



**Constitution  
of the  
Camberwell Hockey Club Incorporated**

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**ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)**

**CONSTITUTION**

**OF**

**CAMBERWELL HOCKEY CLUB INCORPORATED**

**PART I – OBJECTS, POWERS AND INTERPRETATION**

**1. NAME OF ASSOCIATION**

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The name of the association is Camberwell Hockey Club Incorporated (Association).

**2. OBJECTS OF ASSOCIATION**

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The objects for which the Association is established and maintained are to conduct, promote, encourage and advance Hockey including for the benefit of the Members and including but not limited to:

- (a) Participate as a member of Hockey Victoria through and by which Hockey can be conducted, encouraged, promoted, advanced and administered;
- (b) Ensure the maintenance and enhancement of the Association and Hockey, including for the benefit of the residents of the City of Boroondara;
- (c) Apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- (d) Review and/or determine any matters relating to Hockey which may arise, or be referred to it, by any Member;
- (e) Formulate or adopt and implement appropriate policies, including in relation to inclusiveness and integrity, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in Hockey;
- (f) 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;
- (g) Promote the health and safety of Members;
- (h) Encourage and promote performance-enhancing drug free competition;
- (i) Seek and obtain improved Hockey facilities for the Association; and
- (j) 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

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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

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#### 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.

**Appointed Board Member** means a Board Member appointed under Rule 24.

**Association** means Camberwell Hockey Club Incorporated.

**Board** means the body consisting of the Board Members under Rule 22.

**Board Member** means a member of the Board elected or appointed in accordance with this Constitution and includes the Elected Board Members, the Section Board Members and the Appointed Board Members.

**By-Law** means any by-law, regulation or policy made by the Board under Rule 31.

**Chief Executive Officer** means the person who is appointed CEO of Hockey Victoria under its Constitution.

**Delegate** means the person elected or appointed from time to time by the Association to act for and on behalf of the Association and represent it at general meetings or otherwise of Hockey Victoria.

**Elected Board Member** means a Board Member elected under Rule 23.

**Financial** means, in the context of a Member, one who has paid all monies due and payable to the Association and/or Hockey Victoria.

**Financial Year** means the year commencing 1 October and ending 30 September 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 Victoria** means Hockey Victoria Incorporated, being the peak body for Hockey in Victoria.

**Hockey Victoria Constitution** means the rules of Hockey Victoria as amended from time to time.



**Hockey Victoria Objects** means the objects of Hockey Victoria as set out in Rule 2 of the Hockey Victoria Constitution.

**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 6.3.

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

**Objects** mean the objects of the Association in clause 2.

**Playing** means registered to play with Hockey Victoria.

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

**Section** means junior, women's or men's sections of the Association.

**Section Board Member** means a Board Member appointed under Rule 24.

**Secretary** means the secretary of the Association as determined in accordance with Rule 29.2.

**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 Eligible 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 ITS CONSTITUTION**

#### **5. STATUS OF ASSOCIATION**

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##### **5.1 Recognition of Association**

The Association is recognised as an Affiliate of Hockey Victoria and, subject to compliance with this Constitution and the Hockey Victoria Constitution, shall continue to be recognised as an Affiliate of Hockey Victoria. The Association shall administer Hockey in accordance with the Objects.

##### **5.2 Compliance of the Association**

The Association acknowledges and agrees that it shall:

- (a) Elect or appoint one Delegate to represent it at General Meetings of Hockey Victoria;

- (b) Provide Hockey Victoria with such information as Hockey Victoria 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 Hockey Victoria;
- (c) Recognise Hockey Victoria as the state peak body for Hockey in Victoria;
- (d) Recognise Hockey Victoria as the final arbiter on matters pertaining to Hockey in Victoria, including in respect of disciplinary proceedings;
- (e) Generally, have regard to the Hockey Victoria Objects;
- (f) Be solvent;
- (g) Abide by the Hockey Victoria Constitution and this Constitution; and
- (h) On request from Hockey Victoria, provide to Hockey Victoria a copy of its constituent documents and all amendments to such documents.

