

RULES OF THE CLUB (CONSTITUTION)

Waverley Hockey Club Incorporated



RULES OF CLUB

WAVERLEY HOCKEY CLUB INCORPORATED

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PART 1 — PRELIMINARY

1 Name

The Name of the incorporated Club is “Waverley Hockey Club Incorporated” (in these rules also referred to as ‘the Club’).

2 Purposes

The purposes of the Club are to—

- (1) provide members with the best opportunities to play, develop and enjoy hockey at all levels;
- (2) provide such facilities for its members as are deemed necessary and/or desirable in the promotion, organisation, development of and/or participation in hockey and recreational activities;
- (3) administer the joint affairs of its members including the raising, holding, disbursement and investment of funds, the acquisition, custody and disposal of real and personal property, and the maintenance of appropriate relationships within the business, civic and sporting community; and
- (4) do other such other things as are incidental to the continuing joint interest and enjoyment of its members.

3 Financial Year

The financial year of the Club is each period of 12 months ending on 30 September.

4 Definitions

‘the Club’ means Waverley Hockey Club Incorporated;

‘Executive Committee’ means the Committee of Management of the Club as per rule 43;

‘General Meeting’ means a meeting of the Members of the Club convened in accordance with Part 4;

‘Member entitled to vote’ means any person who is an Ordinary, Social, or Life Member of the Club (excludes Reciprocal and Honorary Members) and whose name is duly recorded in the register of Members of the Club;

‘Ordinary Member’ means a person at least 18 years of age who has been registered for membership in accordance with Rule 7;

‘Junior Member’ means a person under 18 years of age who has been registered for membership in accordance with Rule 7;

‘Social Member’ means a person registered for membership in accordance with Rule 7;

‘Reciprocal Member’ means any player or official from an opposition Club deemed to be a member club of Hockey Victoria who visits the Club and is eligible for this membership type in accordance with Rule 7;

‘Honorary Member’ means a person who has had their honorary membership status conferred by the Executive Committee, in accordance with Rule 7;

‘Life Member’ means a member referred to in rule 16;

‘Inclusive’ means without prejudice to race, creed, age, gender, and all abilities.

‘Hockey Victoria’ means the governing body for the sport of hockey in Victoria, Australia (ABN 66 215250 461).

‘Unit’ means a division of the Club which is concerned with a particular activity and which is managed on behalf of the Executive Committee by a committee elected by those unit Members whose membership is so recorded in the register of Members.

‘Unit Committee’ means a committee of management of one of the several units of the Club.

‘Playing Unit’ means a unit whose Members are concerned specifically with the organisation and management of a particular area of competition and of all matters pertaining directly to that competition.

‘Financial’ – as applied to membership – means that the Member has paid, or is deemed to have paid, their membership fees.

the Act means the *Clubs Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act.

the Registrar means the Registrar of Incorporated Clubs.

PART 2—POWERS OF CLUB

5 Powers of Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Membership Qualifications

(1) Ordinary Membership

To be eligible for admission to the Club as an Ordinary Member, a candidate must have attained the age of 18 years and be eligible for registration as a competition hockey player.

(2) Junior Member

To be eligible for admission to the Club as a Junior Member a candidate must be eligible to play hockey in a Hockey Victoria Junior team entered in a competition by the Club.

(3) Social Member

To be eligible for admission to the Club as a Social Member a candidate must have such interest in the Club as is, in the opinion of the Executive Committee, of general benefit to the Club.

(4) Reciprocal Member

To be eligible for admission to the Club as a Reciprocal Member a candidate must be a member of a club deemed to be a member club of Hockey Victoria. Therefore, Reciprocal Members will include players and officials of opposition clubs or Clubs who visit the Club.

(5) Honorary Member

To be eligible for admission to the Club as an Honorary Member a candidate must be, in the opinion of the Executive Committee, made or is making a substantial contribution to the Club.

(6) Life Member

To be eligible for admission to the club as a life member a candidate must qualify under rule16.

