



# **Sydney Men's Masters Hockey Association (Inc) Constitution – 2025**

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## 1. NAME AND INCORPORATION

**1.1** The Association shall be called the Sydney Men's Masters Hockey Incorporated which shall hereinafter be referred to as "The Association".

**1.2** The Association has been incorporated pursuant to the provisions of the Associations Incorporation Act 2009

## 2. DEFINITIONS

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

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

**"Amateur"** means a person who is an amateur within the meaning of "amateur" determined from time to time by Hockey Australia.

**"Board"** means the Board of Management elected or appointed in accordance with this Constitution.

**"Competition Rules"** means the current Competition Rules of the Association made in pursuance of this Constitution.

**"Director"** means *committee member* of the Association, as that term is used and defined in the *Associations Incorporation Act 2009* (NSW). The term *Director* as it appears in this Constitution is a reflection of its historical usage only, and does not reflect corporate directorship or bestow any responsibilities under the *Corporations Act 2001* (Cth).

**"Financial Year"** means the period commencing 1 October and ending 30 September of the following calendar year.

**"Life Members"** means persons admitted to Life Membership of the Sydney Masters Hockey Association.

**"Master"** means a hockey player conforming to the rules set out in the Competition Rules of the Association.

**"Sydney Member"** means any Hockey Team, Hockey Club or Hockey Association which has been admitted by resolution of the Board, and whose registered address falls within the Sydney Metropolitan area bounded by the following government regions: Upper North Shore, Northern Suburbs, Hills District, Parramatta, South West (to the boundary with Liverpool) and Sutherland.

**"Country Member"** means any Hockey Team, Hockey Club or Hockey Association which has been admitted by resolution of the Board, and whose registered address falls outside the Sydney Metropolitan area bounded by the following regions: Upper North Shore, Northern Suburbs, Hills District, Parramatta, South West (to the boundary with Liverpool and Sutherland).

**"Member"** is either a Sydney or Country member as defined above.

**"Representative"** means a person duly appointed by a Member which has right of representation at a general meeting in accordance with this Constitution.

**"Officer"** means *Director* as defined in this Clause of the Constitution.

**"Official"** means umpire, technical officer, or other person occupying a position necessary for the conduct of a hockey match, representative team coach or manager, medical support, and persons otherwise approved by the Board.

**"SMHA"** means Sydney Men's Masters Hockey Association.

**"State"** means the state of New South Wales.

**"Team Co-Ordinator"** means a member duly appointed by a Team which has right of representation at any SMHA General Meeting in accordance with this Constitution. This person is the contact point between SMHA and the Club/Team.

**"The Regulation"** means the Associations Incorporation Regulation 2022, and subsequent iterations of this Regulation as may be amended from time to time.

**"Unfinancial Member"** means a Member which has been declared unfinancial by the Board in accordance with this constitution.

### **3. OBJECTS OF THE ASSOCIATION**

**3.1** The objects of the Association shall be:-

- 3.1.1** To control Men's Masters Hockey in the Sydney geographical area.
- 3.1.2** To foster and promote the growth of Men's Masters Hockey in the Sydney geographical area.
- 3.1.3** To promote, control and/or conduct matches between teams representing members in Sydney.
- 3.1.4** To promote and control visits of teams from outside Sydney, to Sydney and to entertain such teams.
- 3.1.5** To rent, lease, purchase or otherwise control playing fields and premises for the playing of hockey and for incidental purposes.
- 3.1.6** To select and manage Association representative teams and squads.
- 3.1.7** To do all such other lawful things as are incidental to or to which the Association may think conducive to the attainment of these objects.

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

- 4.1** The Association has the legal capacity and powers of a person both inside and outside the State subject to any limitation restricting those powers contained within this Constitution.
- 4.2** The Board may make Competition Rules consistent with the objects and powers of the Constitution in respect of all matters necessary for the effective running and administration of the Association.

### **5. AFFILIATIONS**

The Association may affiliate with Hockey NSW and Hockey Australia and affiliate with or become a member of such other associations or bodies as it may deem appropriate to further the objects of the Association, and the Representatives/Delegates to such associations shall be appointed by the Board.

