



**PEEL HOCKEY ASSOCIATION (INC.)
CONSTITUTION – VERSION 2
IN LINE WITH THE
ASSOCIATIONS INCORPORATION ACT 2015
11th November 2019**



CONSTITUTION

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1. PRELIMINARY

1.1 Name of Association

The name of the Association is “Peel Hockey Association (Inc.)”

1.2 Objects of Association

The objects and purposes of the Association are:

- a) To foster, promote, market, conduct and manage the game of hockey in the Peel Region;
- b) To promote, market, conduct and manage international, interstate, regional, local hockey matches and competitions and tours of teams, clubs, associations, state and national bodies and related events;
- c) To publish or join with any person in producing or publishing, through any medium, material relating to the game of hockey or intended to benefit or promote the game of hockey;
- d) To lay out, construct, build or erect on the premises occupied, owned or leased by the Association, playing fields, grandstands, change rooms, offices, training and recreation facilities and other buildings and improvements incidental thereto for the use of the Members;
- e) To alter, furnish, fit out and maintain the building and improvements referred to above for the use of the Members, and if thought fit, provide all necessary equipment, appliances and conveniences for these buildings and improvement;
- f) To become affiliated with or subscribe to Hockey WA and Hockey Australia or any other association or body whose objects are similar to the objects of the Association and, if thought fit, to withdraw or retire from any such association or body.

1.3 Quorum for Board Meetings

Four (4) Directors constitute a quorum for the conduct of the business at a Board meeting

1.4 Quorum for General Meetings

- a) Four (4) Directors; plus
- b) Member Representatives from half of the Members entitled to vote under these Rules at a General Meeting, personally present, rounded up to the nearest whole number, will constitute a quorum for the conduct of business at a General Meeting.

1.5 Financial Year

The Association’s Financial Year will be the period of 12 months commencing 1st October and ending on 30th September of each year.

1.6 Definitions – Terms Used

In these Rules, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 2015 (WA);

“**Administrator**” means the person employed by the Board to act as the Administrator of the Association;

“**AGM**” means the Annual General Meeting convened under rule 16.1;

“**Appointed Directors**” means the Directors of the Association appointed pursuant to rule 11.1 (b);

“**Associate Member**” means Associate Members referred to in rule 4.1(c);

“**Association**” means Peel Hockey Association (Inc.)



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“Board” means the “Management Committee” required by the Act which is the body responsible for the management of the affairs of the Association and which is made up of the Appointed Directors and the Elected Directors;

“Board Meeting” means a meeting referred to in rule 13.1;

“Books of the Association” has the meaning given to it in section 3 of the Act and includes:

- a) A register;
- b) Financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded;
- c) A document; and
- d) Any other record of information;

“By-laws” means the By-laws created pursuant to these Rules as set out in rule 23;

“Chairperson” means the person presiding at any General Meeting, Board Meeting or Sub-Committee Meeting;

“Commissioner” means the person for the time being designated at the Commissioner under section 153 of the Act;

“Director”, “Directors”, “Board of Directors”, and “Board Members” means all or any of the Directors of the Association and includes the Appointed Directors and the Elected Directors;

“Elected Directors” means the Directors of the Association elected pursuant to Rule 11.1a) and includes the President and Vice President;

“Finance Director” means the Director elected by the Board to be the Finance Director

“Financial Records” has the meaning given to it in Section 62 of the Act and includes:

- a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b) Documents of prime entry; and
- c) Working papers and other documents needed to explain:
- d) The methods by which financial statements are prepared; and
- e) Adjustments to be made in preparing financial statements;

“Financial Report” has the meaning given to it in Section 62 & 63 of the Act;

“Financial Statements” has the meaning given to it in Section 62 of the Act;

“Financial Year” has the meaning given to it in Rule 1.5;

“General Meeting” means a meeting of the Association which all Members are invited to attend;

“Honorary Member” means an Honorary Member referred to in Rule 4.1d);

“Life Member” means a Life Member referred to in Rule 4.1e);

“Liquor Act” means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.

“Member” means a Member of the Association under these Rules;

“Member Representatives” means a person authorised to represent a Member under rules 7.4,7.5 and 7.6;

“Membership Fees” means all membership, affiliation fees and levies payable by a Member to the Association;

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to a general agreement or a show of hands);

“President” means the person elected by the Board in accordance with rule 9.2e) to be President;



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“Replacement Director” means a Replacement Director of the Association appointed pursuant to rule 12.1c);

“Rules” means these rules of the Association as amended from time to time under rule 22;

“Special General Meeting” means a meeting of the Association as set out in rule 18;

“Special Resolution” is a resolution of the Association passed in accordance with rule 19.1;

“State” means the State of Western Australia;

“Sub-Committee” means a sub-committee appointed by the Board in accordance with rule 15.1;

“Surplus Property” has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- a) The debts and liabilities of the Association; and
- b) The costs, charges and expenses of winding up the Association; but does not include books pertaining to the management of the Association;

“The Club” means Peel Hockey Association (Inc.)

“The Club Premises” means all land, building and structures thereon of which The Club is the bona fide occupier.

“Tier 1 Association” has the meaning given to it in section 62 of the Act;

“Tier 2 Association” has the meaning given to it in section 62 of the Act;

“Tier 3 Association” has the meaning given to it in section 62 of the Act;

“Vice President” means the person elected by the Board in accordance with rule 9.2e) to be the Vice President.

2. POWERS OF THE ASSOCIATION

2.1 Powers of the Association

- a) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, including but not limited to:
 - i. Raise money by membership fees, registration fees, subscriptions, grants, sponsorships, fundraising, donations, bequests or otherwise;
 - ii. Acquire, hold, deal with, lease, exchange, hire and dispose of any real or personal property;
 - iii. Manage, develop, lease, sell, license or dispose of any real or personal property;
 - iv. Borrow or raise upon loan, any sum of money and for the purpose of securing payment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or other security over all or any of the property of the Association and to liquidate, redeem or pay off such obligations, such securities or any of them;
 - v. Enter into any contract it considers necessary or desirable;
 - vi. Enter into arrangements (including financial), joint ventures or partnerships with other parties;
 - vii. Employ, pay and dismiss employees;
 - viii. Engage, pay and dismiss contractors;
 - ix. Appoint agents to transact any business of the Association on its behalf;
 - x. Open and operate bank accounts;
 - xi. Invest the funds of the Association:
 - A. In any security in which trust monies may lawfully be invested under the *Trustees Act 1962 Part 111* (WA); or
 - B. In any other manner authorised by these Rules;



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- xii. Act as trustee and accept and hold real and personal property upon trust, but the Association does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or these Rules;
- xiii. To determine from time to time the conditions on which and time when, members may use the property of The Club or any part or parts thereof, and when and under what conditions the premises of The Club or any parts thereof, shall be used by members.

2.2 Not for Profit

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member or Director, except in good faith in promoting those objects or purposes.

2.3 Payments to Members

- a) A payment may be made to a Member out of the funds of the Association only if it is authorised under rule 2.3b)
- b) A payment to a Member out of the funds of the Association is authorised if it is:
 - i. the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - iii. the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - iv. the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

3. BECOMING A MEMBER

3.1 Minimum Number of Members

The Association must have at least four Members with full voting rights.

3.2 Qualifications for Membership

Any Club, Association, Associate Member who supports the purposes of the Association is eligible to apply for membership.

