

CONSTITUTION
of
**FAR NORTH COAST HOCKEY
INCORPORATED**



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About this constitution

This constitution is based on the Model Constitution as published on the Department of Fair Trading NSW web site.

The template Model Constitution is a guide only and not intended to be comprehensive.

Clauses 3, 7, 52, 53, 54, 55 & 56 are mandatory provisions and must be included in FNCHA's constitution (see entrenchment clause 52(2)). If for any reason, an association requires changes to the mandatory provisions, to ensure consistency, provide a copy of the proposed changes and reasons for change to HNSW.

It is a matter for each association as to which other provisions are to be included in its constitution. Associations do not have to adopt the same provisions as the template Model Constitution and can address each matter as required by the association as long as they reflect the conditions of the Act.

Changes to this constitution are to be lodged with the Department of Fair Trading NSW and a copy forwarded to HNSW.

Far North Coast Hockey Inc. Constitution
Reviewed November 2023 for Adoption at the 2023 AGM
27 November 2023

PART 1 PRELIMINARY

1. Name of Association

The name of the Association is **Far North Coast Hockey Association Incorporated** ("**Association**").

2. Definitions

2.1 In this constitution:

Act means the *Associations Incorporation Act 2009*.

Affiliated club means such club as may be admitted as an affiliated club by resolution of the committee, provided that the application for affiliation has been made in writing and accepted by the committee.

Board of Management means 'The Committee' which is the governing body of Far North Coast Hockey and includes 5 executive members.

By Laws mean documents that have been prepared and adopted as part of this constitution. Each By Law may be added to and or edited or a new By Law introduced and then adopted as part of this constitution only at an annual or special general meeting (note: operationally wording and intent of BY Laws take precedence over the wording and intent of relevant parts of this constitution). Refer clause 54.

Club means any incorporated or unincorporated body which is registered with the Association.

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

Delegate means the person appointed from time to time to act for and on behalf of an affiliated club and to represent the affiliated club at general meetings (Board Meetings).

FIH means the Federation Internationale de Hockey.

Hockey means the game of hockey, and includes field hockey and indoor hockey, and modified versions of these forms of hockey, but does not include ice or underwater hockey.

HA means Hockey Australia Limited, a company incorporated and limited by guarantee under the *Corporations Act, 2001*.

HNSW means Hockey New South Wales Limited (ACN 104 263 381).

Individual member means a registered, financial member of an affiliated club or a natural person who is otherwise recognized by the Association as an Individual member.

Member means a member for the time being of the Association under clause 5.

Objects mean the objects of the Association in clause 3.

Ordinary committee member means a member of the committee who is not an office bearer of the Association referred to in clause 18.3.

Region means the geographical area for which the Association is responsible as recognized by HNSW.

Regulation means the Associations Incorporation Regulation 2016.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Association; or
- (b) if no such person holds that office — the Public Officer of the Association.

Special General Meeting means a general meeting of the Association other than an annual general meeting.

2.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2.3 The provisions of the *Interpretation Act* 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

3. Objects of Association

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

- (a) conduct, encourage, promote, develop, advance and administer hockey throughout the region;
- (b) participate as a member of HNSW so hockey can be conducted, encouraged, promoted, developed, advanced and administered throughout the region and New South Wales;
- (c) promote mutual trust and confidence between the Association, HNSW, HA and the members in pursuit of these Objects;
- (d) act on behalf of, and in the interest of, the members and hockey in the region;
- (e) promote the economic and community service success, strength and stability of the Association, the members and hockey in the region;
- (f) affiliate and otherwise liaise with HNSW and adopt its rules and policy framework to further these Objects and hockey;
- (g) 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;
- (h) 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;
- (i) represent the interests of its members and of hockey generally in any appropriate forum in the region;
- (j) have regard to the public interest in its operations; and
- (k) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. Powers of 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 *Corporations Act 2001* of the Commonwealth.