### **5.3 Association Register**

The Association shall maintain, in a form and with such details as are acceptable to Hockey Victoria, a register of all Members except Honorary Members. The Association shall provide a copy of the register at a time and in a form acceptable to Hockey Victoria, and shall provide prompt and regular updates of the register to Hockey Victoria when requested by Hockey Victoria.

### **5.4 Club Colours**

The colours of the Camberwell Hockey Club shall be tangerine and royal blue. The uniform of the Club shall be in accordance with the By-Laws.

### **5.5 Club Sections**

The Association shall provide for three Sections: junior's, women's and men's. The function and operation of the Sections shall be set out in the By-Laws.

## **PART III – MEMBERSHIP**

### **6. MEMBERS**

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#### **6.1 Category of Members**

The Members of the Association shall consist of:

- (a) Eligible Members, made up of:
  - (i) Playing Members, 18 years or over on 1 January of the relevant year and Financial;
  - (ii) Non-Playing Members, who are 18 years or over on 1 January of the relevant year and Financial, but not currently playing; and

- (iii) Life Members.
- (b) Non-Eligible Members, made up of:
  - (i) Playing Members, who are under 18 years on 1 January of the relevant year and Financial; and
  - (ii) Honorary Members; and
- (c) Such new categories of Members, created in accordance with Rule 6.4 below.

## **6.2 Honorary Members**

Honorary Members shall be:

- (a) Parents of Playing Members under 18 years, who are not otherwise Eligible Members; or
- (b) Players, officials and umpires of other clubs registered with Hockey Victoria, Hockey Australia or the Federation of International Hockey and who shall have been competing against the Association at the Association's sports ground and who are not otherwise Eligible Members (Visiting Members). Such Visiting Members of the Association shall be Members of the Association for the day of the competition only.

## **6.3 Life Members**

- (a) An Eligible Member or the Board may nominate any person who has rendered distinguished or special service to the Association or Hockey for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Secretary.
- (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.

## **6.4 Creation of New Categories**

- (a) 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.

## **6.5 Voting Rights**

- (a) All Eligible Members shall have the right to attend, debate and vote at General Meetings in accordance with this Constitution; and

- (b) Non-Eligible Members, excluding Visiting Members, may attend and debate at General Meetings, but have no right to vote at General Meetings.

#### **6.6 Minimum Number of Eligible Members**

The Association must have at least 5 Eligible Members.

#### **6.7 Application for Membership**

With the exception of Life Members and Honorary Members, an application for membership must be:

- (a) In writing on the form prescribed from time to time by the By-Laws, from the applicant and lodged with the Association; and
- (b) Accompanied by the appropriate fee, if any.

#### **6.8 Discretion to Accept or Reject Application**

- (a) The Association may accept or reject any 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 Secretary 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.

#### **6.9 Membership Renewal**

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.

### **7. SUBSCRIPTION AND FEES**

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- (a) The annual membership 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 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 including retaining any fees paid, as the Board considers appropriate.

## **8. REGISTER OF MEMBERS**

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### **8.1 Secretary to Keep Register**

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

### **8.2 Inspection of Rights**

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

## **9. EFFECT OF MEMBERSHIP**

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- (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) An Eligible 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 31; and
  - (vi) subject to Rule 8.2, 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.

## **10. DISCONTINUANCE OF MEMBERSHIP**

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### **10.1 Notice of Resignation**

Subject to this Constitution any Eligible Member who is Financial and who has no other liability (contingent or otherwise) to the Association is deemed to have resigned from the Association if they do not reapply for membership the following year.

### **10.2 Resignation by Failure to pay Fees**

- (a) A Member is taken to have resigned if:
- (i) The Member's annual fees are more than twelve months in arrears; or
  - (ii) If no 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; or
  - (iii) In the case of a Visiting Member, his or her day of membership has expired.

### **10.3 Forfeiture of Rights**

A Member who 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.

### **10.4 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 the Board sees fit.

## **11. DISCIPLINE OF MEMBERS**

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### **11.1 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, the policies of the Association 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 and/or the Association's policies.