### **6. MEMBER TEAMS, CLUBS AND ASSOCIATIONS**

- 6.1** Membership shall run from 1 January to 31 December of the same year.
- 6.2** A Men's Masters Hockey team or club, incorporated or unincorporated, may apply in writing for membership of the Association. Acceptance of the application for membership shall be determined by a majority vote of those present at a meeting of the Board.
- 6.3** The other members of the Association shall consist of the following categories:
  - 6.3.1 Individual Participant**, associated with a Member, Player or Official, who shall have the right to be present at General Meetings but shall have no rights to vote at General Meetings unless he or she is an approved Team Co-ordinator, and shall have no right to debate without leave from the Chair of the General Meeting.
    - (a)** An Individual Participant may be classified as either a playing member or a non-playing member, and can include Officials.
    - (b)** An Individual Participant must hold a current Australian Hockey Identification Number for the relevant year or be issued a registration number by the Association for that year.

(c) An Individual Participant shall be listed with a Team, and the Team's listed Members must be approved and registered by the Board.

(d) Membership for an Individual Participant shall be effective from 1 January to 31 December of the same year.

**6.3.2 Life Members**, both Ordinary and Legend, who, subject to Clause 18 of this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights except in relation to the election of new Life Members and the conferring of Legend status.

**6.3.3 Board Members**, who shall have the right to be present at, to debate, and to vote at General Meetings.

**6.3.4 Other Categories of Members**, as may be established by the Board from time to time. Any new category of Member established by the Board shall not be granted voting rights without the approval of the Members at the Annual General Meeting.

## **7. TEAM CO-ORDINATOR**

**7.1** Each member, whether incorporated or unincorporated, shall appoint one Team Co-Ordinator for each of their teams competing in the SMHA Competition.

**7.2** A person ceases to be a Team Co-Ordinator of a member upon:

**7.2.1** The death of that person; or

**7.2.2** Receipt by the Association of written notice from the relevant member of the termination of the Team Co-Ordinator appointment.

**7.3** Within fourteen (14) days of the cessation of a Team Co-Ordinator appointment, the relevant member shall appoint a replacement Team-Co-Ordinator and, within fourteen (14) days of the appointment, notify SMHA in writing of the name and full contact details (including email address) of the Team Co-Ordinator.

## **8. MEMBERSHIP QUALIFICATIONS**

**8.1** The following are qualified to be members of the Association:

**8.1.1** Any incorporated or unincorporated affiliated Men's Masters team, club, or association.

**8.1.2** The officers of the Association as elected or appointed in accordance with this Constitution.

**8.1.3** Any person admitted to Life Membership in accordance with this Constitution.

## **9. TERMINATION OF MEMBERSHIP**

**9.1** A member's membership terminates if:

**9.1.1** That member ceases, for any reason, to participate in the SMHA competitions;

**9.1.2** That member resigns from membership by written notice given to the Association; or

**9.1.3** That member is expelled or removed from the Association, whether for misconduct or other failure to comply with the Constitution and Competition Rules of the Association.

## **10. REGISTER OF MEMBERS**

**10.1** The Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name, address and email address of each member together with the date of commencement of that member's membership.

**10.2** The register of members of the Association shall be open for inspection, free of charge, by any member of the Association at any reasonable time.

## **11. MEMBERS FEES AND AFFILIATION FEES**

**11.1** A member shall pay to the Association such fees, fines and other charges as are determined from time to time by the Board.

**11.2** All such payments shall be made direct to the Association in a manner to be determined by the Board.

**11.3** Levies and fines shall be due and payable by the date fixed for payment thereof or, if no date is fixed, then within thirty days of the date of the resolution or event giving rise to the fine or levy.

**11.4** On failure to pay any fee, levy, fine or other charge within the time prescribed or approved a Member may be declared unfinancial by resolution of the Board.

**11.5** Interest at a rate determined by the Board may be charged and shall be paid on all fees, levies, fines and other charges not paid by the due date.

**11.6** Other than those contemplated by this Clause, Life Membership shall not attract any additional fee or charge.

**11.7** Other than those contemplated by this Clause, no additional fee or charge shall be payable by a member of the Executive, or any other Director.

**11.8** Other than those contemplated by this Clause, no additional fee or charge shall be payable by an Official.

## **12. UNFINANCIAL MEMBERS**

**12.1** An unfinancial Member shall not participate in meetings, matches or championships conducted by the Association, unless permitted to do so by the Board.

**12.2** A player registered as a member of an unfinancial Affiliated Team, Club or Association shall not play in any Association competition, championship or team or train with any hockey squad whilst the Affiliated Team, Club or Association remains unfinancial.

