

Constitution

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HOCKEY VICTORIA INCORPORATED

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ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)

CONSTITUTION

OF

HOCKEY VICTORIA INCORPORATED

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

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

2. OBJECTS OF ASSOCIATION

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

- (a) participate as a member of Hockey Australia through and by which Hockey can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of Hockey throughout Victoria;
- (c) ensure the maintenance and enhancement of the Association, Hockey Australia and Hockey, for the benefit of the Members and Hockey;
- (d) at all times act on behalf of and in the interest of the Members and Hockey;
- (e) promote the economic and community service success, strength and stability of the Association, Hockey Australia and Hockey;
- (f) affiliate and otherwise liaise with Hockey Australia, in the pursuit of these objects;
- (g) conduct, encourage, promote, advance and control Hockey in Victoria;
- (h) use and protect the Intellectual Property;
- (i) apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- (j) strive for Governmental, commercial and public recognition of the Association;
- (k) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of Hockey in Victoria;
- (l) further develop Hockey into an organised institution and with these objects in view, to foster, regulate, organise and manage tournaments, events, competitions, displays and other activities;

- (m) review and/or determine any matters relating to Hockey which may arise, or be referred to it, by any Member;
- (n) recognise any penalty imposed by any Affiliate;
- (o) act as arbiter on all matters pertaining to the conduct of Hockey in Victoria including disciplinary matters;
- (p) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Hockey in Victoria;
- (q) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Hockey;
- (r) represent the interests of its Members and of Hockey generally in any appropriate forum in Victoria;
- (s) have regard to the public interest in its operations;
- (t) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (u) promote the health and safety of Members;
- (v) encourage and promote performance-enhancing drug free competition;
- (w) seek and obtain improved Hockey facilities in Victoria; and
- (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF ASSOCIATION

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

4. INTERPRETATION

4.1 Definitions

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

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

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

Appointed Director means a Director appointed under Rule 26.

Association means Hockey Victoria Incorporated.

Board means the body consisting of the Directors under Rule 24.

By-Law means any by-law, regulation or policy made by the Board under Rule 33.

Chief Executive Officer means the person who is appointed under this Constitution to carry out the duties set out in Rule 31.

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

Director means a member of the Board elected or appointed in accordance with this Constitution and includes the Elected Directors and the Appointed Directors.

Elected Director means a Director elected under Rule 25.

Financial Year means the year commencing 1 January and ending 31 December in any year.

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

Hockey means the sport of hockey and includes both field hockey and indoor hockey.

Hockey Australia means Hockey Australia Limited, being the national peak body for Hockey in Australia.

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

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

Life Member means an individual upon whom life membership of the Association has been conferred under Rule 7.3.

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

Objects means the objects of the Association in clause 2.

Registered Team means a team:

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

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

Secretary means the secretary of the Association as determined in accordance with Rule 31.2.

Special Resolution means a resolution passed:

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

4.2 Interpretation

In this Constitution:

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

4.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

4.5 Model Rules

The model rules made under the Act are expressly displaced by this Constitution.

PART II – ASSOCIATION AND AFFILIATE CONSTITUTIONS

5. STATUS OF ASSOCIATION

5.1 Recognition of Association

The Association is recognised as a member of Hockey Australia and the controlling authority for Hockey in Victoria and subject to compliance with this Constitution and the Hockey Australia Constitution shall continue to be recognised as a member of Hockey Australia. The Association shall administer Hockey in Victoria in accordance with the Objects.

6. AFFILIATE CONSTITUTIONS

6.1 Compliance of Affiliates

The Affiliates acknowledge and agree that each of them shall:

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

6.2 Constitution of the Affiliate

- (a) The constituent documents of an Affiliate shall not be in conflict with the Objects and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:
 - (i) the Objects;
 - (ii) the structure and membership categories of the Association;
 - (iii) recognising the Association as the state peak body for Hockey in Victoria;
 - (iv) recognising the Association as the final arbiter on matters pertaining to Hockey in Victoria, including disciplinary proceedings; and
 - (v) such other matters as are required to give full effect to the Association's Constitution,

with such incidental variations as are necessary having regard to the Act.

- (b) Affiliates shall take all reasonable steps necessary to ensure its constituent documents are:
 - (i) in conformity with the Association's Constitution at least to the extent set out in Rule 6.2(a); and
 - (ii) amended in conformity with future amendments made to the Association's Constitution,subject to any prohibition or inconsistency in the Act.
- (c) Upon request, an Affiliate shall provide to the Association a copy of its constituent documents and all amendments to these documents.

