

Model constitution

Under the Associations Incorporation Act 2009

About this model constitution

The constitution of an incorporated association forms the structure within which the association operates.

To assist associations develop their constitution, NSW Fair Trading has prepared this model constitution, which covers the matters required by law. An association may:

- adopt this model constitution; or
- adopt a modified version of this model constitution.

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Contents

Model constitution	1
Contents.....	2
Part 1 – Preliminary.....	4
1.1 Name of the Club	4
1.2 Definitions.....	4
1.3 Interpretation	5
1.4 Severance	6
1.5 The Act.....	6
1.6 Objects of the Club.....	6
1.7 Powers of the Club	7
2. Part 2 - Membership	8
2.1 Members.....	8
2.2 Application for Membership	8
2.3 Discretion to Accept or Reject Application	8
2.4 Renewal.....	9
2.5 Cessation of membership	9
2.6 Membership entitlements not transferable	9
2.7 Resignation of membership.....	9
2.8 Register of members.....	9
2.9 Fees and subscriptions.....	10
2.10 Members' liabilities.....	10
2.11 Resolution of disputes	10
2.12 Disciplining of members	10
2.13 Right of appeal of disciplined member.....	11
3. The committee.....	12
3.1 Powers of the committee	12
3.2 Composition and membership of committee	12
3.3 Election of committee members.....	12
3.4 President.....	13
3.5 Vice President	14
3.6 Secretary.....	14
3.7 Treasurer.....	14
3.8 Casual vacancies	14
3.9 Removal of committee members.....	15
3.10 Committee meetings and quorum.....	15
3.11 Delegation by committee to sub-committee.....	16
3.12 Voting and decisions	16
4. General meetings	18
4.1 Annual general meetings - holding of.....	18
4.2 Annual general meetings - calling of and business at	18
4.3 Special general meetings - calling of	18
4.4 Notice	19
4.5 Quorum for general meetings.....	19

4.6	Presiding member.....	20
4.7	Adjournment.....	20
4.8	Making of decisions	20
4.9	Special resolutions.....	21
4.10	Voting at General Meetings.....	21
4.11	Proxy votes not permitted.....	21
4.12	Postal or electronic ballots.....	21
4.13	Use of technology at general meetings.....	21
5.	Part 5 – Miscellaneous	22
5.1	Insurance	22
5.2	Funds - source	22
5.3	Funds - management	22
5.4	Association is non-profit	22
5.5	Auditor	22
5.6	Distribution of Property on Winding Up.....	23
5.7	BY- Laws	23
5.8	Alteration of Constitution.....	23
5.9	Status and Compliance of the Club	23
5.10	Notice.....	24
5.11	Indemnity.....	24
5.12	Custody of books etc	25
5.13	Inspection of books.....	25
5.14	Financial year	25

Part 1 – Preliminary

1.1 Name of the Club

The name of the Club is Cronulla Sharks Hockey Incorporated (**Club**).

1.2 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2009 (NSW)*.

“**Board**” means the body managing the Club and consisting of the directors.

“**Constitution**” means this Constitution of the Club.

“**Director**” means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Executive Director.

“**Committee and Committee Members**” is sometimes referred to Board and Directors

Titles of Director positions and job descriptions can be included in Regulations, if desired.

“**General Meeting**” means the annual or any special general meeting of the Club.

“**Individual Member**” means a registered, financial Member of the Club who is at least 18 years of age.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

“**Junior Member**” means a registered Member of the Club who is younger than 18 years of age.

“**Life Member**” means an Individual appointed as a Life Member of the Club under clause 2.1(a).

“**Local area**” means the geographical area for which the Club is responsible as recognised by the regional and/or state organisations for Hockey of which the Club is a Member.

“**Member**” means a Member of the Club for the time being under clause 2.1.

“**NSO**” means the National Sporting Organisation being Hockey Australia.

“**Objects**” means the Objects of the Club in clause 1.6.

'Public Officer' means the person appointed to be the public officer of the Association in accordance with the Act.

A Director of the Association should perform the role of Public Officer. The Public Officer is the conduit for information flow between the Association and the regulator, therefore it is important that the Public Officer is a Director and informed about the Association's activities. Further, as the Public Officer has numerous responsibilities, it is important that they are a Director and therefore owe a duty to act in the best interests of the Association.

