

# CONSTITUTION



Footscray Hockey Club Incorporated

Registration No: A0000173K

Adopted # 2022

## RULES OF FOOTSCRAY HOCKEY CLUB INCORPORATED

In accordance with the *Associations Incorporation Reform Act 2012 (Vic)*

### PART I. OBJECTS, POWERS AND INTERPRETATION

#### 1. INTERPRETATION & DEFINITIONS

##### 1.1 Definitions

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

- (a) **Affiliate** means a Hockey club or association (whether incorporated, unincorporated or otherwise) which is a member of Hockey Victoria.
- (b) **Annual General Meeting** means the meeting of Members held each year within 5 months of the end of the Financial Year.
- (c) **Act** means the *Associations Incorporation Reform Act 2012 (Vic)*.
- (d) **Board** means the body consisting of the Directors under Rule 24.
- (e) **By-Law** means any by-law, regulation or policy made by the Board under Rule 33.
- (f) **Club** means Footscray Hockey Club Incorporated, an association incorporated in accordance with the Act.
- (g) **Delegate** means the person elected or appointed from time to time by the Club to act for and on behalf of the Club in relation to Hockey Victoria and represent the Club at general meetings of Hockey Victoria or as may be otherwise required by Hockey Victoria.
- (h) **Director** means a Member elected under Rule 25 or Rule 26.3.
- (i) **Financial Year** means the twelve (12) month period commencing 1 October and ending 30 September in any year.
- (j) **General Meeting** means the annual or any special general meeting of Members of the Club.
- (k) **Hockey** means the sport of hockey and includes both field hockey and indoor hockey.
- (l) **Hockey Australia** means Hockey Australia Limited, being the national peak body for Hockey in Australia.
- (m) **Hockey Victoria** means Hockey Victoria Incorporated, being the peak body for Hockey in Victoria.
- (n) **Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Club or any event, competition or

activity of or conducted, promoted or administered by the Club.

- (o) **Life Member** means an individual upon whom life membership of the Club has been conferred under Rule 9.8.
- (p) **Liquor Act** means the *Liquor Control Reform Act 1998* (Vic).
- (q) **Member** means a member for the time being of the Club under Part V of this Constitution.
- (r) **Objects** means the objects of the Club set out in Rule 3.
- (s) **Peak Body** means Hockey Victoria and Hockey Australia.
- (t) **Seal** means the common seal of the Club and includes any official seal of the Club.
- (u) **Secretary** means the secretary of the Club as determined in accordance with Rule 25 or 26.3.
- (v) **Special General Meeting** means a General Meeting held in accordance with Rule 20.
- (w) **Special Resolution** means a resolution passed:
  - i. at a General Meeting of the Club 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;
  - ii. by at least three quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting; and
  - iii. in accordance with the Act.

## 1.2 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) a reference to a date or time is fixed by reference to the capital city of Victoria;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender include all genders;
- (f) references to persons include corporations and bodies politic;

- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) references to legislation or provisions of legislation include changes, consolidations, replacements or re-enactments of the legislation and statutory instruments and regulations issued under the legislation (whether of the same or any legislative authority having jurisdiction); and
- (i) 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 email

### **1.3 Severance**

- (a) 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.
- (b) 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.

### **1.4 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.

### **1.5 Model Rules**

The model rules made under the Act dated December 2014 are expressly displaced by this Constitution.

### **1.6 Governing Law**

- (a) This Constitution is governed by the law in force in Victoria.
- (b) Each Member submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts.

## **PART II. NAME, OBJECTS AND POWERS OF THE CLUB**

### **2. NAME OF CLUB**

The name of the Club is "Footscray Hockey Club Incorporated".

### **3. OBJECTS OF CLUB**

The objects for which the Club is established and maintained are to:

- (a) provide for the conduct, encouragement, promotion and administration of Hockey in Inner West Melbourne for people of all backgrounds, ages and abilities;
- (b) promote the economic and community service success, strength and stability of the Club;
- (c) foster an inclusive and welcoming environment for our Members; and
- (d) contribute to the health, wellbeing and social cohesion of the local community.

