



*Associations Incorporations Act 2009 (NSW)*

# CONSTITUTION OF PORT MACQUARIE HASTINGS HOCKEY ASSOCIATION INCORPORATED

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## Definitions

In this Constitution unless the context requires otherwise:

**the Act** - means the *Associations Incorporations Act 2009* (NSW).

**Books** – refers to the records of PMHHA, which may be kept electronically in a secure cloud-based filing system, or in a prescribed central database, or in hardcopy.

**Bulletin** – a means of communicating information to Members. This may be in the form of newsletter, minutes, memos, emails and may be made by electronic or hard copy means or posted in on-line environments such as websites and social media platforms

**Casual Vacancy** – means where a Committee Member position becomes vacant before the end of their term or is not filled at the AGM.

**Chair** – means the person appointed to preside over General Meetings, Committee meetings or meetings of a delegated subcommittee of PMHHA.

**Committee** – means the persons elected to be the Committee of PMHHA as per Section 3

**Constitution** – means the Constitution of PMHHA and all supplementary substituted or amending clauses for the time being in force.

**Delegate** – means the person appointed from among the individual members of a Member Club to represent it at a General Meeting and who holds the voting rights of the Member Club.

**FIH** – means *Federation Internationale de Hockey*.

**Financial Year** – means the year commencing on 01 October in each year and ending on 30 September in the following year.

**General Meeting** – means a meeting of the Members convened in accordance with this Constitution.

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

**Hockey Australia (HA)** – means Hockey Australia Limited, a company incorporated and limited by guarantee under the *Corporations Act 2001* (Cwth) and recognised by FIH as the controlling body for Hockey in Australia.

**Hockey New South Wales (HNSW)** – means Hockey New South Wales Limited, a company incorporated and limited by guarantee under the *Corporations Act 2001* (Cwth), and recognised by HA as the controlling body for Hockey in NSW.

**Incorporated Bodies** – means any legal entity incorporated under the provisions of the following laws:

- *Corporations Act 2001* (Cwth),
- *Associations Incorporated Act 1984* (NSW), or
- *Associations Incorporation Act 2009* (NSW).

**Individual Member** – means;

- any person who is valid and financial member of a Member Club, or
- any person who is a valid and financial member of and has been admitted membership directly with PMHHA in accordance with this constitution.

**Life Member** – means a person admitted to Life Membership of PMHHA in accordance with this constitution.

**Member** – means a Member of PMHHA referred to in [clause 2.1](#).

**Member Club** – means an Incorporated Body who has been accepted by the Committee as a Member Club of PMHHA referred to in [clause 2.1.2.\(a\)](#).

**Member's Constitution** – means the constitution, or any other overriding governing document of a Member Club.

**Objects** – means the Objects of PMHHA as set out in [clause 1.2](#).

**Officer** - means "Officer" as defined in the Act.

**Officer Bearers** – means those persons directly elected or appointed to defined roles and in accordance with the Act.

**Official Position** – means a position of employment, or a position, whether elected or appointed, as president, vice president, chair, deputy chair, secretary, public officer, treasurer, director or equivalent of a Member Club of PMHHA.

**Ordinary Resolution** – All other decisions in General Meetings that are not Special Resolutions. An Ordinary Resolution is passed if a simple majority of the members present and entitled to vote cast a vote in support of it.

**President** – means the person elected biennially in accordance with this Constitution and who is entitled to preside over General Meetings and Committee meetings.

**Presiding Member** – means that person who shall be entitled to preside over General Meetings or Committee meetings in accordance with this Constitution

**Privacy Laws** – means the *Privacy Act 1988* (Cwth), any regulations from time to time made under that act including without limitation the *Privacy Regulation 2013* (Cwth), and the Australian Privacy Principles.

**Quorum** – means the minimum number of eligible participants that must be in attendance for a meeting to be properly convened.

**Region** – means the geographical area for which PMHHA is responsible as recognised by NSW

**Register of Members** – means the register of members to be kept in accordance with the Act.

**Registered Office** – means the registered office of PMHHA at such place in New South Wales as the Committee may determine from time to time with the Public Officer.

**Regulations** – means such regulations as the Committee adopts from time to time.

**Secretary** – means the person elected biennially in accordance with this Constitution and who is responsible for record keeping and notices of all PMHHA procedures.

**Special Resolution** – Some decisions in General Meetings requires a Special Resolution. A Special Resolution is passed if at least three-quarters of the members present and entitled to vote cast a vote in support of it.

A special resolution is required for:

- changing PMHHA name,
- changing PMHHA objects,
- changing PMHHA constitution,
- applying for registration by an unincorporated group,
- amalgamating with another registered association,
- an existing corporation seeking to register as an association,
- an existing registered association applying to transfer incorporation, and
- voluntarily winding up or cancelling PMHHA and distributing property.

**Vice President** – means the person elected biennially in accordance with this Constitution and who is entitled to preside over General Meetings and Committee meetings if the President does not preside over such meetings.

# **1 Preliminaries**

## **1.1 Name of Association**

1. The name of the Association is PORT MACQUARIE HASTINGS HOCKEY ASSOCIATION INCORPORATED ("PMHHA").

## **1.2 Objects of PMHHA**

1. PMHHA is established solely for the Objects. The Objects of PMHHA 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 PMHHA, HNSW, HA and its Members in pursuit of these Objects,
  - (d) act on behalf of, and in the interest of, its Members and Hockey in the Region,
  - (e) promote the economic and community service success, strength, and stability of PMHHA its 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 FIH, HA or HNSW and as may be necessary for the management and control of Hockey and related activities in the Region,
  - (h) adopt and implement all relevant and applicable HA or HNSW rules, by-laws, and policies, including but not limited to member protection, anti-doping, health and safety, junior sport, infectious diseases and other matters as may arise from time to time
  - (i) represent the interests of its Members and of Hockey generally in any appropriate forum,
  - (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.