'Register' means a register of Members kept and maintained in accordance with clause 2.8

'RSO' means the Regional Sporting Organisation being Sydney South Hockey Association.

'Seal' means the common Seal of Cronulla Sharks Hockey Club (if any).

'Special Resolution' means a Special Resolution defined in the Act.

'SSO' means the State Sport Organisation being Hockey New South Wales

"ordinary committee member" means a member of the committee who is not an office-bearer of the association.

"Secretary" means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

"Committee Meeting" means regular meetings held during the year excludes AGM and Special meetings

1.3 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.

1.4 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

1.5 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

1.6 Objects of the Club

The Objects of the Club are important and must be carefully considered. They are its reasons for existence and although this can be simply stated as 'promotion and encouragement of the Sport' the changes in regulatory and commercial as well as sporting landscapes require a 21st century sporting body to have broad Objects.

The Objects are expressed to apply to a club level organisation.

The Objects of the Club are established to:

- (a) conduct, encourage, promote, advance and administer the sport of hockey throughout the local area;
- (b) act, at all times, on behalf of and in the interest of the Members and Hockey in the local area
- (c) affiliate and otherwise liaise with the RSO, SSO and/or NSO of which the Club is a Member and adopt their rule and policy frameworks to further these Objects
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Hockey as may be determined from time to time by NSO or IF and as may be necessary for the management and control of Hockey and related activities in New South Wales;
- (e) advance the operations and activities of the Club throughout the local area;
- (f) have regard to the public interest in its operations; and
- (g) Generally, rules made in the 'public interest' are less susceptible to challenge; therefore, this object reminds Club Members of the moral obligation to be mindful of the community when operating the Club.
- (h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

1.7 Powers of the Club

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

2. Part 2 - Membership

2.1 Members

The Members of the Club shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate at General Meetings, but shall have no right to vote;
- (b) Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings; shall be
 - (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
- (c) Junior Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings.

2.2 Application for Membership

An application for membership must be:

- (a) in writing or electronically on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Club; and
- (b) accompanied by the appropriate fee (if any).

2.3 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in **clause 2.2** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.

- (c) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

2.4 Renewal

Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club in Regulations from time to time.

2.5 Cessation of membership

- (a) A person ceases to be a member of the club if the person: dies, or
- (b) resigns membership, or
- (c) is expelled from the club, or
- (d) fails to pay the annual membership fee under **clause 2.9 (2)** within 3 months after the fee is due.

2.6 Membership entitlements not transferable

- (a) A right, privilege or obligation which a person has by reason of being a member of the club:
- (b) is not capable of being transferred or transmitted to another person, and
- (c) terminates on cessation of the person's membership.

2.7 Resignation of membership

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

2.8 Register of members

- (a) The secretary of the club must establish and maintain a register of members of the club specifying the name and postal or residential address of each person who is a member of the club together with the date on which the person became a member.
- (b) The register of members must be kept in New South Wales:
- (c) at the main premises of the club, or
- (d) if the club has no premises, at the club's official address.
- (e) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (f) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

- (g) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (h) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (j) any other purpose necessary to comply with a requirement of the Act or the Regulation.

2.9 Fees and subscriptions

The annual membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Board.

2.10 Members' liabilities

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by **clause 2.9**.

2.11 Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members) of the club, or a dispute between a member or members and the club, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

2.12 Disciplining of members

- (a) The Board may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or Hockey; or
 - (iii) brought the Club, any other Member or Hockey into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Regulations.

- (b) The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

2.13 Right of appeal of disciplined member

- (a) A member may appeal to the club in general meeting against a resolution of the committee under **clause 2.12**, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under **subclause (a)**, the secretary must notify the committee which is to convene a general meeting of the club to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the club convened under **subclause (c)**:
- (e) no business other than the question of the appeal is to be transacted, and
- (f) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (g) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (h) The appeal is to be determined by a simple majority of votes cast by members of the club.