8 Registration for membership

- (1) To apply to become a Member of the Club, a person must submit a written application to the Club stating that the person—
 - (a) wishes to become a Member of the Club;
 - (b) supports the purposes of the Club; and

- (c) agrees to comply with these Rules.
- (2) The above application may be submitted via the Hockey Victoria registration process and —
 - (a) where the application relates to junior membership, the application must also be submitted by a parent or guardian; and
 - (b) may be accompanied by the joining fee.

Note: The joining fee is the fee (if any) determined by the Club under Rule 10.

- (3) A person becomes a Member of the Club and, subject to voting rights and suspension, is entitled to exercise their rights of membership from the date on which—
 - (a) one or more members of the Executive Committee approves the person's membership; or
 - (b) the person submits a completed membership application form and pays the joining fee.

9 Consideration of Registration

- (1) All registrations via Hockey Victoria will be deemed accepted unless the applicant is notified by a member of the Executive Committee that the application has been rejected, as soon as practicable.
- (2) If the Executive Committee rejects the application, it must return any money accompanying the application to the applicant.
- (3) No reason need be given for the rejection of an application.

10 Membership Charges

- (1) The Executive Committee shall, at least once in each year, review and fix winter season member/playing fees for Social, Junior, Senior and Masters players which shall be effective from a nominated date and until next reviewed and amended by the Executive Committee.
- (2) Each new Member shall become liable to pay such member/playing fees as is determined by the Executive Committee and notified to them with advice of their membership status.
- (3) Fees are payable in line with the Waverley Hockey Club Fee Policy.
- (4) Upon full payment of winter season membership fees due, the member shall be entitled to vote if they are an Ordinary or Social Member.
- (5) For the avoidance of doubt, Life Members shall not be charged an annual membership fee, granted all rights and privileges including the capacity to vote.

11 Resigning as a Member

- (1) A Member of the Club who has paid all monies due and payable by them to the Club may resign from the Club by so notifying that intention in writing to the Secretary.
- (2) Upon receipt of such notice the Secretary shall make in the register of Members an entry recording the date on which the Member, by whom the notice was given, ceased to be a Member.
- (3) A Member is taken to have resigned if—

- (a) the Member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the Member to confirm that they wish to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a Member.

12 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

13 Rights on Cessation of Membership

- (1) No Member resigning, or otherwise ceasing to be a Member of the Club, shall be entitled to, or have claim upon, any portion whatsoever of the property of the Club.
- (2) The rights of a member are not transferable and end when membership ceases.

14 Register of members

- (1) The Secretary shall keep and maintain a register of Members that includes—
 - (a) for each current member—
 - (i) the member's full name;
 - (ii) the address for notice last given by the member;
 - (iii) the class of membership; and
 - (iv) any other information determined by the Executive Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) In addition to Rule 16(1)(a), the legal guardian of each Junior Member must confirm the child's date of birth.
- (3) Any member may, at a reasonable time and free of charge, inspect a redacted copy of the register of members which shall only contain the members name.

15 General Rights and Privileges of Members

(1) All Members

All Members of the Club (including Reciprocal and Honorary Members) are entitled to participate in such recreational facilities as are provided, to use the clubrooms and generally to enjoy all the benefits of membership subject always to any rules and directions issued by the Executive Committee.

(2) Playing Members

- (a) Only Ordinary and Junior Members whose Club membership and competition qualification has been formalised may be playing members of teams entered by the Club in any competition.
- (b) Sub-rule (2)(a) may be satisfied by the effective lodgement of membership application and field registration.