PART 2 MEMBERSHIP

5. Membership generally

- 5.1 A person is eligible to be a member of the Association if the person is a natural person, and
- 5.2 The person has applied and been approved for membership of the Association in accordance with clause 6.
- 5.3 A person is taken to be a member of the Association if the person was:
- (a) the person is a natural person, and
 - (b) in the case of an unincorporated body that is registered as the Association — a member of that unincorporated body immediately before the registration of the Association; or
 - (c) in the case of an association that is amalgamated to form the relevant Association — a member of that other association immediately before the amalgamation; or
 - (d) in the case of a registrable corporation that is registered as an Association — a member of the registrable corporation immediately before that entity was registered as an Association.
- 5.4 A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.
- 5.5 The members of the Association shall consist of:
- (a) Affiliated clubs, which subject to this constitution, shall be represented by a delegate, who shall have the right to receive notice of general meetings and be present, debate and vote on behalf of the affiliated club at general meetings;
 - (b) Life members, who subject to this constitution, 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;
 - (c) Individual members who shall have the right to be present at general meetings, shall have the right to debate, but shall have no right to vote at general meetings; and
 - (d) 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 in general meeting.
- 5.6 Appointment of life members
- (a) Life members will be considered for recommendation by the Board of Management to the next annual general meeting of the Association;
 - (b) The nomination is submitted by the secretary of an affiliated club;
 - (c) The nomination is received two months before the next scheduled annual general meeting of the Association;
 - (d) The nominee is a registered member of an affiliated club either playing or non-playing official;
 - (e) The nominee would need to have served the Association consistently for a minimum of 10 years. During that period and beyond have contributed significantly as a member benefiting the broader hockey community.

6. Application for membership

- 6.1. A nomination of a person for membership of the Association:
- (a) must be made by a member of the Association in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee; and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the Secretary of the Association.
- 6.2. As soon as practicable after receiving an application for membership, the Secretary must refer the application to the committee which is to determine whether to approve or to reject the application.
- 6.3. As soon as practicable after the committee makes that determination, the Secretary must:
- (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- 6.4. The Secretary must, on payment by the applicant of the amounts referred to in subclause 6.3 (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

7. Effect of membership

- 7.1. Members acknowledge and agree that:
- (a) 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;
 - (b) 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;
 - (c) by submitting to this constitution and By Laws they are subject to the jurisdiction of the Association, HNSW and HA;
 - (d) 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
 - (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

8. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under clause 12.2 within 3 months after the fee is due.

9. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

10. Resignation of membership

- 10.1 A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one (1) month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 10.2 If a member of the Association ceases to be a member under subclause 10.1 and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Register of members

- 11.1 The Secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
- 11.2 The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association; or
 - (b) if the Association has no premises, at the Association's official address.
- 11.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 11.4 A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 11.5 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, that information must not be made available for inspection.
- 11.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) 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
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 11.7 If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses 11.2 and 11.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

12. Fees and subscriptions

- 12.1 A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

- 12.2 In addition to any amount payable by the member under subclause 12.1, a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee.

13. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 12.

14. Resolution of disputes

- 14.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association:
- (a) are to meet and discuss the matter in dispute and must resolve the dispute within **21 days** after the dispute comes to the attention of all parties. Any such action should be immediate in response and initiated within 48 hours of any incident.
 - (b) Any report/response associated with any incident shall be provided within 7 days of notification
 - (c) If the parties are unable to resolve the dispute at any meeting, or if a party fails to attend any meeting, then the parties are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 14.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 14.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.
- 14.4 The Board may prescribe additional grievance procedures in By Laws consistent with this clause 14 as in By Laws Number 5.

15. Disciplining of members

- 15.1 A complaint may be made to the committee by any person that a member of the Association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- 15.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 15.3 If the committee decides to deal with the complaint, the committee must
- (a) cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint and By Law Number 5; and
 - (c) must take into consideration any submissions made by the member in connect with the complaint.
- 15.4 The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 15.5 If the committee expels or suspends a member, the Secretary must, unless otherwise included in By Law Number 5 within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action

and of the member's right of appeal under clause 16.

15.6 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 16,

whichever is the later.