6.3 Affiliate Register

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

PART III – MEMBERSHIP

7. MEMBERS

7.1 Category of Members

The Members of the Association shall consist of:

- (a) Affiliates, who subject to this Constitution, shall be represented by their Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliate in accordance with this Constitution;
- (b) Life Members, who subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (c) Individual Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings; and
- (d) such new categories of Members, created in accordance with Rule 7.2 below.

7.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights). No new category of membership may be granted voting rights. Where the Board has created a new category of membership under this clause it must notify the Members of the new category at the next annual general meeting.

7.3 Life Members

- (a) An Affiliate or the Board may nominate any person who has rendered distinguished or special service to Hockey at the state level, for life

membership. The nomination must be on the prescribed form (if any) and must be submitted to the Chief Executive Officer.

- (b) The Board will decide whether to confer Life Membership on any nominee. If Life Membership is conferred, the Board will announce this to the Members.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

7.4 Minimum Number of Members

The Association must have at least 5 Members.

8. AFFILIATES AND INDIVIDUAL MEMBERS

8.1 Affiliates

- (a) For such time as an Affiliate is not incorporated, the secretary of any such unincorporated Affiliate shall be deemed to be the Member (on behalf of the unincorporated Affiliate), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliate as incorporated Affiliates, to the extent that this is possible.
- (b) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliate shall be resolved by the Board in its sole discretion.

8.2 Application for Membership

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

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

8.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Chief Executive Officer shall amend the register accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

8.4 Membership Renewal

- (a) Affiliates and Individual Members (if applicable) must reapply for membership with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.
- (b) Upon request by the Association, an Affiliate must lodge with the Association an updated copy of its constitution (including all amendments), provide details of any change in its Delegate and provide such other information as reasonably requested by the Association.

9. SUBSCRIPTIONS AND FEES

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

10. REGISTER OF MEMBERS

10.1 Chief Executive Officer to Keep Register

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

10.2 Inspection of Register

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

11. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;

- (iv) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and Hockey;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Hockey; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (b) A Member of the Association who is entitled to vote has the right:
- (i) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting;
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of the general meetings and other documents of the Association as provided under Rule 33; and
 - (vi) subject to Rule 10.2, to inspect the register of Members.
- (c) A right, privilege or obligation of a Member by reason of their membership of the Association is not capable of being transferred or transmitted to another Member.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

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

12.2 Resignation by Failure to pay Affiliation Fees

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

12.3 Expiration of Notice Period

Subject to Rule 12.6 upon the expiration of any notice period applicable under Rule 12.1 an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

12.4 Forfeiture of Rights

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

12.5 Membership may be Reinstated

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

12.6 Cessation of Membership

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

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

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

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Association and/or Hockey; or
- (c) brought the Association or Hockey into disrepute,

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

PART IV - GENERAL MEETINGS

14. DELEGATES

14.1 Appointment of Delegates

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

- (a) be an Individual Member;

- (b) be appropriately empowered by the appointing Affiliate to consider, make decisions and vote at General Meetings; and
- (c) not be a Director.

14.2 Affiliate to Advise

Each Affiliate shall, at least forty-eight hours prior to any General Meeting, advise in writing to the Chief Executive Officer its appointed Delegate.

15. GENERAL MEETINGS

- (a) An annual general meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with this Constitution.

16. NOTICE OF GENERAL MEETING

16.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to the Affiliates at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Notice of a General Meeting shall be given at least thirty days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least twenty-one days prior to the General Meeting, together with any notice of motion received from the Affiliates. If a special resolution is proposed, the notice must state in full the proposed resolution and state the intention to propose the resolution as a special resolution.

16.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with Rule 9) then due and payable to the Association are paid.

17. BUSINESS

17.1 Business of General Meetings

- (a) The business to be transacted at the annual general meeting includes the consideration of financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with the Act, reports of the Board (including in relation to the activities of the Association during the last preceding Financial Year) and auditors and the election of Directors and Life Members.

- (b) All business that is transacted at a General Meeting, and also all that is transacted at the annual general meeting, with the exception of those matters set out in Rule 17.1(a) shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with Rule 18.

