



DONCASTER HOCKEY CLUB

CONSTITUTION

of

DONCASTER HOCKEY CLUB INCORPORATED

www.doncasterhockeyclub.com.au

December 2023

Table of Contents

PART 1—PRELIMINARY	1
1. Name	1
2. Purposes	1
3. Financial year	1
4. Definitions	1
5. Model rules	2
PART 2—POWERS OF THE CLUB	3
6. Powers of the Club	3
7. Not for profit organisation	3
PART 3—MEMBERS	4
DIVISION 1—MEMBERSHIP	4
8. Categories of Members	4
9. Honorary Members	4
10. Life Members	4
11. Senior Members	5
12. Social Club Members	5
13. Junior Members	6
14. Number of Members	6
15. Eligibility	6
16. Application for membership	6
17. Consideration of application	6
18. New membership	7
19. Subscription and fees	7
20. General rights of Members	8
21. Rights not transferable	8
22. Ceasing membership	8
23. Resigning as a Member	8
24. Register of Members	9
DIVISION 2—DISCIPLINARY ACTION	9
25. Grounds for taking disciplinary action	9
26. Disciplinary Subcommittee	9
27. Notice to Member	9
28. Decision of subcommittee	10
29. Appeal rights	10
30. Conduct of Disciplinary Appeal Meeting	11

DIVISION 3—GRIEVANCE PROCEDURE	11
31. Application	11
32. Parties must attempt to resolve the dispute	12
33. Appointment of mediator	12
34. Mediation process	12
35. Failure to resolve dispute by mediation	12
PART 4—GENERAL MEETINGS OF THE CLUB	13
36. Annual General Meetings	13
37. Special General Meetings	13
38. Special General Meeting held at request of Members	13
39. Notice of General Meetings	14
40. Proxies	14
41. Use of technology	15
42. Quorum at General Meetings	15
43. Adjournment of General Meeting	16
44. Voting at General Meeting	16
45. Special Resolutions	16
46. Determining whether resolution carried	17
47. Minutes of General Meeting	17
PART 5—BOARD	18
DIVISION 1—POWERS OF THE BOARD	18
48. Role and powers	18
49. Delegation	18
DIVISION 2—COMPOSITION AND DUTIES OF THE BOARD	18
50. Composition of the Board	18
51. Chairperson	19
52. Secretary	19
53. Treasurer	19
54. General Duties	20
DIVISION 3—ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE	20
55. Eligibility	20
56. Positions to be declared vacant	21
57. Nominations	21
58. Election of Chairperson, Secretary and Treasurer	21
59. Election of ordinary Board members	21
60. Ballot	22
61. Appointment of Appointed Board Members	22
62. Term of office	23
63. Vacation of office	23
64. Filling casual vacancies	23

DIVISION 4—BOARD MEETINGS	24
65. Board meetings	24
66. Notice of meetings	24
67. Urgent meetings	24
68. Procedure and order of business	24
69. Use of technology	24
70. Quorum	25
71. Decisions of the Board	25
72. Conflict of interest	25
73. Minutes of meeting	26
74. Leave of absence	26
PART 6—FINANCIAL MATTERS	26
75. Source of funds	26
76. Management of funds	26
77. Financial records	27
78. Financial statements	27
PART 7—LIQUOR LICENCE	27
79. Provisions under the Liquor Act	27
PART 8—MATTERS PERTAINING TO PLAYING	28
80. Club colours	28
81. Registration fees	28
82. Taking of club property	28
PART 9—GENERAL MATTERS	29
83. Common seal	29
84. Registered address	29
85. By-Laws	29
86. Notice requirements	30
87. Custody and inspection of books and records	30
88. Winding up and cancellation	31
89. Alteration of Constitution	31

Associations Incorporation Reform Act 2012 (Vic)

Constitution of the Doncaster Hockey Club Incorporated

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is Doncaster Hockey Club Incorporated (in this Constitution called “the Club”).

2. Purposes

The purposes of the Club are to conduct, promote, encourage and advance hockey including for the benefit of the Members. These purposes include but are not limited to:

- (a) participate as a member of Hockey Victoria;
- (b) promote a culture of participation and inclusion that introduces people of all ages to hockey;
- (c) develop a vibrant, enjoyable and inclusive Club that celebrates contributions and successes at all levels, both on and off the hockey field;
- (d) ensure the management, maintenance and enhancement of the Club’s facilities and premises to fulfil these purposes, including for the benefit of the residents of the City of Manningham;
- (e) promote the health and safety of Members;
- (f) ensure financial sustainability in order to promote these purposes; and
- (g) do all that is reasonably necessary to enable these purposes to be achieved and to support Members to receive the benefits which these purposes are intended to achieve.

3. Financial year

The Financial Year of the Club is each period of 12 months ending on 30 September.

4. Definitions

In this Constitution —

Absolute Majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting).

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

Appointed Board Member means any Board member appointed under Rule 61.

Board means the Board having management of the business of the Club.

Board meeting means a meeting of the Board held in accordance with this Constitution.

Board member means a member of the Board elected or appointed under Division 3 of Part 5.

By-Law means any by-law, regulation or policy made by the Board under Rule 85.

Chair, of a general meeting or Board meeting, means the person chairing the meeting as required under Rule 51.

Chairperson means the Chairperson as determined in accordance with Rule 51.