(3) Ordinary Members

- (a) may attend and vote at all general meetings of the Club and of any playing unit of the Club which they are affiliated.
 - (b) may be nominated, and may nominate other Ordinary, Social or Life Members, for an office forming membership of the Executive Committee of the Club.
 - (c) may be nominated, and may nominate Ordinary, Junior and Social Members, for any office, or committee of the playing unit which they are affiliation.
- (4) Junior Members
- (a) may attend and vote at general meetings of the junior unit of the Club.
 - (b) may be nominated, and may nominate other Members of that unit, for an office or committee of the junior unit of the Club.
 - (c) may serve, on the nomination of the Executive Committee, on any sub-committee established by the Executive Committee.
 - (d) may attend general meetings of the Club and, by leave of the Chairman, be heard on any matter under discussion thereat.
- (5) Social Members
- (a) may be affiliated to one or more playing units of the Club.
 - (b) may attend and vote at general meetings of any playing unit of the Club with which they are affiliated.
 - (c) may serve, on the nomination of the Executive Committee, on any sub-committee established by the Executive Committee, including the Executive Committee.
 - (d) may attend general meetings of the Club and, by leave of the Chairman, be heard on any matter under discussion thereat.
- (6) Reciprocal Members have no additional rights or privileges.
- (7) Honorary Members have no additional rights or privileges
- (8) Life Members have all rights and privileges and, as nominated and endorsed or elected, serve on any committee or sub-committee.

16 Life Membership

- (1) The Club has two categories of Life Members; Volunteer (elected) life members and National Representation (automatic) life members.
- (2) The Club's National Representation and Volunteer Recognition Policy outlines in detail the Club's protocols relating to recognition of both National Representation and Volunteer efforts and should be read and applied in conjunction with the principles outlined below.
- (3) Elected Life Members
 - (a) Life membership may be conferred upon any present or past Ordinary Member or Social Member by vote of Members in a general meeting.
 - (b) The minimum criteria for achieving Volunteer (elected) life membership is outlined in the National Representation and Volunteer Recognition Policy.
 - (c) Any proposal for life membership will be submitted for consideration via the process outlined in the National Representation and Volunteer

Recognition Policy.

- (d) Once a proposal for life membership is endorsed by the Executive Committee, it shall be submitted to the next Annual General Meeting (or Special General Meeting) of the Club as a nomination for election by that meeting.
 - (e) If it can be shown that members met the criteria during a year in which no life membership was previously awarded and should be considered for life membership in retrospect this may be proposed to the members for consideration at the next Annual General Meeting (or Special General Meeting) of the Club.
 - (f) Only one such retrospective nomination may be made in any one year. Up to two life members may be elected at an Annual General Meeting (or Special General Meeting); one for that current calendar year and one in retrospect as per (3)(e).
- (4) National Representation (Automatic) Life Members
- (a) Any Member of the Club who, whilst a player in the Club, plays twenty (20) games with either the Senior Australian Men's or Women's Hockey teams, shall automatically become a Life Member of the Club provided that the Member has been a Member of the Club for a minimum period of five (5) years.
 - (b) Any Member of the Club who plays the twenty (20) games specified in subrule (4)(a), but who had not completed five (5) years membership at that time, shall automatically become a Life Member of the Club on the completion of five (5) years membership.

Division 2—Disciplinary action

17 Disciplinary action

- (1) The Executive Committee may commence an investigatory disciplinary proceeding against a member if the Executive Committee is reasonably satisfied that the member may have—
 - (a) failed to comply with these Rules or its schedules; or
 - (b) refused to support the purposes of the Club; or
 - (c) engaged in conduct prejudicial to the Club; or
 - (d) breached a policy or procedure of the Club, as amended from time to time.
- (2) The member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) set out in the policies or procedures of the Club that relate to investigatory disciplinary proceedings, as amended from time to time.
- (3) A policy or procedure of the Club that relates to investigatory disciplinary proceedings must afford natural justice and procedural fairness to the parties to those proceedings.

Division 3—Grievance procedure

18 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Executive Committee;
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of an investigatory disciplinary proceedings until the investigatory disciplinary proceeding(s) has been completed.

19 Parties must attempt to resolve the dispute

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.

20 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, or earlier, the parties must within 3 days—
 - (a) notify the Executive Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation, such mediation to take place as soon as practicable.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Executive Committee; or
 - (ii) if the dispute is between a member and the Executive Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria or equivalent organisation.
- (3) A mediator may be a member or former member of the Club but in any case, must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased, or there may be a reasonable apprehension of bias, in favour of or against any party.

21 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party a reasonable opportunity to be heard; and
 - (b) allow due consideration by all parties of any written or oral statements submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process; and
 - (d) unless agreed to by the parties and the mediator, follow any procedures or policies of the Club relating to mediation, as amended from time to time.

