

Instruction Guide for the Template Constitution for Associations to be incorporated under the Associations Incorporation Act 2009 (“Act”).

Preamble

The Template Constitution is based on the Model Constitution as published on the Department of Fair Trading NSW website.

The Template Constitution is a guide only and not intended to be comprehensive. Except for Clauses 7, 47, 48, 49, 50 and 51, which are **mandatory provisions** and must be included in an Association’s constitution, it is a matter for each Association as to which other provisions are to be included in its Constitution. You do not have to adopt the same provisions as the Template Constitution and can address each of the required matters in any way that you like, on the condition that it reflects the requirements of the Act.

Certain clauses have been intentionally left incomplete, for you to insert appropriate wording.

The mandatory provisions must not be amended or removed, without the consent of Hockey New South Wales. If, for any reason, you require any changes to the mandatory provisions in order to ensure consistency with your Constitution, then please provide a copy of your Constitution to Hockey New South Wales together with a copy of the proposed change and the reason for the change.

ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

of

PORT MACQUARIE HASTINGS HOCKEY ASSOCIATION INCORPORATED

1. Name of Association

The name of the Association is PORT MACQUARIE HASTINGS HOCKEY Association Incorporated ("**Association**").

2. Definitions

2.1 In this Constitution:

Act means the Associations Incorporation Act 2009.

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

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

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

Delegate means the person appointed from time to time to act for and on behalf of an Affiliated Club and to represent the Affiliated Club at general meetings.

Director-General means the Director-General of the Department of Services, Technology and Administration.

FIH means the Federation Internationale de Hockey.

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

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

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

Individual Member means a registered, financial member of an Affiliated Club or a natural person who is otherwise recognised by the Association as an Individual Member.

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

Objects means the objects of the Association in Clause 3.

Ordinary Committee Member means a member of the Committee who is not an office-bearer of the Association referred to in Clause 18.3.

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

Regulation means the Associations Incorporation Regulation 2010.

Secretary means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) if no such person holds that office — the public officer of the Association.

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

2.2 In this Constitution:

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

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

3. Objects of Association

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

- (a) conduct, encourage, promote, develop, advance and administer Hockey throughout the Region;
- (b) participate as a member of HNSW so Hockey can be conducted, encouraged, promoted, developed, advanced and administered throughout the Region and New South Wales;
- (c) promote mutual trust and confidence between the Association, HNSW, HA and the Members in pursuit of these Objects;
- (d) act on behalf of, and in the interest of, the Members and Hockey in the Region;
- (e) promote the economic and community service success, strength and stability of the Association, the Members and Hockey in the Region;
- (f) affiliate and otherwise liaise with HNSW and adopt its rules and policy framework to further these Objects and Hockey;
- (g) abide by, promulgate, enforce and secure uniformity in the application of the rules of Hockey as may be determined from time to time by HA or FIH and as may be necessary for the management and control of Hockey and related activities in the Region;
- (h) adopt and implement such policies as may be developed by HA or HNSW, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Hockey;
- (i) represent the interests of its Members and of Hockey generally in any appropriate forum in the Region;
- (j) have regard to the public interest in its operations; and
- (k) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. Powers of Association

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

5. Membership Generally

- 5.1** A person is eligible to be a Member of the Association if the person has been nominated and approved for membership of the Association in accordance with Clause 6.
- 5.2** A person or entity is taken to be a Member of the Association if the person was:
- (a) in the case of an unincorporated body that is registered as the Association — a member of that unincorporated body immediately before the registration of the Association; or
 - (b) in the case of an association that is amalgamated to form the relevant Association — a member of that other association immediately before the amalgamation; or
 - (c) in the case of a registrable corporation that is registered as an Association — a member of the registrable corporation immediately before that entity was registered as an Association.
- 5.3** A person is taken to be a Member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under Section 6 (1) (a) of the Act was made.
- 5.4** The Members of the Association shall consist of:
- (a) Affiliated Clubs, which subject to this Constitution, shall be represented by a Delegate, who shall have the right to receive notice of general meetings and be present, debate and vote on behalf of the Affiliated Club at general meetings;
 - (b) Life Members, who subject to this Constitution, shall have the right to receive notice of general meetings and to be present and to debate at general meetings, but shall have no voting rights;
 - (c) Individual Members who shall have the right to be present at general meetings but shall have no rights, to debate or to vote at general meetings; and
 - (d) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Association in general meeting

