

Corporations Act 2001 (Cth)
A Company Limited by Guarantee

CONSTITUTION
OF
HOCKEY AUSTRALIA LIMITED

ABN 26 546 955 455

1. NAME

The name of the corporation shall be “Hockey Australia Limited” (“Hockey Australia”).

2. INTERPRETATION

In this constitution unless the contrary intention appears:

“The Company” means Hockey Australia Limited (ACN: 088 988 836).

“Director” means a member of the Board of Directors

“Board of Directors” means the Board referred to in clause 13.

“Council” means the Council of Members referred to in clause 8.

“Councillor” means a person appointed by a Member under clause 8 to represent it at meetings of the Council.

In relation to Council, the role of “Chairman” is defined in clause 11.14.

“Chief Executive” means the person for the time being appointed by the Board of Directors and who may from time to time carry out the duties of this position but with a different title.

“determined joining and membership fees” means fees set by Hockey Australia.

“Financial year” means the year ending 30 June.

“FIH” means International Hockey Federation.

“Hockey” means the game of Hockey and includes field hockey and indoor hockey and modified versions of these forms of Hockey.

“Member” means a Member of Hockey Australia in accordance with clause 6.

“Office Bearer” means an Office Bearer defined in clause 12.10.

“Special resolution” means a resolution on an item of special business that is passed by not less than three-fourths of such Members of Hockey Australia as being entitled under this Constitution to vote.

“The Act” means the *Corporations Act 2001 (Cth)* including any amendments thereto or re-enactment thereof.

“Associate Member” means an Associate Member of Hockey Australia.

“In writing” or “written” include printed or lithographed or represented or reproduced in a visible form or by any other means.

Words importing the singular include the plural and vice versa.

Words importing a single gender include both genders.

References to any officer of Hockey Australia include any person acting for the time being as such officer.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1901 (Cth)* and that Act as in force from time to time.

3. OBJECTS

The objects for which Hockey Australia is formed is to be the sole governing body for women’s and men’s hockey in Australia and to:

- (a) conduct, encourage, promote, advance, control and manage all levels of Hockey in Australia interdependently with members and others;
- (b) to maintain membership with and actively participate in the meetings of the FIH and the Oceania Hockey Federation. To communicate with national hockey associations of the various countries of the world for the advancement and development of hockey in the world without limitation of place;
- (c) participate in international competition and to sustain a position as one of the highest ranking hockey nations in the world;
- (d) develop coaching and talent identification programs for coaches, players, umpires and officials;
- (e) build and maintain a strong profile in the community at large as a popular and successful sport;
- (f) increase the number of hockey players in Australia at all levels and encourage Members to provide high quality facilities for participation in Hockey;
- (g) establish and maintain financial security by obtaining funds from all sources, private, government and institutional and from Members through levies and affiliation fees;

- (h) maintain membership of the Australian Olympic Committee and the Australian Commonwealth Games Association and to maintain the right to participate in Olympic Games and Commonwealth Games;
- (i) maintain an efficient administration both at a national level and between Hockey Australia and its Members through consultation in the development of Hockey Australia's Strategic Plan, regular provision in a timely manner of information as to all significant matters regarding the governance of the organization;
- (j) to promote, control, manage and conduct Hockey events, competitions and championships;
- (k) to undertake other actions or activities necessary, incidental or conducive to advance these objects;
- (l) to promote the education, health and safety of Members and all other participants in Hockey; and
- (m) to have regard to the general public interest in its operations.

4. POWERS

Solely for the furthering the objects under clause 3, the Company, in addition to any other powers that it has under the Act, has the legal capacity and powers of a company as set out under section 124 of the Act.

5. INCOME AND PROPERTY OF THE COMPANY

The income and property of the Company will only be applied towards the promotion of the objects in clause 3.

6. MEMBERSHIP

6.1 The Members of Hockey Australia shall be:

- Hockey ACT Inc. (ABN: 13 977 840 481);
- Hockey NSW Limited (ABN: 12 104 263 381);
- Northern Territory Hockey Association Inc. (ABN: 36 203 391 596);
- Hockey Queensland Inc. (ABN: 64 244 695 151);
- South Australian Hockey Association Inc. (ABN: 35 860 812 384);
- Hockey Tasmania Inc. (ABN: 61 808 106 314);
- Hockey Victoria Inc. (ABN: 66 215 250 461);
- The Western Australian Hockey Association Inc. (ABN: 93 502 752 344); and
- such other bodies as shall be accepted for Membership by Hockey Australia.

