

*Associations Incorporation Act 2009 (NSW)*

# **CONSTITUTION**

**OF**

# **RYDE HUNTERS HILL DISTRICT HOCKEY CLUB INC**

**Draft**

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## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

**advisory board** means a sub-committee comprising no less than two (2) and no more than three (3) people that previously held an executive committee position (or equivalent pursuant to the previous Rules of the Club) of the Club.

**association** means Ryde Hunters Hill District Hockey Club Inc (“the Club”).

**committee** means as set out under Part 3.

**executive committee** means a committee comprising of Club President and Administration Director and Finance Director.

**ordinary committee member** means a member of the committee who is not an office-bearer of the Club.

**special general meeting** means a general meeting of the Club other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(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.

(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.

## Part 2 Membership

### 2 Membership generally

(1) A person is eligible to be a member of the Club if:

(a) the person is a natural person, and

(b) the person has applied and been approved for membership of the Club in accordance with clause 3.

(2) A person is taken to be a member of the Club if the person being a life member, honorary member and/or a supporter member is noted as same on the register of members of the Club.

(3) There shall be no limit on the number of persons who may be admitted as members of the Club.

(4) There shall be five (5) classes of membership: senior members, junior members, life members, honorary members and supporter members.

### 3 Application for membership

(1) An application by a person for membership of the Club:

- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the Administration Director of the Club, and
  - (c) for senior and junior members will include the process of registration for the relevant hockey competition in the then current year.
- (2) As soon as practicable after receiving an application for membership, the Administration Director must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the Administration Director must:
- (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee rejected the application (whichever is applicable), and
  - (b) if the committee approved the application, request the applicant to pay fees, levies and subscriptions as required by the committee.
- (4) The Administration Director must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.

#### **4 Cessation of membership**

A person ceases to be a member of the Club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the fee under clause 8 (2) within 3 months after the fee is due unless agreed otherwise by the committee.

#### **5 Membership entitlements not transferable**

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

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

#### **6 Resignation of membership**

- (1) A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign from membership of the Club by first giving to the Administration Director written notice of at least 1 month (or any other period that 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.
- (2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the

Administration Director must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Register of members**

- (1) The Administration Director must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Club, or
  - (b) if the Club has no premises, at the Club's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour in the presence of the Administration Director.
- (4) A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (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.
- (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 Club or other material relating to the Club, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8 Fees and subscriptions**

- (1) All fee paying members of the Club shall pay the annual and other fees, levies and subscriptions payable appropriate to their class of membership to the Club including, without limiting the generality thereof and if applicable, fees, levies and subscriptions payable to the governing body/bodies to which the Club is affiliated with. Such amount shall be determined by the committee of the Club at such time as they are in receipt of all information required in order to determine such amount(s).
- (2) All fees, levies and subscriptions payable shall be paid by the date set by the committee and any member who has not paid such amount(s) by such date shall be deemed unfinancial and shall not be entitled to vote or attend any meetings of the associate nor take part in any of the activities of the Club at the committee's discretion.

## **9 Members' liabilities**

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 8.

## **10 Resolution of disputes**

- (1) The grievance procedure set out in this clause applies to disputes under the provisions of this constitution between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club.
- (2) The Club in resolving disputes will invoke the provisions of its Member Protection Policy (MPP) which adopts the provisions of Hockey Australia's Member Protection Policy. The MPP is advised to members at the time of membership application and is available on the Club's website or by written request to the Club's Administration Director. The MPP, among other provisions, authorises the Committee to address the matter through the following means:
  - (i) an informal process involving informal discussions with the relevant members, or
  - (ii) a formal process involving one or more of investigation, resolution, mediation and assessment, and potentially escalation to an external agency.

## **11 Disciplining of members**

- (1) A complaint may be made to the committee by any person, that a member of the Club:
  - (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 Club.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (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.
- (4) The committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club 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.
- (5) If the committee expels or suspends a member, the Administration Director 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 12.