3.3 Applying for Membership

- a) A Club, Association, Associate Member that wants to become a Member ("Applicant") must apply in writing to the Association.
- b) The application form must be signed by the Applicant.
- c) The application form must specify the applicable class of membership.

3.4 Deciding Membership Applications

The Board will consider and decide whether to approve or reject any membership application.

- a) When considering a membership application, the Board may seek clarification of any matter or further information in support of the application including the historical and current financial position of the



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Applicant, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applicants

- b) The Board must not approve a membership application unless the Applicant:
 - i. Meets the eligibility requirement under rule 3.2; and
 - ii. Applies in accordance with rule 3.3
- c) The Board may reject a membership application even if the Applicant has applied in writing and complies with the eligibility requirement under rule 3.2
- d) An Applicant whose membership application has been rejected may appeal the Board's decision as set out in rule 8.4
- e) As soon as is practicable after the Board has made a decision under rule 3.4c), the Board must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
- f) Once the Board approves the Applicant's application for membership, the Applicant only becomes a Member after it pays any fees required to be paid under rules 5.1 and 5.2
- g) Once an applicant becomes a Member they:
 - i. Are entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable): and
 - ii. Must comply with all of the obligations of Membership under these Rules.
- h) As soon as is practicable after the Board has approved a new membership application, the Board must:
 - i. Notify all the current Members of the admission of the new Member to the Association; and
 - ii. Provide, free of charge, a copy of the Rules in force, at the time the Membership commences, to the new Member.

3.5 Recording Membership in the Register

A person authorised by the Board must enter a new Member's name in the Register within 28 days after the Applicant becomes a Member.

4. CLASSES OF MEMBERS

4.1 The Members of the Association, as categorised below, shall include:

- a) **Clubs** (includes Schools with a team in the winter competition)
Clubs whose objects include the fostering, promotion or management of the game of hockey who apply to and are accepted by resolution of the Board as members shall be Members of the Association.
- b) **Associations**
Associations whose objects include the fostering, promotion or management of the game of hockey who apply to and are accepted by resolution of the Board as members shall be Members of the Association.
- c) **Associate Members**
 - i. Bodies or groups who are not eligible for membership as a Club or Association and whose objects include the fostering, promotion or management of the game of hockey; and
 - ii. Persons who are not members of any Club or Association;

may by resolution of the Board be admitted as an Associate Member. The Board may at any time, by resolution, cancel the membership of an Associate Member



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- iii. Associate Members are entitled to hold any office.

- d) **Honorary Members**

Membership that may be granted to *Association Patrons, Sponsors, Selected Government Officers* and any other such persons as the Board may decide from time to time based on their relationship to the Association or Community.

 - i. Honorary membership will be restricted at any one time to a level deemed appropriate by the Board or as may be suggested by the liquor licensing authority
 - ii. Honorary Members shall not be entitled to be present at any meeting of the members of the Association, nor have any voting rights or any right, title or interest in or to any of the property of the Association.

- e) **Life Members**
 - i. Any person who has rendered outstanding service to Hockey may be elected by the Members as a Life Member of the Association.
 - ii. A nomination for Life Membership must be made in writing to the Board and signed by a proposer and seconder.
 - iii. If the nomination is approved by a resolution of the Board, it shall be put to the Members for vote at a General Meeting with not less than 14 days notice.

- f) **Ordinary Member**
 - i. Any person over the age of 18 years who is a financial member of an affiliated Club or Association playing in the Association.
 - ii. Ordinary members are entitled to hold any office.

- g) **Social Member**
 - i. A Social Member is a member who is interested in promoting the objects of the Association but does not wish to participate in any sporting activities
 - ii. Social Members shall not be entitled to voting rights.

- h) **Temporary Member**
 - i. A person who is on any day visiting The Club as a member or an official of another club or team, or a person assisting a member or an official or another club or team to:
 - A. Engage in a pre-arranged event with The Club as per The Club's objects, or
 - B. Hold a pre-arranged function at The Club involving the use of The Club's sporting facilities.
 - ii. Temporary Members shall not be entitled to be present at any meeting of the members of The Club, nor have voting rights or any right, title or interest in or to any property of The Club.

- i) **Junior Member**
 - i. Any person under the age of 18 years who is a financial member with the Association or a financial member of a Club or Association playing in the Association.
 - ii. Junior Members shall have no voice in the management of the Association and shall not be entitled to hold any office or hold voting rights.
 - iii. Junior Members are encouraged to join and participate on sub-committees.



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j) **Patron**

The Board may, at its discretion, elect a Patron or Patrons of the Association for such period as may be deemed necessary. Such patron/s shall not be eligible to vote unless they are current members of the Association under another category of membership.

k) **Special Circumstances Member**

- A. Any Ordinary, Life, Social or Junior Member who, through absence; illness; financial difficulties; unemployment; physical disability or other distressful circumstances is unable to pay their full membership fee but desires to retain participation with the Association.
- B. The Directors may relieve them of part of their liability but not as to make their total liability less than one third of the applicable fee.

4.2 No Member can belong to more than one class of membership

4.3 The number of members of any class is not limited unless otherwise approved by resolution at a General Meeting.

5. MEMBERSHIP FEES

5.1 Entrance Fee

The Board may from time to time set the amount of entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

5.2 Annual Membership Fee

- a) The Board may from time to time set the amount of the annual Membership Fees, if any, to be paid by each Member or each class of Members.
- b) Each Member must pay the Member's annual Membership Fees determined under rule 5.2a).
- c) If a Member pays the annual Membership Fees and any fines or other monies owing to the Association within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- d) Subject to rule 5.2e) if a Member fails to pay their annual Membership Fees and any fines or other monies owing to the Association within 3 months after due date, the Club, Association or Associate Member ceases to be a Member, unless otherwise determined by the Board or person appointed by the Board as per rule 4.1k)
- e) If a Club, Association or Associate Member ceases to be a Member under rule 5.2d) and subsequently pays to the Association all the Member's outstanding fees and any fines or other monies owing to the Association, the Board may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees, fines and any other monies owing are paid, including the right to vote.

6. MEMBERSHIP REGISTER

6.1 Register of Members

- a) A person authorised by the Board is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record
- b) In addition to the matters referred to in section 53(2) of the Act, the Register must contain:
 - i. the full name of each Member;
 - ii. a contact postal, residential or email address of each Member;



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- iii. the class of membership held by the Member; and
- iv. the date on which the Member became a Member
- c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- d) The register must be continually available for inspection at The Club premises by authorised officers.

6.2 Inspecting the Register

- a) Any member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- b) A member must contact the President or other person authorised by the Board to request to inspect the Register.

6.3 Copy of the Register

- a) A member may make a request in writing to the President or other person authorised by the Board for a copy of the Register under section 56(1) of the Act.
- b) If a Member wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act, the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- c) The Member has no right to remove the Register for any purpose.
- d) The Association may charge a reasonable fee to the Member for providing a copy of, or extract from, the Register, the amount to be determined by the Board from time to time.

6.4 When Using the Information in the Register is Prohibited

A member must not use or disclose the information on the Register in breach of section 57 of the Act, or:

- a) To gain access to information that another Member has denied them (that is, in the case of social, family or legal differences or disputes);
- b) To contact, send material to the Association or other Members for the purpose of advertising for political, religious, charitable or commercial purposes;
- c) For any other purpose unless the use of the information is approved by the Board and for a purpose that is:
 - i. directly connected with the Affairs of the Association; or
 - ii. related to administering the Act.