**12.3** Except with the specific approval of the Board a nomination from an unfinancial member to participate in any competition or match shall not be accepted.

## **13. NOTIFICATION OF NUMBER OF TEAMS**

Every member shall, by 15 December in the year preceding each competition, have advised the Association in writing of the number of their teams to be entered into the following year's SMHA Competition and shall have provided a list of the probable players in each team.

## **14. THE OFFICERS**

**14.1** There shall be a minimum of five (5) and a maximum of seven (7) Officers of the Association, being:

- President;
- Director of Administration;
- Director of Finance;
- Two (2) Directors; and up to two (2) such other Directors as are elected from time to time at the Annual General Meeting.

**14.2** The President, Director of Administration, and Director of Finance form the Executive.

**14.3** The Officers of the Association as specified in Clause 14.1 hereof shall comprise the Board, and shall be made of Members who are registered financial players or non-players with a team that falls within the administration of the Association.

**14.4** Officers shall be elected by secret ballot at the Annual General Meeting and shall hold office for a term of **three years**.

**14.4.1** Officers shall therefore be elected each year in rotation as follows:

- **Year 1:** President and one (1) Director;
- **Year 2:** Director of Administration, and up to two (2) Directors; and
- **Year 3:** Director of Finance and one (1) Director.

**14.5** Officers may serve a maximum of three (3) consecutive terms, and then must remain off the Board for three (3) years before being eligible for election to the Board again. This shall prohibit an Officer from fulfilling a casual vacancy within the three-year (3) period.

**14.6** Should any elected officer die, resign or be removed from office the casual vacancy shall be filled by the Board and the Officer so appointed shall hold office until the next Annual General Meeting.

**14.7** Any Officer elected because of a vacancy noted in Clause 14.6, shall have a term equal to the remaining term of the retired officer, before being eligible to stand for re-election for a full term.

**14.8** A maximum of two (2) persons from the same Member may be elevated to Director, either by election or appointment. This clause applies irrespective of how many teams a given Member has entered in competitions run by the Association.

## **15. THE BOARD OF MANAGEMENT**

**15.1** Subject to the overriding authority of an Annual General Meeting, Special General Meeting or General Meeting, the Board shall superintend, manage and control the affairs of the Association and may exercise all of the powers of the Association between Annual General Meetings, in accordance with the Constitution and Competition Rules.

**15.2** If any Officer is absent from three consecutive scheduled meetings of the Board, unless leave of absence is granted by the Board, the office shall be declared vacant.

**15.3** The Board may at its absolute discretion declare any office or position in the Association to be vacant. Such a declaration must be made by resolution carried by a majority of at least two-thirds of all of the officers of the Association after at least one month's notice in writing stating shortly the substantial reasons for the proposal to all officers and to the person affected, who shall have the right to be heard in his or her defence before such resolution is voted on.

**15.4** The Board shall meet on a minimum of six (6) occasions in each year. Additional meetings may be convened by the President. Any four officers (other than the President) may convene a special meeting at any time.

**15.5** At any meeting of the Board:

**15.5.1** The President, or in his absence another officer appointed by those present shall preside in the chair.

**15.5.2** Each member of the Board except the President shall have one vote.

**15.5.3** Voting shall be by show of hands unless a secret ballot is requested by not less than three members of the Board before a vote by show of hands is taken.

**15.5.4** When there is an equality of votes, the chairman shall have the casting vote.

**15.5.5** A Quorum shall be four persons present and entitled to vote, two of whom must include the President, Director of Finance or Director of Administration.

**15.6** Any proposal, election or appointment shall, on the decision of the Board or the request in writing from ten affiliated members, be submitted to a postal or electronic vote. A decision by postal or electronic vote shall have the same force as a decision made by a general meeting and shall be put into effect by the Board forthwith.

**15.6.1** The proposal, election or appointment shall be forwarded by post or electronically to all members, life members and officers and shall be accompanied by any necessary explanatory material and ballot papers. When a proposal originates from a member it shall be accompanied by any explanation or arguments in support submitted by that member and the views, if any, of the Board.

**15.6.2** The Director of Administration shall forward the postal or electronic vote within fourteen days of the receipt by him/her of the decision of the Board or the request from ten members and shall specify therein a date not less than fourteen days and not more than twenty-eight days after the date of forwarding for the closing of votes. The Director of Administration shall record the votes when received and, as soon as a majority is available or upon the closing of the ballot, advise the members and the Board of the result and the votes received.