## **PART IV – GENERAL MEETINGS**

### **12. DELEGATES**

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#### **12.1 Appointment of Delegate to Hockey Victoria**

The Association shall appoint one or more Delegates, for such term as is deemed appropriate by the Association. A Delegate must:

- (a) Be an Eligible Member;
- (b) Be appropriately empowered by the Association to consider, make decisions and vote at general meetings of Hockey Victoria; and
- (c) Not be a Director of Hockey Victoria.

#### **12.2 Association to Advise**

The Association shall, prior to any general meeting of Hockey Victoria, advise in writing to Hockey Victoria its appointed Delegate(s).

### **13. GENERAL MEETINGS**

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- (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.



## **14. NOTICE OF GENERAL MEETING**

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### **14.1 Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to the Eligible Members 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 twenty-one 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 fourteen days prior to the General Meeting, together with any notice of motion received from the Eligible Members. 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.

### **14.2 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 7) then due and payable to the Association are paid.

## **15. BUSINESS**

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### **15.1 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, if any, and the election of Board Members 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 15.1(a) shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with Rule 16.

### **15.2 Business Transacted**

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

## **16. NOTICES OF MOTION**

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All notices of motion for inclusion as special business at a General Meeting shall be submitted in writing (in the prescribed form) to the Secretary not less than fourteen days (excluding receiving date and meeting date) prior to the General Meeting.

## **17. SPECIAL GENERAL MEETINGS**

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### **17.1 Special General Meetings may be held**

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

### **17.2 Requisition of Special General Meeting**

- (a) The Board shall on the requisition in writing of at least ten Eligible Members 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 Eligible Members 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 Eligible Members 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 Eligible Members 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 Eligible Members 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.

## **18. PROCEEDINGS AT GENERAL MEETINGS**

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### **18.1 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 15 Eligible Members entitled to vote and present at the meeting, including through the use of technology under Rule 18.4. For the avoidance of doubt proxy and postal votes will not be counted towards the quorum.

### **18.2 President to Chair**

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

### **18.3 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 Eligible Members under Rule 17.2, 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 proceed, provided there are more than five Eligible Members physically present, and if not, 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 18.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **18.4 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 18.4(a) is taken to be present at the meeting and, if the Member is an Eligible Member and votes at the meeting, is taken to have voted in person.

#### **18.5 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 Eligible Members present.

#### **18.6 Recording of Determinations**

Unless a poll is demanded under Rule 18.5, 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.

## **18.7 Where Poll Demanded**

If a poll is duly demanded under Rule 18.5 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.

## **18.8 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 19). 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.

## **18.9 Minutes**

- (a) The Secretary 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 Secretary under Rule 20;
  - (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 15.1(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.

## **19. VOTING AT GENERAL MEETINGS**

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- (a) Subject to Rule 19(b) and this Constitution, each Eligible Member present shall be entitled to one vote each.
- (b) No Member, other than an Eligible Member, shall be entitled to vote, but shall, subject to this Constitution, have and be entitled to exercise, those rights set out in Rule 6.5. For the avoidance of doubt, any Member who

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.

## **20. PROXY AND POSTAL VOTING**

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- (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 Secretary 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 Eligible Member 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 Secretary at least forty-eight hours before the commencement of the meeting. For a postal ballot to be valid the Eligible Member 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 Eligible Members the Board may call a postal vote in such manner as it considers necessary.

## **PART V – THE BOARD**

### **21. POWERS OF THE BOARD**

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- (a) The affairs of the Association shall be managed by the Board constituted under Rule 22.1.
- (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, the Members and Hockey.

## **22. COMPOSITION OF THE BOARD**

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### **22.1 Board Composition**

The Board shall comprise:

- (a) Three Elected Board Members elected by the Eligible Members in accordance with Rule 23;
- (b) Three Section Board Members appointed in accordance with Rule 24; and
- (c) Up to four Appointed Board Members, who may be appointed in accordance with Rule 24.

### **22.2 President**

The President shall be a Board Member, appointed by the Board as soon as practicable after each annual general meeting. The appointed President will hold the position until the conclusion of the next annual general meeting following her or his appointment.

### **22.3 Portfolios**

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

### **22.4 Minimum Representation**

- (a) The total number of Board Members may not include more than 60% of any one (self-identified) gender.
- (b) Of the three Section Board Members, one must be appointed from each Section.
- (c) Of the Elected Board Members, one must come from each Section.