7. RIGHTS OF MEMBERS

7.1 Clubs and Associations have all rights provided to Members under the Rules, including the right to vote (as set out in this rule and rule 11.4) and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting.

7.2 Other than in the case of the elections of Elected Directors, each Director (except Chairperson), Club & Association has one vote at a General Meeting to the Association.



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7.3 Ordinary Members, Associate Members, Honorary Members, Life Members, Social Members, Junior Members, and Patron have no right to vote, but have all other rights provide to a Member under the Rules and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting

7.4 The President of a Club or Association shall be the Member Representative of that Club or Association at any General Meeting.

7.5 If the President is not able to attend a General Meeting then the Secretary for the time being of the Club or Association shall be the Member Representative for that Club or Association at that General Meeting.

7.6 Voting by Proxy

If the President or Secretary of a Club or Association is not able to attend a General Meeting then the Club or Association may be represented by a proxy, notice of which must be:

- a) In writing and signed by the President or Secretary for the time being of the Club or Association;
- b) Lodged at the office of the Association at least 24 hours prior to the date of a meeting, provided always that Member Representatives at the meeting may approve a proxy which is not lodged within that time; and
- c) The proxy must be a Member of that Club or Association and the appointment will expire at the conclusion of the meeting.

7.7 Liability of Members

- a) A Member is only liable for their outstanding Membership Fees payable under rules 5.1 and 5.2, if any, and any fines and other monies owing by the Member to the Association pursuant to these rules or the By-laws of the Association.
- b) Subject to rule 7.7a), a Member is not liable, by reason of its membership of the Association, for the liabilities of the Association or the cost of winding up the Association.

7.8 Membership Entitlements not Transferable

A right, privilege or obligation that a Member has because it is a Member of the Association;

- a) is not capable of being transferred to any other Member, Club, Association or person; and
- b) ends when the Member's membership of the Association ceases.

7.9 Upon acceptance to membership, all members agree to be bound by the Associations Codes of Conduct.

7.10 Employees

Members who are employees of the Association are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the Association.

7.11 Guests

Members shall be at liberty to invite guests to The Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Act.

7.12 A Member, except Junior Members, may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:



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- a) ancillary to a meal supplied at The Club or on behalf of The Club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to The Club; or
- b) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Club.

7.13 Functions

Members, except Junior Members, are entitled to host functions on The Club premises after written application for said function has been considered and approved by the Board.

- a) The Administrator will furnish the applicant with a written copy of the Association rules relating to functions after the application has been approved and any additional conditions and restrictions it shall see fit.

8. CEASING TO BE A MEMBER

8.1 Ending Membership

- a) A Member's membership ends, if the Member
 - i. being a natural person, dies;
 - ii. being a Club or Association, is dissolved, wound up or liquidated
 - iii. ceases to be a Member under rule 5.2d)
 - iv. resigns as a Member under rule 8.2;
 - v. is expelled from the Association under rule 8.3; or
 - vi. being a Club, fails to nominate at least one team in a competition conducted by the Association.
- b) For a period of one year after a former Member's membership ends, the person authorised by the Board must keep a record of:
 - i. the date on which a former Member ceased to be a Member under Rule 8.1a); and
 - ii. the reason why the former Member ceased to be a Member.

8.2 Resigning as a Member

- a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Board.
- b) The Member resigns:
 - i. at the time the Board receives the notice; or
 - ii. if a later time is stated in the notice, at that later time.
- c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees, fines and any other monies that it owes to the Association, which may be recovered as a debt due to the Association by the Member.

8.3 Suspending or Expelling Members

- a) The Board may suspend or expel a Member from membership if:
 - i. the Member refuses or neglects to comply with these Rules or the By-laws; or
 - ii. the Member's conduct or behavior is detrimental to the interests of the Association.
- b) The Board must convene a Board Meeting to decide whether to suspend or expel a Member.
- c) A person authorised by the Board must, not less than 28 days before the Board Meeting referred to in rule 8.3b), give written notice to the Member:
 - i. of the proposed suspension or expulsion and the grounds on which it is based;



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- ii. of the date, place and time of the Board Meeting;
 - iii. that the Member, or the Member Representative, may attend the Board Meeting; and
 - iv. that the Member, or the Member Representative, may address the Board at the Board Meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- d) At the Board Meeting referred to in rule 8.3b) the Board must:
- i. give the Member, or the Member's Representative, a full and fair opportunity to state the Member's case orally;
 - ii. give due consideration to any written statement submitted by the Member; and
 - iii. determine whether or not the Member should be
 - A. expelled from the Association; or
 - B. suspended from membership, and if so, the period that the Member should be suspended from membership
- e) Once the Board has decided to suspend or expel a Member under rule 8.3d) the Member is immediately suspended or expelled from membership.
- f) The Chairperson must inform the Member in writing of the decision of the Board, within 7 days of the Board Meeting referred to in rule 8.3b).

8.4 Right of Appeal Against Rejection of Membership Application, Suspension or Expulsion

- a) If an Applicant has a membership application rejected or a Member is suspended or expelled under rule 8.3, the Applicant or the Member may appeal the Board's decision by giving written notice to the President or other person authorised by the Board within 14 days of receiving notice of the Board's decision under rule 8.3f) requesting:
- i. the appointment of a mediator under rule 27.5; or
 - ii. an appeal to the Members in a General Meeting.
- b) If notice is given under rule 8.4a)i, the Applicant or Member who gives the notice and the Board are the parties to the mediation.
- c) If notice is given under rule 8.4a)ii, the Board must convene a General Meeting of the Members to decide whether to:
- i. accept or reject the membership application;
 - ii. uphold the suspension or expulsion of the Member; or
 - iii. reinstate the membership of the Member.
- d) A person authorised by the Board must, not less than 28 days before a General Meeting referred to in rule 8.4c) give written notice to the Applicant or Member:
- i. Of the date, place and time of the General Meeting
 - ii. Member, or Member's Representative;
May attend the General Meeting and address the Members at the General Meeting and will be given a full and fair opportunity to state their case orally, or in writing, or both.
- e) At the General Meeting referred to in rule 8.4c) the Member must:
- i. give the:
 - A. Applicant or a representative of the Applicant; or
 - B. Member, or Member's representative;
A full and fair opportunity to state their case orally;
 - ii. give due consideration to any written statement submitted by the Applicant or the Member; and



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- iii. determine, by means of a majority vote, whether or not the Applicant should be accepted for membership of the Association; or
- iv. determine, by means of a majority vote, whether or not the Member should:
 - A. remain expelled from the Association; or
 - B. remain suspended from the membership, and if so, confirm or alter the period that the Member should be suspended from membership; or
- v. Revoke the Board's decision to expel or suspend the membership of the Member.

8.5 Reinstatement of a Member

If the Board's decision to suspend or expel a Member is revoked by the Members or pursuant to mediation under these Rules, any act performed by the Board or Members in General Meeting during the period that the Member was suspended or expelled from Membership under rule 8.3e) is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

8.6 When a Member is Suspended

- a) If a Member is suspended under rule 8.3, a person authorised by the Board must record in the Register within 28 days of the suspension:
 - i. the name of the Member that has been suspended from membership;
 - ii. the date on which the suspension takes effect; and
 - iii. the length of the suspension as determined by the Board under 8.3d)iii.B or as altered by the Members under 8.4e)iii.B.
- b) A Member that has been suspended under rule 8.3:
 - i. loses any rights or privileges of membership, including voting rights, during the period they are suspended from membership; and
 - ii. is not entitled to a refund, rebate, relief or credit for membership fees paid or payable to the Association.
- c) Upon the expiry of the period of a Member's suspension, or on revocation of a Member's suspension, a person authorised by the Board must record in the Register that the Member is no longer suspended.