16. Right of appeal of disciplined member

16.1 A member may appeal to the Association in general meeting against a resolution of the committee under clause 15, and in accordance with By Law Number 7 after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

16.2 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.

16.3 On receipt of a notice from a member under subclause 16.1, the Secretary must notify the committee in accordance with By Law Number 7 which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

16.4 At a general meeting of the Association convened under subclause 16.4 and in accordance with By Law Number 7:

- (a) no business other than the question of the appeal is to be transacted; and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

16.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 3 THE COMMITTEE

17. Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association in accordance with this constitution and By Laws. The Committee may review aspects of By Laws and Competition Rules and make temporary changes (Season) under emergency conditions where all members playing and managerial are impacted and a 90% yes vote is achieved by all committee members including Executive vote.

18. Composition and membership of committee

18.1 The committee is to consist of:

- (a) the office bearers of the Association; and
- (b) a number of ordinary committee members, (a member from each affiliated club in any one year) Note: this number may vary from time to time if any affiliated club resigns or otherwise

18.2 The total number of committee members is dependent on the number of clubs affiliated in any one year. The intent is there are to be 5 executive members with a maximum of two from a single club and a member from each affiliated club.

18.3 The office bearers of the Association are as follows:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary.
- (e) Turf Complex Manager.
- (f) Public Officer (Non-Executive)

18.4 A committee/sub committee/ member may hold up to 2 offices with Far North Coast Hockey's structure (other than both the offices of president and vice-president) bearer.

18.5 Each member of the committee is, subject to this constitution, to hold office until immediately before the conclusion of the annual general meeting following the date of the member's election.

If required and supported at the annual general meeting by way of a motion put discussed and carried; any committee member for a valid and bona fide reason may remain in their respective position until a practical and appropriate time for their respective position to be declared vacant.

The reason for such a proposal must be due to any adverse effect their removal from the committee may bring to the proper management of the association's affairs.

Note: Not because no one else is available to take the role at the time and the vacancy declaration must be made within 6 months of the AGM.

19. Election of committee members

- 19.1 Nominations of candidates for election as office bearers of the Association:
- (a) Nomination for office bearers must be made in writing, signed by 2 members of the Association (2 club secretaries) and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 19.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting (unless there are insufficient nominees in writing no nominees will be taken from the floor at the time of the meeting).
- 19.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 19.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.5 the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 19.6 The ballot for the election of office bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 19.7 A person nominated as a candidate for election as an office bearer or as an ordinary committee member of the Association must be a member of the Association.

20. Secretary

- 20.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 20.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of office bearers and members of the committee; and
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- 20.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 20.4 The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 20.3.

21. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorized by the Association are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

22. Casual vacancies

- 22.1 In the event of a casual vacancy occurring in the membership of the committee, the committee 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.
- 22.2 A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies; or
 - (b) ceases to be a member of the Association; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
 - (d) resigns office by notice in writing given to the Secretary; or
 - (e) is removed from office under clause 23; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee; or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23. Removal of committee members

- 23.1 The Association in general meeting may by resolution remove any member of the committee 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.
- 23.2 If a member of the committee to whom a proposed resolution referred to in subclause 23.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee meetings and quorum

- 24.1 The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- 24.2 Additional meetings of the committee may be convened by the President or by any member of the committee.
- 24.3 Oral or written notice of a meeting of the committee must be given by the Secretary to each

member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- 24.4 Notice of a meeting given under subclause 24.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 24.5 70% of committee members being combined executive and club board members (9 out of 12) constitute a quorum for the transaction of the business of a meeting of the committee.
- 24.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 24.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 24.8 At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

25. Appointment of association members as committee members to constitute quorum

- 25.1 If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- 25.2 A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 25.3 This clause does not apply to the filling of a casual vacancy to which clause 22 applies.

26. Use of technology at committee meetings

- 26.1 A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- 26.2 A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27. Delegation by committee to sub-committee

- 27.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, as in the respective By Laws other than: this power of delegation; and
 - (a) a function which is a duty imposed on the committee by the Act or by any other law.
- 27.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 27.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 27.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 27.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 27.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 27.7 A sub-committee may meet and adjourn as it thinks proper and in accordance with specific By Laws.

