

9.1.3 where applicable, the date of termination of membership of any Affiliated Club, Board Member Individual Member, Affiliate Member or Life Member.

Affiliated Clubs, Board Members, Individual Members, Affiliate Members and Life Members shall provide notice of any change and required details to the Association within one month of such change.

9.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding address and/or other direct contact details of any Individual Member, Affiliate Member, Life Member or Board Member, shall be available for inspection (but not copying) by Members who make a reasonable request.

9.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:

9.3.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or

9.3.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

9.4 Privacy

If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, then that information must not be made available for inspection.

10. Subscriptions and Fees

The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Board.

11. Members' Liability

The Members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of unpaid membership fees.

12. Grievance Procedure

12.1 The grievance procedure set out in this clause applies to disputes under the provisions of this Constitution between a Member and:

12.1.1 another Member; or

12.1.2 the Association.

12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

12.2.1 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by HNSW in accordance with the procedures determined by HNSW from time to time.

12.2.2 The Board may prescribe additional grievance procedures in By-Laws consistent with this clause.

13. Disciplining of Members

Where the Board is advised or considers that a Member or Delegate has allegedly:

13.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, HNSW's or HA's constitution or by-laws or any resolution or determination of the Board or any duly authorised committee; or

13.2 acted in a manner unbecoming of a Member or, in the case of a Delegate, as a representative of a Member, or prejudicial to the purposes and interests of the Association, HNSW, HA and/or Hockey; or

13.3 brought the Association, HNSW, HA, any other Member or Hockey into disrepute;

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

The Board may:

13.4 appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the By-Laws but subject always to the Act; or

- 13.5 take such action as it may deem advisable, provided that no such Member or Affiliated Club shall be expelled from the Association except by Special Resolution at a General Meeting.

14. Right of Appeal of Disciplined Member

- 14.1 Whether disciplinary action has resulted from Board or Judiciary Committee action under the provisions of clause 8.2 or clause 13, a Member may appeal to the Association Board within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.2 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.
- 14.3 On receipt of a notice from a Member under clause 14.1, the Secretary must notify the Committee which is to convene a general meeting of the Association Board to be held within 28 days after the date on which the Secretary received the notice.
- 14.4 At a Board Meeting of the Association convened under clause 14.3:
 - 14.4.1 no business other than the question of the appeal is to be transacted; and
 - 14.4.2 the Board Members and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - 14.4.3 the Board Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5 The appeal is to be determined by a simple majority of votes cast by Board Members of the Association.

15. Composition of the Board of Management

- 15.1 The Association shall be administered by a Board of Management, comprised of: not less than five (5), and not more than eight (8) Board Members, who must be Senior Members and who shall be elected under clause 17.
- 15.2 The Board of Management shall consist of:
 - 15.2.1 Three (3) Office Bearers: President, Secretary, Treasurer; and
 - 15.2.2 no more than five (5) Directors
- 15.3 The Board shall deal with all matters relating to the function of the Association subject to the provisions of these Rules and the decisions of a General Meeting. The Board shall have the power of the Association and its decisions shall be deemed to be the decisions of the Association.
- 15.4 Specific Duties of each Board Member shall be as set out in the By-laws and may vary from time to time dependent on the needs and priorities of the Association.

Sydney South Hockey Association Incorporated

- 15.5 The Board shall elect from the Directors a Vice President to take on the role of President in the absence of the President or in other extenuating circumstances.
- 15.6 Any actions taken or decisions made by a Board Member within the authority of the Rules shall be binding on the Association and such acts and decisions shall be deemed to be those of the Association.
- 15.7 Meetings of the Board;
 - 15.7.1 The Board must meet at least five times in each period of 12 months at such place and time as the Board may determine. Additional meetings of the Board may be convened by the President or any member of the Board.