### **4. POWERS OF ASSOCIATION**

Solely for furthering the Objects the Club has, in addition to the rights, powers and privileges conferred on it under the Act, the Club has the power to:

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) place any money or deposit with any banking or other non-banking institutions, to open accounts and to pay money into and withdraw money from such accounts;
- (c) invest and deal with money of the Club upon such securities and investments as may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as the Board thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability against all or any part of the Club's property or assets;
- (f) undertake and execute any trusts which may seem to the Board to be conducive to the Objects;
- (g) engage, employ, dismiss and remunerate professional advisers, secretaries, accountants, managers, brokers, experts and such other persons, officers and employees as may be necessary or desirable for the purpose of carrying on the business of the Club and furthering any and all of the Objects;
- (h) appoint agents to transact business on its behalf;
- (i) enter into any other contract the Board considers necessary or desirable;
- (j) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Club, to obtain from any such government or authority any rights, privileges, concessions, licenses, permits or registrations which the Board may think it desirable to obtain, and to carry out, exercise and comply with any such rights, privileges, concessions or licenses;

- (k) encourage the fullest liaison and co-operation with other responsible persons and organisations in the community as the Committee shall decide, with particular emphasis to encouraging the use of the facilities of the Club when such use shall be considered by the Board to benefit the community;
- (l) to construct, improve, maintain, furnish, develop, work, manage, carry out, alter or control any houses, buildings, clubrooms, literary, social, educational and benevolent institutions, grounds, works or conveniences which directly or indirectly advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the above;
- (m) to take any gift of property whether subject to any special trust or not, for any one or more of the Objects;
- (n) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club; or
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of the Objects.

## **5. NOT FOR PROFIT CLUB**

- (a) The Club must not distribute any surplus, income or assets directly or indirectly to its Members.
- (b) Subrule (a) does not prevent the Club from paying a Member:
  - i) reimbursement for expenses properly incurred by the Member; or
  - ii) for goods or services provided by the Member,
- (c) if this is done in good faith on terms no more favourable than if the Member was not a Member.

## **PART III. CLUB COMPOSITION**

### **6. CLUB COLOURS**

- (a) The colours of the Club shall be red, white and royal blue.
- (b) The uniform of the Club shall be in accordance with any By-Laws.

### **7. CLUB SECTIONS**

The Club shall have the following sections whose functions and operations may be set out in the By-Laws:

- (a) Junior's Section

- (b) Men's Section
- (c) Women's Section
- (d) Master's Section

## **PART IV. PEAK BODIES**

### **8. RELATIONSHIP WITH PEAK BODIES**

#### **8.1 Recognition of Peak Bodies**

- (a) The Club recognises Hockey Victoria as the state peak body for Hockey in Victoria.
- (b) The Club recognises Hockey Australia as the national peak body for Hockey in Australia.
- (c) The Club shall do all things necessary to continue to be an Affiliate of Hockey Victoria, subject to compliance with the Act.

#### **8.2 Compliance with Peak Bodies**

The Club 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;

#### **8.3 Delegate to Hockey Victoria**

- (a) During the First Board Meeting following the Annual General Meeting, the Board shall appoint one Delegate until the next Annual General Meeting. A Delegate must:
  - i) be an Individual Member;
  - ii) not be a director of Hockey Victoria.
- (b) The Secretary shall advise Hockey Victoria in writing of the appointed Delegate at least forty-eight hours prior to any Hockey Victoria General Meeting.
- (c) The Delegate is authorised by the Club to consider, make decisions and vote for and on behalf of the Club at any Hockey Victoria General Meeting.

## **PART V. MEMBERSHIP**

### **9. MEMBERS**

#### **9.1 Membership of the Club**

- (a) Any person is entitled to apply to become a Member.
- (b) A person who applies and is approved for membership as provided in these Rules is eligible to be a Member on payment of the annual subscription payable under these Rules.