**15.6.3** On a postal or electronic vote, each member shall be entitled to as many votes as that member would have had at a general meeting in the same year.

**15.7** Without prejudice to its own powers, the Board may appoint committees or persons to deal with specified matters and it may delegate any of its powers other than its power of delegation.

**15.8** Each committee shall have the power to fill casual vacancies and to appoint additional members to that committee subject to confirmation of each such appointment by the Board at its next regular meeting.

**15.9** The Board shall determine the format and method of competitions.

## **16. STAFF**

The Board may appoint and employ from time-to-time full-time or part-time employees of the Association and may enter into contracts for services and consultancy on behalf of the Association. The Board shall determine the mode of advertising and appointment, the job specification and description, and the honorarium, salary, or other remuneration and other terms and conditions of employment / engagement.

## 17. RULES OF HOCKEY

**17.1** The rules of the game of hockey as adopted and issued under the authority of Hockey Australia shall be observed in all matches which are controlled by the Association or in which member teams controlled by the Association take part except that variations from the rules specifically applicable to Men's Masters can be approved by the Board from time to time.

**17.2** The Board may approve and issue rules for the playing of hockey competitions, tournaments and matches, for the management and coaching of representative teams and selection squads, and for other activities incidental to the objects of the Association.

## 18. MEMBERSHIP FOR EXCEPTIONAL PARTICIPATION OR SERVICE

### LIFE MEMBERSHIP

**18.1** Any person may be elected as a Life Member in recognition of distinguished, outstanding or special service to **SMHA** by accumulating a minimum of twenty (20) years' total of participation and service to SMHA as one or more of the following:

- 18.1.1** Player in competitions administered by the Association; and/or
- 18.1.2** Representative player in teams co-ordinated by the Association; and/or
- 18.1.3** Official in competitions administered by the Association; and/or
- 18.1.4** Team Co-Ordinator; and/or
- 18.1.5** Representative Coach or other Official; and/or
- 18.1.6** Board Member of the Association.

**18.2** A participant who occupies more than one of the positions in sub-clauses 18.1.1 to 18.1.6 in a given year, is taken to have served for one year only.

**18.3** A candidate for election as a Life Member must be nominated by a member or the Board may nominate eligible persons, at least four (4) weeks before the meeting at which such nominations are to be considered.

**18.4** The Board shall verify the validity of each nomination.

**18.5** Election as a Life Member shall require an affirmative vote *by secret ballot* of at least 75% of the votes cast by the *members present and voting* at an Annual General Meeting.

**18.6** Not more than three (3) Life Members may be elected each year.

**18.7** A Life Member shall be entitled to such privileges as the Board may from time to time determine consistent with this Constitution.

### LEGEND STATUS

**18.8** A Life Member, in recognition of exceptional continued and long-term service to the Sydney Masters Hockey Association, is eligible for elevation to **Legend status**, considered the highest honour within SMHA, and is a sub-category of Life Membership.

**18.9** Exceptional continued and long-term service includes, but is not limited to:

- 18.9.1** Services on or to the Board, or any committees or sub-committees;
- 18.9.2** Engagement with Sydney Masters Hockey Association events;
- 18.9.3** Playing, coaching, management, or administrative services to representative teams; and
- 18.9.4** Participation in New South Wales or Australian Masters committees.



**18.10** A Life Member must meet the following criteria for elevation to Legend Membership:

**18.10.1** Life Membership must be current; and

**18.10.2** Life Membership must have been held for a continuous period of no less than ten (10) years.

**18.11** The number of Life Members elevated to Legend Membership is to be limited as follows:

**18.11.1** A maximum of ten (10) Life Members may be elevated to Legend status in the 2026 calendar year; and

**18.11.2** A maximum of one (1) Life Member may be elevated to Legend status in each subsequent calendar year.

**18.12** Elevation to Legend status shall require a nomination to be received by the Board who will put a resolution to Members at the next Annual General Meeting, and an affirmative vote **by secret ballot** of at least 75% of the votes cast by the Members present and voting at an Annual General Meeting.