8.7 When a Member is Expelled

- a) If a Member is expelled under rule 8.3, a person authorised by the Board must record in the Register within 28 days of the expulsion:
 - i. the name of the Member that has been expelled from membership; and
 - ii. the date on which the Member was expelled.
- b) A member that has been expelled under rule 8.3:
 - i. loses any rights or privileges, including voting rights; and
 - ii. is not entitled to a refund, rebate, relief or credit for membership fees paid or payable to the Association.

9. POWERS AND COMPOSITION OF THE BOARD

9.1 Powers of the Board

- a) The Directors are the persons who, as the Board of Management of the Association, have the power to manage the affairs of the Association.



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- b) Subject to the Act, these Rules, the By-laws and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- c) The Board must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-laws.

9.2 Board Members

The Board is to consist of:

- a) Five Elected Directors and not more than two Appointed Directors
- b) The term of an Elected Director and an Appointed Director shall be for two years from election or appointment except as provided in rules 12.1, 12.2 and 12.3
- c) The Board shall seek to appoint the Appointed Director/s at the Board meeting immediately following the AGM.
- d) An Appointed Director's term shall expire at completion of the second subsequent AGM except as provided in rules 12.1, 12.2 and 12.4
- e) The President & Vice President shall be elected by the Board at the Board Meeting immediately following the AGM for a two year term other than as provided in rule 12.1e). The two year term shall commence on the date of the Board Meeting immediately following the AGM and shall expire at the completion of the second subsequent AGM except as provided in rule 12.3
- f) Only Elected Directors are eligible to be elected President and Vice President. They shall both be elected by a simple majority vote.
- g) The Board may by majority vote remove the President or Vice President from that position (but not as an Elected Director from the Board) and may appoint a replacement President or Vice President at any time for the remainder of the term.
- h) Director must be:
 - i. a natural person; and
 - ii. over 18 years of age.
- i) No person shall be entitled to be elected or appointed as a Director if the person has been convicted of, or imprisoned in the previous five years for:
 - i. an indictable offence in relation to the promotion, formation or management of a body corporate;
 - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - iii. an offence under division 2 or section 27 of the Act; unless the person has obtained the consent of the Commissioner.
- j) No person shall be entitled to be elected or appointed as a Director if the person is, according to the *Interpretation Act* (WA) section 13D, a bankrupt or a person whose affairs are under insolvency laws, unless the person has obtained the consent of the Commissioner.
- k) No person shall be eligible to be elected or appointed as a Director if they are holding an Office Bearing position at a Club or an Association (these positions being the President, Vice President, Treasurer or Secretary)

10. ROLES AND RESPONSIBILITIES OF DIRECTORS AND OFFICERS

10.1 Obligations of the Directors and Officers

The Directors and Officers (as defined in Section 3 of the Act) and any other persons who have the ability to influence the Board, shall comply with sections 44, 45, 46 and 47 of the Act.



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10.2 Responsibilities of Board Members & Officers

- a) A Director must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- b) A Director must exercise his or her powers and discharge his or her duties in good faith in the best interest of the Association and for a proper purpose.
- c) A Director or former Director must not improperly use information obtained because he or she is a Board Member to:
 - i. gain an advantage for himself or herself or another person; or
 - ii. cause detriment to the Association.

10.3 Matters of material personal interest

- a) A Director having a material personal interest, i.e. financial or non-financial interests, in a matter being considered at a Board Meeting must:
 - i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
 - ii. disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - iii. not be present while the matter is being considered at the Board Meeting or vote on the matter.
- b) Rule 10.3a) does not apply in respect of a material personal interest that:
 - i. exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
 - ii. the Director has in common with all, or a substantial proportion of, the Directors of the Association.
- c) The Administrator or person authorised by the Board must record every disclosure made by a Director under section 10.3 a) in the minutes of the Board Meeting at which the disclosure is made.

10.4 President

The President, or in the absence of the President, then the Vice President:

- a) Must consult with the *Administrator* or other senior employee of the Association regarding the business to be conducted at each Board Meeting and each General Meeting
- b) May convene special meetings of the Board under rule 13.1c);
- c) Subject to rule 13.3, will preside over Board Meetings;
- d) Subject to rule 17.4, will preside over General Meetings; and
- e) Must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct under rule 20.1c)

10.5 Finance Director

The Finance Director or any other person authorised by the Board must:

- a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- b) ensure the payment of all moneys referred to in rule 10.3a) into the account or accounts of the Association as the Board may from time to time direct;
- c) ensure timely payments from the funds of the Association with the authority of the Board or a General Meeting;



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- d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- e) ensure the safe custody of the Association's Financial Records, Financial Statements & Financial Reports, as applicable to the Association;
- f) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the Association's Annual General Meeting;
- g) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association's financial report prior to its submission to the AGM;
- h) assist the reviewer or auditor in performing their functions; and
- i) perform any other duties as are imposed by these Rules or the Association on the Treasurer/Administrator

10.6 Record Keeping

The Administrator or other person authorised by the Board must:

- a) Co-ordinate the correspondence of the Association;
- b) Convene General Meetings and Board Meetings, including preparing the notices of the meetings and of the business to be conducted at each meeting in consultation with the President or in the absence of the President, the Vice President;
- c) Keep and maintain in an up to date condition the rules of the Association as required by rule 22.1 and any By-laws of the Association made in accordance with rule 23;
- d) Keep full and correct minutes of Board Meetings and General Meetings
- e) Maintain on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- f) Maintain on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act and an up-to-date copy of any By-laws of the Association made in accordance with rule 23;
- g) Ensure the safe custody of the Books of the Association, other than the Financial Records, Financial Statements and Financial Reports, as applicable to the Association; and
- h) Perform any other duties as are imposed by these Rules of the Association.

10.7 Record of Directors

- a) The person authorised by the Board from time to time must maintain a record of the Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act.
- b) The record of the Directors must include
 - i. The full name of each Director;
 - ii. The office held (if applicable) and the dates of appointment and cessation of the appointment; and
 - iii. A contact postal, residential or email address of each Director.
- c) The record of Directors must be kept and maintained at such place as the Board decides.

10.8 Inspecting the Record of Directors

- a) Any Member is able to inspect the record of Directors free of charge, at such time and place as is mutually convenient to the Association and the Member;
- b) The Member may make a copy of details from the record of Directors but has no right to remove the record of Directors for that purpose.