6. Nomination for Membership

- 6.1.** A nomination of a person for membership of the Association:
- (a) must be made by a Member of the Association in writing in the form from time to time approved by the Committee; and
 - (b) must be lodged with the Secretary of the Association.
- 6.2** As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- 6.3** As soon as practicable after the Committee makes that determination, the Secretary must:
- (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable); and
 - (b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a Member as entrance fee and annual subscription.
- 6.4.** The Secretary must, on payment by the nominee of the amounts referred to in Clause 6.3(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Member of the Association.

7. Effect of Membership

7.1 Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and HNSW's and HA's constitution and by-laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association, HNSW and HA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Hockey in the Region; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

8. Cessation of Membership

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

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

9. Membership Entitlements Not Transferable

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

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

10. Resignation of Membership

- 10.1** A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one (1) month (or 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.
- 10.2** If a Member of the Association ceases to be a member under Clause 10.1, and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a member.

11. Register of Members

- 11.1** The public officer of the Association must establish and maintain a register of Members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a member.
- 11.2** The register of Members must be kept in New South Wales:
- (a) at the main premises of the Association; or
 - (b) if the Association has no premises, at the Association's official address.
- 11.3** The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- 11.4** A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 11.5** If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection; that information must not be made available for inspection.
- 11.6** A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12. Fees and Subscriptions

- 12.1** A Member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- 12.2** In addition to any amount payable by the Member under Clause 12.1, a Member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by paragraph (b), before 1 July in each calendar year; or
 - (b) if the Member becomes a member on or after 1 July in any calendar year — on becoming a member and before 1 July in each succeeding calendar year.

13. Members' Liabilities

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

14. Grievance Procedure

- 14.1** The grievance procedure set out in this Clause applies to disputes under the provisions of this Constitution between a Member and:

- (a) another Member; or
- (b) the Association.

14.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

14.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by HNSW in accordance with the procedures determined by HNSW from time to time.

14.4 The Board may prescribe additional grievance procedures in By-Laws consistent with this Clause 14.

15. Disciplining of Members

15.1 A complaint may be made to the Committee by any person that a Member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has wilfully acted in a manner prejudicial to the interests of the Association.

15.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

15.3 If the Committee decides to deal with the complaint, the Committee:

- (a) must cause notice of the complaint to be served on the Member concerned; and
- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.

15.4 The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

15.5 If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under Clause 16.

15.6 The expulsion or suspension does not take effect:

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

whichever is the later.

16. Right of Appeal of Disciplined Member

16.1 A Member may appeal to the Association in general meeting against a resolution of the Committee under Clause 15, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

- 16.3** On receipt of a notice from a Member under Clause 16.1, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 16.4** At a general meeting of the Association convened under Clause 16.3:
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.5** The appeal is to be determined by a simple majority of votes cast by Members of the Association.

17. Powers of the Committee

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

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association; and
- (c) has power to perform all 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 Association.

18. Composition and Membership of Committee

- 18.1** The Committee is to consist of:
- (a) the office-bearers of the Association; and
 - (b) at least 3 Ordinary Committee Members,
- each of whom is to be elected at the annual general meeting of the Association under Clause 19.
- 18.2** The total number of Committee members is to be 7.
- 18.3** The office-bearers of the Association are as follows:
- (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the Secretary.
- 18.4** A Committee member may hold up to 2 offices (other than both the president and vice-president offices).
- 18.5** 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.

19. Election of Committee members

- 19.1** Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members:
- (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- 19.2** If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 19.3** If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 19.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.5** the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 19.6** The ballot for the election of office-bearers and Ordinary Committee Members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 19.7** A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Association must be a Member of the Association.