#### **9.2 Application for Membership**

- (a) An application for membership by an individual must be:
  - i) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the Club; and
  - ii) accompanied by the appropriate fee, if any.
- (b) The Club may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (c) Where the Club accepts an application, the applicant shall become a Member. Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Secretary shall amend the register accordingly as soon as practicable.
- (d) Where the Club rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

#### **9.3 Membership Renewal**

Members, except for Life Members, must reapply for membership annually with the Club in accordance with the procedures set down by the Club in By-Laws from time to time.

#### **9.4 Category of Members**

The Members of the Club shall consist of:

- (a) Playing Members;
- (b) Underage Playing Members;
- (c) Social Members;



- (d) Life Members; and
- (e) Honorary Members.

### **9.5 Playing Members**

- (a) A Playing Member is a Member of the Club who has attained the age of eighteen (18) years.
- (b) A Playing Member shall be required to pay an annual subscription fee applicable to that class of Membership and such other fees, costs or levies as the Board may determine from time to time.
- (c) The Board may determine sub-classes of a Playing Member from time to time.
- (d) A Playing Member shall have the following rights:
  - i) to attend and vote at all general meetings of the Club;
  - ii) to propose and/or second persons who wish to apply for Membership of the Club;
  - iii) to be elected to the Board; and
  - iv) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws.

### **9.6 Underage Playing Members**

- (a) An Underage Playing Member is a Member who is yet to attain the age of eighteen (18) years.
- (b) An Underage Playing Member is required to pay an annual subscription applicable to that class of membership and such other fees, costs or levies as the Board may determine from time to time.
- (c) An Underage Playing Membership shall confer the following rights:
  - i) to attend all general meetings of the Club; and
  - ii) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws, subject to the requirements of the Liquor Act.
- (d) An Underage Playing Membership shall not have the right to:
  - i) vote at a general meeting of the Club;
  - ii) propose nor to second persons who wish to apply for Membership of the Club; or

iii) be elected to the Board of the Club.

### **9.7 Social Members**

- (a) A Social Member is a Member who has attained the age of eighteen (18) years but is not another class of Member.
- (b) A Social Member is required to pay an annual subscription applicable to that class of membership and such other fees, costs or levies as the Board may determine from time to time.
- (c) A Social Member shall have the following rights:
  - i) to attend all general meetings of the Club;
  - ii) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws;
  - iii) vote at a general meeting of the Club;
  - iv) propose nor to second persons who wish to apply for Membership of the Club;  
and
  - v) be elected to the Board of the Club.

### **9.8 Life Members**

- (a) Any Member may nominate a Member to be considered for life membership in the prescribed form and submit the nomination to the Board or at the Annual General Meeting.
- (b) On receiving the nomination in accordance with Rule 9.8(a), the life membership committee shall consider the nomination with reference to the following:
  - i) the duration of their membership of the Club, which must be a minimum of 15 years;
  - ii) the exemplary service of the Member to the Club; and
  - iii) any other matters the Board determines from time to time.
- (c) Once the life membership committee has reviewed the nomination in accordance with Rule 9.8 (b), they shall make a recommendation to the Board.
- (d) Once the recommendation of the life membership committee is received by the Board, the Board shall consider the nomination with reference to the recommendation and criteria set out in Rule 9.8 (b) (i) – (iii)
- (e) Subject to Rule 9.8(h), once considered, the Board may endorse, by Special Resolution of the Board, a nomination for life membership. That person's life

membership shall commence from the next Annual General Meeting.

- (f) In the event that the Board does not endorse a nomination for life membership, the Secretary must advise the Member and the person who nominated them of the decision.
- (g) Any Member may make a written or oral submission in support of a Member being nominated for life membership to the Board within 6 weeks following the Annual General Meeting.
- (h) If the nomination for life membership is endorsed by the board, the nominee shall be notified that they will become a life member commencing from the next Annual General Meeting.
- (i) A Life Member shall have the following rights:
  - i) to attend and vote at all general meetings of the Club;
  - ii) to propose and/or second persons who wish to apply for Membership of the Club;
  - iii) to be elected to the Board; and
  - iv) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws (if any) of the Club.