6.2 Associate Members

- 6.2.1 Hockey Australia may admit as an Associate Member any association, person or body with such rights, obligations and privileges as may be determined from time to time by Hockey Australia not including any right to move or second motions or vote at any Council meeting.
- 6.2.2 Upon acceptance as an Associate Member, the Chief Executive shall as soon as possible notify the applicant in writing and request payment of any determined joining and membership fees which shall be paid within 28 days after the receipt of such notice.

6.3 Honorary Life Member

- 6.3.1 Upon the recommendation of the Board, Hockey Australia, at the Annual Meeting, may confer on any person, by a vote of not less than 6 Councillors, the honour of being referred to as Honorary Life Member.
- 6.3.2 Hockey Australia may, at any subsequent meeting of Council, withdraw an Honorary Life Membership by a vote of not less than 6 Councillors.
- 6.3.3 Honorary Life Members may attend Council meetings at no cost to Hockey Australia but shall not be eligible to move or second motions or vote unless otherwise qualified. Honorary Life Members shall be entitled to such additional privileges as may be determined by the Council.

6.4 Hockey Australia shall keep and maintain a register of Members, Associate Members and Honorary Life Members in which shall be entered the full name, address and date of acceptance of each Member and the register shall be available for inspection by Members at the office of Hockey Australia during normal business hours.

6.5 Award of Merit

- 6.5.1 At the Annual Meeting Hockey Australia may upon the recommendation of the Board confer on any person by way of honour an award known as Award of Merit. No such award shall be conferred unless not less than 5 Councillors vote in favour of the conferring of the Award.

7. TERMINATION OF MEMBERSHIP

- 7.1 If the determined joining and membership fees or any other fees or levies due by a Member shall remain unpaid for a period of three calendar months after they become due then the Member may, after notice of the default has been sent to it by the Chief Executive be suspended or debarred by resolution of Hockey Australia from all

privileges of membership and its name may be removed from the Register of Members.

- 7.2 Hockey Australia may set aside the suspension or reinstate the Member and restore its name to the Register on payment of all arrears if it thinks fit to do so.
- 7.3 A Member, including an Associate Member, may at any time by giving notice in writing to the Chief Executive resign its Membership of Hockey Australia but shall continue to be liable for any annual levies or subscriptions and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to Hockey Australia.
- 7.4 If any Member wilfully refuses or neglects to comply with the provisions of this Constitution or any of the Rules or is guilty of any conduct which in the opinion of Hockey Australia is unbecoming of a Member or prejudicial to the interests of Hockey Australia, Hockey Australia shall have the power by resolution to censure, fine, suspend, or expel the Member from Hockey Australia provided that at least 1 week before the meeting at which such resolution is passed the Member shall have had notice of such meeting and of the allegations against it and of the intended resolution and that it shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence it may think fit.
- 7.5 A right, privilege, or obligation of a Member by reason of its Membership of Hockey Australia:
 - 7.5.1 is not capable of being transferred or transmitted; and
 - 7.5.2 terminates upon the cessation of its Membership whether by resignation or otherwise.

8. COUNCIL

- 8.1 The Council shall consist of 1 Councillor appointed by each Member. Members shall be entitled to remove and replace their Councillors at any time. A Councillor shall not be a Director.
- 8.2 The instrument appointing the Councillor for each Member shall be in writing under the hand of the Chief Executive, Secretary, Executive Director or President for the time being of the Member and unless otherwise stated shall be effective only for the meeting for which it relates, and shall be in the hands of the Chairman not less than 10 minutes before the time for holding the meeting or adjourned meeting at which the person named in the document proposes to vote and in default that appointment shall not be treated as valid.
- 8.3 Each Member is entitled to appoint another Member as a proxy by notice given to the Chief Executive not less than 10 minutes before the time of the holding of the meeting or adjourned meeting. The instrument appointing a proxy may be in a common or usual form, as determined by the Directors from time to time.