- (2) The mediator must not determine the dispute.
- (3) A policy or procedure of the Club that relates to mediation must afford natural justice and procedural fairness to the parties to the mediation.

22 Arbitration

- (1) If the mediation process does not resolve the dispute, the dispute is to be referred to arbitration.
- (2) The arbitrator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member, a person appointed by the Executive Committee;
 - (ii) if the dispute is between a member and the Executive Committee or the Club, a person appointed or employed by the Dispute Settlement Centre of Victoria or equivalent organisation
- (3) the arbitrator:
 - (a) must be over 18 years old;
 - (b) must not be a person who:
 - (i) has a personal interest in the dispute;
 - (ii) is biased, or there may be a reasonable apprehension of bias, in favour of or against any party to the arbitration.
- (4) The arbitrator to the dispute, in conducting the arbitration, must—
 - (a) give each party a reasonable opportunity to be heard;
 - (b) allow due consideration by all parties of any oral or written statements submitted by any party;
 - (c) ensure that natural justice is accorded to the parties throughout the arbitration process.
 - (d) unless agreed to by the parties and the arbitrator, follow any procedures or policies of the Club relating to arbitration, as amended from time to time.
- (5) A policy or procedure of the Club that relates to arbitration must afford natural justice and procedural fairness to the parties to the arbitration.
- (6) Except as provided by law, the decision of the arbitrator shall be final and binding on the parties.

PART 4—GENERAL MEETINGS OF THE CLUB

23 Chairperson

- (1) The President or, in the President's absence, the Secretary, is the Chairperson for any general meetings.
- (2) If the President and the Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be an ordinary member elected by the other members present.

24 Annual general meetings

- (1) The Executive Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual reports required from the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Executive Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive Committee.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (5) Junior and Honorary Members shall be entitled to attend general meetings, including the annual general meeting and may, by leave of the chairman, be heard on any matter under discussion thereat but shall not be entitled to vote on any resolution.

25 Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting, is a special general meeting.
- (2) The Executive Committee may convene a special general meeting of the Club whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 27 may be conducted at the meeting.

26 Special general meeting held at request of members

- (1) The Executive Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by not less than thirty (30) financial ordinary members, or one third of the total ordinary financial membership (whichever is lesser).
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the ordinary members requesting the meeting; and
 - (d) be given to the Secretary in writing via letter or electronic means.

- (3) If the Executive Committee does not convene a special general meeting within 21 days after the date on which the member's request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 2 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

27 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 26(3), the members) must give to each member of the Club—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and location of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) if an election is to be held, the Executive Committee position descriptions must be made available; and
 - (e) comply with rule 30.
- (3) An ordinary Member desiring to bring any business before a general meeting of the club may give notice of that business in writing to the Secretary who shall include that business in the notice calling the general meeting of the Club after receipt of the notice.
- (4) Subrule (3) shall not operate so as to require a matter to be submitted to a general meeting which, in the opinion of the Executive Committee, is vexatious, ultra vires, illegal or otherwise not in the interests of the Club.

28 Proxies

- (1) An ordinary member may appoint another ordinary member as their proxy to vote and speak on their behalf at a general meeting.
- (2) The appointment of a proxy may be—
 - (a) in writing and signed by the member making the appointment on a form approved by the Executive Committee; or
 - (b) made by giving notice from the member's registered email account.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member on any matter as they see fit.
- (4) Notice of a general meeting given to a member under rule 27 must—

- (a) state that an ordinary member may appoint another ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- (5) The proxy list must be given to the Chairperson of the meeting before or at the commencement of the meeting.
 - (6) A form appointing a proxy sent by post or electronically from a member's registered email account, is of no effect unless it is received by the Secretary no later than 24 hours before the commencement of the meeting.
 - (7) A person can act as a proxy for no more than 1 ordinary member.
 - (8) A social member is ineligible to appoint a person as their proxy to vote and speak on their behalf at a general meeting.

29 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 31) of thirty (30) ordinary members, or one third of the total financial ordinary members entitled to vote, whichever is lesser.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by the members under rule 26, the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the ordinary members present at the meeting (if not fewer than 15) may proceed with the business of the meeting as if a quorum were present.