## **9.9 Honorary Members**

- (a) Parents or guardians of Underage Playing Members who are not otherwise Members will, unless otherwise resolved by the Board, be deemed to be Honorary Members of the Club while their child or children remain as Underage Playing Members; and
- (b) Players, officials and umpires of other clubs registered with Hockey Victoria, Hockey Australia, the Federation of International Hockey, any State Sporting Organisation or National Sporting Organisations, who shall have been competing against the Club at the Club's sports ground and who are not otherwise eligible Members will, unless otherwise resolved by the Board, be deemed to be Honorary Members of the Club for the day of the competition only.
- (c) Subject to their compliance with the terms and conditions of this Constitution and the By-Laws, Honorary Membership shall confer the right to use all facilities and the premises of the Club.
- (d) Honorary Membership shall not confer the following rights, to:
  - i) attend all general meetings of the Club;
  - ii) vote at a general meeting of the Club;
  - iii) propose nor to second persons who wish to apply for Membership of the Club; or

iv) be elected to the Board of the Club.

#### **9.10 Minimum Number of Members**

The Club must have at least 5 Members.

### **10. SUBSCRIPTIONS AND FEES**

- (a) The annual membership subscription, fees and any levies payable by Members to the Club, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.
- (b) Any Member which or who has not paid all monies due and payable by that Member to the Club 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 Club, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

### **11. REGISTER OF MEMBERS**

#### **11.1 Secretary to Keep Register**

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

#### **11.2 Inspection of Register**

- (a) Having regard to privacy and confidentiality considerations, an extract of the register, excluding the address of any Member shall be available for inspection (but not copying) by Members, upon reasonable request.
- (b) The Club shall provide a copy of the register at a time and in a form acceptable to Hockey Victoria and Hockey Australia and shall provide prompt and regular updates of the register to Hockey Victoria and Hockey Australia upon request.

### **12. EFFECT OF MEMBERSHIP**

- (a) Members acknowledge and agree that:
  - i) this Constitution constitutes a contract between each of them and the Club 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 Club, Hockey Victoria and Hockey Australia (as applicable);
  - iv) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Club and the Members;
  - v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Hockey; and
  - vi) subject to compliance with its terms, they are entitled to all benefits, advantages, privileges and services of Club membership.
- (b) A Member of the Club 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 Club as provided under Rule 34; and
  - vi) subject to Rule 11.2, to inspect the register of Members.
- (c) A right, privilege or obligation of a Member by reason of their membership of the Club is not capable of being transferred or transmitted to another Member.

### **13. DISCONTINUANCE OF MEMBERSHIP**

#### **13.1 Notice of Resignation**

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

#### **13.2 Resignation by Failure to pay Affiliation Fees**

- (a) A Member is taken to have resigned if:
- i) the Member's annual subscription fees are more than twelve months in arrears;  
or
  - ii) no annual subscription fees are payable:

- 1) the Secretary or Treasurer has made a written request to the Member to confirm that they wish to remain a Member; and
- 2) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

### **13.3 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club 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 Club immediately.

### **13.4 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 it sees fit.

## **14. DISCIPLINE OF MEMBERS**

### **14.1 Disciplinary Action**

- (a) Where the Board is advised or considers that a Member has allegedly:
  - i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
  - ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Club, Peak Bodies and/or Hockey; or
  - iii) brought the Club, Peak Bodies or Hockey into disrepute,

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will (unless rule 14.1(b) applies) be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Club.

- (b) Where the issue the subject of the disciplinary proceedings relates to Hockey in Victoria, that Member and the Club acknowledge that Hockey Victoria is the final arbiter such matters and that Member submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of Hockey Victoria on those issues.

## **15. GRIEVANCE PROCEDURE**

### **15.1 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;
  - ii) the Board; or
  - iii) the Club.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) The Member commencing the grievance procedure must notify the Secretary of their dispute in writing (Grievance Notice).
- (d) The Grievance Notice must:
  - i) identify the party against whom the Grievance is being raised;
  - ii) the nature of the dispute;
  - iii) what steps, if any, have been taken to resolve the dispute prior to commencing the grievance procedure; and
  - iv) any other matters which the Board may consider necessary from time to time.
- (e) 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 communicate with each other clearly and simultaneously) and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days of the Grievance Notice being given to the Secretary.
- (f) If the parties are unable to resolve the dispute within fourteen days, either party may refer the dispute to the Dispute Settlement Centre of Victoria (Department of Justice) for resolution.
- (g) The Board may prescribe additional grievance procedures in the By-Laws consistent with this Rule 15.