## **19. DUTIES OF DIRECTORS ON THE EXECUTIVE**

**19.1 The President** shall:

**19.1.1** Act as Chairman of the Board;

**19.1.2** Act as representative and spokesperson for the Board; and

**19.1.3** Act as representative for the Association during NSW Men's Masters Hockey Meetings

**19.2 The Director of Administration** shall:

**19.2.1** Attend Meetings of the Association and of the Board;

**19.2.2** Read and file all communications and other papers;

**19.2.3** Keep copies of all correspondence;

**19.2.4** Conduct the correspondence of the Association;

**19.2.5** Issue notices of Meetings when directed; and

**19.2.6** Perform such duties as may be directed by the Association or the Board.

**19.3 The Director of Finance** shall:

**19.3.1** Be responsible for the collection of and accounting for all funds, fees, fines, levies, and other moneys due to the Association;

**19.3.2** Issue, as necessary, all invoices and statements of account;

**19.3.3** Pay all accounts due by the Association on the authority duly minuted of the Board or a General Meeting;

**19.3.4** Provide each regular meeting of the Board with statements of receipts and expenditure, bank reconciliations, major debtors and creditors, and any other financial information required by the Board;

**19.3.5** Submit the books of account and draft financial reports to the Auditor at least thirty (30) days prior to the Annual General Meeting, subject to clause 20 of this Constitution;

**19.3.6** Submit to the Annual General Meeting a duly prepared Statement of Income and Expenditure and Balance Sheet, with comparative figures for the previous financial year; and

**19.3.7** Present to the Board by 1 March a budget for the financial year.

**19.4** A member of the Executive shall be appointed to act as Public Officer of the Board.

## **20. AUDITING**

**20.1** The financial statements of the Association shall be reviewed or audited in accordance with the requirements of the Act and as guided by the regulator, NSW Fair Trading.

**20.2** The Board shall determine, prior to each Annual General Meeting, whether a financial **review** or a full **audit** is to be undertaken, having regard to:

- The Association's financial tier classification under the Act;
- The nature and scale of the Association's operations; and
- Any legal, contractual, or funding requirements.

**20.3** The Board shall initiate a financial review by a qualified practising Accountant, upon change of Director of Finance.

**20.4** Where required by law or otherwise resolved by the Board, a qualified auditor or reviewer shall be appointed. Such person shall hold office until they resign, are removed by a special resolution of the Board or a General Meeting, or otherwise become ineligible under the Act. At least fourteen (14) days' written notice shall be given to the auditor or reviewer in the event of removal.

**20.5** Any appointed auditor or reviewer shall report to the Association on the financial statements and express an opinion as to whether those statements present a true and fair view of the financial position of the Association. They shall be entitled to speak at the Annual General Meeting on any matter relevant to their report.

## **21. GENERAL ADMINISTRATION RESPONSIBILITIES**

**21.1** The Board will have overall responsibility for the Promotion (including any media), Management and Administration of all the following functions of the Association (some or all of which can also be delegated to any officers that are appointed to carry out the required day to day tasks):

**21.1.1** Competitions and Fixtures;

**21.1.2** Equipment;

**21.1.3** Umpiring and Officiating;

**21.1.4** Promotion and Media;

**21.1.5** Selection and Co-ordination of representative teams; and

**21.1.6** The ongoing advancement and promotion of Masters hockey within the purview of the Association, which may include liaising with current Members for the inclusion of further teams or with potential future Members.

**21.2 Annual Competition** (including Venues, Fixtures, Registration/Recorder, Umpiring and Officiating and Judiciary and Investigations)

**21.3 Representative Teams** (including equipment and uniform management).

**21.4** A Member of the Board by agreement of the other members shall be the nominated Public Officer, in accordance with the Associations Incorporation Act 2009 (NSW).

## **22. SELECTION COMMITTEES**

**22.1** The Board shall annually appoint Selection Committees of such number and styling as the Board may determine.

**22.2** The duties of the Selection Committees shall be:

**22.2.1** To select, when required, teams representative of the Association.

**22.2.2** To arrange, in conjunction with the Manager appointed by the Board, all general practice and all practice games for such teams.

**22.2.3** To attend competition matches, selection trials, practices and practice games during the season to select representative teams.

**22.3** No selector shall himself be eligible for selection in any Association representative team for that season in the age group for which he is a selector.

**22.4** There shall be no more than one selector from any one Member on a Selection Committee.

## **23. GENERAL MEETINGS - COMMON PROVISIONS**

**23.1** A General Meeting is the supreme governing body of the Association and may exercise all of the powers of the Association.