Board Meetings:

- 15.7.1.1 may be held at two or more locations and two or more times using any such technology (including but not limited to electronic mail) that the Board determines to use, provided that such technology gives each of the Board Members a reasonable opportunity to participate in any meeting.
- 15.7.1.2 may be attended by one (1) Delegate from each Affiliated Club who may address the meeting but do not have the right to vote.
- 15.7.1.3 may be attended by Convenors of Committees who may address the meeting but do not have the right to vote
- 15.7.2 A quorum at a Board Meeting shall be five (5) Board Members. A quorum is required within thirty (30) minutes of the scheduled commencement time of the meeting.
- 15.7.3 Seven (7) days notice of all Board meetings shall be given to all Board Members and each Affiliated Club.
- 15.7.4 The Board shall have the power to admit persons other than Board Members to its meetings but, subject to clause 15.7.7, no such person shall be allowed to take part in the proceedings of the meeting without the permission of the Chairperson and shall have no voting rights.
- 15.7.5 The President shall act as Chairperson at each Board Meeting. In the absence of the President, the Vice President shall act as Chairperson.
- 15.7.6 If the President and Vice President are absent from a meeting or unwilling or unable to act as Chairperson, the Board Members present at the meeting shall elect one of their number to act as Chairperson.
- 15.7.7 Voting at Board Meetings;
 - 15.7.7.1 Questions arising at any Board Meeting shall be decided by a majority of votes of those present and entitled to vote.
 - 15.7.7.2 Members of the Board are entitled to one vote each.

15.7.8 The Board may decide to remove any Board Member who is absent from two (2) consecutive Board Meetings without leave, PROVIDED HOWEVER the Board may review and reverse its decision any time prior to a replacement Board Member being appointed.

15.7.9 A Member of the Board shall cease to hold office upon resignation in writing, on not being re-elected, or on removal as a Member of the Association.

15.7.10 A Board Member shall declare their interest in any:

15.7.10.1 contractual matter;

15.7.10.2 selection matter;

15.7.10.3 disciplinary matter; or

15.7.10.4 financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Board Member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

15.7.11 Any declaration made, any disclosure or any general notice given by a Board Member in accordance with clause 15.7.10 must be recorded in the minutes of the relevant meeting.

16. Nominations of Board Members

16.1 Nominations of candidates for election to the various positions to be elected at the AGM shall be:

16.1.1 in writing duly signed by two (2) Senior Members of the Association who are over 18 years of age (who have not been declared un-financial), being the nominator and the seconder. Nominations in writing include nominations made by electronic mail;

16.1.2 certified by the nominee (who must be a Senior Member) expressing interest to accept the position for which they are nominated;

16.1.3 shall be delivered to the Secretary, or be sent to be received by the Secretary at least twenty one (21) days prior to the AGM.

16.2 If only the requisite number or a smaller number of candidates is nominated, they shall be declared elected. If less than the requisite number of candidates is nominated by the said date, nominations shall be called for at the AGM and such nominees may be elected at the meeting to fill each vacancy.

16.3 Nothing in this Rule shall preclude nominations from the floor at the time of the meeting if no written nomination is received for a position.

17. Election of Board Members

- 17.1 The Office Bearers and Directors, subject to the following provisions regarding terms of appointment and vacancies, shall be elected annually at the AGM and all Affiliated Clubs shall be advised of all nominations for these positions at least fourteen (14) days before such meeting.
- 17.2 The term of re-appointment of any one person shall be a maximum of three (3) consecutive years in any one Board position and five (5) consecutive years in total as a Board Member. At completion of a five (5) year period, the person must retire until the subsequent AGM at which time they may nominate for re-election.
- 17.3 Voting shall be by ballot and by a simple majority vote of the Club Delegates present and entitled to vote.
- 17.4 All Board Members shall hold office until the conclusion of the AGM at which the succeeding Office Bearers and Directors are elected.
- 17.5 Any unfilled positions or vacancy occurring among Board Members during the course of the year may be appointed by resolution of the Board.
- 17.6 An Affiliated Club President cannot hold a position on the Board of Management of the Association

18. Duties and Powers of the Board

The Board shall manage, control and direct the business of the Association and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done in particular, but without limitation, and shall have the following duties and powers:

- 18.1 To control the assets of the Association and to invest any funds of the Association in such manner as it sees fit;
- 18.2 To enter into contracts and agreements for the purpose of securing the supply of commodities, goods and services for its Members;
- 18.3 To authorise legal action and in connection therewith, retain legal representatives with a view to attaining any of the objects of the Association;
- 18.4 In its discretion to appoint an auditor to audit the accounts of the Association;
- 18.5 To take such steps, including the appointment of committees, sub-committees and delegates to Hockey New South Wales Limited from time to time;
- 18.6 To exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by the AGM, a General Meeting or a Special General Meeting of the Members of the Association;

18.7 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;

18.8 To employ such servants as may be necessary for its proper functioning.

19. Public Officer

19.1 The Public Officer shall be one of the Board Members as appointed by the Board.

19.2 The Board may at any time remove from office the Public Officer and appoint a new Public Officer.

19.3 Public Officer shall be a person eighteen (18) years of age or older and a resident of the State of New South Wales.

19.4 The Public Officer shall be deemed to have vacated the position on:

19.4.1 resignation;

19.4.2 death;

19.4.3 removal from office;

19.4.4 bankruptcy or financial insolvency;

19.4.5 mental illness; or

19.4.6 residency outside the State of New South Wales.

19.5 When a vacancy occurs in the position of Public Officer, the Board shall within fourteen (14) days make such notification as required by the Act and appoint a new Public Officer.

19.6 The Public Officer shall supply the following information as required by the Act:

19.6.1 notice of their appointment within fourteen (14) days;

19.6.2 a change of their residential address within fourteen (14) days;

19.6.3 a change in the membership of the Board within fourteen (14) days;

19.6.4 a change in the Association's objects or Rules within one (1) month;

19.6.5 the Association's financial affairs within one (1) month after the AGM; and

19.6.6 a change in the Association's name within one (1) month.

20. Casual Vacancies

20.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

- 20.2 A casual vacancy in the office of a member of the Board occurs if the member:
- 20.2.1 dies; or
 - 20.2.2 ceases to be a Member of the Association; or
 - 20.2.3 becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
 - 20.2.4 resigns office by notice in writing given to the Secretary; or
 - 20.2.5 is removed from office under Clause 21; or
 - 20.2.6 becomes a mentally incapacitated person; or
 - 20.2.7 is absent without the consent of the Board for 2 consecutive meetings of the Board; or
 - 20.2.8 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
 - 20.2.9 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.

21. Removal of Board Members

- 21.1 The Association in a General Meeting may by resolution remove any member of the Board from the office of member 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.
- 21.2 If a member of the Board to whom a proposed resolution referred to in Clause 21.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length of time) 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 Affiliated Club Secretary 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.

22. Committees

- 22.1 The Board shall request nominations from Affiliated Clubs or Senior Members to be appointed as Convenors and / or members of Committees, Standing Committees and Sub-Committees as described in the By-Laws.
- 22.2 After considering the nominations the Board shall appoint the Convenors and /or Members of such Committees, Standing Committees and Sub-Committees as described in the By-Laws.
- 22.3 The Board or a General Meeting may appoint such additional Committees as it may deem necessary.
- 22.4 The President and Secretary shall be ex-officio members of all Standing Committees and Sub-Committees with the exception of any Selection Committee.

- 22.5 Each Convenor of a Committee where applicable shall submit for approval the names of the proposed members of that Committee to the Board Meeting following the AGM.
- 22.6 Such Committees shall hold office until the conclusion of the meeting at which the succeeding Convenor of the Committee is elected.
- 22.7 The Convenor of each Committee shall submit a written report to each Board Meeting and shall also submit an Annual Report to the Secretary by the date required in each year.

23. Special Appointments

- 23.1 The Board shall call for applications for the positions of coaches, managers and any other approved appointments as required.
- 23.2 Appointments shall be for one (1) year, except when filling casual vacancies, with the proviso that the Board shall have the right to dismiss any appointee who, in the opinion of the Board, has failed to carry out his or her duties in a satisfactory manner.