## **23. ELECTION OF ELECTED BOARD MEMBERS**

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### **23.1 Qualifications for Elected Board Members**

- (a) Nominees for Elected Board Members' positions on the Board must be Members, 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) In all elections Rule 22.4 must be observed.

### **23.2 Elections of Elected Board Members**

- (a) The Secretary shall call for nominations twenty-one days before the date of the annual general meeting. All Eligible Members shall be notified of the call for nominations.

- (b) Nominations for Elected Board Members must be:
  - (i) in writing;
  - (ii) on the prescribed form (if any) provided for that purpose;
  - (iii) signed by an Eligible Member; and
  - (iv) certified by the nominee (who must be an Eligible Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Secretary at least fourteen days prior to the annual general meeting.
- (d) If the number of nominations received for the positions of Elected Board Members is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill such vacancies on the Board, then:
  - (i) those nominated shall be deemed to have been elected provided they meet the requirements of Rule 23;
  - (ii) the remaining vacancies may be filled at the General Meeting provided that a resolution to do so is passed in accordance with Rule 18.8; and
  - (iii) if such a resolution is not passed, the vacancies may be filled by the Board.
- (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 majority ballot or by such other procedure as is determined by the Board and communicated to the Eligible Members.

### **23.3 Term of Appointment**

- (a) Elected Board Members shall be elected in accordance with this Constitution for a term of one year, which shall commence from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.

## **24. APPOINTMENT OF SECTION BOARD MEMBERS AND APPOINTED BOARD MEMBERS**

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### **24.1 Appointment of Section Board Member**

- (a) Each Section must nominate one Section Board Member and submit its nomination to the Secretary at least fourteen days prior to the annual general meeting.
- (b) Nominations for Section Board Members must be:

- (i) in writing;
  - (ii) on the prescribed form (if any) provided for that purpose;
  - (iii) signed by an Eligible Member; and
  - (iv) certified by the nominee (who must be an Eligible Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominees under Rule 24.1 shall become Section Board Members from the conclusion of the annual general meeting.
- (d) In all appointments of Section Board Members Rule 22.4 must be observed.

## **24.2 Appointment of Appointed Board Members**

The Elected Board Members and Section Board Members may together appoint up to four Appointed Board Members.

## **24.3 Qualifications for Appointed Board Members**

The Appointed Board Members may have specific skills in commerce, IT, finance, marketing, law or business generally or such other skills that 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 each must be an Eligible Member of the Association.

## **24.4 Term of Appointment**

- (a) Section Board Members are appointed for a term of up to two years.
- (b) Appointed Board Members may be appointed by the Elected Board Members and Section Board Members in accordance with this Constitution for a term of two years.
- (c) Wherever possible the Board should not appoint two or more Appointed Board Members in the same year so that the terms of office of the Appointed Board Members end in the same year. Notwithstanding this Rule 24.4(c), the Board may appoint Appointed Board Members as it considers appropriate and may adjust the term of Appointed Board Members in its sole discretion to ensure rotational terms in accordance with this Constitution.

## **25. VACANCIES OF BOARD MEMBERS**

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### **25.1 Grounds for Termination of Board Members**

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

- (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 or her office in writing to the Association;
- (e) Is absent without the consent of the Board from four consecutive meetings of the Board;
- (f) Holds any office of employment of the Association;
- (g) Without the prior consent or later ratification of the Eligible 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 25.2; 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.

## **25.2 Removal of a Board Member**

- (a) The Association in a General Meeting may by Special Resolution remove any Board Member, before the expiration of his or her term of office. If a Board Member is removed in accordance with this Rule the office of the Board Member becomes vacant and shall be filled in accordance with the procedure set out in Rule 25.3.
- (b) Where the Board Member to whom a proposed resolution referred to in Rule 25.2(a) makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary may send a copy of the representations to each Eligible Member or, if they are not so sent, the Board Member may require that they be read out at the meeting, and the representations shall be so read.