## **PART VI. GENERAL MEETINGS**

### **16. GENERAL MEETINGS**

- (a) An Annual General Meeting of the Club 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.

## **17. NOTICE OF GENERAL MEETING**

### **17.1 Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to the Members at the address appearing in the register kept by the Club. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Notice of a General Meeting shall be given at least thirty days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least twenty-one days prior to the General
- (d) Meeting, together with any notice of motion received from the Board. 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.

### **17.2 Entitlement to Attend General Meeting**

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

## **18. ANNUAL GENERAL MEETING**

### **18.1 Business of the Annual General Meeting**

- (a) The business to be transacted at the annual general meeting includes the consideration of:
  - i) financial statements of the Club for the preceding Financial Year submitted by the Board in accordance with the Act;
  - ii) reports of the Board (including in relation to the activities of the Club during the last preceding Financial Year) and auditors; and
  - iii) the election of Directors.
- (b) All business that is transacted at an Annual General Meeting, except for those matters set out in Rule 18.1(a) shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with Rule 19.

### **18.2 Business Transacted**

Unless otherwise agreed by the Chair, no business other than that stated on the notice shall be transacted at that meeting.



## **19. NOTICES OF MOTION**

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

## **20. SPECIAL GENERAL MEETINGS**

### **20.1 Special General Meetings may be Held**

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

### **20.2 Requisition of Special General Meetings**

- (a) The Board shall on the requisition in writing of at least 10% of 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 Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form each signed by one or more of the 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 Club, the 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 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.

## **21. PROCEEDINGS AT GENERAL MEETINGS**

### **21.1 Quorum**

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) A quorum for General Meetings of the Club shall be 10% of the Members entitled to vote and represented at the meeting in person or by proxy or by exercise of postal ballot. For the avoidance of doubt proxy and postal votes will be counted towards the quorum.

### **21.2 Chair of Board Preside**

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

one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

### **21.3 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 Members under Rule 20.2, shall be
  - ii) dissolved; and
  - iii) in any other case, shall stand adjourned to such other day and at such other time and place as the chair may determine.
- (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (c) 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.
- (d) 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.
- (e) Except as provided in Rule 21.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **21.4 Use of Technology**

- (a) A Member not physically present at a General Meeting may participate in the meeting using technology that allows that Member, and the Members present at the meeting to communicate with each other clearly and simultaneously.
- (b) A Member participating in a General Meeting as permitted under Rule 21.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **21.5 Voting Procedure**

- (a) 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:
  - i) chair; or
  - ii) majority of the Members present.

- (b) The Secretary of the Club shall keep a record of members of the Club voting at an election of Members of the Club.

#### **21.6 Recording of Determinations**

Unless a poll is demanded under Rule 21.5, 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 Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### **21.7 Where Poll Demanded**

If a poll is duly demanded under Rule 21.5 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.

#### **21.8 Resolutions at General Meetings**

- (a) Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in Rule 21). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is entitled to a casting vote.
- (b) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

#### **21.9 Minutes**

- (a) The Secretary must ensure that minutes are taken and kept of each General Meeting.
  - i) The minutes must record:
    - ii) the business considered at the meeting;
    - iii) proxy and postal forms given to the Secretary under Rule 22;
    - iv) any resolution on which a vote is taken and the result of the vote; and
    - v) the names of persons present at all meetings.
- (b) In addition, the minutes of each annual general meeting must include:
  - i) the financial statements submitted to the members in accordance with Rule 18.1(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 Club;
  - iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act; and
  - iv) a record of members of the Club voting at an election of Members of the Club.
- (c) The minutes of General Meetings shall be available for inspection and copying by the Members.