9. MEETINGS OF COUNCIL

- 9.1 The Council shall meet at least twice a year at its Annual and General Meetings. The minutes of each meeting of the Council shall be confirmed at the next meeting of the Council.
- 9.2 The Council may adjourn and otherwise regulate its meetings including a decision to abridge any time specified in this Constitution, as it thinks fit.
- 9.3 Annual Meeting - A meeting of the Council to be known as the Annual Meeting shall be held no later than 30 November in each year. The meeting shall be a face to face meeting with all participants in the same room. The business to be conducted at an Annual Meeting shall be to:
 - 9.3.1 confirm the minutes of the previous Annual Meeting of the Council, and minutes of any Extraordinary Meeting(s) held throughout the previous financial year.
 - 9.3.2 receive and adopt the Annual Report and the Statement of Accounts of the previous financial year.
 - 9.3.3 elect up to eight Directors by rotation.
 - 9.3.4 elect a qualified Auditor.
 - 9.3.5 consider any special business.
 - 9.3.6 confer any Honorary Life Memberships.
 - 9.3.7 confer any Awards of Merit.
- 9.4 General Meeting - A meeting of the Council to be known as the General Meeting shall be held no later than 31 May in each year. The meeting shall be a face to face meeting with all persons participating being present in the same room. The business to be conducted at the General Meeting shall be to:
 - 9.4.1 confirm the minutes of the previous General Meeting of the Council.
 - 9.4.2 receive a report on the Company's Strategic Plan and the Budget for the forthcoming financial year.
 - 9.4.3 consider any special business.
- 9.5 Extraordinary Meetings
 - 9.5.1 All other meetings of the Council shall be known as Extraordinary Meetings.
 - 9.5.2 An Extraordinary Meeting of Council may be held as a telephone or videoconference. The minutes of the Meeting

shall state the fact that the meeting was conducted by telephone conference or videoconference.

10. NOTICE OF COUNCIL MEETINGS

- 10.1 The Chief Executive shall give not less than 42 days' notice in writing of the date of the Annual Meeting and General Meeting to each Member. The Chief Executive shall not less than 21 days prior to the date fixed for the Annual Meeting and General Meeting forward to each Member an agenda for such meeting (with a short summary of the items included in such agenda) and for the Annual Meeting a list of all nominations for the forthcoming year for election together with the nominee statement referred to in clause 10.8.
- 10.2 A Member desiring to bring business before a meeting shall give 28 days' notice of that business in writing to Hockey Australia. This business shall be special business.
- 10.3 The Chief Executive at the direction of the President or on a requisition made in writing by three Members stating the nature of the business to be transacted shall convene an Extraordinary Meeting of the Council.
- 10.4 At least 21 days' notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) of each Extraordinary Meeting specifying the place the day and the hour of the meeting and the general nature of the business shall be given to each Member.
- 10.5 All business shall be special that is transacted at an Extraordinary Meeting.
- 10.6 The non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings of any meeting provided that it has been sent to the Member's usual address.
- 10.7 Nominations of candidates from the Members for election to the Board of Directors shall be delivered to Hockey Australia on the prescribed form 28 days prior to the date of the Annual Meeting.
- 10.8 Before any nominee is eligible to be elected to a position on the Hockey Australia Board the nominee must deliver a statement to the Chief Executive not less than 28 days prior to the date of the election, such statement setting out the following:
 - 10.8.1 The nominee's CV relevant to the position.
 - 10.8.2 The nominee's interest in, or positions held, in any hockey association worldwide within the 2 years immediately preceding the date of nomination.
 - 10.8.3 The nominee's interest in or positions held whether pecuniary or otherwise directly or indirectly relating to any business or business venture, company and/or corporation

associated with the sport of hockey within two years immediately preceding the date of nomination.

- 10.8.4 If the nominee has not had an interest in or held any position of the type referred to in clause 10.8.2 or clause 10.8.3 a statement to that effect.

11. PROCEEDINGS AT MEETINGS OF COUNCIL

- 11.1 No business shall be transacted at any meeting of the Council unless a quorum is present at the time when the meeting proceeds to business.
- 11.2 The quorum necessary for the transaction of the business of the Council shall be 5 Councillors.
- 11.3 At any 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 Chairman or by at least 5 Councillors.
- 11.4 A resolution on an item of special business shall be passed by Special resolution.
- 11.5 Unless a poll is so demanded a declaration by the Chairman 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 Hockey Australia shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 11.6 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on a question of adjournment shall be taken immediately.
- 11.7 The demand for a poll may be withdrawn.
- 11.8 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting:
- 11.8.1 if convened upon the requisition of Members, shall be dissolved; and
- 11.8.2 in any other case it shall stand adjourned to a date to be fixed by Hockey Australia at the same time and place or to such other day and at such other time and place as shall be determined.
- 11.9 The Chairman may, with the consent of any 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