## **25.3 Casual Vacancies**

- (a) The Board may appoint an Eligible Member of the Association to fill a position as a Board Member on the Board where the position:
  - (i) has become vacant under Rule 25.1 or Rule 25.2; or
  - (ii) was not filled by election or appointment at the last annual general meeting.
- (b) A Board Member appointed in accordance with Rule 25.3 will hold office for the remainder of the period of office of the relevant Board Member whose vacancy is being filled.

- (c) Rule 22.4 must be observed at all times when filling any Board Member casual vacancy.

#### **25.4 Remaining Board Members May Act**

In the event of a casual vacancy or vacancies in the office of a Board Member, the remaining Board Members may act but, if the number of remaining Board Members 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 Board Members to a number sufficient to constitute such a quorum.

### **26. MEETINGS OF THE BOARD**

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#### **26.1 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 Secretary shall, on the requisition of two Board Members, convene a meeting of the Board within a reasonable time.

#### **26.2 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 Board Members 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.

#### **26.3 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- (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 Board Members 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 by means of any form of technology;
  - (ii) notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
  - (iii) in the event that a failure in technology prevents condition (i) from being satisfied by that number of Board Members which constitutes a quorum, and none of such Board Members 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 Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the chair is located.

#### **26.4 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 Board Members whose presence (or participation under Rule 26.4) is required to constitute a quorum is the majority of the Board Members.

#### **26.5 Notice of Board Meetings**

Unless all Board Members 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 Board Member by the Secretary. The agenda shall be forwarded to each Board Member not less than three days prior to such meeting.

#### **26.6 Validity of Board Decisions**

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

#### **26.7 Chair of Board Meeting**

The President appointed under Rule **Error! Reference source not found.** shall preside as chair at every meeting of the Board. If the President is not present, or is unwilling or unable to preside, the Board Members shall choose one of their number to preside as chair for that meeting only.

#### **26.8 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 27.
- (c) The minutes of Board Meetings shall not be available for inspection or copying by the Members.

## **26.9 Leave of Absence**

- (a) The Board may grant a Board Member 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 Board Member to seek the leave in advance.

## **27. CONFLICTS**

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### **27.1 Board Members' Interests**

A Board Member is disqualified by holding any place of profit or position of employment in the Association 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 Board Member is in any way interested will be voided for such reason.

### **27.2 Material Personal Interest**

- (a) A Board Member who has a material personal interest in a matter being considered by the Board at any Board meeting shall:
  - (i) as soon as possible after becoming aware of such interest, disclose the nature and extent of the interest to the Board and its relevance to the Association; and
  - (ii) unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.
- (b) If the Board Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent himself or 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.

### **27.3 Disclosure of Interests**

Without limiting Rule 27.2(a), the interest of any Board Member must be disclosed by the Board Member 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 Board Member

becomes interested in a contract or other matter after it is made or entered into, the disclosure of the interest must be made at the first meeting of the Board held after the Board Member becomes so interested.

#### **27.4 General Disclosure**

A general notice that a Board Member 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 disclosure under Rules 27.2(a) and 27.3 as regards such Board Member and the said transactions.

After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.

#### **27.5 Recording Disclosures**

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Board Member in accordance with Rules 27.2, 27.3 and 27.4.

### **28. DUTIES**

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#### **28.1 General Duties**

- (a) As soon as practicable after being elected or appointed to the Board, each Board Member 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 Board Members comply with this Constitution.
- (c) The Board must ensure that the Association complies with all requirements in the Act regarding financial statements.
- (d) Each Board Member must exercise his or her powers and discharge his or her duties:
  - (i) in good faith in the best interests of the Association; and
  - (ii) for a proper purpose.

### **29. SECRETARY**

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#### **29.1 Appointment of Secretary**

The Secretary shall be an Eligible Member and be appointed by the Board. Subject to this Constitution, the Secretary must be a Board Member.

#### **29.2 Role of Secretary**

- (a) The Secretary 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 Secretary 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.

### **29.3 Specific Duties**

The Secretary 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.

### **29.4 Broad Power to Manage**

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

### **29.5 Secretary may employ**

The Secretary, 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 Secretary and the Board determine.