3. The committee

3.1 Powers of the committee

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

- (a) is to control and manage the affairs of the club, and
- (b) may exercise all such functions as may be exercised by the club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the club, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

3.2 Composition and membership of committee

- (a) The committee is to consist of:
 - (i) the office-bearers of the club, and
 - (ii) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the club under clause 3.3.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee
- (b) The total number of committee members is to be not less than five (5).
- (c) The office-bearers of the club are as follows:
 - (i) President
 - (ii) Vice-President
 - (iii) Treasurer
 - (iv) Secretary.
- (d) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (e) There is no maximum number of consecutive terms for which a committee member may hold office.
- (f) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3.3 Election of committee members

- (a) Nominations of candidates for election as office-bearers of the club or as ordinary committee members:
 - (i) must be made in writing, signed by 2 members of the club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (ii) must be delivered to the secretary of the club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (g) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the club must be a member of the club.

3.4 President

- (c) The President shall be responsible for the management and overall running of the Club, including its financial well-being. One of the Presidents' most important roles is 'behind the scenes' organisation and co-ordination.
- (d) The President shall:
 - (i) have the right to preside at all meetings of the Members of the Club and at all meetings of the Executive and Committee,
 - (ii) have a deliberate as well as a casting vote in meetings
 - (iii) oversee and co-ordinate the activities and administration of the Club, and
 - (i) acquaint each member of the Committee with his or her function, responsibility, relationship and duties
- (e) The Vice President shall assume the duties of the President in the absence of the President.
- (f) In the absence of specific Hockey Club delegates, the President and Vice President are responsible for attending the Hockey Association meetings.

3.5 Vice President

- (a) Shall attend all meetings of the Club and of the Committee.
- (b) Shall assist the President wherever possible in the smooth running of the day-to-day affairs and business of the Club.
- (c) Shall act as the President in all capacities, in the absence of the President.
- (d) Shall perform such duties as directed on behalf of the Club.

3.6 Secretary

- (a) The secretary of the club must, as soon as practicable after being appointed as secretary, lodge notice with the club of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
 - (i) all appointments of office-bearers and members of the committee, and
 - (ii) the names of members of the committee present at a committee meeting or a general meeting, and
 - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be kept in written or electronic form and that the chairperson can sign the minutes of meeting proceedings electronically.

3.7 Treasurer

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

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

3.8 Casual vacancies

- (a) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the committee occurs if the member:
 - (i) dies, or
 - (ii) ceases to be a member of the club, or
 - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the secretary, or

- (v) is removed from office under **clause 3.9**, or
- (vi) becomes a mentally incapacitated person, or
- (vii) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

3.9 Removal of committee members

- (a) The club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in subclause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the club, the secretary or the president may send a copy of the representations to each member of the club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

3.10 Committee meetings and quorum

- (a) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under **subclause (c)** must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- (h) At a meeting of the committee:
 - (i) the president or, in the president's absence, the vice-president is to preside, or
 - (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

3.11 Delegation by committee to sub-committee

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

3.12 Voting and decisions

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to **clause 3.10(e)**, the committee may act despite any vacancy on the committee.

- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

4. General meetings

4.1 Annual general meetings - holding of

- (a) The club must hold its first annual general meeting within 18 months after its registration under the Act.
- (b) The club must hold its annual general meetings:
 - (i) within 6 months after the close of the club's financial year, or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

4.2 Annual general meetings - calling of and business at

- (a) The annual general meeting of the club is, subject to the Act and to **clause 4.1**, to be convened on such date and at such place and time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (ii) to receive from the committee reports on the activities of the club during the last preceding financial year,
 - (iii) to elect office-bearers of the club and ordinary committee members,
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

4.3 Special general meetings - calling of

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the club.
- (b) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the club.
- (c) A requisition of members for a special general meeting:
 - (i) Must be in writing
 - (ii) must state the purpose or purposes of the meeting, and
 - (iii) must be signed by the members making the requisition, and
 - (iv) must be lodged with the secretary, and

- (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in **subclause (d)** must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (f) For the purposes of subclause (c):
 - (i) a requisition may be in electronic form, and
 - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

4.4 Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under **subclause (a)** the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **clause 4.2(b)**.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.5 Quorum for general meetings

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) 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 on the requisition of members, is to be dissolved, and

(ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

4.6 Presiding member

(a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the club.