## **22. PROXY AND POSTAL VOTING**

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Secretary at least forty- eight (48) 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 a 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 or otherwise provide that the proxy may vote on the Member's behalf as they say fit.
- (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 (48) hours before the commencement of the meeting. For a postal ballot to be valid the 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 Members the Board may call a postal vote in such manner as it considers necessary.

## **PART VII. THE BOARD**

### **23. POWERS OF THE BOARD**

- (a) The affairs of the Club shall be managed by the Board constituted under Rule 24.1.
- (b) Subject to this Constitution and the Act, the Board:
  - i) shall control and manage the business and affairs of the Club;
  - ii) may exercise all such powers and functions as may be exercised by the Club 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 Club; and
- iv) the Board as the controlling authority of the Club shall be responsible for acting on all issues in accordance with the Objects and shall operate for the collective and mutual benefit of the Club and Hockey throughout Victoria.

## **24. COMPOSITION OF THE BOARD**

### **24.1 Board Composition**

The Board shall comprise at least six (6) Directors elected by the Members in accordance with Rule 25.

### **24.2 Chair and Deputy Chair**

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

### **24.3 Portfolios**

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

## **25. ELECTION OF DIRECTORS**

### **25.1 Qualifications for Directors**

- (a) Nominees for Director positions on the Board must be over the age of eighteen (18) years, reside in Australia and meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) Nominees for Directors must be a Member but not an Honorary Member.
- (c) Nominees for Director positions on the Board must declare any position they hold in Hockey Victoria or Hockey Australia including as an office bearer, director or a paid appointee.
- (d) In all elections Rule 26.4 must be observed.

### **25.2 Elections of Directors**

- (a) The Secretary shall call for nominations thirty (30) days before the date of the Annual General Meeting. All Members shall be notified of the call for nominations.
- (b) Nominations for Directors must be:
  - i) in writing;

- ii) on the prescribed form (if any) provided for that purpose;
  - iii) signed by a Member; and
  - iv) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Secretary at least forty-eight (48) hours prior to the Annual General Meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be elected without the need for a ballot.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken in such usual and proper manner as the chair directs.
- (f) The voting shall be conducted by preferential ballot or by such other procedure as is determined by the Board and communicated to the Members.

### **25.3 Term of Appointment**

- (a) Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third annual general meeting following.
- (b) At each Annual General Meeting elections shall be held for approximately one third of the Directors. Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board.

## **26. VACANCIES OF DIRECTORS**

### **26.1 Grounds for Termination of Director**

- (a) In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
- i) dies;
  - ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - iv) resigns his office in writing to the Club;
  - v) is absent without the consent of the Board from two consecutive meetings of the Board;

- vi) holds any office of employment of the Club;
- vii) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- viii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- ix) fails to comply with their Duties under the Act;
- x) is removed from office by Special Resolution under Rule 26.2; or
- xi) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

## **26.2 Removal of a Director**

- (a) The Club in a General Meeting may by Special Resolution remove any Director before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in Rule 26.3.
- (b) Where the Director to whom a proposed resolution referred to in Rule 26.2(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 Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

## **26.3 Casual Vacancies**

- (a) The Board may appoint an eligible member of the Club to fill a position as a Director on the Board where the position:
  - i) has become vacant under Rule 26.1 or Rule 26.2; or
  - ii) was not filled by election at the last Annual General Meeting.
- (b) A Director appointed in accordance with Rule 26.3 will hold office until the next Annual General Meeting.
- (c) Rule 26.4 must be observed at all times when filling any Director casual vacancy.

## **26.4 Remaining Directors May Act**

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

## **27. MEETINGS OF THE BOARD**

### **27.1 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 Directors, convene a meeting of the Board within a reasonable time.

### **27.2 Decisions of Board**

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

### **27.3 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
  - i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
  - ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
  - iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
  - iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting



provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair is located.

#### **27.4 Quorum**

- (a) No business may be conducted at a meeting of the Board unless a quorum is present.
- (b) At meetings of the Board the number of Directors whose presence (or participation under Rule 27.4(a)) is required to constitute a quorum is the majority of the Directors.

#### **27.5 Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days' oral or written notice of the meeting of the Board shall be given to each Director by the Secretary. The agenda shall be forwarded to each Director not less than one (1) day prior to such meeting.