20. Secretary

- 20.1** The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 20.2** It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Committee; and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- 20.3** Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. Treasurer

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

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

22. Casual Vacancies

- 22.1** In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 22.2** A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies; or
 - (b) ceases to be a Member of the Association; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
 - (d) resigns office by notice in writing given to the Secretary; or

- (e) is removed from office under Clause 23; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23. Removal of Committee Members

- 23.1** The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 23.2** If a member of the Committee to whom a proposed resolution referred to in Clause 23.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the president may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee Meetings and Quorum

- 24.1** The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- 24.2** Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- 24.3** Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 24.4** Notice of a meeting given under Clause 24.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 24.5** Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 24.6** No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 24.7** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 24.8** At a meeting of the Committee:
- (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

25. Delegation by Committee to Sub-Committee

- 25.1** The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or by any other law.

25.2 A function the exercise of which has been delegated to a Sub-Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

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

25.4 Despite any delegation under this Clause, the Committee may continue to exercise any function delegated.

25.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.

25.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.

25.7 A Sub-Committee may meet and adjourn as it thinks proper.

26. Voting and Decisions

26.1 Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.

26.2 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.

26.3 Subject to Clause 24.5, the Committee may act despite any vacancy on the Committee.

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

27. Annual General Meetings - Holding of

27.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.

27.2 The Association must hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28. Annual General Meetings - Calling of and Business at

28.1 The annual general meeting of the Association is, subject to the Act and to Clause 27, to be convened on such date and at such place and time as the Committee thinks fit.

28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
- (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and Ordinary Committee Members; and
- (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.

28.3 An annual general meeting must be specified as such in the notice convening it.

29. Special General Meetings - Calling of

- 29.1** The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 29.2** 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 Association.
- 29.3** A requisition of Members for a Special General Meeting:
- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the Members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 29.4** If the Committee fails to convene a Special General Meeting to be held within one (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.
- 29.5** A Special General Meeting convened by a Member or Members as referred to in Sub-Clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

30. Notice

- 30.1** Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2** If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under Clause 30.1, the intention to propose the resolution as a special resolution.
- 30.3** No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Clause 28.2.
- 30.4** A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

31. Quorum for General Meetings

- 31.1** No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 31.2** 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.
- 31.3** If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 31.4** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

32. Presiding Member

- 32.1** The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- 32.2** If the president and the vice-president are absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at the meeting.

33. Adjournment

- 33.1** The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2** If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3** Except as provided in Clauses 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

- 34.1** A question arising at a general meeting of the Association is to be determined by either:
- (a) a show of hands; or
 - (b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot — a written ballot.
- 34.2** If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 34.3** If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolutions

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

36. Voting

- 36.1** On any question arising at a general meeting of the Association a Member has one vote only.
- 36.2** In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 36.3** A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.
- 36.4** A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

37. Proxy Votes Not Permitted

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

38. Postal Ballots

- 38.1** The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under Clause 16).
- 38.2** A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

39. Insurance

The Association may effect and maintain insurance.

40. Funds - Source

- 40.1** The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 40.2** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 40.3** The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds - Management

- 41.1** Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 41.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

42. Change of Name, Objects and Constitution

An application to the Director-General for registration of a change in the Association's name, objects or Constitution in accordance with Section 10 of the Act is to be made by the public officer or a Committee member.

43. Custody of Books, etc

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody, or under his or her control, all records, books and other documents relating to the Association.

44. Inspection of Books, etc

- 44.1** The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association;
 - (b) this Constitution; and
 - (c) Minutes of all Committee meetings and general meetings of the Association.
- 44.2** A Member of the Association may obtain a copy of any of the documents referred to in Clause 44.1 on payment of a fee of not more than \$1.00 for each page copied.

45. Service of Notices

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

46. Financial Year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 September; and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 October and ending on the following 30 September.

47. Alteration of Constitution

This Constitution shall not be altered except by Special Resolution and, where an additional requirement is stipulated in this Constitution, satisfaction of that requirement.