**23.2** Persons entitled to attend and speak at a General Meeting shall be:

**23.2.1** All Officers of the Association elected or appointed in accordance with clause 14 hereof.

**23.2.2** One delegate/representative from each member appointed in accordance with clause 7 hereof.

**23.2.3** Life Members.

**23.3** Should a delegate/representative from a member be unable to attend all or part of a General Meeting the member he represents may appoint in writing another person to be the said delegate's proxy for the period of absence. The proxy representative shall have all the powers of the said representative.

**23.4** Voting rights shall be as follows:

**23.4.1** Each delegate/representative duly authorised to vote on behalf of a member shall have one vote.

**23.4.2** Each Officer of the Association elected or appointed in accordance with clause 14 hereof shall have one vote.

**23.4.3** When there is an equality of votes the Chairman shall have the casting vote.

**23.5** The President, or in his absence a person appointed by those present and entitled to vote, shall preside at a General Meeting.

**23.6** A Quorum shall be:

**23.6.1** Nineteen (19) persons entitled to vote, provided that a delegate from each of at least fifteen (15) members is present.

**23.6.2** At an adjourned Annual or Special General Meeting – those present and entitled to vote.

**23.7** A General Meeting shall be adjourned to a time, date and place to be determined by the Board if, within half an hour of the time appointed for the meeting, a quorum is not present. Ten (10) persons entitled to vote shall be a quorum for the purpose of appointing a chairperson and adjourning the meeting. Provided that if the meeting has been convened by requisition pursuant to clause 25.2 it shall be dissolved.

**23.8** Voting at a General Meeting on any election shall be by secret ballot and on any proposal by show of hands, provided that a secret ballot on any proposal shall be taken if requested by at least ten (10) representatives.

**23.8.1** A secret ballot on a proposal may be requested only before the chairman has called the next business, and shall be taken either at once or at such time, date and place as the Chairman, or General Meeting, by resolution, directs.

**23.8.2** A secret ballot requested on the election of a Chairman or on a motion of adjournment shall be taken immediately.

**23.8.3** During the taking of a secret ballot at a General Meeting, the Chairman may permit the discussion of any other business on the agenda.

**23.8.4** The result of the secret ballot shall be the decision of the General Meeting and it shall not be rescinded at the same meeting except by secret ballot.

## **24. THE ANNUAL GENERAL MEETING**

**24.1** The Annual General Meeting shall be held not later than the thirty first day of December each year. The Director of Administration shall give at least 30-days notice of the time, date and place to the members and all persons entitled to attend. Accidental omission to give such notice to any member or to any person entitled to attend shall not necessarily invalidate any business done or resolution passed by the meeting.

**24.2** The business of an Annual General Meeting shall be:

**24.2.1** To receive and consider:

**24.2.1.1** The annual report of the Association and any business arising therefrom.

**24.2.1.2** The statement of income and expenditure and the balance sheet for the last preceding financial year with comparative figures for the previous year.

**24.2.2** To elect such Officers and Directors as are required, to elect Life Members and to fill any other position required to be filled by an Annual General Meeting.

**24.2.2.1** Nominations for election to office and to other positions within the Association shall be in writing and endorsed by the nominee. Nominations shall be lodged with the Director of Administration not less than fourteen (14) days prior to the annual general meeting and such nominee shall be automatically elected by the Annual General Meeting if no other nomination is received by the Director of Administration not less than fourteen (14) days prior to the Annual General Meeting.

**24.2.2.2** Where the number of nominations for any office or position does not exceed the number of officers or positions to be filled the Chairman shall declare the nominee or nominees to be duly elected.

**24.2.2.3** Where the number of nominations for any office or position exceeds the number of offices or positions to be filled the Chairman shall arrange for the conduct of a secret ballot to determine the election.

**24.2.2.4** Where no nomination is received for any office or position or insufficient nominations are received for any group of offices or positions further nominations may be received at the meeting for any office or position remaining unfilled and if necessary a secret ballot shall be conducted to fill that office or position.

**24.2.2.5** Any office or position not filled at the Annual General Meeting may be filled by the Board.

**24.2.3** To consider motions on notice, provided that such notice in writing was received by the Director of Administration not less than twenty-one (21) days prior to the meeting and included in the agenda (or an addendum thereto) forwarded not less than fourteen days prior to the meeting to all members and persons entitled to attend.

**24.2.4** To consider any other business which under this Constitution may be transacted at an Annual General Meeting.

## **25. SPECIAL GENERAL MEETING**

**25.1** A Special General Meeting may be convened at any time by the President or by resolution of the Board or by requisition pursuant to clause 25.2.