24. General Meetings

- 24.1 A General Meeting of the Association may be called by resolution of the Board. Written notice of the date and place of holding such a meeting shall be sent to be received by Affiliated Clubs at their nominated e-mail address for correspondence at least twenty-one (21) days prior to such meeting. The Agenda and any Notice of Resolutions or Special Resolution shall be attached.
- 24.2 The Annual General Meeting (AGM) of the Association shall be held each year within six (6) months of the end of the financial year as determined by the Board. Written notice of the date and place of holding such meeting shall be sent to be received by Affiliated Clubs at their nominated e-mail address at least twenty-one (21) days prior to same. The Agenda and Motions on Notice shall be attached.
- 24.3 A Special General Meeting will be called by the Board in response to a written request from a minimum of ten (10) Senior Members of the Association, representing at least three (3) Affiliated Clubs, to discuss an item of general importance. Written notice of such meeting shall be sent to be received by affiliated clubs at their nominated e-mail address for correspondence at least twenty-one (21) days prior to such meeting. The Agenda shall be attached.
- 24.4 Members at a Special General Meeting may not transact any business other than that for which the Meeting is convened, or which in the opinion of the meeting shall bear directly thereon.
- 24.5 A quorum for General Meetings shall constitute ten (10) Senior Members of the Association with representation from at least 75% of Affiliated Club Delegates who are entitled to vote; present within thirty (30) minutes, of the commencing time of the meeting.
- 24.6 Where the business proposed to be dealt with at a General Meeting requires a Special Resolution, no business other than that for which the meeting is convened, shall be transacted.
- 24.7 All Senior Members of the Association shall be entitled to attend General Meetings and may speak on any subject during the meeting.

- 24.8 Each Affiliated Club shall be entitled to a maximum of three (3) votes (one (1) per Player Competition Group in which the Affiliated Club provides playing opportunities for Registered Players) at General Meetings which, subject to this clause shall be exercised by the Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in clause 5.
- 24.9 The President shall act as Chairperson at each General Meeting. In the absence of the President, the Vice President shall act as Chairperson.
- 24.10 If the President and Vice President are absent from a meeting or unwilling or unable to act as Chairperson, the Affiliated Club Delegates present at the meeting shall elect one of the Association Senior Members to act as Chairperson.

25. Indemnity

- 25.1 Every Board Member and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as a Board Member or employee in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- 25.2 The Association shall indemnify its Board Members and employees against all damages and losses (including legal costs) for which any such Board Member or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:
- 25.2.1 in the case of a Board Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- 25.2.2 in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

26. Finance

- 26.1 The financial year of the Association shall be each period of twelve (12) months ending on September 30th.
- 26.2 The funds of the Association shall be derived from fees, levies and sponsorships, donations and such other sources as the Board determines.
- 26.3 The Board shall, in accordance with the provisions of the Rules, have powers to control, expend or invest the funds of the Association.
- 26.4 All money received by the Association shall be deposited as soon as practicable to the credit of the Association's account at a bank, building society or Credit Union to be determined from time to time by the Board.
- 26.5 If so determined by the Board, accounts can be operated in the names of the Standing and Sub-Committees, provided however, that all such accounts shall be operated in accordance with the

provisions of this Rule and the person responsible for such account as specified in the By-Laws shall make such reports to the Board as are determined and required by the Board.

- 26.6 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 26.7 All payments made by the Association shall be by cheque or electronic means and must be authorised by any two (2) of the President, Secretary, Treasurer or other Board Member as approved by the Board.
- 26.8 Subject to any resolutions passed by the Association in a General Meeting or a Special General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- 26.9 A statement of income and expenditure and supporting bank statements, accounts for payment and requests for ratification of payments made since the previous Board Meeting shall be submitted to the Board Meeting for approval.
- 26.10 An audited statement of income and expenditure shall be presented at each and every AGM.
- 26.11 No Member of the Association shall be deemed to have any individual rights to the property of the Association.
- 26.12 Affiliated Clubs and Members shall pay to the Association all fees, levies, fines and other charges as are determined by the Association at a Board Meeting. Such amounts shall be paid in accordance with the Rules.
- 26.13 Affiliation to or membership of the Association shall cease on failure to pay such due amounts.