## **1.3 Powers of PMHHA Inc.**

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

## **1.4 Powers of PMHHA Committee**

1. Subject to the Act, the Regulation and this Constitution and to any resolution passed by PMHHA in a General Meeting, the Committee:
  - (a) is to control and manage the affairs of PMHHA,
  - (b) may exercise all such functions as may be exercised by PMHHA, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of PMHHA, 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 PMHHA.

## **1.5 Sources, Application and Management of Funds and Income**

1. The income and property of PMHHA, wheresoever derived, shall be applied for the purpose of promoting the Objects of PMHHA.
2. PMHHA shall source funds from membership fees and subscriptions, team entry fees, donations, sponsorship arrangements and publicly available grants.
3. Where a monetary transaction occurs, PMHHA shall be required to issue a receipt of that transaction or request a receipt a receipt.
4. No portion of the income or property of PMHHA shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or salary to a Committee Member or other Member. Notwithstanding, nothing in this clause shall prevent the following payments being made;
  - (a) any reasonable and proper remuneration to any employee of PMHHA in return for any services rendered to PMHHA,
  - (b) the payment of interest at the commercial rate for the time being charged by bankers in Sydney on overdraft accounts for similar amounts on monies lent,
  - (c) reasonable and proper rent for premises let or licensed by any person or entity to PMHHA,
  - (d) the reimbursement to any person or entity of reasonable out-of-pocket expenses, and
  - (e) any payment to any Committee Member or other Member pursuant to an agreement or contract entered into between PMHHA and the Member, provided that the following procedure is followed:
    - i. any payment is made in good faith, and
    - ii. in the case of payments that will be made to any Member of PMHHA and before any payment is made, the following procedure is adopted:
      - A. notice of the proposed arrangement or contract is given to all PMHHA Members entitled to receive notices,
      - B. any potential or actual conflict of interest is declared in writing to PMHHA,
      - C. the payment is subject to a formal vote of PMHHA Members at a Special General Meeting that have a right to vote,
      - D. any person or entity who has an interest in the contract or arrangement is absent from the meeting during the vote,
      - E. the resolution consenting to the arrangement is carried by a two-thirds majority of PMHHA Members entitle to vote, and
      - F. PMHHA keeps a full written record of the resolution
5. PMHHA shall have in place a means whereby a minimum two-to-sign authority is maintained over bank accounts and transactions. Nothing in this constitution



prevents all four (4) authorised signatories to be nominated on the PMHHA financial accounts.

6. The Committee reserve the right to maintain a credit facility, such as a credit card, to further the objects of PMHHA. The credit card is to be held and operated by a single person as instructed by the Committee and must have an upper limit to monthly spending.

## **1.6 Insurance**

1. PMHHA may purchase and maintain insurance.

## **1.7 Financial Year**

1. The financial year of PMHHA is each period of 12 months after the expiration of the previous financial year of PMHHA, commencing on 1 October and ending on the following 30 September.

## **1.8 Authorised signatories**

1. PMHHA shall maintain four (4) Authorised Signatures;
  - (a) Public Officer,
  - (b) President,
  - (c) Vice-President, and
  - (d) Secretary
2. The Public Officer shall be the authorised signatory to sign contracts, leases, agreements, and other such instruments that are external to PMHHA, and must not be a 'witness' or secondary signatory to contracts, leases, agreements, and other such instruments that are external to PMHHA.
3. Two authorised signatures shall be used in place of an official common seal.

## **1.9 Custody and Inspection of Books**

1. The Public Officer shall be the custodian of all books of PMHHA.
2. The Public Officer shall make the following available for inspection to valid and financial members of PMHHA or a valid and financial member of a Member Club, free of charge, during the normal course of business;
  - (a) The Financial Records,
  - (b) This Constitution,
  - (c) Minutes of all Committee meetings, and
  - (d) Minutes of all General Meetings
3. A member may request hard copies of any part of the books of PMHHA. Members shall be obliged to pay no more than 'cost plus 20%' of printing prices prior to receiving the requested documents.
4. The Public Officer, in consultation with the Officer Bearers shall determine if information contained within the books of PMHHA is suitable for release to persons or entities that are not members of PMHHA.

## **2 Membership**

### **2.1 Membership Generally**

1. The number of PMHHA Members is to be at least five (5) at all times, with no upper limit.
2. Membership of PMHHA fall into 3 broad categories;
  - (a) Member Club - An incorporated and affiliated hockey club,
  - (b) Life Member - A life member of PMHHA, and
  - (c) Individual Member - An individual person admitted membership as;
    - i. a valid and financial member of any Member Club,
    - ii. a non-playing person undertaking an administrative or managerial role for PMHHA,
    - iii. a non-playing person undertaking a volunteer role for PMHHA,
    - iv. a non-playing person who is a social member of PMHHA,
    - v. a playing person who has registered under an approved PMHHA-based hockey competition that is not a member of a Member Club, and
    - vi. a playing person who has registered under an approved PMHHA-based programme such as a “summer competition” or other activity whereby registration with a Member Club is not required.
3. The Committee reserves the right to admit other classes of members that benefit or further the objects of PMHHA. An entity or person can become a Member of PMHHA if that entity or person satisfies ‘Application, Admission and Eligibility of Members’.

### **2.2 Application, Admission and Eligibility of Members**

1. The Committee may, in its absolute discretion, admit as a Member any Corporation, Incorporated Body or person who satisfies such criteria for admission as the Committee determines from time to time and who meet the definitions of “Membership Generally” in [clause 2.1 above](#).
2. The Committee shall remain the sole authority to approve or reject a nomination or request further information to decide upon membership. An application may be rejected without reason.
3. Any application to become a Member shall be made in writing, signed by or on behalf of the applicant and state the category of membership sought and in such form as the Committee may from time to time prescribe; including by electronic means.
4. Each application to become a Member shall be considered by the Committee at such time and in such a manner as they see fit.
5. The Committee shall keep a Register of Members which shall record the information required by the Act. The Register of Members in accordance with the Act, may be maintained within an externally managed database but must always be accessible to all Members as allowed by the Act and this Constitution.
6. The keeping of the register must comply with the Privacy Laws and must be available for inspection by Members at reasonable times by reasonable means.
7. If the Committee accepts any application to become a Member they shall, within a reasonable time, send notice of acceptance to the applicant which would include

such terms and conditions as the Committee from time to time may prescribe as a condition of membership.