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11. APPOINTING DIRECTORS

11.1 Appointment of Directors

Directors are appointed to the Board by:

- a) Election at an AGM (**Elected Director**);
- b) Appointment by the Board at a Board Meeting (**Appointed Director**); or
- c) Appointed to fill a casual vacancy under rule 12.1c) (**Replacement Director**)

11.2 Nomination for Election as a Director

- a) A person who wishes to be an Elected Director must be nominated by a Member or Director as a candidate for election, as set out in rule 11.2d)
- b) At least 42 days before an AGM, a person authorised by the Board must send a written notice to all Members calling for nominations for election of Directors and specifying the date for the close of nominations to all Members.
- c) Nominations for election of Directors shall close at least 21 days before the AGM
- d) The nomination for election must be:
 - i. in writing;
 - ii. signed by the nominee
 - iii. include information concerning the candidate
 - iv. proposed in writing by a President or Secretary of a Club or Association or a Director; and
 - v. delivered to the office of the Association on or before the date for the close of nominations.
- e) A person authorised by the Board shall notify each Club & Association in writing of the nominations and the candidate information, at least 14 days prior to the AGM.
- f) If a nomination for election to the Board is not made in accordance with rules 11.2a) to e), the nomination is to be deemed invalid and the person nominated will not be eligible for election unless rule 11.3c) takes effect.

11.3 Electing Directors

- a) If the number of valid nominations for Elected Directors received under rule 11.2 is equal to the number of vacancies to be filled on the Board, the person(s) nominated shall be deemed to be elected as Directors at the AGM.
- b) If the number of valid nominations exceeds the number of vacancies to be filled on the Board, elections for the vacant Board positions must be conducted at the AGM
- c) If there are not enough valid nominations to fill the number of vacancies on the Board, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM
- d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Board that remain, each relevant position on the Board is declared vacant by the person presiding at the AGM and rule 11.3c)
- f) The elections for Directors are to be conducted at the AGM in the manner directed by the Board.

11.4 Voting in Elections for Directors

In each election for the Elected Directors:



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- a) Each Club and Association shall have the following number of votes, which will depend on having teams in the Men's, Women's and Junior's winter competition conducted by the Association; *providing Clubs and Associations have the required number of delegates present at the meeting, (refer to 17.1b)ii*
 - i. One or more teams in the Men's Competition = 1 vote;
 - ii. One or more teams in the Women's Competition = 1 vote; and
 - iii. One or more teams in the Junior Year 7 or above Competition = 1 vote
- b) Any Club or Association which has no team in the immediately preceding winter hockey competition conducted by the Association, shall be entitled to one vote.
- c) Only Directors, Clubs and Associations who are Members may vote at the AGM for Elected Directors.
- d) In the event that a Club or Association shall fail to pay its membership fees within the time specified for payment then it shall be considered unfinancial and shall not be eligible to vote at any General Meeting until such times as all amounts have been paid in full.

11.5 Qualification and Term of Office of Directors

- a) There may not be more than two Directors, Elected or Appointed, from the same Club or Association. In the case where a Director is a member of more than one Club or Association, then for the purpose of this rule, they shall be deemed to be a member only of the Club or Association that they have been a member of, for the longest period of time.
- b) Subject to rule 11.5a), a person cannot be nominated for election if it may result in there being more than two Directors, Elected or Appointed, on the Board from the same Club or Association.
- c) Subject to rule 11.5a), for the purposes of this rule, a person shall be deemed to be from a Club or Association at any time during the preceding 3 years.
- d) The Term for an Elected Director and an Appointed Director shall be two years from the date of election or appointment, except as provided in rule 12.1.
- e) An Elected or Appointed Director whose term has expired, is eligible for re-election or re-appointment provided that:
 - i. they have not served as a Director for 10 consecutive years immediately prior to their nomination for election or appointment as a Director; or
 - ii. they have not been a Director for at least three consecutive years after having served 10 consecutive years as a Director.

12. CEASING TO BE A DIRECTOR

12.1 Vacant Positions on the Board

- a) A person ceases to be a Director and a casual vacancy occurs on the Board if they:
 - i. Die;
 - ii. Become disqualified from holding a position in the Association or acting as a Director as a result of bankruptcy or conviction of a relevant criminal offence;
 - iii. Become incapacitated for a period of more than six months by mental or physical ill-health;
 - iv. Resign as a Director under Rule 12.2;
 - v. Are removed as a Director under rule 12.3 or 12.4;
 - vi. Are absent from more than:
 - A. three consecutive Board Meetings without a good reason; or
 - B. three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings;



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where the Member received notice of the meetings and the Board has resolved to declare the office vacant.

- b) The Board may grant a leave of absence to an Elected or Appointed Director for a continuous period of not more than four months. An Elected or Appointed Director shall not be granted leave of absence more than once in any Financial Year. If an Elected or Appointed Director is granted leave of absence, then the Board may appoint a person to fill that position during the period of the leave of absence.
- c) If a position on the Board is declared vacant under rule 11.3e), or there is a casual vacancy within the meaning of rule 12.1a), the continuing Directors may:
 - i. appoint a person to act as a Replacement Director to fill that vacancy until the conclusion of the next AGM; and
 - ii. subject to rule 12.1d), act despite the vacant position on the Board.
- d) If a number of Directors is less than the number fixed under rule 1.3 as the quorum for Board Meetings, the continuing Directors may act only to:
 - i. Increase the number of Directors to the number required for a quorum; or
 - ii. Convene a General Meeting of the Association.
- e) If the position of President or Vice President becomes vacant, the Board may appoint a person as a Replacement Director until the next following Annual General Meeting, as set out in rule 12.1c), and shall appoint one of the remaining Elected Directors to be the President or Vice President of the Association for the remainder of the term or for the remainder of the Elected Director's term.

12.2 Resigning as a Director

- a) A Director may resign from the Board by giving written notice of resignation to the President, or in the absence of the President, to the Vice President.
- b) The Director resigns:
 - i. At the time the notice is received by the President or Vice President under rule 12.2a); or
 - ii. If a later time is stated in the notice, at the later time.

12.3 Removal of Elected Directors from the Board

- a) Subject to rule 12.1a)vi), an Elected Director may only be removed from his or her position on the Board by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at meeting vote in favour of the removal.
- b) The Elected Director who faces removal from the Board must be given a full and fair opportunity at the General Meeting, to state his or her case as to why the Elected Director should not be removed from his or her position on the Board.
- c) If all Elected Directors are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect a minimum of three interim Elected Directors. The interim Elected Directors and the remaining Appointed Directors must, within two months convene a General Meeting of the Association for the purpose of electing new Elected Directors.

12.4 Removal of Appointed Directors from the Board

- a) The Board may by resolution remove any Appointed Director or Replacement Director prior to the expiration of the Appointed Director's or Replacement Director's term.
- b) The Appointed Director or Replacement Director who faces removal from the Board must be given a full and fair opportunity at a Board Meeting to state his or her case as to why they should not be removed from his or her position on the Board.



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12.5 Handing over Documents and Records

Where a person ceases to be a Director, they shall as soon as practicable deliver to the President or other authorised person all the relevant documents and records they hold pertaining to the management of the Association's affairs in accordance with section 41 of the Act.

13. BOARD MEETINGS

13.1 Meetings of the Board

- a) The Board must meet at least six times in each year
- b) The Board is to determine the place and time of all Board Meetings.
- c) Special Meetings of the Board may be convened under rule 13.2 by:
 - i. the President, or in the absence of the President, by the Vice President; or
 - ii. any two Directors.

13.2 Notice of Board Meetings

- a) The President or person authorised by the Board must give each Director at least 7 days' notice of each Board Meeting before the time appointed for holding the meeting, except in the case of urgent business.
- b) Notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting.
- c) Subject to rule 13.2d), only the business specified on the notice of the Board Meeting is to be conducted at that meeting.
- d) Urgent business may be conducted at Board Meetings if the Directors present at a Board Meeting unanimously agree to treat the business urgent.