#### **27.6 Validity of Board Decisions**

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

#### **27.7 Chair of Board Meeting**

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

#### **27.8 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 28.

#### **27.9 Leave of Absence**

- (a) The Board may grant a Director leave of absence from Board and committee meetings for a period not exceeding three months.

- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

## **28. CONFLICTS**

### **28.1 Directors' Interests**

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

### **28.2 Conflict of Interest**

A Director shall declare his/her interest in any:

- i) contractual matter;
- ii) selection matter;
- iii) disciplinary matter; or
- iv) financial matter;

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

### **28.3 Disclosure of Interests**

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

### **28.4 General Disclosure**

- (a) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 28.3 as regards such Director and the said transactions.

- (b) After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

## **28.5 Recording Disclosures**

It is the duty of the Secretary to record in the minutes any declaration made, or any general notice given by a Director in accordance with Rules 28.3 and 28.4.

## **29. DUTIES**

### **29.1 General Duties**

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with this Constitution.
- (c) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.
- (d) The Directors must exercise their powers and discharge their duties:
  - i) In good faith in the best interests of the Club; and
  - ii) For a proper purpose.

## **30. SECRETARY**

### **30.1 Secretary Responsibilities**

- (a) The Secretary shall (unless prohibited by law) act as and carry out the duties of Secretary of the Club required under the Act to be performed by the secretary of an incorporated association and shall administer and manage the Club in accordance with this Constitution and any directions of the Board.
- (b) The Secretary must give the registrar notice of their 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.

### **30.2 Specific Duties**

- (a) The Secretary shall:
  - i) as far as practicable attend all Board meetings and General Meetings;
  - ii) prepare the agenda for all Board meetings and all General Meetings;
  - iii) record and prepare minutes of the proceedings of all meetings of the Board and the Club; and

iv) regularly report on the activities of, and issues relating to, the Club.

### **30.3 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 Club.

## **31. TREASURER**

(a) The Treasurer must—

- i) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
- ii) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
- iii) make any payments authorised by the Club or by a General Meeting of the Club from the Club's funds; and
- iv) ensure cheques are signed by at least 2 Directors.

(b) The Treasurer must—

- i) ensure that the financial records of the Club are kept in accordance with the Act; and
- ii) coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the Annual General Meeting of the Club.

(c) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Club.

## **PART VIII. MISCELLANEOUS**

### **32. DELEGATIONS**

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

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

#### **32.2 Delegation by Instrument**

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

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

### **32.3 Delegated Function Exercised in Accordance With Terms**

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

### **32.4 Procedure of Delegated Entity**

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 27. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- (b) A Director shall be ex-officio members of any committee so appointed.
- (c) Within seven (7) days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

### **32.5 Delegation may be Conditional**

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

### **32.6 Revocation of Delegation**

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

## **33. BY-LAWS**

### **33.1 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 Club, the advancement of the Objects as it thinks necessary or desirable.
- (b) Such By-Laws must be consistent with this Constitution. Where there is an inconsistency, the By-Laws shall be read down to comply with this Constitution.
- (c) All By-Laws approved by the Board shall be published on the Club website.

### **33.2 By-Laws Binding**

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

### **33.3 By-Laws Deemed Applicable**

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

### **33.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved by the Board and prepared and issued by the Secretary. Such By-Laws shall be effective from the date of the notice.

## **34. RECORDS AND ACCOUNTS**

### **34.1 Secretary to Keep Records**

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

### **34.2 Financial Records**

The Club must keep financial records that:

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

### **34.3 Records Kept in Accordance with Act**

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

### **34.4 Club to Retain Records**

The Club shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

### **34.5 Board to Submit Accounts**

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

### **34.6 Negotiable Instruments**

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

### **34.7 Inspection of Records**

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

### **35. AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

## **36. NOTICE**

### **36.1 Manner of Notice**

- (a) Notices may be given by the Secretary to any Member by sending the notice by post or where available, by email, to the Member's registered address or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (c) Where a notice is sent by email, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the email message was received at the email address to which it was sent.
- (d) Any notice required to be given to the Club or the Board may be given:
  - i) by handing the notice to the Secretary;
  - ii) by sending the notice by post to the registered address;
  - iii) by leaving the notice at the registered address; or
  - iv) by email to the email address of the Secretary.