8. Within 28 days of receiving notice of acceptance from the Committee, a member shall pay PMHHA such admission fee as the Committee determines from time to time.

### **2.3 Cost of Membership**

1. Members shall pay any membership fees in such a manner and within such time as the Committee, in its absolute discretion, determines from time to time.
2. In addition, where PMHHA requires further funds for its operation, then the Committee may determine to impose levies or fees on the Members which will also be paid in such a manner and within such time as the Committee determines.
3. In the event that any Member has not paid and PMHHA has not received payment of any membership fees or levies imposed by PMHHA in any particular financial year, then that Member shall not have the benefit of any rights or privileges associated with membership of PMHHA including the right to vote at any meeting of PMHHA whatsoever, until such time as all monies owed are paid.

### **2.4 Effects of Membership**

1. All members acknowledge and agree that:
  - (a) this Constitution constitutes a contract between them and PMHHA,
  - (b) they are bound by this Constitution, and any by-Laws, policies and other instructions, determinations, or resolutions of HA, HNSW and PMHHA,
  - (c) they shall comply with and observe this Constitution, by-Laws, policies and other instructions, determinations or resolutions which may be made or passed by PMHHA, the Committee or other entity with written delegated authority,
  - (d) by submitting to this Constitution, by-Laws, policies and other instructions, determinations, or resolutions of HA, HNSW and PMHHA, they are subject to the jurisdiction of HA, HNSW and PMHHA,
  - (e) the Constitution, by-Laws, policies and other instructions, determinations, or resolutions are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Hockey in the Region, and
  - (f) they are entitled to all benefits, advantages, rights, privileges, and services of PMHHA membership as listed in this Constitution.

### **2.5 Rights of Membership**

1. Members of PMHHA shall have the following rights;
  - (a) A Member Club, subject to this Constitution, shall be represented by a single delegate, who shall have the right to receive notice of General Meetings and be present, debate and vote on behalf of their club at General Meetings. This delegate shall be the President of the Member Club. An alternate delegate may be appointed in their absence.
  - (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. They shall not be entitled to a vote.

- (c) An individual person, who subject to this Constitution, shall have the following rights;
- i. a valid and financial member of any Member Club shall not be entitled to receive notices of General Meetings. They shall have no right to be present and to debate at General Meetings.
  - ii. A non-playing person undertaking an administrative role for PMHHA shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings. They shall not be entitled to a vote at General Meetings.
  - iii. A non-playing person undertaking a volunteer role shall not have the right to receive notice of General Meetings and to be present and to debate at General Meetings. They shall not be entitled to a vote at General Meetings.
  - iv. A non-playing person who is a social member of PMHHA shall have no right to receive notices of General Meetings, and no right to be present and to debate at General Meetings. They shall not be entitled to a vote at General Meetings.
  - v. A playing person who has registered under an approved PMHHA-based hockey competition or event, that is not a member of a Member Club shall not be entitled to receive notices of General Meetings. They shall have no right to be present and to debate at General Meetings, and
  - vi. A playing person who has registered under an approved PMHHA-based programme such as a "summer competition" or other activity whereby registration with a Member Club is not required, shall not be entitled to receive notices of General Meetings. They shall have no right to be present and to debate at General Meetings.
2. Unless specifically detailed in their membership, any other category of membership shall have no right to receive notices of general meetings, and no right to be present and to debate at general meetings. They shall not be entitled to a vote.

## **2.6 Cessation of Membership**

1. A Member Club ceases to be a Member of PMHHA if that entity;
  - (a) Fails to nominate a team in the following year,
  - (b) Fails to remain an incorporated entity,
  - (c) Becomes insolvent or bankrupt,
  - (d) Resigns, in writing, their membership,
  - (e) Is expelled from PMHHA, or
  - (f) Fails to pay debts owed to PMMHA within 3 months after the fee / invoice is due.
2. An individual person, including life member, ceases to be a Member of PMHHA if that person;
  - (a) Resigns, in writing, their membership,
  - (b) Fails to gain admission as an Individual Member as per this Constitution,
  - (c) Is expelled from PMHHA, or

- (d) Fails to pay debts owed to PMMHA within 3 months after the fee / invoice is due.

## **2.7 Membership Entitlements Not Transferable**

1. A right, privilege or obligation which a person or entity has by reason of being a Member of PMHHA:
  - (a) is not capable of being transferred or transmitted to another person or entity; and
  - (b) terminates on cessation of the persons or entities membership.

## **2.8 Members' Liabilities**

1. The liability of ANY member of PMHHA to contribute towards the payment of the debts and liabilities of PMHHA or the costs, charges and expenses of the winding up of PMHHA is limited to the amount, if any, unpaid by the Member in respect of membership of PMHHA as required by this Constitution.

## **2.9 Grievance Procedure**

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 Committee.
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.
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;
  - (a) the Committee in the event the grievance is between two members, or
  - (b) if one party is the Committee, a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).
4. 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.
5. The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration
6. The Committee may prescribe additional grievance procedures in by-Laws, policies and other instructions, determinations, or resolutions consistent with this constitution.