- 11.10 No Councillor shall be entitled to vote at any meeting if any debt to Hockey Australia of the Member whom he/she represents shall be more than 2 months in arrears at the date of the meeting.
- 11.11 Subject to this constitution, motions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the Council shall for all purposes be deemed a determination of Hockey Australia. In the absence of a majority of votes for a motion, the motion is lost.
- 11.12 Each Councillor has 1 vote on each motion arising at a meeting of the Council.
- 11.13 At any meeting at which an election (including elections at an Annual meeting) or appointment is to be made, the same shall be carried out in accordance with the By Laws for the time being in force but in the absence of any such By Laws all elections and appointments shall be by simple majority of those Councillors present and voting.
- 11.14 The President shall preside as Chairman at every meeting of the Council, or if there is no President or at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the Board will choose one of their number to be Chairman of the meeting.

12. VOTING AT ELECTIONS

- 12.1 Each Councillor shall write on his ballot paper the name of the candidate he most prefers. Such votes shall then be counted and if any candidate receives an absolute majority of formal votes, such candidate shall be elected to office.
- 12.2 If no candidate receives an absolute majority of formal votes cast as aforesaid the candidate who receives the least number shall be eliminated PROVIDED THAT if a candidate receives no votes that person together with the candidate who receives the least number of votes shall be eliminated.
- 12.3 A further ballot or ballots shall then be conducted between the remaining candidates in accordance with the rules herein set out until one candidate receives an absolute majority of formal votes cast and upon a candidate receiving an absolute majority of formal votes cast such candidate shall be elected to office.

- 12.4 If after a ballot has been conducted any 2 or more candidates receive an equal number of votes and it is necessary for one of them to be eliminated then a special ballot shall be held in accordance with the rules herein set out to decide which of such candidates shall be eliminated.
- 12.5 If after a special ballot has been conducted between 3 or more candidates no candidate has received a greater number of votes than the other candidates then the Chairman shall nominate 1 candidate who shall not be eliminated and a further special ballot shall be held between the candidates not so nominated to determine which of them shall be eliminated.
- 12.6 If on any ballot between 2 candidates such candidates receive an equal number of votes and there are two or more vacancies then both candidates shall be elected. If only one vacancy exists then a short adjournment of the meeting will be held to allow the Directors present to decide the issue between such candidates.
- 12.7 At any time when it is necessary for a candidate to be eliminated the Chairman shall only declare the name of the candidate or candidates to be eliminated and shall not disclose the number of votes received by any candidate.
- 12.8 At the conclusion of voting the Chairman shall declare the result of each ballot by stating the number of ballot papers issued with respect to each ballot, the number of formal votes cast in each ballot and the number of votes received by each candidate.
- 12.9 Notwithstanding anything in this rule to the contrary, those present and entitled to vote at any meeting at which an election is to be held may by unanimous resolution waive the application of the foregoing provisions and substitute for that election only, such other method of voting as may unanimously be agreed upon.

13. BOARD OF DIRECTORS

- 13.1 The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Act or by this Constitution, to be exercised by the Company in meetings of Council.
- 13.2 The Board of Directors shall:
- 13.2.1 be responsible for and manage the business, policy and affairs of Hockey Australia.
 - 13.2.2 subject to this constitution, regulations and the Act, exercise all such powers and functions as may be exercised by Hockey Australia other than those powers and functions that are required by this constitution to be exercised by the Council;

- 13.2.3 confirm the broad strategic directions of Hockey Australia;
 - 13.2.4 appoint, dismiss, direct, support professional development for, evaluate the performance and determine the remuneration of, the Chief Executive;
 - 13.2.5 approve, monitor and review the financial and non-financial performance of Hockey Australia;
 - 13.2.6 ensure an effective system of internal controls exists and is operating as expected, and that policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended;
 - 13.2.7 develop a clearly articulated and effective grievance procedure;
 - 13.2.8 ensure financial and non-financial risks are appropriately identified and managed;
 - 13.2.9 ensure Hockey Australia complies with all relevant laws, codes of conduct and appropriate standards of behaviour;
 - 13.2.10 shall cause records to be kept of the name of Councillors present at all meetings of the Council and of the names of all Directors present at all meetings of the Board;
 - 13.2.11 cause minutes to be made of all proceedings of all meetings of the Council and the Board. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and when so signed shall be prima facie evidence of all matters contained in such minutes;
 - 13.2.12 prepare the Annual Report for presentation to the Annual meeting;
 - 13.2.13 cause regular reports to be made to the Members of its proceedings and of all matters affecting Hockey Australia; and
 - 13.2.14 subject to this constitution, the regulations and the Act, perform all such acts and things as appear to the Board of Directors to be essential for the proper management of the business and affairs of Hockey Australia including the appointment and constitution of such committees as the Board of Directors considers fit.
- 13.3 If a casual vacancy shall occur in the members of the Board, the Directors shall have power at any time to fill such casual vacancy in accordance with clause 13.10.1.
- 13.4 The Board of Directors may consist of up to ten members. Up to eight Directors shall be elected by Council and up to two Directors may be Board-Appointed (as defined in clause 13.11).