13.3 Chairing at Board Meetings

- a) The President or, in the President's absence, the Vice President is to preside as Chairperson of each Board Meeting.
- b) If the President and the Vice President are absent or unwilling to act, the remaining Directors must choose one of their number to preside as Chairperson of the Board Meeting.

13.4 Procedure of the Board Meeting

- a) The quorum for a Board Meeting is specified at the rule 1.3. The Board cannot conduct business unless a quorum is present.
- b) 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 time, day & place in the following week.
- c) If a meeting adjourned under rule 13.4b), a quorum is not present within half an hour of the time appointed for the meeting, the Directors personally present will constitute a quorum.
- d) Board Meetings may take place:
 - i. where the Directors are physically present together; or
 - ii. where the Directors are able to communicate by using any technology that reasonably allows the Director to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Director in the Board Meeting must be made known to all other Directors.



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- e) A Director who participates in a meeting as set out in rule 13.4d)ii):
 - i. Is deemed to be present at the Board Meeting; and
 - ii. Continues to be present at the meeting for the purposes of establishing a quorum, until the Director notifies the other Directors that he or she is no longer taking part in the Board Meeting.
- f) Subject to these Rules, the Directors present at the Board Meeting are to determine the procedure and order of business to be followed at a Board Meeting.
- g) All Directors have the right to attend and vote at Board Meetings.
- h) All Members, or other guests, may attend Board Meetings if invited by the Board but any person invited to a Board Meeting shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- i) A person authorised by the Board must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting.

13.5 Voting at Board Meetings

- a) Each Director present at a Board Meeting has one vote.
- b) A question arising at a Board Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson of the Board Meeting as set out in rule 13.3 is entitled to exercise a second or casting vote.
- c) Decisions may be made by general agreement or a show of hands.
- d) A poll by secret ballot may be used if the Board prefers to determine a matter in this way and the person presiding over the Board Meeting is to oversee the ballot.

13.6 Resolution Without Meeting

A resolution of the Board may be carried without any need for a meeting of the Board if:

- a) The resolution is contained in a document;
- b) At least 4 of the Directors have consented in writing, this may be through electronic means to the resolution; and
- c) Notice of the proposed resolution has been given in writing, this may be through electronic means, to all Directors.

13.7 Acts not Affected by Defects

Any act performed by the Board, a Sub-Committee or a person acting as a Director is deemed to be valid even if the act was performed when there was a defect in the appointment of a Director, Sub-Committee or person holding a subsidiary office.

14. PAYMENTS TO DIRECTORS

- a) The Association may pay a Director's travel and accommodation expenses properly incurred:
 - i. in attending Board Meetings or Sub-Committee meetings;
 - ii. in attending any General Meetings of the Association; and
 - iii. in connection with the Association's business.
- b) Any payment to a Director, other than provided for in rule 14.a) must be authorized by a resolution of the Association.



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15. SUB-COMMITTEES AND DELEGATION

15.1 Appointment of Sub-Committee

- a) The Board may appoint one or more Sub-Committees as considered appropriate by the Board from time to time to assist with the conduct of the Association's operations.
- b) Subject to these Rules, the Sub-Committee members present at the Sub-Committee meeting are to determine the procedure and order of business to be followed at the Sub-Committee meeting.

15.2 Delegation by Board to Sub-Committee

- a) The Board may delegate, in writing, to any or all of the Sub-Committees, any authority, power or functions and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- b) Despite any delegation under this rule, the Board may continue to exercise all its functions, including any function that has been delegated to a Sub-Committee and remains responsible for the exercise of those functions at all times.

16. ANNUAL GENERAL MEETINGS

16.1 Annual General Meeting

- a) Subject to rule 16.1b), the Association must convene an AGM each calendar year:
 - i. Within 6 months after the end of the Association's Financial Year; or
 - ii. Within a longer period as the Commissioner may allow.
- b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 16.1a)ii), the President must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

16.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 23 and 16.3 (if applicable)

16.3 Business to be Conducted at AGM

- a) Subject to rule 16.1, the AGM of the Association is to be convened on a date, time and place as the Board decides.
- b) At each AGM of the Association, the Members:
 - i. must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - ii. if the Association is a Tier 1 Association, must receive the Financial Statements of the Association for the preceding Financial Year;
 - iii. if the Association is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of the Association for the preceding Financial Year;
 - iv. must appoint or remove a reviewer or auditor in accordance with the Act;
 - v. must present a copy of the report of the review or the auditor's report to the Association;
 - vi. must elect the Elected Directors; and
 - vii. read President's report; and
 - viii. special business of which Notice of Motion has been given;



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17. GENERAL MEETINGS

17.1 Procedure for General Meeting

- a) At least two General Meetings, one of which must be an AGM, for Members shall held each year.
- b) General Meetings may take place:
 - i. where the Members are physically present together; or
 - ii. where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- c) A Member who participates in a meeting as set out in rule 17.1b)ii):
 - i. is deemed to be present at the General Meeting; and
 - ii. continues to be present at the meeting for the purposes of establishing a quorum; until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

17.2 Quorum for General Meetings

- a) The Quorum for General Meetings is specified in rule 1.4.
- b) Subject to rules 17.2c) and d) no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- c) If, within half an hour of the time appointed for the commencement of a General Meeting a quorum is not present:
 - i. In the case of a Special General Meeting, the meeting lapses; or
 - ii. In the case of a General Meeting or an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

17.3 Notice of General Meetings and Motions

- a) The President or other person authorised by the Board must give at least:
 - i. 14 days' notice of a General Meeting to each Member; or
 - ii. 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- b) The notice convening a General Meeting must specify:
 - i. the place, date and time of the meeting; and
 - ii. the particulars and order of the business to be conducted at the meeting.
- c) The notice convening a General Meeting or any notice of motion must be issued in the manner as prescribed by rule 26.

17.4 Chairperson of the General Meeting

- a) The President or, in the President's absence, the Vice President is to preside as Chairperson of each General Meeting.



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- b) If the President and the Vice President are absent or unwilling to act, the remaining Directors must choose one of their number to preside as Chairperson at the General Meeting.

17.5 Adjournment of General Meetings

- a) The Chairperson of the General Meeting, at which a quorum is present, may adjourn the meeting, to a time and place nominated by the Chairperson, with the consent of a majority of Members present at the meeting.
- b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- c) When a General Meeting is adjourned for 14 days or more, a person authorised by the Board must give notice of the adjourned meeting in accordance with rules 26 and 17.1 as if that General Meeting was a new General Meeting.

18. SPECIAL GENERAL MEETING

18.1 Special General Meeting

- a) The Board may at any time convene a Special General Meeting of the Association.
- b) The President or person authorised by the Board must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20% of the total number of Clubs and Associations who are Members.

18.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- a) State the purpose of the meeting;
- b) Be signed by the required number of members making the request as specified in rule 18.1b); and
- c) Be lodged with the Chairperson.