17.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

18. NOTICES OF MOTION

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

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings may be Held

The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this Rule more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

19.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of at least ten Affiliates, representing at least twenty-five votes, convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Affiliates making the requisition and be sent to the Association. The requisition may consist of several documents in a like form each signed by one or more of the Affiliates making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within sixty days after the date on which the requisition is sent to the Association, the Affiliates making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Affiliates under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 30% of the Affiliates entitled to vote and represented at the meeting in person or by proxy or by exercise of postal ballot. For the avoidance of doubt proxy and postal votes will be counted towards the quorum.

20.2 Chair of Board Preside

The chair of the Board shall, subject to this Constitution, preside as chair at every General Meeting of the Association. If the chair is not present, or is unwilling or unable to preside, the deputy chair shall preside as chair for that meeting only. If the deputy chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

20.3 Adjournment of Meeting

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Affiliates under Rule 19.2, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 20.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 Use of Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under Rule 20.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

20.5 Voting Procedure

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

- (a) chair; or
- (b) majority of the Delegates present.

20.6 Recording of Determinations

Unless a poll is demanded under Rule 20.5, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.7 Where Poll Demanded

If a poll is duly demanded under Rule 20.5 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

20.8 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in Rule 21). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is entitled to a casting vote.

20.9 Minutes

- (a) The Chief Executive Officer must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) proxy and postal forms given to the Chief Executive Officer under Rule 22;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) the names of persons present at all meetings.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the financial statements submitted to the members in accordance with Rule 17.1(a) ;
 - (ii) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

21. VOTING AT GENERAL MEETINGS

- (a) Subject to Rule 21(b) and this Constitution, each Affiliate in attendance be entitled to the following number of votes at General Meetings:
 - (i) one vote for each of its playing sections (men's, women's and junior's sections); and
 - (ii) one vote for each ten Registered Teams regardless of gender or age.
- (b) Registered Teams can only be counted once and Affiliates can only count teams which are not directly affiliated with the Association. No Member is entitled to exercise more than five votes. 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 Rule 7.1. For the avoidance of doubt, any Member which has not paid all monies due and payable by that Member to the Association shall not be entitled to exercise a vote until such time as the monies are fully paid.

22. PROXY AND POSTAL VOTING

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

PART V - THE BOARD

23. POWERS OF THE BOARD

- (a) The affairs of the Association shall be managed by the Board constituted under Rule 24.1.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are

required by this Constitution to be exercised by the Members in General Meeting;

- (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
- (iv) in particular, the Board as the controlling authority of the Association shall be responsible for acting on all issues in accordance with the Objects and shall operate for the collective and mutual benefit of the Association and Hockey throughout Victoria.

24. COMPOSITION OF THE BOARD

24.1 Board Composition

The Board shall comprise:

- (a) Seven Elected Directors elected by the Affiliates in accordance with Rule 25; and
- (b) up to two Appointed Directors which may be appointed in accordance with Rule 26.

24.2 Chair and Deputy Chair

The positions of chair and deputy chair shall be appointed by the Board from amongst the Elected Directors as soon as practicable after each annual general meeting. The appointees will hold the respective positions until the conclusion of the next annual general meeting following their appointment. An Elected Director may be re-appointed to either position.

24.3 Portfolios

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

24.4 Gender Minimum

No one gender (i.e. male or female) is to constitute less than **four** of the Board's Elected and Appointed Directors. For the avoidance of doubt, there must at all times be at least **four** males and **four** females filling Elected and Appointed Director positions on the Board.

25. ELECTION OF ELECTED DIRECTORS

25.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must be over the age of 18 years, reside in Australia and meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) Nominees for Elected Director positions on the Board must declare any position they hold in an Affiliate, including as an office bearer, director or a paid appointee.

- (c) In all elections Rule 24.4 must be observed.

25.2 Elections of Elected Directors

- (a) The Chief Executive Officer shall call for nominations sixty days before the date of the annual general meeting. All Affiliates shall be notified of the call for nominations.
- (b) Nominations for Elected Directors must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by an Affiliate; and
 - (iv) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Chief Executive Officer at least forty five days prior to the annual general meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the chair directs.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.
- (f) The voting shall be conducted by preferential ballot or by such other procedure as is determined by the Board and communicated to the Affiliates.