- 13.4.1 Within the Board, a Director must be appointed to each of the positions of:
 - i. President (& Chairman);
 - ii. Vice President; and
 - iii. Finance Director.
- 13.4.2 The positions of Vice President and Finance Director can be filled by the same individual Director
- 13.5 A person who holds office as a Director on the board of a Member is not eligible to be a Director of Hockey Australia whilst holding that position.
- 13.6 The Chief Executive and other staff may at the discretion of the Board of Directors be invited to attend Board meetings but shall have no entitlement to vote at such Board meetings.
- 13.7 The President, Vice-President and Finance Director shall be appointed and should be elected annually at the meeting of the Board next after the Annual Meeting from their number by the Board of Directors.
- 13.8 No one gender is to constitute less than 3 of the Board's membership and at least 2 of each gender must be elected members.
- 13.9 The President, Vice-President and the Finance Director shall be the Office Bearers of Hockey Australia.
- 13.10 All Board members shall be elected for a term of 3 years with the following exceptions:
 - 13.10.1 Where a Director has been appointed by the Board to fill a casual vacancy, that Director shall retire at the next Annual meeting. An election shall be held to elect a Director to serve the remainder of the term (if any) of the member whose absence from the Board caused the casual vacancy.
- 13.11 The Board may nominate up to two Board-Appointed Directors;
 - 13.11.1 upon their appointment as provided in this clause, they shall have full voting rights;
 - 13.11.2 the appointment shall be until the next Annual Meeting
 - 13.11.3 a nomination shall take effect 7 days after the members are advised thereof unless a majority of the Members advise Hockey Australia in writing in that time that they do not accept the nomination unless an appointment is necessary to enable clause 13.8 to be met in which case the appointment takes effect at the time of the nomination.
- 13.12 All Board members shall be eligible for re-election upon the expiration of their term of office, with the exception that if at the time of expiry the member has served successive terms totalling in excess of 10 continuous years that member cannot stand for re-election until the election next after that which immediately follows the expiry.

- 13.12.1 The term served as a Board appointed Director shall not be counted in determining the length of service for the purpose of this clause.
- 13.13 In the President's absence the Vice-President shall be Chairman of all meetings of the Board of Directors. In the absence of the President and Vice President the Directors will appoint one of their number to be Chairman of the meeting.
- 13.14 Questions arising at any meeting shall be determined by a majority of votes.
- 13.15 Each member of the Board shall have one deliberative vote on each motion. In the absence of a majority of votes for a motion the motion is lost.
- 13.16 Five elected members of the Board present in person or via telephone or internet-based conference facility, shall be a quorum for meetings of the Board.
- 13.17 The Board shall meet at such times and places as it shall determine but in any event at least 4 times in each year.
- 13.18 Meetings of the Board of Directors may be conducted by telephone conference and the meeting shall be deemed to be a proper meeting of the Board. The Minutes shall state the fact that the meeting of the Board of Directors was conducted by telephone conference.
- 13.19 Subject to the Act, any Director may be suspended or removed from office by a special resolution properly passed at a duly constituted meeting of the Council provided that no Office Bearer shall be suspended or removed from office unless:
- 13.19.1 the Director has in the opinion of the meeting seeking to suspend or remove him from office been guilty of misconduct or conduct inimical to the interests of Hockey Australia; and
- 13.19.2 the motion suspending or removing from office is supported by at least 6 Councillors; and
- 13.19.3 the Director shall have been given at least 14 days previous notice in writing of the intention to move for suspension or removal from office. Such notice shall invite attendance at the meeting and to speak to the motion.
- 13.20 The position of Director shall become vacant if that person:
- 13.20.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 13.20.2 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;
- 13.20.3 resigns his office by notice in writing to Hockey Australia;
- 13.20.4 for more than 2 meetings is absent without permission of the Board from meetings of the Board held during that period; or

13.20.5 holds any office of profit under Hockey Australia.