18.3 Failure to Convene Special General Meeting

- a) If the Chairperson fails to convene a Special General Meeting within the 28 days referred to in rule 18.1b), the Members who made the request may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Board.
- b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Board and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions

- a) A Special Resolution must be moved at a General Meeting where notice of the Special General Resolution has been given under rule 19.1c)
- b) A Special Resolution of the Association is required to:
 - i. amend the name of the Association;
 - ii. amend the Rules;
 - iii. affiliate the Association with another body;
 - iv. transfer the incorporation of the Association;
 - v. amalgamate the Association with one or more other incorporated associations;
 - vi. voluntarily wind up the association;



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- vii. cancel incorporation; or
- viii. request that a statutory manager be appointed.
- c) Notice of a Special Resolution must:
 - i. be in writing;
 - ii. include the place, date and time of the meeting;
 - iii. include the intention to propose a special resolution;
 - iv. set out the wording of the proposed special resolution; and
 - v. be given in accordance with rule 26.
- d) If notice is not given in accordance with rule 19.1c), the Special Resolution will have no effect.
- e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

19.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution

19.3 Voting at Meetings

- a) Subject to these Rules, each Director (except Chairperson) and Member has one vote at a General Meeting of the Association, other than where the vote is used for the election of an Elected Director as set out in Rule 11.4.
 - i. The Chairperson shall exercise a casting vote only.
- b) A Director casts a vote at a meeting by:
 - i. Voting at the meeting either in person or through the use of technology as under rule 17.1b)ii);
- c) A Member casts a vote at a meeting either by:
 - i. Voting at the meeting either in person or through the use of technology as under rule 17.1b)ii);
or
 - ii. By proxy.

19.4 Manner of Determining Whether a Resolution Carried.

- a) Unless a Poll is demanded under rule 19.5, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be by the Chairperson of the General Meeting that the resolution has been
 - i. carried unanimously;
 - ii. carried by a particular majority; or
 - iii. lost.
- b) If the declaration relates to a Special Resolution, then subject to rule 19.1c), the declaration should state that a Special Resolution has been determined.
- c) The declaration made under 19.4a) must be entered into the minute book of the Association.
- d) The entry in the minute book of the Association under rule 19.4c) is evidence of the fact the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against resolution.

19.5 Poll at General Meeting

- a) At a General Meeting, a poll on any question may be demanded by either:
 - i. The Chairperson of the meeting; or



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- ii. At least three Members present in person or by proxy.
- b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the Poll is evidence of the matter as declared.
- c) If a Poll is demanded at a General Meeting, the Poll must be taken
 - i. Immediately in the case of a Poll which relates to electing a person to reside over the meeting;
 - ii. Immediately in the case of a Poll which relates to adjourning the meeting; or
 - iii. In any other case, in the manner and time before the close of the meeting as the Chairperson directs.

20. MINUTES OF MEETINGS

20.1 Minutes of Meetings

- a) A person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Board Meetings together with a record of the names of persons present at each meeting.
- b) The minutes are to be taken and then entered, within 30 days after the holding of each meeting, into a minute book kept for this purpose.
- c) The Chairperson must ensure that the minutes of a General Meeting or Board Meeting under rule 20.1a) are reviewed and signed as correct by:
 - i. The Chairperson of the General Meeting or Board Meeting to which those minutes relate; or
 - ii. The Chairperson of the next succeeding General Meeting or Board Meeting
- d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - i. The General Meeting or Board Meeting to which they relate was duly convened and held;
 - ii. All proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting; and
 - iii. All appointments or elections purporting to have been made at the meeting have been validly made.
- e) The minutes of a General Meeting may be inspected by a Member under rule 25.2.
- f) The minutes of Board Meetings may be inspected by a Member under rule 25.2 unless the Board determines that the minutes of Board Meetings generally, or the minutes of a specific Board Meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- a) The funds of the Association must be kept in an account, or accounts, in the name of the Association in a financial institution, or financial institutions, determined by the Board.
- b) The funds of the Association are to be used in pursuance of the objects of the Association.
- c) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.
- d) The Board may authorise the Administrator to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended
- e) All expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a Board Meeting.



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- f) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - i. Two Board Members; or
 - ii. One Board Member and a person authorised by the Board

21.2 Source of Association Funds

- a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, ground fees, donations, fund raising activities, grants, sponsorship, interest, and any other sources approved by the Board. The Association must, as soon as practicable:
 - i. Deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - ii. After receiving any money, issue an appropriate receipt.

21.3 Financial Records

- a) The Association must keep Financial Records that:
 - i. Correctly record and explain its transactions, financial position and performance; and
 - ii. Enable true and fair financial statements to be prepared in accordance with part 5 of the Act.
- b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

21.4 Financial Statements and Financial Reports

- a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- b) Without limiting rule 21.4a), those requirements include:
 - i. If the Association is a Tier 1 Association, the preparation of the Financial Statements;
 - ii. If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report; and
 - iii. If required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable); and
 - iv. The presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - v. If required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial Statements or Financial Report.
 - vi. If required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

21.5 Review or Audit of Financial Statements or Financial Report

- a) The Association will ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association each year.
- b) The Association shall have a reviewer or auditor, not a member of the Board and independent to the Association, who must conduct a review or audit in accordance with auditing standards.
- c) A person is qualified for appointment as a reviewer or auditor if the person is:
 - i. A member of a professional accounting body who has a designation in respect of that membership that is prescribed by the regulations for the purposes of this paragraph; or
 - ii. A registered company auditor under the Corporations Act; or



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- iii. A person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this section.
- d) The Reviewer or Auditor shall have the power to call for the production of all books of account, records and documents relative to the affairs of the Association
- e) The Reviewer or Auditor shall be appointed annually at the AGM as set out in rule 16.3b)iv). A casual vacancy in this office may be filled by a resolution of the Members.

22. RULES OF THE ASSOCIATION

22.1 Rules of the Association

- a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each new Member under rule 3.4h)ii).
- c) The Association must keep a current copy of the Rules.

22.2 Amendment of Rules, Name and Objects

- a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 19.1 and not otherwise.
- b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - i. One month after the Special Resolution is passed; or
 - ii. A longer period as the Commissioner may allow.
- c) Subject to rule 22.2d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 22.2b).
- d) An amendment to the Rules that changes or has the effect of changing:
 - i. The name of the Association; or
 - ii. The objects or purposes of the Association, does not take effect until the required documents are lodged with the Commissioner under rule 22.2b) and the approval of the Commissioner is given in writing.

23. BY-LAWS OF THE ASSOCIATION

23.1 The Members of the Association may make, amend and repeal By-Laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the By-Laws are not inconsistent with the Rules or the Act.

23.2 By-Laws may make provision for:

- a) The rights and obligations that apply to each class of Membership;
- b) Requirements for financial reporting, financial accountability, review or audit of accounts in addition to those prescribed by the Act and the Rules;
- c) Restrictions on the powers of the Board including the power to dispose of assets;
- d) Rules relating to the conduct of the hockey competitions run by the Association;
- e) Rules relating to management and other affairs of the Association;
- f) Insurance for players and the payment of the premiums for such insurance;
- g) The imposition of an amount of fines for Members; and
- h) Any other matter that the Board or Members consider necessary or appropriate.



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24. AUTHORITY REQUIRED TO BIND ASSOCIATION

24.1 Executing Documents

The Association may execute a document without using a common seal if the document is signed by:

- a) any two Directors; or
- b) one Director and a person authorised by the Board.

24.2 Use of the Common Seal

- a) if the Association has a common seal on which its corporate name appears in legible characters:
 - i. a person authorised by the Board from time to time must provide for its safe custody; and
 - ii. it must only be used under resolution by the Board.
- b) The Association executes a document with its common seal, if the fixing of the seal is witnessed by:
 - i. any two Directors; or
 - ii. one Director and a person authorised by the Board.
- c) Every use of the common seal must be recorded in the Board's minute book.