27. Alteration of Constitution

- 27.1 This Constitution shall not be altered except by Special Resolution and where an additional requirement is stipulated in this Constitution, satisfaction of that requirement.
- 27.2 Notice shall be given in writing by the Secretary to all Members of the Board, Life Members and Secretaries of Affiliated Clubs of such proposed alterations to the Constitution at least twenty-one (21) days prior to the date upon which the meeting to alter the Constitution is to be convened. Such notice shall include the date, venue, time and notification of the proposed amendments.
- 27.3 Any matters not covered in this Constitution or By-Laws shall be dealt with as they arise by the Board.

28. Special Resolutions

- 28.1 A Special Resolution must be passed by a General Meeting of the Association to effect the following changes:
 - 28.1.1 a change of the Association's name;
 - 28.1.2 a change of the Association's Rules, provided that any such proposed change shall first be submitted to the Constitution Committee to ensure that such proposed change is in accordance with the Act and consistent with the existing Rules and By-Laws;
 - 28.1.3 a change of the Association's Objects;
 - 28.1.4 an amalgamation with another incorporated association or body;
 - 28.1.5 expulsion of an Affiliated Club or Member of the Association; or
 - 28.1.6 a voluntary wind up of the Association and distribution of its property.
- 28.2 Notice of a Special Resolution shall be given at least twenty-one (21) days prior to the date upon which the meeting is to be convened. Such notice shall include the date, venue, time and notification of the proposed Special Resolution.
- 28.3 At least three-quarters (75%) of those present and entitled to vote must vote in favour for such resolution to be passed.
- 28.4 Where it is not possible or practicable for a Special Resolution to be passed pursuant to this clause 28, a request may be made, in accordance with the Act, for permission to pass the Resolution in some other way.

29. By-Laws

- 29.1 The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Hockey in the Region as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, HNSW's and HA's constitutions, any by-laws made by HNSW or HA and any policy directives of the Board.
- 29.2 All By-Laws are binding on the Association and all Members.
- 29.3 All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and shall continue to apply.
- 29.4 Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Secretary. The Affiliated Clubs shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding.

- 29.5 In the event that the Board wishes to make amendments to the By-Laws, then such proposed alteration shall not take effect until;
 - 29.5.1 twenty one (21) days written notice of such amendments has been given to the secretary of each Affiliated Club who may within twenty one (21) days lodge with the Board objection in writing to any such proposed amendments;
 - 29.5.2 objections are not received from 50% or more of Affiliated Clubs within the prescribed time; and
 - 29.5.3 should 50% or more of Affiliated Clubs lodge objection within the prescribed time such amendments shall have no effect unless a resolution in favour of such amendments is passed at a General Meeting.

30. Status And Compliance Of Association

- 30.1 The Association is a member of HNSW and is recognised by HNSW as the controlling authority for Hockey in the Region and subject to compliance with this Constitution and HNSW's and HA's constitutions shall continue to be so recognised and shall administer Hockey in the Region in accordance with the Objects.
- 30.2 The Members acknowledge and agree the Association shall:
 - 30.2.1 be or remain incorporated in New South Wales;
 - 30.2.2 apply its property and capacity solely in pursuit of the Objects and Hockey;
 - 30.2.3 do all that is reasonably necessary to enable the Objects to be achieved;
 - 30.2.4 act in good faith and loyalty to ensure the maintenance and enhancement of Hockey, its standards, quality and reputation for the benefit of the Members and Hockey;
 - 30.2.5 at all times act in the interests of the Members and Hockey;
 - 30.2.6 not resign, disaffiliate or otherwise seek to withdraw from HNSW without approval by Special Resolution; and
 - 30.2.7 abide by HNSW's and HA's constitutions and the rules of Hockey.

30.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- 30.3.1 that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Hockey are to be conducted, promoted, encouraged, advanced and administered throughout the Region; and
- 30.3.2 to ensure the maintenance and enhancement of Hockey, its standards, quality and reputation for the benefit of the Members and Hockey;

- 30.3.3 not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Hockey and its maintenance and enhancement;
- 30.3.4 to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- 30.3.5 to act in the interests of Hockey and the Members;
- 30.3.6 that should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the Association considers appropriate.