25.3 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the annual general meeting at which the election occurred until the conclusion of the third annual general meeting following.
- (b) For each three year interval, three Elected Directors shall be elected in the first year, two Elected Directors shall be elected in the second year and two Elected Directors shall be elected in the third year.
- (c) The Elected Directors to resign at any annual general meeting must be those who have been longest in office since their last election. As between persons who were last elected as Directors on the same day, those to resign must be determined by lot, unless they otherwise agree among themselves.
- (d) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately one third of the Elected Directors retiring each year.

26. APPOINTMENT OF APPOINTED DIRECTORS

26.1 Appointment of Appointed Directors

The Elected Directors may appoint up to two Appointed Directors.

26.2 Qualifications for Appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to Hockey. They must be over the age of 18 years, reside in Australia and need not be a Member of the Association.

26.3 Term of Appointment

- (a) Appointed Directors may be appointed by the Elected Directors in accordance with this Constitution for a term of three years.
- (b) Wherever possible the Board should not appoint two Appointed Directors in the same year so that the terms of office of the Appointed Directors end in the same year. Notwithstanding this Rule 26.3(b), the Board may appoint Appointed Directors as it considers appropriate and may adjust the term of Appointed Directors in its sole discretion to ensure rotational terms in accordance with this Constitution.

27. VACANCIES OF BOARD MEMBERS

27.1 Grounds for Termination of Director

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Board from two consecutive meetings of the Board;
- (f) holds any office of employment of the Association;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed from office by Special Resolution under Rule 27.2; or

- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

27.2 Removal of a Director

- (a) The Association in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in Rule 27.3.
- (b) Where the Director to whom a proposed resolution referred to in Rule 27.2(a) makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members, the Chief Executive Officer may send a copy of the representations to each Affiliate or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

27.3 Casual Vacancies

- (a) The Board may appoint an eligible member of the Association to fill a position as an Elected Director on the Board where the position:
 - (i) has become vacant under Rule 27.1 or Rule 27.2; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) A Director appointed in accordance with Rule 27.3 will hold office for the remainder of the period of office of the relevant director whose vacancy is being filled.
- (c) Rule 24.4 must be observed at all times when filling any Elected Director casual vacancy.
- (d) Any Appointed Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Appointed Director's term.
- (e) Rule 24.4 does not apply when filling any Appointed Director casual vacancy.

27.4 Remaining Directors May Act

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

28. MEETINGS OF THE BOARD

28.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year (and at least four times in each calendar year) for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Chief Executive Officer shall, on the requisition of two Directors, convene a meeting of the Board within a reasonable time.

28.2 Decisions of Board

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

28.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair is located.

28.4 Quorum

- (a) No business may be conducted at a meeting of the Board unless a quorum is present.
- (b) At meetings of the Board the number of Directors whose presence (or participation under Rule 28.4) is required to constitute a quorum is the majority of the Directors but shall be a minimum of four Directors.

28.5 Notice of Board Meetings

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

28.6 Validity of Board Decisions

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

28.7 Chair of Board Meeting

The chair appointed under Rule 24.2 shall preside at every meeting of the Board. If the chair is not present, or is unwilling or unable to preside, the deputy chair shall preside as chair for that meeting only. If the deputy chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

28.8 Minutes of Board Meeting

- (a) The Board must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following:
 - (i) The names of the Board members in attendance at the meeting;
 - (ii) The business considered at the meeting;
 - (iii) Any resolution on which a vote is taken and the result of the vote; and
 - (iv) Any conflict of interested disclosed under Rule 29.
- (c) The minutes of Board Meetings shall not be available for inspection or copying by the Members.

28.9 Leave of Absence

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

29. CONFLICTS

29.1 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Association, any Affiliate or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered

into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.

29.2 Conflict of Interest

A Director shall declare his/her interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself/herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself/herself 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.

29.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

29.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 29.3 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

29.5 Recording Disclosures

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice given by a Director in accordance with Rules 29.3 and 29.4.

30. DUTIES

30.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this Constitution.

- (c) The Board must ensure that the Association complies with all requirements in the Act regarding financial statements.

31. CHIEF EXECUTIVE OFFICER

31.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer, subject to resolution of the Board shall be entitled to notice of and to attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote.