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

4.7 Adjournment

(a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(c) Except as provided in **subclauses (a) and (b)**, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.8 Making of decisions

(a) A question arising at a general meeting of the club is to be determined by either:

(i) a show of hands, or if the meeting is one to which clause 4.13 applies, any appropriate corresponding method that the committee may determine

(ii) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

(b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(c) Subclause (b) applies to a method determined by the committee under subclause (a)(i) in the same way as it applies to a show of hands.

- (d) A resolution put to a vote at a general meeting being held using technology (as per clause 4.13) can be decided using a suitable method that the committee determines.

4.9 Special resolutions

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

4.10 Voting at General Meetings

- (a) On any question arising at a general meeting of the club a member has one vote only.
- (b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at any general meeting of the club unless all money due and payable by the member to the club has been paid.
- (d) A member is not entitled to vote at any general meeting of the club if the member is under 18 years of age.

4.11 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

4.12 Postal or electronic ballots

- (a) The club may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 2.13).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

4.13 Use of technology at general meetings

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

5. Part 5 – Miscellaneous

5.1 Insurance

The association may effect and maintain insurance

5.2 Funds - source

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

5.3 Funds - management

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

5.4 Association is non-profit

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

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

5.5 Auditor

Under the Act, certain incorporated associations are required to undertake an audit. The Act divides large ("Tier 1") and small ("Tier 2") associations and requires Tier 1 organisations to conduct an audit.

The threshold of gross annual receipts for an association to qualify as a Tier 1 association is still to be confirmed. It is anticipated that it will be \$200,000 however associations will need to confirm this when the regulations are released later in 2009.

Whilst there is no obligation for Tier 2 associations to undertake an audit, it is good corporate governance and sound risk and financial management and thus it has been included in this template.

- (a) A properly qualified auditor or auditors shall be appointed by the Club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Club in a general meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

5.6 Distribution of Property on Winding Up

- (a) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (b) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

5.7 BY- Laws

The board may from time to time make and adopt by-laws in pursuant of the day-to-day running of the clubs business.

A by-law shall only be supplement to this constitution and no way shall a By-Law contradict any rule contained in the constitution.

By-laws so adopted by the board, provided that such By-Laws are only instituted and notified to each Board Member at least twenty one (21) days prior to the relevant meeting of its adoption.

An addition to, amendment to, rescission of any By-Law may be made by a simple majority vote at Board meeting provided fourteen (14) days written notice is given

5.8 Alteration of Constitution

An addition to, amendment to, or rescission of wholly or in part, of the aims, objectives and this Constitution may only be made at an Annual General Meeting of the Club.

Notice of any addition, amendment or rescission shall be given in writing to the Secretary at least twenty-eight (28) days prior to the relevant Annual General Meeting, this duly endorsed by at **least ten (10) members** or the Committee requesting the alteration.

5.9 Status and Compliance of the Club

This section entrenches and strengthens the relationship between the Club and the RSO/SSO/NSO.

- (a) Recognition of Club
- (b) The Club is a Member of the regional and/or state bodies for Hockey and is recognised by those bodies as the entity responsible for the delivery of

Hockey in the local area and is subject to compliance with this Constitution. The regional and/or state bodies' Constitutions shall continue to be so recognised and shall administer Hockey in the local area in accordance with the Objects.

- (c) Constitution of the Club
- (d) This Constitution will clearly reflect the Objects of the region and state bodies for Hockey and will conform to the Constitutions of those bodies, subject always to the Act.
- (e) Region and SSO
- (f) The Club may not resign, disaffiliate or otherwise seek to withdraw from its regional and/or state body without approval by Special Resolution.

5.10 Notice

- (a) For the purpose of this constitution, a notice may be served on or given to a person.
 - (i) by delivering it to the person personally, or.
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and.
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and.
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date

5.11 Indemnity

- (a) Every director and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its directors and employees against all damages and losses (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:

- (i) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
- (i) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club

5.12 Custody of books etc

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

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer

5.13 Inspection of books

- (a) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:
 - (i) records, books and other financial documents of the club,
 - (ii) this constitution,
 - (iii) minutes of all committee meetings and general meetings of the club.
- (b) A member of the club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite subclauses (a) and (b), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

5.14 Financial year

The financial year of the club is:

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

Note: Schedule 1 of the Act provides that a club's constitution is to address the club's financial year.