## **2.10 Disciplining of Members**

1. The Committee may commence or cause to be commenced, disciplinary proceedings against any Member, where the Committee is advised or considers that a Member has allegedly:
  - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, HA or HNSW constitution or by-laws, policies and other instructions, determinations, or resolutions of PMHHA as determined by the Committee or any duly authorised subcommittee, or

- (b) acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of PMHHA, HNSW, HA and/or the Sport, or
  - (c) brought PMHHA, HNSW, HA, any other Member, or the Sport into disrepute.
- 2. That Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties, including monetary fines, and the appeal mechanisms of PMHHA set out in any by-laws, policies and other instructions, determinations, or resolutions of PMHHA as determined by the Committee.
- 3. The Committee may appoint a Judiciary to deal with any disciplinary matter referred to it. Such Judiciary shall operate in accordance with the procedures expressed in the by-laws, policies and instructions, determinations, or resolutions of PMHHA as determined by the Committee.

### **2.11 Right of appeal of disciplined Member**

- 1. In the event that the membership of any Member is suspended or terminated pursuant to [clause 2.6](#) or [clause 2.12](#), or any fine has been imposed upon the member, then the Member who has been fined, or whose membership has been suspended or terminated may appeal to the Appeals Subcommittee provided any such appeal is lodged in writing with the subcommittee within fourteen (14) days of the suspension or termination of the membership.
- 2. If not lodged within that time, then the Member loses the right of appeal.
- 3. If the appeal is lodged in accordance with clause 2.11.1 above, then the following procedure shall apply:
  - (a) the Appeals Subcommittee, consisting of a minimum of three (3) individual members and a maximum of five (5) individual members that are not PMHHA Committee Members, shall hear the appeal within 14 days of receipt of the Notice of Appeal,
  - (b) the individual members of the Appeals Subcommittee shall be appointed by the PMHHA Committee and shall be drawn from a broad cross section of the hockey community,
  - (c) the appellant must be given at least seven (7) days' notice prior to the appeal taking place of the time, date and place for the hearing of the appeal,
  - (d) at the appeal, the Appeals Subcommittee must allow the appellant the right to be heard in such manner as it in its absolute discretion sees fit,
  - (e) once the appellant has been heard, the Appeals Subcommittee must decide to either uphold or reject the appeal,
  - (f) if the appeal is rejected, then within fourteen (14) days of the decision of the Appeals subcommittee, the Appeals subcommittee must confirm the rejection in writing to both the appellant and to the PMHHA Committee, and
  - (g) if the appeal is upheld, then the Appeals Subcommittee must inform the PMHHA Committee within fourteen (14) days of the decision of the Appeals Subcommittee, of the decision to uphold the appeal and the reinstatement of the membership of the Member.

### **2.12 Expulsion**

- 1. Expulsion of members from PMHHA shall be reserved for;
  - (a) a persistent act, omission or matter that continues after a suspensions or fines have been given, or

- (b) the most serious of disciplinary matters against this constitution.
- 2. In considering an expulsion, the disciplinary matter before PMHHA must be so severe that the act, omission, or matter has caused, or would likely cause, extreme harm or damage to the sport, PMHHA, HNSW or HA.
- 3. Any act, omission, or matter that results in criminal prosecution shall be deemed cause for expulsion.

### **2.13 Continuing rights and obligations of Members**

- 1. Notwithstanding termination or suspension of membership of any Member, all other obligations of such Member shall not be prejudiced, varied, or affected including any obligation of the Member to pay any fees or levies referred to in this constitution.

### **2.14 Life Membership**

- 1. For Life Membership:
  - (a) Any natural person may be elected as a Life Member of PMHHA in recognition of not less than ten (10) years outstanding service to PMHHA,
  - (b) A candidate for an election as a Life Member must be nominated by two Member Clubs to the Secretary at least twenty-one (21) days before an Annual General Meeting at which such nominations are to be considered,
  - (c) The Committee reserves the right to be the sole nominator of a candidate for consideration as a life member. The Committee must propose this nomination in the agenda and notices for the AGM,
  - (d) The Committee reserves the right to elect in their absolute discretion a Life Member in special or exceptional circumstances,
  - (e) The Committee shall verify the validity of each nomination in writing prior to the Annual General Meeting,
  - (f) For a person to become a Life Member, a Special Resolution must be passed at the Annual General meeting,
  - (g) No Life Member shall be entitled to vote at any General Meeting unless they are a duly appointed Delegate of a Member. They shall be entitled to other rights and privileges that the Committee in their absolute discretion determines from time to time, and
  - (h) All Life Members of PMHHA are entitled to a full rebate, upon application, of all fees paid to PMHHA, HNSW or HA.

### **3 Management**

#### **3.1 The Committee, general description, objects, and powers**

1. PMHHA shall elect a Committee which shall consist of no more than seven (7) members, comprising:
  - (a) three (3) Office Bearers, and
  - (b) four (4) Ordinary Members.
2. Each Committee Members must be a valid and financial member of PMHHA or a valid and financial member of a Member Club. Furthermore, each Committee Member must be primarily registered with PMHHA or one of its Member Clubs and over the age of eighteen (18).
3. Committee Member positions may be vacant for certain periods while a Casual Vacancy is filled.
4. A person who holds an official position, including but not limited to such positions as; President, Vice President, Secretary, Public Officer or Treasurer, within a Member Club is not eligible to be a Committee Member of PMHHA.
5. The Committee is elected for the purposes of managing the affairs and objects of PMHHA according to this Constitution. In doing so they shall constitute the Management Committee – and they shall fulfil the following objects:
  - (a) be responsible for and manage all the business of PMHHA in a proper and appropriate way to adopt good governance and fiscally responsible practices in the management of the business and in accordance with the Objects,
  - (b) be responsible for and manage the game of hockey within PMHHA in a proper and appropriate manner by formulating, reviewing, testing, and applying game management by-Laws, policies and other instructions, determinations or resolutions as necessary for the effective control of the sport within PMHHA,
  - (c) exercise all powers and functions as may be exercised by PMHHA but always subject to the Constitution, Regulations, and the Act,
  - (d) develop and confirm the strategic direction of the PMHHA,
  - (e) approve, monitor, and review the financial and non-financial performance of PMHHA,
  - (f) ensure an effective system of internal controls exists and is operating as expected, and that policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended,
  - (g) develop a clearly articulated and effective grievance procedure,
  - (h) ensure financial and non-financial risks are appropriately identified and managed,
  - (i) ensure PMHHA complies with all relevant laws, codes of conduct and appropriate standards of behaviour,
  - (j) do all things and execute all necessary documents to cause records and minutes to be kept of all persons and members present at all meetings. The minutes of such meetings must be certified as a true and accurate record of



the meeting. This may be undertaken at the next meeting of the Committee, which shall constitute prima facie evidence of the content of the minutes, and

- (k) cause minutes to be made of all proceedings of all meetings of the Members or the Committee and of all resolutions of Members or the Committee not passed at meetings and to make such minutes available for inspection at the Registered Office of the Company as required by the Act.