31.2 Chief Executive Officer to Act as Secretary

- (a) The Chief Executive Officer shall (unless prohibited by law) act as and carry out the duties of Secretary of the Association required under the Act to be performed by the secretary of an incorporated association and shall administer and manage the Association in accordance with this Constitution and any directions of the Board.
- (b) The Chief Executive Officer must give the registrar notice of his or her appointment as Secretary within fourteen days after the appointment.
- (c) If the position of Secretary becomes vacant, the Board must appoint a person to the position within fourteen days after the vacancy arises.

31.3 Specific Duties

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare the agenda for all Board meetings and all General Meetings;
- (c) record and prepare minutes of the proceedings of all meetings of the Board and the Association; and
- (d) regularly report on the activities of, and issues relating to, the Association.

31.4 Broad Power to Manage

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

31.5 Chief Executive Officer may employ

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

PART VI - MISCELLANEOUS

32. DELEGATIONS

32.1 Board may Delegate Functions to Committees

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

32.2 Delegation by Instrument

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

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

32.3 Delegated Function Exercised in Accordance With Terms

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

32.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 28. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) A Director or the Chief Executive Officer shall be ex-officio members of any committee so appointed.
- (c) Within seven days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.

32.5 Delegation may be Conditional

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

32.6 Revocation of Delegation

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

32.7 Gender Minimum

In the appointment of committees under this Rule the Board must aim to meet the requirement set out in Rule 24.4. For the avoidance of doubt, where appropriate, the

Board should use reasonable endeavours to ensure no one gender constitutes less than one of the committee members.

33. BY-LAWS

33.1 Board to Formulate By-Laws

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

33.2 By-Laws Binding

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

33.3 By-Laws Deemed Applicable

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

33.4 Notices Binding on Members

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

34. RECORDS AND ACCOUNTS

34.1 Chief Executive Officer to Keep Records

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

34.2 Financial Records

The Association must keep financial records that:

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

34.3 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Chief Executive Officer.

34.4 Association to Retain Records

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

34.5 Board to Submit Accounts

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

34.6 Negotiable Instruments

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

34.7 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) The minutes of general meetings;
 - (ii) Subject to Rule 34.7(b), the financial records, books, securities and any other relevant document of the Association.
- (b) The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to Rule 34.7(b), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this rule:

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

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

35. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant

provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

36. NOTICE

36.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (e) Any notice required to be given to the Association or the Board may be given:
 - (i) by handing the notice to a member of the Board;
 - (ii) by sending the notice by post to the registered address;
 - (iii) by leaving the notice at the registered address; or
 - (iv) if the Board determines that it is appropriate in the circumstances -
 - (A) by email to the email address of the Association or the Secretary; or
 - (B) by facsimile transmission to the facsimile number of the Association.

36.2 Notice of General Meeting

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

36.3 Notice to Individual Members

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

37. SEAL

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) subject to Rule 37(c), the common seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Directors or a Director and the Chief Executive Officer; and
 - (iii) the common seal must be kept in the custody of the Chief Executive Officer.

A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

38. REGISTERED ADDRESS

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

39. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution.
- (b) In addition, there shall be no alteration or amendment to Rules 39 or 40 without the consent of the relevant Minister or other authority under the Act.

40. INDEMNITY

40.1 Directors to be indemnified

Every Director, auditor, manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association against any liability incurred by him/her in his/her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

40.2 Association to indemnify

The Association shall indemnify its Directors and employees to the extent provided under the directors and officers insurance policy of the Association against all damages and costs (including legal costs) for which any such Director or employee

may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

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

41. WINDING UP

41.1 Winding Up of the Association

Subject to this Rule 41, the Association may be wound up in accordance with the provisions of the Act.

41.2 Liability of Members

The liability of the Members of the Association is limited.

41.3 Members' Contributions

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

41.4 Distribution of Property on Winding Up

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

42. AUTHORITY TO TRADE

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

43. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

44. APPLICATION OF INCOME

44.1 Income and Property Applied to Objects

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

44.2 No Income to Members

Except as prescribed in this Constitution:

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

44.3 Payments in Good Faith

Nothing contained in Rule 42.3 shall prevent payment in good faith of or to any Member for:

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

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

45. MANAGEMENT OF FUNDS

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

46. GRIEVANCE PROCEDURE

46.1 Grievance by a Member

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

- (ii) the Association.
- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within ten days, refer the dispute to the Dispute Settlement Centre of Victoria (Department of Justice) for resolution.
- (d) The Board may prescribe additional grievance procedures in By-Laws consistent with this Rule 46.