- (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 Club confirms the resolution under clause 12, whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the Club in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Administration Director a notice to that effect.
- (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.
- (3) On receipt of a notice from a member under subclause (1), the Administration Director must notify the committee, which is to convene a general meeting of the Club to be held within 28 days after the date on which the Administration Director received the notice.
- (4) At a general meeting of the Club convened under subclause (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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

## **13 Class of members**

### **Senior Members**

- (1) a senior member shall be a person who has attained the age of eighteen (18) years.
- (2) a senior member shall be required to pay an annual fee or subscription applicable to that class of membership and such other levies as the committee may determine subject to the provisions of this constitution.
- (3) senior membership shall confer the following rights, privileges and entitlements on the holder of that class of membership as set out below:-
  - (a) to attend and vote at all general meetings of the Club;
  - (b) to be elected to the committee of the Club;
  - (c) to use all facilities and the premises of the Club in accordance with the terms and conditions of this constitution and the by-laws (if any) of the Club.

### **Junior Members**

- (1) a junior member shall be a person who is yet to attain the age of eighteen (18) years.



- (2) a junior member shall be required to pay an annual fee or subscription applicable to that class of membership and such other levies as the committee may determine subject to the provisions of this constitution.
- (3) junior membership shall confer the following rights, privileges and entitlements on the holder of that class of membership as set out below:-
  - (a) the right to attend but not to vote at all general meetings of the Club;
  - (b) no right to be elected to the committee of the Club;
  - (c) to use all facilities and the premises of the Club in accordance with the terms and conditions of this constitution and the by-laws (if any) of the Club.\

### **Life Members**

- (1) a life member shall be a person who rendered exceptional service to the Club and in the opinion and on the recommendation of the committee is proposed for life membership and who is elected by a majority of ninety (90) per cent of members present and voting at a general meeting. Not more than two (2) persons shall be elected to life membership in any one (1) year with any nomination for life membership to be received by the committee no later than 1 October of that year.
- (2) a life member shall not be required to pay any annual fees or subscriptions nor any levies.
- (3) life membership shall confer the following rights, privileges and entitlements on the holder of that class of membership as set out below:-
  - (a) the right to attend and vote at any general meetings of the Club;
  - (b) to be elected to the committee of the Club;
  - (c) to use all facilities and the premises of the Club in accordance with the terms and conditions of this constitution and the by-laws (if any) of the Club.

### **Honorary Members**

- (1) an honorary member shall be a person who, in the opinion of the committee, has rendered, or is rendering such service to the Club as to warrant being granted this class of membership. The period of membership under an honorary membership is limited to one (1) year and that period may then be extended for such period as the committee thinks fit.
- (2) an honorary member shall not be required to pay any annual fees or subscriptions nor any levies.
- (3) honorary membership shall confer the following rights, privileges and entitlements on the holder of that class of membership as set out below:-
  - (a) to attend and vote at all general meetings of the Club;
  - (b) to be elected to the committee of the Club;
  - (c) to use all facilities and the premises of the Club in accordance with the terms and conditions of this constitution and the by-laws (if any) of the Club.

### **Supporter Members**

- (1) A supporter member shall be a person who expresses an intention to support the Club's objectives, and be advised of the Club's development and activities and in the opinion of the committee is eligible for and warrants being granted this class of membership.

- (2) a supporter member shall be required to pay a fee applicable to that class of membership and such other levies as the committee may determine subject to the provisions of this constitution.
- (3) a supporter member shall not be required to pay any annual fees or subscriptions nor any levies unless the committee determines otherwise.
- (4) supporter membership shall confer the following rights, privileges and entitlements on the holder of that class of membership as set out below:-
  - (a) to attend (but are ineligible to vote) at all general meetings of the Club;

## Part 3 The committee

### 14 Powers of the committee

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

- (a) is to control and manage the affairs of the Club including, without the limiting the generality thereof, the Objectives of the Club as referred to in clause 40 thereof, and
- (b) may exercise all the functions that may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.

### 15 Composition and membership of committee

- (1) The committee is to consist of the office-bearers of the Club each of whom is to be elected at the annual general meeting of the Club under clause 16.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members is to be 10.
- (3) The office-bearers of the Club are as follows:
  - (a) Club President,
  - (b) Administration Director,
  - (c) Finance Director,
  - (d) Men's President (being the President of the Men's teams).
  - (e) Women's President (being the President of the Women's teams),
  - (f) Juniors' President (being the President of the Junior teams),
  - (g) Facilities Director,
  - (h) Sponsorship Director,
  - (i) Coaching Director,
  - (j) Social Director.
- (4) A committee member may hold up to 2 offices, provided that only one of those offices may be part of the Executive Committee.

- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

**Note.** Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- (7) In the event of a casual vacancy occurring in the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until immediately before the election of committee members at the annual general meeting next following the date of the member's appointment, and is eligible for re-election.

## **16 Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the Club:
  - (a) can be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Administration Director of the Club prior to the commencement of the annual general meeting at which the election is to take place;

or

  - (c) can be made verbally from the floor of the annual general meeting at which the election is to take place during such meeting but prior to such office-bearer position having been filled.
- (2) If insufficient nominations are received to fill all vacancies on the committee, further nominations can be received at any time after the annual general meeting for the committee to consider and make respective appointment(s).
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Club must be an eligible member of the Club.

## **17 Administration Director**

- (1) The Administration Director of the Club must, as soon as practicable after being appointed as Administration Director, lodge notice with the Club of his or her address.
- (2) It is the duty of the Administration Director to keep minutes (whether in written or electronic form) 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.
- (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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 18 Finance Director

It is the duty of the Finance Director of the Club to ensure:

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

## 19 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (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 Club, or
  - (c) is or 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 Administration Director, or
  - (e) is removed from office under clause 20, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without advice to 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.

## 20 Removal of committee members

- (1) The Club in a 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.

- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Administration Director or Club President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Administration Director or the Club President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21 Committee meetings and quorum**

- (1) The committee must meet at least 6 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the Executive Committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Administration Director to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 deal with.
- (5) A quorum for the transaction of the business of a meeting of the committee will be constituted by 5 office bearers including at least two members of the Executive Committee.
- (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 or to such other day and at such other time and place as the committee may determine.
- (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.
- (8) At a meeting of the committee:
  - (a) the Club President, or in the Club President's absence, another member of the Executive Committee will preside.

## **22 Appointment of Club members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Club as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

## **23 Appointment of Club Advisory Board**

- (1) On an annual basis, the committee will appoint an Advisory Board to assist and advise the committee including in areas of potential conflicts of interest. Members of the Advisory Board:
  - (a) Are required to be a former member of the Club's Executive Committee,
  - (b) Are not permitted to be a current office-bearer of the Club,
  - (c) May be a current member of the Club, and
  - (d) Are required to be recorded in the Club's Annual Report.
- (2) There is no limit on the number of terms served by members of the Advisory Board.

## **24 Use of technology at committee meetings**

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

## **25 Delegation by committee to sub-committee**

- (1) The committee may, by resolution of the committee, delegate to one or more sub-committees (consisting of the member or members of the Club that the committee thinks fit) the exercise of any of the functions of the committee that 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.
- (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.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (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.
- (6) The committee may, by resolution of the committee revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) From time to time the committee may authorise the Executive Committee to manage certain responsibilities or perform certain acts and do all things necessary or desirable in carrying out those affairs.

## **26 Voting and decisions**

- (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 who are entitled to vote.
- (2) Each office-bearer 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.
- (3) Subject to clause 21(5), the committee may act despite any vacancy on the committee.
- (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.

## **Part 4 General meetings**

### **27 Annual general meetings - holding of**

- (1) The Club must hold its annual general meetings:
  - (a) within 6 months after the close of the Club's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **28 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Club is, subject to the Act and to clause 27, to be convened on the date and at the place and time that the committee thinks fit.
- (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 Club during the last preceding financial year,
  - (c) to elect office-bearers of the Club and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **29 Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Club.

- (2) The committee must, on the requisition of at least five (5) per cent of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the Administration Director, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Administration Director, 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.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### 30 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Administration Director 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Administration Director must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.

- (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).
- (4) A member who wants to bring any business before a general meeting may give notice in writing of that business to the Administration Director 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

- (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.