**25.1.1** At least fourteen days notice shall be given to members and persons entitled to attend a special general meeting. The notice shall specify the time, date and place of the meeting and shall state shortly the business to be considered. Accidental omission to give such notice to any affiliated club, association or person entitled to attend shall not necessarily invalidate any business done or resolution passed by the meeting.

**25.1.2** The business of a Special General Meeting shall be limited to that stated on the notice paper provided however that after the conclusion of the business for which the meeting was convened the meeting may, with the consent of the majority of those attending and entitled to vote, discuss any other matter within the objects of the Association and make recommendations to the Board or to another general meeting.

**25.2** A requisition for Special General Meeting may be made by any ten affiliated members or by four members of the Board.

**25.2.1** A requisition shall be signed by the Appointed Representative of each such affiliated member or the Board members requesting the meeting, as applicable and shall state the business to be considered. The requisition shall be forwarded to the Director of Administration at the office of the Association.

**25.2.2** Within fourteen days of receipt of a duly made requisition the Director of Administration shall convene a Special General Meeting in accordance with the provisions of clause 25.1.

**25.2.3** If the Director of Administration fails to do so within that time the requisitionists may themselves convene the meeting which shall be held within six weeks of delivery to the Director of Administration of the requisition, failing which the requisition shall lapse.

## **26. ASSOCIATION UNIFORMS, COLOURS, BADGE AND BLAZERS**

The playing uniform and colours of teams representing the Association shall be in Gold and Azure Blue. The Board shall approve from time to time the playing uniform for each category of representative team.

## **27. INQUIRY, MISCONDUCT**

**27.1** The Board may enquire into any matter falling within the Objects of the Association including the conduct of a member of the Board or a Committee thereof, a Life Member, an official or playing member of any representative team, a member or a team, official, player or umpire of a member.

**27.2** The Board may also enquire into any matter referred to it by a member.

**27.3** The Board shall give reasonable notice to any relevant member or person of its intention to enquire into any allegation of misconduct and shall afford the member or person the opportunity to be heard in defence.

**27.4** The Board may at its absolute discretion after due enquiry take such action or impose such penalty as it deems fit.

**27.4.1** A penalty may include:

- (i) for an officer or official of the Association or a member – removal from office for a specified period or reprimand.
- (ii) for a member or its representative – suspension of affiliation for a specified period, a fine or a reprimand.
- (iii) for a player – suspension for a specified period, a fine or a reprimand.

**27.5** The Board shall notify all members and the parties to an enquiry, of its decision and the reasons therefor.

**27.6** The Board may delegate any or all of its powers under this clause 27 other than the imposition of a penalty under clause 27.4 hereof, to a committee established for the purpose or to a single member of the Board, or to a single person who normally acts on behalf of the Association in respect of breaches of Competition Rules with or without a committee.

**27.7** An appeal may be made by leave to the Board from any decision made pursuant to clause 27.

## **28. INDEMNITY**

To the extent permitted by law and save in the case of fraud or illegality:

**28.1** Every officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which any such officer or servant may incur or be held liable for by reason of any contract entered into or act or deed done by him/her as such officer or servant or in any way in the discharge of his/her duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority between the members over all other claims.

**28.2** An officer of the Association shall not be liable for the accounts, receipts, neglects or defaults of any other officer or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Association for or on account of the Association or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any moneys, securities or effects shall be deposited or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his/her own act of wilful default.

## **29. INTERPRETATION**

Any case not provided for in this Constitution, or any question arising as to its interpretation, shall be decided at a Board meeting.

## **30. CONSTITUTION**

**30.1** The Constitution may be amended or rescinded wholly or in part at a General Meeting, Special General Meeting or Annual General Meeting by a Special Resolution with approval of 75% of those present and entitled to vote provided that,

**30.1.1** Notice of any proposed addition, amendment or rescission shall have been given in writing to the Director of Administration at least twenty-one days before a General Meeting, Special General Meeting or Annual General Meeting; and

**30.1.2** The Director of Administration shall give at least fourteen days notice in writing of any motion to amend or rescind to all persons entitled to attend and vote at that meeting.

**30.2** Members and Officers of the Association shall each be supplied with complete and correct copies of this Constitution from time to time and with suitable amendment advices immediately after amendments are approved.

## **31. MEMBERS LIABILITIES**

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by an affiliated member in respect of membership or affiliation fees as required by clause 11 hereof.