### **3.2 Elected Committee**

1. A member of the Committee may be elected as a Committee Members in the following manner:
  - (a) Any financial and valid member of PMHHA shall be at liberty to nominate a person to serve as a Committee Member (“the Nomination”),
  - (b) A financial and valid member of any Member Club shall be at liberty to nominate a person to serve as a Committee Member (“the Nomination”),
  - (c) The Nomination shall be in writing and via a form devised by the Committee from time to time and signed and witnessed by a second financial and valid member of PMHHA or member of any Member Club.
  - (d) All Nominations must be lodged with the Secretary at least fourteen (14) days prior to the Annual General Meeting at which the election is to take place.
  - (e) The Secretary shall cause a list of the Nominees’ names in alphabetical order, together with the proposer’s and witness’s name, to be included with the Notice of Annual General Meeting.
2. Committee Members shall be elected in the following manner:
  - (a) If there are more candidates nominated than there are vacancies, an election shall be held at the ensuing Annual General Meeting and the Secretary shall prepare a written ballot list containing the names of the candidates in alphabetical order.
  - (b) If the number of candidates nominated is identical to, or less than the number of positions vacant then those persons so nominated shall be declared elected at the ensuing Annual General Meeting.
  - (c) If the number of candidates nominated is less than the number of positions vacant, those vacancies will be treated as Casual Vacancies under this Constitution.
3. All Committee Members shall be elected in accordance with clause 3.2.2 above and for the term referred to in clause 3.2.4 and 3.2.5 below except for a person appointed by the Committee to fill a Casual Vacancy.
4. Committee Members are elected on the following basis:
  - (a) for a term of approximately two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election for that position occurs until the conclusion of the second Annual General Meeting following the first-mentioned Annual General Meeting, and
  - (b) irrespective of the portfolio a Committee Member may hold, they may serve a maximum of four (4) consecutive terms totalling approximately eight (8) years (including any period filling a Casual Vacancy),

5. The Committee Members shall be elected in an alternating pattern according to position and year;
  - (a) Even Years
    - i. the President, and
    - ii. two (2) ordinary members,
  - (b) Odd Years
    - i. Vice President and Secretary,
    - ii. two (2) ordinary members.
6. The Committee must always consist of a President, Vice-President, and Secretary, and these three positions are to be advertised and elected as such; known as the “office bearers”. The Office Bearers shall have reserve powers in accordance [with clause 3.7](#). No one person can hold more than one (1) Office Bearer position at any one time.
7. A Committee Member that has reached their maximum consecutive term, subject to this Constitution and the Act, shall be eligible for re-election at any future election at or after the second Annual General Meeting after the conclusion of the Annual General Meeting where their maximum term has been reached.
8. The Committee shall have the power at any time to appoint any person to fill a Casual Vacancy caused by a Committee position becoming vacant. A person appointed to a Casual Vacancy shall have completed their first term for the purposes of this constitution at the completion of the first Annual General Meeting since their appointment.

### **3.3 Subcommittees and Delegation**

1. The Committee may appoint individuals who have relevant knowledge and expertise, to such subcommittees or appointments which it may establish from time to time for any purpose whatsoever and to delegate, by instrument in writing, to any such subcommittee or appointment, such powers as it may consider appropriate (subject always to this Constitution) and from time to time to revoke or alter any such appointment or delegation. These individuals must be a valid and financial member of a Member Club or a valid and financial member of PMHHA.
2. Any subcommittee shall in the exercise of the powers so delegated, conform to any requirements that may be imposed upon it by the Committee or this Constitution. A subcommittee shall be responsible to, and must report to, the Committee.
3. The Committee shall retain the right to amend or repeal any decision made by such body or person under this clause.

### **3.4 Suspension, Removal and Vacation of a Committee Member**

1. PMHHA may remove any Committee Member before the expiration of their term of office by Resolution in a Special General Meeting. If removed, the Committee Member will be considered to have vacated the role at the conclusion of the Special General Meeting.
2. A Committee Member that is the subject of a Notice of Motions regarding their removal as a Committee Member, may make representations in writing to the remaining members of the Committee, and request that such representation be notified to the Members.

3. The Secretary shall send a copy of the representation to each Member of PMHHA entitled to receive notices, at least seven (7) days before the Special General Meeting, or, if they are not so sent, the representations shall be read out at the meeting.
4. A position on the Committee shall automatically become vacant if that person:
  - (a) dies,
  - (b) becomes bankrupt or makes any arrangement or composition with their creditors generally,
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health,
  - (d) retires or resigns their office by notice in writing to PMHHA,
  - (e) is absent for more than three (3) consecutive meetings without the consent (apology) of the Committee,
  - (f) is paid any remuneration by PMHHA unless agreed to by the Committee voting unanimously to do so.
5. Any such removal or vacation of office of a Committee Member shall be deemed to constitute a Casual Vacancy.