31 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting, unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 27.

32 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each ordinary member who is entitled to vote, excluding the Chairperson, has one vote; and
 - (b) ordinary members may vote personally or by proxy; and
 - (c) social members may vote personally; and
 - (d) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

33 Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

34 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a secret ballot (where votes are cast in writing) is demanded by three (3) or more ordinary members on any question—
 - (a) the secret ballot must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the secret ballot.

- (3) A secret ballot demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A secret ballot demanded on any other question must be taken before the close of the meeting after the conclusion of discussion on the question.

35 Minutes of general meeting

- (1) The Executive Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes of a general meeting must include—
 - (a) the names of the members attending the meeting;
 - (b) proxy list given to the Chairperson of the meeting;
 - (c) a summary of the business considered at the meeting;
 - (d) any resolutions on which a vote is taken and the result of the vote;
 - (e) the results of any elections held; and
 - (f) annual reports tabled at the meeting.
- (3) The minutes of the annual general meeting must include items listed in subrule (2) above, and—
 - (i) the financial statements submitted to the members;
 - (ii) the certificate signed by two Executive Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—EXECUTIVE COMMITTEE

Division 1—Powers of Executive Committee

36 Role and powers

- (1) The business of the Club must be managed by or under the direction of an Executive Committee.
- (2) The Executive Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Executive Committee may—
 - (a) appoint and remove staff and;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

37 Delegation

- (1) The Executive Committee may delegate to a member of the Executive Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or

- (b) the power to approve expenditure; or
 - (c) a duty imposed on the Executive Committee by these Rules; or
 - (d) a duty imposed on the Executive Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive Committee considers appropriate.
 - (3) The Executive Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Executive Committee and duties of members

38 Composition of Executive Committee

- (1) The Executive Committee shall consist of up to 10 committee members.
- (2) The Executive will be made up of four (4) Office Bearer roles being President, Treasurer, Secretary and Hockey Director (who will also be the Club Vice President), and up to a further six (6) roles which will be defined based on the Club's strategic and operational plan.

39 General Duties

- (1) As soon as practicable after being elected or appointed to the Executive Committee, each Executive Committee member must become familiar with these Rules and the Act.
- (2) The Executive Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Executive Committee comply with these Rules.
- (3) Executive Committee members must exercise their powers and discharge their duties—
 - (a) with reasonable care and diligence;
 - (b) without self-interest or bias
 - (c) honestly and in good faith in the best interests of the Club; and
 - (d) for a proper purpose.
- (4) Executive Committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (5) In addition to any duties imposed by these Rules, an Executive Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

40 Duties of Executive Committee members

- (1) The duties of the Executive Committee members are set out in position descriptions on a per role basis.
- (2) Position descriptions must be sent out with a notice of a general meeting or annual general meeting at which elections will be held.

- (3) Position descriptions may be updated from time to time by the Executive Committee.

41 Ancillary Members

- (1) The Executive Committee may create additional positions or subcommittees to assist the Committee with their duties, that—
 - (a) can be held by ordinary, social and life members and affiliate members; and
 - (b) must be codified within a policy or position description communicated via the Executive Committee
- (2) Such positions shall be ancillary members of the Executive Committee but are not defined as committee members under these rules.
- (3) Ancillary members have the right to attend and speak at Executive Committee meetings but not vote.

Division 3—Election of Executive Committee members and tenure of office

42 Who is eligible to be an Executive Committee member

A member is eligible to be elected or appointed as an Executive Committee member if the member—

- (a) is entitled to vote at a general meeting, and
- (b) has not had their membership rights suspended; and
- (c) is 18 years or older on the date they would take office.

43 Returning Officer

- (1) The Secretary shall be appointed the Returning Officer unless the Executive Committee resolves otherwise, or the Secretary self disqualifies.
- (2) The Returning Officer shall not—
 - (a) be a candidate;
 - (b) endorse a candidate; or
 - (c) vote—in an election over which they preside.

44 Positions to be declared vacant

- (1) Provided that a quorum is present, the Returning Officer of the annual general meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 53.
- (2) Where quorum is not present, the Chairperson must adjourn the meeting.