- 13.21 Any such removal or vacation of office of a Director shall be deemed to constitute a casual vacancy.

14. CHIEF EXECUTIVE

- 14.1 The Chief Executive shall be appointed by the Board for such term and on such conditions as it thinks fit.
- 14.2 The Chief Executive shall:
- 14.2.1 be responsible for the day to day management of Hockey Australia subject to the supervision of the Board of Directors.
 - 14.2.2 as far as practicable attend all Board meetings and Council meetings;
 - 14.2.3 prepare the notice of and agenda for all Board meetings and all Council meetings;
 - 14.2.4 ensure that minutes of the proceedings of all Board and Council meetings are recorded and prepared;
 - 14.2.5 regularly report to the Board on the activities of, and issues relating to, Hockey Australia with particular reference to the Strategic Plan; and
 - 14.2.6 be the Company Secretary and Public Officer of Hockey Australia.
- 14.3 The Chief Executive has power to perform all such things as appear necessary or desirable for the proper and effective management and administration of Hockey Australia.
- 14.4 The Chief Executive may employ such staff as are deemed necessary from time to time.

15. AUDITOR

An Auditor shall be elected at the Annual meeting in accordance with the Act with such responsibilities and duties as required under the Act.

16. SEAL

- 16.1 The Common Seal of Hockey Australia shall be kept in the custody of the Chief Executive.
- 16.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board.

17. NOTICE

- 17.1 A notice to Members may be served by or on behalf of Hockey Australia either personally to a Director or a duly appointed Councillor or by sending it by post, e-mail or by facsimile transmission to the address shown in the Register of Members.
- 17.2 Where a document is properly addressed pre-paid and posted to a Member as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 17.3 If the document is sent by e-mail or facsimile transmission, a copy of the document shall be forwarded by post to the Member within 7 days after the e-mail or facsimile transmission was sent and may be taken as having been received:
- 17.3.1 when the sender receives an acknowledgement that the addressee has personally seen it; or
 - 17.3.2 at the latest the first business day after the date of sending the posted notice.
- 17.4 A document may be received or served on Hockey Australia by e-mail or by a facsimile transmission of a document which shall include a cover page stating:
- a. the name, address and telephone number of the sender;
 - b. date and time of transmission;
 - c. total number of pages transmitted including cover page;
 - d. the telephone number from which the document was transmitted; and
 - e. name and telephone number of the person to be contacted in the event of any problem with the transmission.

18. WINDING UP OR CANCELLATION

- 18.1 In the event of the winding up or deregistration of Hockey Australia, the assets of Hockey Australia shall be disposed of in accordance with the provisions of the Act.
- 18.2 Each Member undertakes to contribute an amount not exceeding \$20 to the property of Hockey Australia if it is wound up while they are a Member or within one year after their Membership ceases. The contribution is for:
- 18.2.1 payment of the debts and liabilities of Hockey Australia contracted before that Member ceased to be a Member;

- 18.2.2 payment of the costs, charges and expenses of winding up; and
 - 18.2.3 adjustment of the rights and contributories among themselves.
- 18.3 The net assets will not be distributed to Members but will be distributed to an organization with objects similar to those of Hockey Australia. Such organization or organizations to be determined by the Members at or before the time of dissolution.

19. FUNDS

The funds of Hockey Australia shall be derived from annual levies and subscriptions, donations, bequests and legacies, sponsorships, grants, sale of publications, sale of rights and licences, events, promotions and such other sources as may be determined or accepted by Hockey Australia from time to time.

20. CUSTODY OF RECORDS

- 20.1 Except as otherwise provided in this constitution the Chief Executive shall keep in his custody or under his control all books, documents and securities of Hockey Australia.
- 20.2 All books, documents and securities shall be available for inspection by Members at all reasonable times.
- 20.3 Every Member shall upon application be furnished with a copy of this constitution and all by-laws made hereunder from time to time free of charge.

21. INDEMNITY

Every Director, every Councillor, and officer for the time being of Hockey Australia shall be indemnified out of the assets of Hockey Australia against any liability arising out of the execution of the duties of office which is incurred in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which the person is acquitted in connection with any application under the Act in which relief is granted by the court in respect of any negligence default breach of duty or breach of trust.

22. ALTERATION TO CONSTITUTION

This Constitution may be altered, amended, added to or rescinded in whole or in part only in accordance with the Act.