### **3.5 Committee Meetings**

1. All members of the Committee have equal voting rights. To be clear, the person presiding over any meeting does not have a casting vote.
2. The President is entitled to preside over every meeting of the Committee, and if the President is not present within 15 minutes after the time appointed to hold the meeting, then the Vice-President shall be entitled preside over the meeting. If both the President and Vice-President are not present, or are unwilling or unable to act, then the members present may choose, unanimously, one of the members present to preside over the meeting.
3. Before any business is transacted at any meeting, all Committee Members present must declare conflicts of interest when discussing any of the business of PMHHA or where a vote is required. The Secretary must maintain a register of declared interests accessible to all Members and the Committee.
4. Where any Committee Member has an interest in any contract or matter which is the subject of PMHHA business, then that Committee Member has no voting rights and must not be present in the meeting room when a vote is taken in respect of the contract or matter.
5. A Quorum for any meeting of the Committee shall be at least two (2) Officer Bearers and two (2) Ordinary Members.
6. All Committee Members shall have one (1) vote on any matter arising at any Committee meeting.
7. Unless a different voting majority is required within this Constitution in relation to a specific matter, all decisions, matters and questions arising at any Committee meeting shall be decided on by a simple majority of votes and any such decision shall be final and binding.
8. The Committee may meet in such a manner and using such technology as the Committee decides and otherwise regulate meetings in such manner as they think fit, subject to this Constitution.

9. The Committee must meet at least four (4) times per year.
10. The Committee shall cause minutes to be made of:
  - (a) all appointments of officers or managers;
  - (b) names of all members present at all Committee Meetings, and
  - (c) all proceedings at all meetings of the Committee.
11. Provided that such minutes be signed by the person entitled to preside over the meeting at which the proceedings were held or by the person entitled to preside over the next succeeding meeting, and such minutes shall be prima facie evidence of all matters contained therein.
12. The Committee may pass a resolution without a Committee meeting being held if a majority of Committee Members entitled to vote on the resolution sign a document confirming that they are in favour of the resolution set out in that document. Each Committee members must return a separate signed copy of the resolution. The Committee must ensure that the signed copies of the document are returned to the Secretary.
13. Where a Committee Member has an interest in any contract or matter arising out of or connected with the business of PMHHA, that Committee Member may not sign any document or resolution approving the contract or matter.

### **3.6 Public Officer**

1. The role of the Public Officer must always be filled and is a legal requirement to do so. The Committee shall appoint a person to hold that office and may suspend or remove a Public Officer from that office in reasonable circumstances.
2. The Public Officer may be any natural person that is a valid and financial member of a Member Club and maintains a primary registration with PMHHA or one of its member clubs and must be over the age of eighteen (18).
3. The Public Officer does not need to be a member of the Committee and there is no requirement for the Public Officer to be a member of the Committee.
4. In addition to the duties required of a Public Officer under the Act, Regulations and this Constitution, the Public Officer of PMHHA;
  - (a) Shall be one of the authorised signatories of PMHHA,
  - (b) Must be the authorised signatory to sign contracts, leases, agreements, and other such instruments that are external to PMHHA,
  - (c) Must not be a 'witness' or secondary signatory to contracts, leases, agreements, and other such instruments that are external to PMHHA,
  - (d) Shall maintain the registered office of PMHHA, and
  - (e) Shall have the reserve power to act as the sole representative of PMHHA if all other decision-making abilities under this constitution have been expended. This power shall be extended only to the point whereby the Public Officer may;
    - i. appoint Committee Members to fill Casual Vacancies on the Committee so that the Committee may obtain a quorum to undertake business in accordance with this constitution, and
    - ii. act as the sole authority for PMHHA bank accounts for the sole purposes of obtaining a second and third authorised signature to

conduct business. The Public Officer under this clause, shall have no authority to transact money between or to or from any accounts held by PMHHA.

5. In the event that no person is willing to act as the Public Officer, or the position of Public Officer becomes vacant for any reason beyond the required 28 days, PMHHA President shall become the Public Officer by virtue of their position and shall hold office on the terms and conditions and with the powers, duties and authorities, delegated to them by the Committee, but shall at all times serve the role as set out in this Constitution and must formally register with the Department of Fair Trading as the Public Officer.

### **3.7 Reserve Powers**

1. The Officer Bearers, collectively, shall have the reserve power to;
  - (a) act as the representatives of PMHHA if all other decision-making abilities under this constitution have been expended. This power shall be extended only to the point whereby the Officer Bearers may appoint Committee members to fill Casual Vacancies on the Committee so that the Committee may obtain a quorum to undertake business in accordance with this constitution.
  - (b) manage the affairs of PMHHA in accordance with this constitution whilst clause 3.7.1.(a) above is being met.
2. Should clause 3.7.1.(a) above not be met within ninety (90) days, a Special General Meeting must be called and held within thirty (30) days, in accordance with clause [4.3 below](#), whereby all positions must be declared vacant and new Committee Members elected in accordance with clause [3.2 above](#).

## **4 General meetings**

### **4.1 Member meetings**

1. An Annual General Meeting (AGM) shall be held in accordance with the Act. All meetings other than the AGM shall be called Special General Meetings (SGM).
2. The Committee may convene a SGM as and when required,
3. The Members entitled to receive notices and vote under this constitution have the right to request a SGM. A written request signed by at least seventy-five percent (75%) of those members entitled to receive notices and vote under this constitution, is to be forwarded to the Secretary. The Secretary must convene a SGM in accordance with the [clause 4.3 below](#).

### **4.2 Annual General Meetings**

1. The AGM must be held within six (6) months after the end of PMHHA financial year.
2. All Members who wish to vote must either attend the AGM at the time, place and venue determined by the Committee, or where circumstances allow, via electronic means as determined by the Committee. The business to be conducted at the AGM shall be as follows, and in order:
  - (a) confirm minutes of the previous meeting,
  - (b) confirm the appointment of the external accountant / auditor where a new accountant / auditor has been appointed by the Committee since the last Annual General Meeting,
  - (c) present an annual report outlining the activities and recommendations of PMHHA since the previous AGM, including; finance, member reports, portfolio reports, strategies, and other points of note,
  - (d) present the financial report of the previous financial year, including the external accountant / auditors' reports,
  - (e) consider any special business,
  - (f) confer any Life Memberships, and
  - (g) elect the Committee in accordance with [clause 3.2](#) of this Constitution

### **4.3 Special General Meetings**

3. A SGM shall be held if compliance has been made with the notice provisions contained within [clause 4.4 below](#).
4. All Members who are eligible to vote and who wish to vote must either attend the SGM at the time, place and venue determined by the Committee, or where circumstances allow, via electronic means as determined by the Committee.
5. The business to be conducted at a SGM shall be to:
  - (a) confirm minutes of any previous SGM, and
  - (b) consider any special business.