- (2) Twenty (20) 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.
- (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.
- (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**

- (1) The Club President, or in the Club President's absence, another Executive Committee member, is to preside as chairperson at each general meeting of the Club.
- (2) If the Club President and the other Executive Committee members are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **33 Adjournment**

- (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.
- (2) If a general meeting is adjourned for 14 days or more, the Administration Director must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (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**

- (1) A question arising at a general meeting of the Club is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 39 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if one quarter or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (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 Club, is evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against that resolution.

- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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**

- (1) A special resolution may only be passed by the Club in accordance with section 39 of the Act.
- (2) A special resolution must be passed at a general meeting of the Club.

### **36 Voting**

- (1) On any question arising at a general meeting of the Club a member has one vote only.
- (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.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable in respect of the current year and due to be paid as at the date of any such General Meeting has been paid.
- (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.
- (5) A supporter member is not entitled to a vote at a general meeting.

### **37 Proxy votes not permitted**

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

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

### **38 Postal or electronic ballots**

- (1) The Club may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **39 Use of technology at general and special meetings**

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

## Part 5 Miscellaneous

### 40 Objectives of the Club

- (1) To promote, encourage and foster the game of hockey within the Ryde Hunters Hill district and adjoining areas.
- (2) To affiliate with relevant associations and other bodies as required.
- (3) To promote the physical and social welfare and recreation of its members.
- (4) To borrow or raise or secure the payment of money as the Club thinks fit.
- (5) To do all such other things as are reasonable required in the attainment of the objectives of the Club.

### 41 Insurance

The Club may effect and maintain insurance.

### 42 Funds - source

- (1) The funds of the Club are to be derived from fees, levies and subscriptions of members, donations, sponsorships and, subject to any resolution passed by the Club in general meeting, any other sources that the committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) The income and property of the Club shall only be used for the promotion of the objections of the Club and shall not be paid or transferred to members by way of dividend, bonus or profit, providing always that a member of the Club may be formally engaged and/or employed for specific duties.

### 43 Funds - management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories being from the following members of the committee – the Club President, the Administration Director and the Finance Director.

### 44 Club is non-profit

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

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

## **45 Distribution of property on winding up of Club**

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

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

## **46 Change of name, objects and constitution**

An application for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the Administration Director.

## **47 Custody of books etc**

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

- (a) at the main premises of the Club, in the custody of the Administration Director or a member of the Club (as the committee determines), or
- (b) if the Club has no premises, at the Club's official address, in the custody of the Administration Director.

## **48 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
  - (a) records, books and other financial documents of the Club,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

## **49 Service of notices**

- (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 a form of electronic transmission to an address specified by the person or known to be that person's address for giving or serving the notice.
- (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 a form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces evidence indicating that the notice was sent on a later date, on that date.

## **50 Financial year**

The financial year of the Club is each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 November and ending on the following 31 October.

### **Notes.**

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain Clubs incorporated under the *Associations Incorporation Act 1984*.

## **51 Auditors**

An auditor, other than a member of the committee who is able to sign a negotiable instrument on behalf of the Club, shall be appointed at the annual general meeting to audit the accounts and the balance sheet for the ensuing financial year.

## **52 Club colours and uniform**

(1) The Club colours will be predominately black and white with any new uniform to be decided by the committee after a process of no less than three (3) months consultation with Club members including prior circulation of the proposed design. Other than when required, the Club will adopt a standard uniform across men's, women's and juniors.

(2) Any material change:

- (a) from predominately black and white colours, or
- (b) in the design of the Club's logos, or
- (c) to the uniform within 60 months of the prior change,

can only be decided by members at a general meeting.

## **53 Alteration of Constitution**

Other than when required by law, this constitution shall not be altered except by special resolution and, where an additional requirement is stipulated in this constitution, satisfaction of that requirement.

## 54 By-laws

- (1) The committee may formulate, issue, adopt, interpret and amend such by-laws for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club as it deems necessary or desirable. Such by-laws must be consistent with the constitution.
- (2) All by-laws are binding on the Club and all members.
- (3) All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this constitution in so far 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.
- (4) By-laws shall only be a supplement to this constitution and in no way shall by-laws contradict any provisions contained in this constitution.
- (5) Amendments, alterations, interpretations or other changes to by-laws shall be advised to members by means of bulletins approved by the committee and prepared and issued by the Administration Director.

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