### **36.2 Notice of General Meeting**

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

### **36.3 Notice of Hockey Victoria to Members**

- (a) If Notice is given by Hockey Victoria to the Club that is required to be given to the Members, the Club shall within 7 days provide such a notice to the Members.
- (b) Such a notice shall be deemed to have been received by the Member on the date that the Club received the notice in accordance with the Hockey Victoria Constitution.

## **37. SEAL**

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



- (c) A Director may not sign a document to which the seal of the Club is fixed where the Director is interested in the contract or arrangement to which the document relates.

### **38. REGISTERED ADDRESS**

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

### **39. ALTERATION OF CONSTITUTION**

- (a) This Constitution shall not be altered except by Special Resolution passed at a General Meeting of Members.
- (b) In addition, there shall be no alteration or amendment to Rules 41 or 42 without the consent of the relevant Minister or other authority under the Act.

### **40. INDEMNITY**

#### **40.1 Directors to be indemnified**

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

#### **40.2 Club to Indemnify**

- (a) The Club shall indemnify its Directors and employees to the extent provided under their insurance policy of the Club against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (b) in the case of a Director performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (c) in the case of an employee, performed or made in the course of, and within the scope of his/her employment by the Club.

### **41. WINDING UP**

#### **41.1 Winding Up of the Club**

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

## **41.2 Liability of Members**

The liability of the Members of the Club is limited.

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

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Club 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 Club by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Club at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

## **42. AUTHORITY TO TRADE**

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

## **43. SOURCE OF FUNDS**

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

## **44. MANAGEMENT OF FUNDS**

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

## **45. LICENSING REQUIREMENTS**

- (a) If there is any inconsistency between this Rule 45 and any other Rule in this Constitution, Rule 45 will prevail to the extent necessary to comply with the Liquor Act.
- (b) No liquor shall be sold or supplied to any person under the age of eighteen (18) years except where any such person is accompanied by a spouse or parent, or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the Club premises.
- (c) A visitor shall not be supplied with liquor in the Club premises unless the visitor is:
  - i) a guest in the company of a Member; or
  - ii) at a particular function or occasion in respect of which a limited licence has been granted under the provisions of Section 26 of the Liquor Act.

- (d) No person under eighteen (18) years of age shall be employed in the Club.
- (e) No payment or part payment to an Officer or Servant of the Club shall be made by way of commission or allowance from the receipts of the Club for the supply of liquor.
- (f) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless the licence under the Liquor Act authorises the sale of liquor for consumption off the Club premises. Any liquor so sold must be removed from the premises of the Club by the Member purchasing same.
- (g) No member or visitor shall be served with liquor except in accordance with the Club Licence held by the Club under the Liquor Act.
- (h) No person shall receive a greater profit, benefit or advantage from the Club than that received by every Member thereof other than a remuneration or honorarium as approved by the Board for work done by the Secretary, Treasurer or other Officer of the Club or salary or wages paid to employees.
- (i) The Club may, with the authority of the Board make application from time to time:
  - i) for a Limited Licence to authorise the sale and disposal of liquor on occasions or in locations not authorised by the Club Licence;
  - ii) for an Extended Hours Permit to authorise the sale and disposal of liquor within the premises of the Club at times to which the hours authorised by the Club Licence do not ordinarily extend.
- (j) Notwithstanding any provisions to the contrary contained in this Constitution while and as long as the Club is the holder of a Club Licence under the Liquor Act:
  - i) the facilities of the Club shall be provided and maintained from the joint funds of the Club; and
  - ii) no person shall be entitled to receive nor shall receive a greater profit, benefit or advantage from the Club than that to which any member is entitled or receives.

**46. AMENDMENTS TABLE**

Date of Issue	Amendment/Version	Remarks
October 1983	Initial Issue	
December 2014	Version 2	
February 2022	Version 3	