## **32. INSURANCE**

**32.1** The Association shall effect and maintain insurance pursuant to Section 44 of the Act.

**32.2** In addition to the insurance required under the Act, the Association may effect and maintain other insurance.

## **33. FUNDS - SOURCE**

The funds of the Association shall be derived from competition fees, affiliation fees, donations, advertising, sponsorship, fines, levies and any other sources as the Board determines.

## **34. FUNDS – MANAGEMENT**

The funds of the Association shall be used in pursuance of the Objects of the Association in such manner as the Board determines.

## **35. INCOME, PROPERTY AND ASSETS**

**35.1** The income, property, and assets of, or under the control of, the Association, from whatever source derived, shall be applied solely towards the promotion of the Objects of the Association, subject to clauses 35.2 and 35.3.

**35.2** No portion of the funds shall be paid directly or indirectly by way of dividend or bonus to any Member of the Association, provided that nothing contained herein shall prevent payment of any dividend upon any debentures issued, or the repayment thereof. Further, nothing contained herein shall prevent the payment of an honorarium to such Officers of the Association and in such amount as shall be determined by the Board.

**35.3** A member shall not derive any pecuniary gain from any property or operation of the Association, except as a salaried officer, employee, or appointed contractor in accordance with Clause 16 of this Constitution, subject always to clause 35.2.

## **36. DISPOSITION OF PROPERTY AND ASSETS**

**36.1** In the event of the Association being wound up, and after discharging all liabilities, any remaining assets must be transferred in accordance with the Act as follows:

**36.1.1** The surplus assets must be given or transferred to another organisation that has similar objectives to the Association.

**36.1.2** The recipient organisation must not be carried on for the profit or gain of its individual members and must be determined by special resolution of the Members at or before the time of winding up.

## **37. SIGNING OF DOCUMENTS**

The signing of any instrument or document approved by the authority of the Board shall be attested by the signatures either of two members of the Board or of one member of the Board and the Public Officer.

## **38. CUSTODY OF BOOKS ETC.**

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

## **39. INSPECTION OF BOOKS ETC.**

The records, books and other documents of the Association shall be open to inspection, free of charge, by any member of the Association at any reasonable time.

## **40. SERVICE OF NOTICES**

For the purpose of this Constitution a notice may be served by or on behalf of the Association on any member either personally or by sending it by pre-paid post or electronically to the member at the member's address shown in the register of members.

## **41. PUBLIC OFFICER**

The Director of Administration shall be the Public Officer of the Association except when the Board determines that some other person shall be the Public Officer of the Association.

## **42. RESOLUTION OF INTERNAL DISPUTES**

**42.1** If any dispute arises between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and The Association, the parties to the dispute must not commence any court or arbitration proceedings unless the parties to the dispute have complied with the following paragraphs of this clause 42 of this Constitution (except where a party seeks urgent interlocutory relief).



**42.2** A party to this Constitution claiming that a dispute has arisen out of or in relation to this Constitution must give written notice to the other party to the dispute specifying the nature of the dispute.

**42.3** If the parties do not agree within seven (7) days of receipt of the written notice of the dispute (or such further period as agreed in writing by them) as to:

- (a) The dispute resolution technique (e.g. expert determination) and procedures to be adopted;
- (b) The timetable for all steps in those procedures; and
- (c) The selection and compensation of the independent person required for such technique.

**42.4** The parties must mediate the dispute in accordance with the Mediation Rules of the Law Society of New South Wales, and, the President of the Law Society of New South Wales or the President's nominee will select the mediator and determine the mediator's remuneration.

**42.5** In the event that the dispute has not settled within twenty-eight (28) days or such other period as agreed to in writing between the parties after the appointment of the mediator, the dispute is to be submitted to arbitration administered by the Australian Institute of Arbitrators and Mediators Australia and conducted in accordance with IAMA Arbitration Rules which are deemed incorporated.

**42.6** Unless the parties otherwise agree, the arbitrator is not to be the same person as the mediator.

#### **43. HOCKEY NSW AND HOCKEY AUSTRALIA**

The Association shall co-operate generally with Hockey NSW and Hockey Australia in pursuit of the objects of the Association.

#### **44. BINDING NATURE OF CONSTITUTION**

The provisions of this Constitution shall be binding on The Association and each and every member and by becoming a member agrees to be bound by the provisions of this Constitution.