45 Nominations

- (1) Prior to the election of each position, the Returning Officer of the meeting must call for nominations to fill that position.
- (2) In order to be nominated for a position, an ordinary, social member or life members of the Club must—
 - (a) be nominated and seconded by members who are entitled to vote at a

- general meeting; and
 - (b) accept the nomination.
- (3) An ordinary, social or life member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

46 Election of Executive Committee members

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
- (a) President;
 - (b) Secretary;
 - (c) Treasurer;
 - (d) Vice President / Hockey Director;
 - (e) Up to further six (6) representatives elected to perform specific portfolio functions which will be defined based on the Club's strategic and operational plan.
- (2) If only one member is nominated for the position, the Returning Officer of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held.
- (4) The positions shall be elected in the order that they are listed in rule 51(1).

47 Election Procedure

- (1) Before the secret ballot is taken, each candidate may make a short speech in support of their election.
- (2) The election shall be by secret ballot, except where there are only two candidates for a single position, in which case the meeting may resolve to vote by a show of hands.
- (3) The Returning Officer must give a blank piece of paper to—
- (a) each member present in person; and
 - (b) each proxy appointed by an ordinary member.
- (4) The voter must write on the ballot paper the name of the candidate for whom they wish to vote;
- (5) Ballot papers that do not comply with subrule (4) are not to be counted.
- (6) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (7) The Returning Officer must declare elected the candidate who received the most votes.
- (8) If the Returning Officer is unable to declare the result of an election under subrule (7) because 2 or more candidates received the same number of votes, the Returning Officer must conduct a further election for the position in accordance with sub rules (2) to (7) to decide which of those candidates is to be elected.

48 Term of office

- (1) Subject to subrule (3) and rules 54 and 55 an Executive Committee member holds office until the positions of the Executive Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may elect an eligible ordinary member of the Club to fill a vacant position in accordance with this Division.

49 Vacation of office

- (1) A committee member may resign from the Executive Committee by written notice, specifying the date of cessation, addressed to the Executive Committee.
- (2) A person ceases to be an Executive Committee member if they—
 - (a) cease to be a member of the Club;
 - (b) fail to attend 3 consecutive Executive Committee meetings (other than special or urgent committee meetings) without leave of absence; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.
- (3) In the event that the office of the President, Treasurer and/or Secretary is vacated prior to the conclusion of an ordinary term or is vacant after an election, a Special General Meeting shall be called and held to enable a by-election for the vacant position(s), unless the Annual General Meeting will be held within the same period.
- (4) The Committee may continue to act despite any vacancy in its membership.

50 Removal from office

- (1) A committee member may be removed from office under Division 2 or under sub rule (2) below.
- (2) A general meeting of the Club may remove an Executive committee member from office by special resolution, provided that—
 - (a) 21 days' notice of the intention to move a special resolution to remove the Executive Committee member from office has been served on the Executive Committee member and members of the Club; and
 - (b) They may elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (3) A member who is the subject of a proposed special resolution under subrule (2)
 - (a) may make representations in writing to the Secretary or President of the Club and may request that the representations be provided to the members of the Club.
- (4) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, they must be read out at the meeting at which the special resolution is to be proposed.

51 Co-option

- (1) The Committee may co-opt (appoint) an eligible ordinary member of the Club who is entitled to vote to fill a position on the Executive Committee that—
 - (a) has become vacant under rule 54 or 55; or

- (b) was not filled by election at the last annual general meeting—
who shall hold office until the next general meeting of the Club.
- (2) If the position of Secretary becomes vacant, the Executive Committee must appoint an eligible ordinary member to the position within 14 days after the vacancy arises, who shall hold office until the next general meeting of the Club.

Division 4—Meetings of Executive Committee

52 Chairperson

- (1) The President or, in the President's absence, the Secretary, is the Chairperson for any Executive Committee meetings.
- (2) If the President and the Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be an Executive Committee member elected by the other Executive Committee members present.