28. Voting and decisions

- 28.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 28.2 Each member (Board & Executive) present at a meeting of the committee is entitled to one vote.
 - (a) The sitting club (Board) members and Executive Members), or their nominated proxy, are entitled to one vote, and
 - (b) A proxy is to be nominated by the absent sitting member or their respective club Secretary in writing to the Far North Hockey Secretary, prior the meeting. The proxy shall be a **financial** member of the absent member's respective club.
 - (c) The President of the Board of Management (The Committee), in the event of an equality of votes is entitled to a casting vote.

- (d) Any sub-committee appointed by the committee, each member present at a sub-committee meeting is entitled to one vote. In the event of an equality of votes, the person presiding over the sub-committee meeting may exercise a casting vote.
 - (e) The executive members are entitled to vote on any matter.
 - (f) A Member can only use a Proxy for 3 consecutive meetings in any one season, non-attendance of more than three meetings will deem the sitting member has forfeited their position as a Board Member unless leave absence has been approved to a maximum of 5 meetings by a majority vote of the Board of Management.
- 28.3 Subject to clause 24.5, the committee may act despite any vacancy on the committee.
- 28.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 GENERAL MEETINGS

29. Annual general meetings – holding of

- 29.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- 29.2 The Association must hold its annual general meetings:
- (a) within 6 months after the close of the Association's financial year; or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

30. Annual general meetings – calling of and business at

- 30.1 The annual general meeting of the Association is, subject to the Act and to clause 29, to be convened on the date and at the place and time that the committee thinks fit.
- 30.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect office bearers of the Association and ordinary sub-committee members; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 30.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

31. Special general meetings – calling of

- 31.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 31.2 The committee must, on the requisition of at least 75% of the total number of committee members (Board & Executive), convene a special general meeting of the Association.
- 31.3 A requisition of members for a special general meeting:
- (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting; and
 - (c) must be signed by the members making the requisition; and
 - (d) must be lodged with the Secretary; and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 31.4 If the committee fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 31.5 A special general meeting convened by a member or members as referred to in subclause 31.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- 31.6 For the purposes of subclause 31.3:
- (a) a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

32. Notice of; Closed and Open Meetings

- 32.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 32.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 32.1, the intention to propose the resolution as a special resolution.
- 32.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 30.2.
- 32.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 32.5 The Annual General, General Monthly and in some cases Special General Meetings can be identified as Open Meetings.
- 32.6 An Open Meeting allows any current registered member or life member to attend any meeting for its entirety. Members in attendance will only be able to input with permission from the chair and have no voting rights.
- 32.7 A Closed Meeting is decided by the President of the day in consultation with the Executive of the day. Occasions will present when Closed Meetings are appropriate in the best interest of Far North Coast Hockey and any matter at hand.
- 32.8 An Open Meeting can become a Closed Meeting at the discretion of the Chair; an Open Meeting must remain open to a point and only become a Closed Meeting when matters requiring sensitive attention are the final matters on any agenda.
- 32.9 In the event that an Open Meeting is to become Closed the Agenda must be varied to reflect 32.8

33. Quorum for general meetings

- 33.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 33.2 70% of committee members present (being members entitled a meeting under this constitution to vote at a general meeting in accordance with this constitution) constitute a quorum for the transaction of the business of a general meeting.
- 33.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 33.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 9) are to constitute a quorum.

34. Presiding member

- 34.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

- 34.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

- 35.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 35.3 Except as provided in subclauses 35.1 and 35.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making of decisions

- 36.1 A question arising at a general meeting of the Association is to be determined by:
- (a) a show of hands; or if the meeting is one to which clause 41 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot — a written ballot.
- 36.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 36.3 Subclause 36.2 applies to a method determined by the committee under subclause 36.1 (a) in the same way as it applies to a show of hands.
- 36.4 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

37. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

38. Voting

- 38.1 On any question arising at a general meeting of the Association a members have voting rights in accordance with clauses 28.1 and 28.2.
- 38.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote in accordance with clauses 28.1 and 28.2.
- 38.3 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- 38.4 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.
- 38.5 At a Special or Closed Meeting, voting will be by Secret Ballot.