### **4.4 Notice of Meetings**

1. At least thirty (30) days prior to the proposed date of an AGM, the Secretary shall distribute to all Members a preliminary notice of the upcoming meeting. This preliminary notice shall;
  - (a) advise of the planned date,

- (b) request business that is in accordance with this constitution and the requirements of an AGM, that Members would like brought before the AGM,
  - (c) call for reports,
  - (d) call for nominations for the Elected Committee positions, and
  - (e) call for proposed nominations for Life Members.
- 2. Formal Notice of an AGM shall be given at least twenty-one (21) days prior to the AGM and shall confirm items 4.4.1. above.
- 3. Notice of a SGM shall be given at least twenty-one (21) days prior to the SGM.
- 4. The notice shall specify in a clear, concise, and effective manner, not only the format (including any electronic meeting requirements), place, date and time for the meeting but shall:
  - (a) set out the general nature of the meeting's business,
  - (b) include a list of all nominations received for Committee Member positions in alphabetical order in the case of an AGM,
  - (c) if a Special Resolution is proposed - set out an intention to propose the resolution and state it, and
  - (d) confirm the Members eligible to vote.
- 5. The notice of any meeting shall be given to all Members entitled to receive such notice in accordance with this constitution and in accordance with the Act.
- 6. The accidental omission to give notice of any meeting to or the non-receipt of any notice by any Member shall not invalidate the meeting or any resolutions passed at that meeting.
- 7. A Member desiring to bring business before a meeting shall give at least twenty-one (21) days' notice of that business in writing to the Secretary. Such business shall be called special business and shall be included in the agenda of the next General Meeting.
- 8. Special business may also include matters that the Committee has determined to include on the agenda.

#### **4.5 Quorum of Members**

- 1. No business shall be undertaken or transacted at any General Meeting unless a Quorum of Members entitled to vote is present at the time when the meeting commences its business.
- 2. For a General Meeting, a Quorum shall be 75% of the total number of Members entitled to vote.
- 3. If within half an hour from the time appointed for the meeting a Quorum is not present, then the meeting shall be:
  - (a) Dissolved, if it was a SGM called by the Committee on a request of the Member Clubs, and
  - (b) Adjourned, in any other case, to such other day and at such other time and place as the person intending to preside over the meeting may determine.

#### **4.6 Appointment of a Delegate**

1. For a Member Club to be represented at a General Meeting in which the Member Club is entitled to attend and vote, the following shall apply:
  - (a) a Member Club must appoint a natural person as its Delegate,
  - (b) the Delegate must be a valid, financial, and primary registered member of the Member Club who appoints that Delegate,
  - (c) upon making the appointment, such appointment must be confirmed in writing, signed by the Delegate, witnessed by two officers of the Member Club with a written endorsement confirming that the Delegate accepts the appointment and agrees to be bound by the Constitution and the Regulations,
  - (d) the Member Club must be a valid and financial member of PMHHA,
  - (e) following the appointment, the written notice of such appointment must be lodged with the Secretary in such manner as may be prescribed from time to time by the Committee, provided the notice is received at least seven (7) days prior to the meeting,
  - (f) if a Member Club wishes to change its Delegate at any time, it may do so provided that written notice of such change is given to PMHHA prior to the commencement of any meeting. The Member Club is to follow the procedure set out in clauses 4.6.1.(c) and 4.6.1.(e) above; and
  - (g) all voting rights, privileges and business of any Member Club shall be transacted through its appointed Delegate.

#### **4.7 Proxy Voting**

1. PMHHA does not allow for proxy voting

#### **4.8 Absentee Voting**

1. PMHHA does not allow for absentee voting

#### **4.9 Postal Voting**

1. PMHHA does not allow for postal voting

#### **4.10 Chair of General Meetings**

1. PMHHA President is entitled to preside over every General Meeting.
2. If the President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unwilling or unable to act, PMHHA Vice-President shall be entitled to preside over the meeting.
3. If the Vice-President is not present or unwilling or unable to act, then the Delegates shall elect, from the Committee attending, a person to preside over the meeting.

#### **4.11 Adjournment of Meeting**

1. Where there is a Quorum present and a simple majority of those Members attending any meeting vote to do so, the person presiding over the meeting may adjourn any meeting for the purposes of considering such business which has not been transacted or considered at any particular meeting. In doing so the following rules apply:
  - (a) The meeting may be adjourned for a period no greater than sixty (60) days.



- (b) Notice of the adjourned meeting must be given in accordance with the procedure set out under [clause 4.4](#).

#### **4.12 Voting**

1. At any General Meeting, a resolution put to the meeting shall be decided on the show of hands unless a (secret) ballot is demanded by:
  - (a) the presiding member, or
  - (b) at least sixty percent (60%) of the Delegates of Member Clubs present.
2. Unless a ballot is demanded, a declaration by the presiding member that a resolution has been carried, or otherwise lost by simple majority, and an entry to that effect made in the minutes, then the minutes of PMHHA shall be conclusive evidence of the fact, provided the presiding member acts in good faith.
3. If a ballot is duly demanded it shall be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the presiding member directs. The result of the ballot shall be the resolution of the meeting at which the ballot was demanded.
4. A ballot demanded on the election of the presiding member or on a question of adjournment shall be taken immediately.
5. In the event of an equal number of votes being recorded the resolution shall be deemed to have been lost.
6. No Delegate shall be entitled to vote at any General Meeting if monies due and payable to PMHHA by the Member Club appointing the Delegate are in arrears by more than two (2) months as at the date of the meeting.
7. Only Members as detailed in [section 2 'membership'](#) are entitled to vote at General Meetings.
8. Each Member shall be entitled to a single vote only.
9. At any General Meeting only those Delegates appointed in accordance with [clause 4.6](#) above shall be entitled to vote on behalf of Member Clubs.