31. Association's Constitution

31.1 Constitution of the Association

31.1.1 This Constitution shall at all times clearly reflect the objects of HNSW and conform to HNSW's constitution.

31.1.2 The Association shall take all reasonable steps to ensure this Constitution conforms to HNSW's constitution.

31.1.3 The Association shall at all times be bound by the constitution, by-laws, rules and regulations of HNSW. Where there is any inconsistency between any provision of the constitution, by-laws, rules and regulations of the Association and those of HNSW then, to the extent of such inconsistency, the constitution, by-laws, rules and regulations of HNSW shall prevail.

31.1.4 The Association shall be bound by all lawful decisions of the Board of HNSW and affiliation conditions of HNSW, and shall do all things reasonably necessary to implement and enforce such decisions and conditions.

31.1.5 The Association shall provide to HNSW a copy of this Constitution and all amendments to this Constitution. The Association acknowledges and agrees that HNSW has power to veto any provision in this Constitution, which, in HNSW's opinion, is contrary to the objects of HNSW.

31.2 Entrenchment

While the Association is a member of HNSW, Clauses 27.1 and 27.2 must not, and cannot, be amended, replaced, or removed, except with the prior written consent of HNSW, which consent may be given (with or without conditions) or withheld, by HNSW, as it thinks fit, in its absolute discretion.

31.3 Register

The Association shall maintain, in a form acceptable to HNSW but otherwise in accordance with the Act, a Register of all Affiliated Clubs and Members of the Association.

32. Status and Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree that they shall:

- 32.1 if already incorporated, remain incorporated in New South Wales;
- 32.2 nominate a Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- 32.3 recognise the Association as the authority for Hockey in the Region, HNSW as the authority in New South Wales and HA as the national authority for Hockey;
- 32.4 adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or HNSW from time to time; and
- 32.5 have regard to the Objects in any matter of the Club pertaining to Hockey.
- 32.6 Club Constitution
 - 32.6.1 The constituent documents of the Affiliated Clubs shall at all times clearly reflect the Objects and conform to this Constitution.
 - 32.6.2 The Affiliated Clubs shall take all reasonable steps necessary to ensure their constituent documents conform to the Constitution.
 - 32.6.3 The Affiliated Clubs shall, on request, provide to the Association a copy of their constituent documents and, promptly after any amendment has been made, provide all amendments to these documents. The Affiliated Clubs acknowledge and agree that the Association has power to veto any provision in a Club's Constitution which, in the Association's opinion, is contrary to the Objects.

33. Miscellaneous

- 33.1 The Association shall effect and maintain insurance as required under the Act, together with any other insurance, which may be required by law or regarded as necessary by the Association.
- 33.2 For the purpose of this Constitution, a notice may be served on or given to a person:
 - 33.2.1 by sending it by pre-paid post to the address of the person; or
 - 33.2.2 by delivering it to the person personally; or
 - 33.2.3 by sending it by facsimile transmission or some other form of electronic transmission including electronic mail to an address specified by the person for giving or serving the notice.
- 33.3 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - 33.3.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and

- 33.3.2 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
- 33.3.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission such as electronic mail, 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.
- 33.4 Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Office Bearers.
- 33.5 The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to Members by way of dividend, bonus or profit.
- 33.6 The Secretary shall ensure that records of the business of the Association including the Rules, register of Voting Members, minutes of all AGMs, General Meetings, Special Meetings and Board Meetings and a file of correspondence is kept. These records shall be available for inspection by any Senior Member and shall be held in the custody of the Secretary.

34. Winding Up

If upon winding up or dissolution of the Association there remains after the satisfaction of all its liabilities and debts any money or property, the same shall not be paid to or distributed among the Members of the Association or any of them but shall be given or transferred by the Association to some other association, institution or body having objects similar to the objects of the Association and which prohibits the distribution of its income and property among its members, such institution, association or body to be determined by the Members of the Association at or before the time of dissolution and in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter and if effect cannot be given to the provision then to some charitable object to be determined as aforesaid.