39. Proxy voting

Proxy voting may be undertaken at or in respect of a general meeting in accordance with 28.2 (a).

40. Postal ballots or electronic ballots

- 40.1 The Association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 16).
- 40.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

41. Use of technology at general meetings

- 41.1 A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.
- 41.2 A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 MISCELLANEOUS

42. Insurance

The Association may effect and maintain insurance.

43. Funds - source

- 43.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the committee determines.
- 43.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorized deposit-taking institution account.
- 43.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

44. Funds - management

- 44.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the committee determines.
- 44.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorized signatories.

45. Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

46. Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a committee member.

47. Custody of books, etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the Public Officer or a member of the Association (as the committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Public Officer.

48. Inspection of books, etc.

- 48.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association;
 - (b) this constitution; and
 - (c) minutes of all committee meetings and general meetings of the Association.
- 48.2 A member of the Association may obtain a copy of any of the documents referred to in subclause 48.1 on payment of a fee of not more than \$1.00 for each page copied.

- 48.3 Despite subclauses 48.1 and 48.2, the committee may refuse to permit a member of the Association to inspect or obtain a copy of 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.

49. Service of notices

- 49.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally; or
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 49.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, 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.

50. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31 December; and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

51. Operation of constitution

The Association and the members acknowledge and agree:

- (a) 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;
- (b) to ensure the maintenance and enhancement of hockey, its standards, quality and reputation for the benefit of the members and hockey;
- (c) 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;
- (d) 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;
- (e) to act in the interests of hockey and the members; and
- (f) 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.

52. Association's constitution

52.1 constitution of the Association

- (a) This constitution shall at all times clearly reflect the objects of HNSW and conform to HNSW's constitution.
- (b) The Association will shall all reasonable steps to ensure this constitution conforms to HNSW's constitution.
- (c) The Association shall at all times be bound by the constitution, By Laws, rules and regulations of HNSW. Where there is any inconsistency between the 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.
- (d) 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.
- (e) 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.

52.2 Entrenchment

While the Association is a member of HNSW, clauses 3, 7, 52, 53, 54, 55, and 56 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.

52.3 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.

53. Alteration of constitution

This constitution shall not be altered except by special resolution and, where an additional requirement is stipulated in this constitution, satisfaction of that requirement.

54. By Laws and Competition Rules

- 54.1 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 and Competition Rules 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. Any changes to these By Laws and Competition Rules can only be undertaken and confirmed at the AGM of Far North Coast Hockey Inc. or via a Special Meeting as detailed in 31.2.
- 54.2 All By Laws are binding on the Association and all members.
- 54.3 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.
- 54.4 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.

55. Status and compliance of Association

- 55.1 The Association is a member of HNSW and is recognized 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 recognized and shall administer hockey in the region in accordance with the Objects.

55.2 The members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and hockey;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) 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;
- (e) at all times act in the interests of the members and hockey;
- (f) not resign, disaffiliate or otherwise seek to withdraw from HNSW without approval by special resolution; and
- (g) abide by HNSW's and HA's constitutions and the rules of hockey.

56. Status and compliance of affiliated clubs

56.1 Compliance

The affiliated clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;
- (b) nominate a delegate annually to attend general meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the club's annual general meeting;
- (d) recognize 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;
- (e) adopt and implement such communications and intellectual property policies as may be developed by the Association and/or HNSW from time to time; and
- (f) have regard to the Objects in any matter of the club pertaining to hockey.

56.2. Club constitutions

- (a) The constituent documents of the affiliated clubs shall at all times clearly reflect the Objects and conform to this constitution.
- (b) The affiliated clubs shall take all reasonable steps necessary to ensure their constituent documents conform to this constitution.
- (c) 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.

57. Distribution of property on winding up of Association

- 57.1 Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to Hockey NSW and which is not carried on for the profit or gain of its individual members.
- 57.2 In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.