48. By-Laws

48.1 The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Hockey in the Region as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, HNSW's and HA's constitutions, any by-laws made by HNSW or HA and any policy directives of the Board.

48.2 All By-Laws are binding on the Association and all Members.

48.3 All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this Constitution, shall be deemed to be By-Laws and shall continue to apply.

48.4 Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Secretary. The Affiliated Clubs shall take reasonable steps to distribute information in the Bulletins to Members. The matters in the Bulletins are binding

49. Status and Compliance of Association

49.1 The Association is a member of HNSW and is recognised by HNSW as the controlling authority for Hockey in the Region and subject to compliance with this Constitution and HNSW's and HA's constitutions shall continue to be so recognised and shall administer Hockey in the Region in accordance with the Objects.

49.2 The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and Hockey;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of Hockey, its standards, quality and reputation for the benefit of the Members and Hockey;
- (e) at all times act in the interests of the Members and Hockey;
- (f) not resign, disaffiliate or otherwise seek to withdraw from HNSW without approval by Special Resolution; and
- (g) abide by HNSW's and HA's constitutions and the rules of Hockey.

49.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Hockey are to be conducted, promoted, encouraged, advanced and administered throughout the Region;
- (b) to ensure the maintenance and enhancement of Hockey, its standards, quality and reputation for the benefit of the Members and Hockey;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Hockey and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of Hockey and the Members; and
- (f) that should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the Association considers appropriate.

50. Association's Constitution

50.1 Constitution of the Association

- (a) This Constitution shall at all times clearly reflect the objects of HNSW and conform to HNSW's constitution.
- (b) The Association will shall all reasonable steps to ensure this Constitution conforms to HNSW's constitution.
- (c) The Association shall at all times be bound by the constitution, by-laws, rules and regulations of HNSW. Where there is any inconsistency between the any provision of the constitution, by-laws, rules and regulations of the Association and those of HNSW then, to the extent of such inconsistency, the constitution, by-laws, rules and regulations of HNSW shall prevail.
- (d) The Association shall be bound by all lawful decisions of the Board of HNSW and affiliation conditions of HNSW, and shall do all things reasonably necessary to implement and enforce such decisions and conditions.
- (e) The Association shall provide to HNSW a copy of this Constitution and all amendments to this Constitution. The Association acknowledges and agrees that HNSW has power to veto any provision in this Constitution which, in HNSW's opinion, is contrary to the objects of HNSW.

50.2 Entrenchment

While the Association is a member of HNSW, Clauses 3, 7, 47, 48, 49, 50 and 51 must not, and cannot, be amended, replaced, or removed, except with the prior written consent of HNSW, which consent may be given (with or without conditions) or withheld, by HNSW, as it thinks fit, in its absolute discretion.

50.3 Register

The Association shall maintain, in a form acceptable to HNSW but otherwise in accordance with the Act, a Register of all Affiliated Clubs and Members of the Association.

51. Status and Compliance of Affiliated Clubs

51.1 Compliance

The Affiliated Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;
- (b) nominate a Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Club's Annual General Meeting;
- (d) recognise the Association as the authority for Hockey in the Region, HNSW as the authority in New South Wales and HA as the national authority for Hockey;
- (e) adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or HNSW from time to time; and
- (f) have regard to the Objects in any matter of the Club pertaining to Hockey.

51.2 Club Constitutions

- (a) The constituent documents of the Affiliated Clubs shall at all times clearly reflect the Objects and conform to this Constitution.
- (b) The Affiliated Clubs shall take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- (c) The Affiliated Clubs shall, on request, provide to the Association a copy of their constituent documents and, promptly after any amendment has been made, provide all amendments to these documents. The Affiliated Clubs acknowledge and agree that the Association has power to veto any provision in a Club's constitution which, in the Association's opinion, is contrary to the Objects.

52. Winding Up

Subject to this Constitution, the Association may be wound up in accordance with the Act.

53. Distribution of Property on a Winding Up

In the event of the winding-up or the cancellation of the incorporation of the Association all the surplus property of the Association pursuant to the Act shall become property of Hockey New South Wales Limited.