## **PART VI – MISCELLANEOUS**

### **30. DELEGATIONS**

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#### **30.1 Board may Delegate Functions to Committees**

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

#### **30.2 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.

### **30.3 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.

### **30.4 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 26. 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 Board Member or the Secretary 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 Secretary.

### **30.5 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.

### **30.6 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.

### **30.7 Gender Minimum**

In the appointment of committees under this Rule the Board must aim to meet the requirement set out in Rule 22.4. 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.

## **31. BY-LAWS**

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### **31.1 Board to Formulate By-Laws**

- (a) 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 and the advancement of the Objects and Hockey as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.
- (b) In formulating, approving, issuing, adopting and amending the By-Laws, the Board shall first consult with Eligible Members from the Sections.

### **31.2 By-Laws Binding**

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

### **31.3 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.

### **31.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved by the Board and prepared and issued by the Secretary. Notices are binding upon all Members.

## **32. RECORDS AND ACCOUNTS**

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### **32.1 Secretary to Keep Records**

The Secretary 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.

### **32.2 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.

### **32.3 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 Secretary.

### **32.4 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.

### **32.5 Board to Submit Accounts**

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



### **32.6 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.

### **32.7 Inspection of Records**

- (a) Eligible Members may on request inspect free of charge:
  - (i) the minutes of general meetings;
  - (ii) subject to Rule 32.7(b), the financial records, books, securities and any other relevant document of the Association.
- (b) The Board may refuse to permit an Eligible 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 this Constitution available to Members and applicants for membership free of charge.
- (d) Subject to Rule 32.7(b), an Eligible Member may make a copy of any of the other relevant documents 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.

### **33. AUDITOR**

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- (a) A properly qualified auditor or auditors may 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) Eligible Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

## **34. NOTICE**

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### **34.1 Manner of Notice**

- (a) Notices may be given by the Secretary 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 is deemed effected by properly addressing and posting the notice. Service of the notice is deemed effected two days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice is 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 is deemed effected when the electronic mail reaches the addressee's electronic address.
- (e) Any notice required to be given to the Association or the Board may be given:
  - (i) by handing the notice to a Board Member;
  - (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, by email to the email address of the Association or the Secretary or by facsimile transmission to the facsimile number of the Association.

### **34.2 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.

## **35. SEAL**

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- (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 Board Members or a Board Member and the Secretary; and

- (iii) the common seal must be kept in the custody of the Secretary.
- (c) A Board Member may not sign a document to which the seal of the Association is fixed where the Board Member is interested in the contract or arrangement to which the document relates.

## **36. REGISTERED ADDRESS**

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The registered address of the Association is:

- (a) The address determined from time to time by resolution of the Board; or
- (b) If the Board has not determined an address to be the registered address, the postal address of the Secretary.

## **37. ALTERATION OF CONSTITUTION**

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This Constitution shall not be altered except by Special Resolution.

## **38. INDEMNITY**

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### **38.1 Board Members to be Indemnified**

Every Board Member, 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 or her in his or her capacity as Board Member, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or 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 or her by the Court.

### **38.2 Association to Indemnify**

The Association shall indemnify its Board Members 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 Board Member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, which:

- (a) In the case of a Board Member is 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, is performed or made in the course of, and within the scope of his or her employment by the Association.

## **39. WINDING UP**

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### **39.1 Winding Up of the Association**

Subject to this Rule 39, the Association may be wound up in accordance with the provisions of the Act.

## **39.2 Liability of Members**

The liability of the Members of the Association is limited.

## **39.3 Members' Contributions**

Every Eligible Member undertakes to contribute to the assets of the Association in the event of it being wound up while an Eligible Member, or within one year after ceasing to be an Eligible 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.

## **39.4 Distribution of Property on Winding Up**

If upon the 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 Eligible 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 shall be determined by the Eligible 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.

## **40. AUTHORITY TO TRADE**

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

## **41. SOURCE OF FUNDS**

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

## **42. APPLICATION OF INCOME**

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### **42.1 Income and Property Applied to Objects**

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

### **42.2 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.

### **42.3 Payments in Good Faith**

Nothing contained in Rule 42.2 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.

## **43. MANAGEMENT OF FUNDS**

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

## **44. GRIEVANCE PROCEDURE**

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### **44.1 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 44.