#### **4.13 Notices Generally**

1. Except as provided by [clause 4.4 'Notice of Meetings'](#), the following provisions apply:
  - (a) Method of service of notices
    - i. A notice may be served by PMHHA on any Member or other person entitled to receive notice under the Constitution in any of the following manners:
      1. by serving it personally,
      2. by leaving it at the address of the Member or person in the register,
      3. by sending it by post in a pre-paid envelope addressed to the Member or person at the address of the Member or person in the register, and
      4. by sending it by electronic transmission to the electronic address nominated by the Member or person for the purpose of serving notices on the Member or person.
  - (b) Notification of address

- i. For the purpose of serving notices, a Member may provide PMHHA with an alternative address for the purposes of serving a notice on that Member
- (c) Notice by advertisement
  - i. Any notice by a court of law or otherwise required or allowed to be given by PMHHA to the Members or any of them by advertisement will unless otherwise stipulated be sufficiently advertised if advertised once in a daily newspaper circulating in New South Wales.
- (d) Time of service by post
  - i. Any notice sent by post, airmail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier, and in proving service it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any authorised representative of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.
- (e) Time of service by electronic transmission
  - i. Any notice sent by email, or other electronic method that allows for almost instantaneous transmission, is taken to be given on the business day after it is sent.
- (f) Signatures on notices
  - i. The signature to any notice to be given by the Company may be written or printed or a facsimile thereof may be affixed or produced by some mechanical, electronic, or other means.
- (g) Calculation of notice period
  - i. Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or another period.

## **5 Constitutions**

### **5.1 Alteration of constitution**

1. This Constitution shall not be altered except by Special Resolution and, where an additional requirement is stipulated in this Constitution, satisfaction of that requirement.
2. Alterations for the purposes of spelling or grammatical errors, syntax or formatting may be made in due course without the need for a special resolution but must be;
  - (a) notated in the front matter, and
  - (b) agreed upon by the Committee.

### **5.2 By-Laws, policies, regulations**

1. The Committee may formulate, issue, adopt, interpret and amend such by-laws, policies and other instructions, determinations or resolutions for the proper advancement, management and administration of PMHHA, the advancement of the purposes of PMHHA and Hockey in the Region as it thinks necessary or desirable. Such by-Laws, policies, and other instructions, determinations or resolutions must be consistent with this Constitution, HNSW's and HA's constitutions, any by-laws, policies and other instructions, determinations or resolutions made by HNSW or HA.
2. All By-Laws, policies and other instructions, determinations or resolutions are binding on PMHHA and all Members.
3. All by-laws, policies and other instructions, determinations or resolutions of PMHHA in force at the date of the approval of this Constitution insofar as such by-laws, policies and other instructions, determinations or resolutions are not inconsistent with, or have been replaced by, this Constitution, shall be deemed to be valid and shall continue to apply.
4. Amendments, alterations, interpretations or other changes to by-laws, policies and other instructions, determinations or resolutions shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Secretary. Member Clubs shall take reasonable steps to distribute information in the Bulletins to their Members. The matters in the Bulletins are binding.

### **5.3 Status and compliance of PMHHA**

1. PMHHA 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.
2. The Members acknowledge and agree PMHHA 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 its Members and Hockey,
  - (e) at all times act in the interests of its 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.

#### **5.4 Operation of constitution**

1. PMHHA 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 PMHHA may act to assist the Member in whatever manner PMHHA considers appropriate.

#### **5.5 Constitution of PMHHA**

1. This Constitution shall always clearly reflect the objects of HNSW and conform to HNSW's constitution.
2. PMHHA shall take all reasonable steps to ensure this Constitution conforms to HNSW's constitution.
3. PMHHA shall always be bound by the constitution, by-laws, rules, and regulations of HNSW. Where there is any inconsistency between any provision of the constitution, by-laws, rules, and regulations of PMHHA and those of HNSW then, to the extent of such inconsistency, the constitution, by-laws, rules, and regulations of HNSW shall prevail.
4. PMHHA shall be bound by all lawful decisions of HNSW and affiliation conditions of HNSW and shall do all things reasonably necessary to implement and enforce such decisions and conditions.
5. PMHHA shall provide to HNSW a copy of this Constitution and all amendments to this Constitution. PMHHA 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.

#### **5.6 Entrenchment**

1. While PMHHA is a member of HNSW, PMHHA must not, and cannot amend, replace, or remove clauses from this Constitution without first consulting with HNSW and obtaining written approval to do so. Written approval may be in-full, in-part, or withheld by HNSW, as it thinks fit, in its absolute discretion.

#### **5.7 Register**

1. PMHHA shall maintain, in a form acceptable to HNSW but otherwise in accordance with the Act, a Register of all Member Clubs and other Members of PMHHA.

## **5.8 Status and compliance of Member Clubs**

### **1. Compliance**

(a) The Member Clubs acknowledge and agree that they shall:

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

### **2. Member Club Constitutions**

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

## **5.9 Winding up**

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

## **5.10 Distribution of property on a winding up**

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

## **5.11 Priority, validity and inconsistency between the Constitution and the Act**

1. Notwithstanding anything contained within this Constitution, if there is any inconsistency between this Constitution and the Act, the provisions of the Act shall prevail to the extent of any inconsistency.
2. If at any time the provisions of this Constitution are or become illegal, invalid, or unenforceable in any respect under the Act, this does not affect or impair the legality, validity or enforceability of any other provision of this Constitution.