53 Meetings of Executive Committee

- (1) The Executive Committee will plan to meet at least 6 times in each year at the dates, times and places determined by the Secretary.
- (2) Special Executive Committee meetings may be convened at a specified date, time and place by the President.
- (3) Executive Committee members will abide by the Club's Executive Charter at all times.

54 Notice of meetings

- (1) Notice of each Executive Committee meeting must be given to each Executive committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Executive Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Executive Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at a special meeting is the business for which the meeting is convened.

55 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance provided that as much notice as practicable is given to each Executive Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

56 Procedure and order of business

- (1) The procedure to be followed at a meeting of the Executive Committee must be determined from time to time by the Executive Committee.
- (2) The order of business may be determined by the members present at the meeting.

57 Use of technology

- (1) An Executive Committee member who is not physically present at an Executive Committee meeting may participate in the meeting by the use of technology that allows that Executive committee member and the Executive Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, an Executive Committee member participating in an Executive Committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

58 Quorum

- (1) No business may be conducted at an Executive Committee meeting unless a quorum is present.
- (2) The quorum for an Executive Committee meeting is the presence (in person or as allowed under rule 62) of a majority of the Executive Committee members holding office, at least one of which must be the President, Treasurer or Secretary.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of an Executive Committee meeting—
 - (a) in the case of a special or urgent meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

59 Voting

- (1) On any question arising at an Executive Committee meeting, each committee member present at the meeting, other than the Chairperson, has one vote.
- (2) A motion is carried if a majority of Executive Committee members present at the meeting, excluding those who abstain, vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (5) Voting by proxy is not permitted.

60 Conflict of interest

- (1) An Executive Committee member who has a material personal interest in a matter being considered at an Executive Committee meeting must disclose the nature and extent of that interest to the Executive Committee.

- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

61 Minutes of meeting

- (1) The Secretary and Executive Committee must ensure that minutes are taken and kept of each Executive Committee meeting.
- (2) The minutes must record the following—
 - (a) the full names of the members, and their positions (if applicable) in attendance at the meeting;
 - (b) the meeting number, venue, commencement and close time;
 - (c) the business considered at the meeting;
 - (d) any resolution on which a vote is taken and the result of the vote;
 - (e) any material personal interest disclosed under rule 65.

62 Leave of absence

The Executive Committee may grant an Executive Committee member leave of absence from Executive Committee meetings for a period not exceeding 2 months.

PART 6—FINANCIAL MATTERS

63 Source of funds

The funds of the Club may be derived from membership fees, donations, fund-raising activities, grants, interest, ticket sales and any other sources approved by the Executive Committee.

64 Management of funds

- (1) The Club must open an account(s) with a financial institution from which expenditure of the Club is made and into which the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Executive Committee may approve expenditure on behalf of the Club.
- (3) The Executive Committee can determine which members may be signatories to any bank accounts held in the Club's name.
- (4) Reasonable efforts must be made to ensure all funds of the Club must be deposited into the financial account of the Club no later than 10 working days after receipt.

65 Financial records

- (1) The Club must keep financial records that—

- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Executive Committee.

66 Financial statements

- (1) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Executive Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

67 Registered address

The registered address of the Club is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, it shall be the postal address of the Secretary.

68 Notice requirements

- (1) Any notice required to be given to a member or an Executive Committee member under these Rules may be given—
- (a) by handing the notice to the member personally; or
 - (b) by email.
- (2) Any notice required to be given to the Club or the Executive Committee may be given—
- (a) by handing the notice to a member of the Executive Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) if the Committee determines that it is appropriate, by email to the email address of the Secretary.

69 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) subject to Rule 14(3), the register of members;
 - (b) the minutes of general meetings and Executive Committee meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club.
- (2) The Executive Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Executive Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may request a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee, based on cost recovery, for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Club.

70 Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

71 Patron

- (1) The Executive Committee may, by absolute majority, award the title of Patron to a chosen person who has given substantial support to the Club.
- (2) The Patron shall have the right to be given notice for, attend and speak at all general meetings.

72 Amendment of Rules

These Rules may be amended by special resolution at a general meeting of the Club.

73 Special resolutions

A special resolution is passed if not less than three quarters of the ordinary members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

74 Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
 - (a) the name of the Club must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Executive Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