25. THE ASSOCIATION'S BOOKS AND RECORDS

25.1 Custody of the Books of the Association

- a) Except as otherwise decided by the Board from time to time, a person authorised by the Board must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Board from time to time, are to be kept under the custody or control of the President or other person authorised by the Board.
- b) The books of the Association must be retained for at least 7 years.

25.2 Inspecting the Books of the Association

- a) Subject to these Rules, and in particular rule 20.1f), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- b) A Member must contact the President to request to inspect the Books of the Association.
- c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

25.3 Prohibition on Use of Information in the Books of the Association

- a) A Member must not use or disclose information in the Books of the Association except for a purpose that:
 - i. Is directly connected with the affairs of the Association; or
 - ii. Is related to administering the Act.

25.4 Returning the Books of the Association

Outgoing Directors are responsible for transferring all relevant assets and Books of the Association to the Board within 14 days of ceasing to be a Director.

26. NOTICES

- a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follow:



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- i. Delivered by hand to the recorded address of the addressee; or
 - ii. Sent by post to the recorded postal address of the addressee; or
 - iii. Sent by e-mail or other method of electronic communication to the recorded electronic address of the addressee.
- b) Any notice given to a Member under these Rules, must be sent to Member's address as set in the Register referred to in rule 6.1.

27. RESOLVING DISPUTES

27.1 Disputes Arising under the Rules

- a) This rule applies to:
 - i. Disputes between Members; and
 - ii. Disputes between the Association and one or more Members;
That arise under the:
 - iii. Rules or relate to the Rules of the Association; or
 - iv. By-Laws or relate to the By-Laws of the Association.
- b) In this rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- c) This Rule does not apply to complaints and disputes arising from, or in relation to the behavior or the actions of any player, official or spectator at a game of hockey. These complaints and/or disputes will be dealt with under the By-Laws.

27.2 Parties to Attempt to Resolve Disputes

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27.3 Initiating the Grievance Process

- a) If the parties are unable to resolve the dispute between themselves within the time required by rule 27.2, any party to the dispute may initiate a grievance procedure under this rule by giving written notice to the President or other person authorised by the Board of:
 - i. The parties to the dispute; and
 - ii. The matter or matters that are the subject of the dispute.
- b) The President or other person authorised by the Board must convene a Board Meeting with 28 days after the President or other person authorised by the Board receives notice of the dispute under rule 27.3a) for the Board to consider and determine the dispute.
- c) The President or other person authorised by the Board must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d) The notice given to each party to the dispute must state:
 - i. When and where the Board meeting is to be held; and
 - ii. That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- e) If:
 - i. The dispute is between one or more Members and the Association; and



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- ii. Any party to the dispute gives written notice to the President or other person authorised by the Board stating that the party:
 - A. Does not agree to the dispute being determined by the Board; and
 - B. Requests the appointment of a mediator under 27.6;
the Board must not determine the dispute.
- f) If any party to the dispute gives written notice to the President or other person authorised by the Board requesting the appointment of a mediator under rule 27.6:
 - i. The Board must not determine the dispute; and
 - ii. A Mediator must be appointed under rule 27.6

27.4 Determination of Dispute by Board

- a) At the Board Meeting to consider and determine the dispute, the Board must:
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written or oral) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- b) The President or other person authorised by the Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 27.4a)iii), give written notice to the President or other person authorised by the Board requesting the appointment of a mediator under rule 27.6.
- d) If notice is given under rule 27.4c), each party to the dispute is a party to the mediation.

27.5 Mediation

- a) This rule applies if written notice has been given to the President or other person authorised by the Board requesting the appointment of a mediator:
 - i. By a Member under rule 8.4; or
 - ii. By a party to a dispute under rule 27.3e), 27.3f) or 27.4c); or
- b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under the rule 8.3 in respect of the proposed suspension or expulsion has been completed.
- c) A mediator must be chosen or appointed under rule 27.6.

27.6 Appointment of a Mediator

- a) The mediator must be a person chosen:
 - i. If the appointment of a mediator was requested by a Member under rule 8.4 – by agreement between the Member and the Board; or
 - ii. If the appointment of a mediator was requested by a party to a dispute under rule 27.3e), 27.3f) or 27.4c) – by agreement between the parties to the dispute.
- b) If there is no agreement for the purpose of rule 27.6a)i) or ii), then, subject to rules 27.6c) and d), the Board must appoint a mediator.
- c) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:



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- i. A member under rule 8.4; or
 - ii. A party to a dispute under rule 27.3e);
 - iii. A party to a dispute under rule 27.3f); or
 - iv. A party to a dispute under rule 27.4c) and the dispute is between one or more Members of the Association.
- d) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not:
- i. Have a personal interest in the matter that is the subject of the mediation; or
 - ii. Be biased in favour of or against any party to the mediation.
- e) The party or parties requesting the mediation must pay the costs of the mediation.

27.7 Mediation Process

- a) The parties to the mediation must, in good faith, attempt to settle the matter that is the subject of the mediation.
- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- c) The mediator, in conducting the mediation, must:
 - i. Give the parties to the mediation process every opportunity to be heard;
 - ii. Allow all parties to give due consideration to any written statement submitted by another party; and
 - iii. Ensure that natural justice is accorded to the parties to the mediation throughout the mediation process.
- d) The mediator cannot determine the matter that is the subject of the mediation.
- e) The mediation must be confidential, and any information given at the mediation cannot be used in any other legal or other proceedings that take place in relation to the matter that is the subject of the mediation.

27.8 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administration Tribunal to determine the dispute in accordance with the Act or otherwise at law.

28. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
 - i. apply to the Commissioner for cancellation of its incorporation; or
 - ii. appoint a liquidator to wind up its affairs.
- b) The Association must be wound up under rule 28a) above and Part 9 of the Act, before cancellation can take place, if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- c) Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:
 - i. an incorporated association under the Act;
 - ii. a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia



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- iii. a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;
- iv. a company holding a licence that continues in force under section 151 of the *Corporations Act 2001 (Cwth)*;
- v. a body corporate that:
 - A. is a Member or former Member of the Association; and
 - B. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- vi. a trustee for a body corporate referred to in rule 28c)v).

29. INDEMNITY

Every Director, auditor, employee and volunteer of the Association shall be entitled to be indemnified out of the property of the Association against any liability incurred by that person in the capacity of Director, auditor, employee or volunteer in defending any proceedings, whether civil or criminal in which judgement is given in favour of that person or in which that person is acquitted.

30. LIQUOR ACT

- a) The Association will maintain a club license under the current Liquor Act and its amendments.
- b) The Association shall ensure a Duty Manager is on the licensed premises for the purpose of observing liquor licensing requirements and regulation, as required under the Liquor Act.
- c) The Association shall be open for sale of liquor during such hours as the Board shall from time to time determine and as permitted under the Liquor Act.
- d) No liquor shall be sold or supplied to any juvenile.
- e) The club may allow visitors onto the premises, as per the requirements of the Liquor Act.
 - i. Visitors shall not be entitled to be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club.
 - ii. Visitors will be subject to withdrawal by any club official, including bar persons, acting on the best interests of The Club.
 - iii. an up-to-date register of visitors must be continually available for inspection at The Club premises by authorised officers.