Club means Doncaster Hockey Club Incorporated.

Disciplinary Appeal Meeting means a meeting of the members of the Club convened under Rule 29(3).

Disciplinary Meeting means a meeting of the Board convened for the purposes of Rule 28.

Disciplinary Subcommittee means the subcommittee appointed under Rule 26.

Financial Year means the 12-month period of 12 months ending on 30 September, as specified in Rule 3.

General Meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting.

Liquor Act means the *Liquor Control Reform Act 1998 (Vic)* as amended from time to time and includes any regulations made under that Act.

Member entitled to vote means a member who under Rule 20(2) is entitled to vote at a General Meeting.

Member means a member of the Club.

Register of Members means the Register of Members as required to be kept under Rule 24.

Registrar means the Registrar of Incorporated Associations.

Secretary means the Secretary as determined in accordance with Rule 52.

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

Treasurer means the Treasurer as determined in accordance with Rule 53.

5. Model rules

The model rules made under the Act are expressly displaced by this Constitution.

PART 2—POWERS OF THE CLUB

6. Powers of the 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.

7. 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.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS

Division 1—Membership

8. Categories of Members

There shall be five (5) categories of membership:

- (a) Honorary Members;
- (b) Life Members;
- (c) Senior Members;
- (d) Junior Members; and
- (e) Social Club Members.

9. Honorary Members

- (1) An Honorary Member shall be a person who, in the opinion of the Board, has rendered, or is rendering, such service to the Club as to warrant being granted this class of membership. The period of membership under an Honorary Membership is limited to one (1) year and that period may then be extended for such period as the Board thinks fit.
- (2) An Honorary Member shall not be required to pay any annual subscriptions nor any levies.
- (3) Honorary Membership shall confer the following rights, privileges and entitlements on the holder of that class of membership:
 - (a) the right to attend and vote at any General Meeting of the Club;
 - (b) to propose and/or second persons who wish to apply for membership of the Club;
 - (c) to be elected to the Board of the Club; and
 - (d) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws (if any) of the Club.

10. Life Members

- (1) A Life Member shall be a person who has rendered exceptional service to the Club and in the opinion and on the recommendation of the Board is proposed for Life Membership and who is elected by a simple majority of the Members present and voting at a General Meeting. Not more than two (2) persons shall be elected to life Membership in any one (1) year.
- (2) A Life Member shall not be required to pay any annual subscriptions nor any levies.
- (3) Life Membership shall confer the following rights, privileges and entitlements on the holder of that class of membership:
 - (a) the right to attend and vote at any General Meeting of the Club;
 - (b) to propose and/or second persons who wish to apply for membership of the Club;

- (c) to be elected to the Board of the Club; and
- (d) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws (if any) of the Club.

11. Senior Members

- (1) A Senior Member shall be a person who has attained the age of eighteen (18) years.
- (2) A Senior Member shall be required to pay an annual subscription applicable to that class of Membership and such other levies as the Board of the Club may determine subject to the provisions of this Constitution.
- (3) Senior Membership shall confer the following rights, privileges and entitlements on the holder of that class of membership:
 - (a) to attend and vote at all General Meetings of the Club;
 - (b) to propose and/or second persons who wish to apply for membership of the Club;
 - (c) to be elected to the Board of the Club; and
 - (d) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws (if any) of the Club.

12. Social Club Members

- (1) A Social Club Member shall be a person who:
 - (a) at the time of the adoption of this Constitution was a Member of the unincorporated association known as the Donvale Bowls Club and shall be a person who has attained the age of eighteen (18) years (an "ex-DBC Member"); or
 - (b) wishes to become a Social Club Member, and who has attained the age of eighteen (18) years.
- (2) A Social Club Member shall be required to pay an annual subscription applicable to that class of membership and such other levies as the Board of the Club may determine subject to the provisions of this Constitution.
- (3) Social Club Membership shall confer the following rights, privileges and entitlements on the holder of that class of Membership:
 - (a) the right to attend but not to vote at any General Meeting of the Club;
 - (b) no right to propose nor to second persons who wish to apply for Membership of the Club other than a person applying for Social Club Membership;
 - (c) no right to be elected to the Board of the Club;
 - (d) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws (if any) of the Club.

13. Junior Members

- (1) A Junior Member shall be a person who has yet to attain the age of eighteen (18) years.
- (2) A Junior Member shall be required to pay an annual subscription applicable to that class of Membership and such other levies as the Board of the Club may determine subject to the provisions of this Constitution.
- (3) Junior Membership shall confer the following rights, privileges and entitlements on the holder of that class of Membership:
 - (a) the right to attend but not to vote at any General Meeting of the Club;
 - (b) no right to propose nor to second persons who wish to apply for Membership of the Club other than a person applying for Junior Membership;
 - (c) no right to be elected to the Board of the Club;
 - (d) to use all facilities and the premises of the Club in accordance with the terms and conditions of this Constitution and the By-Laws (if any) of the Club.

14. Number of Members

- (1) The Club must have at least 5 Members.
- (2) There shall be no limit on the number of persons who may be admitted as Members of the Club.

15. Eligibility

Any person who supports the purposes of the Club is eligible for membership.

16. Application for membership

- (1) To apply to become a Member of the Club, a person must submit a written application to a Board member stating that the person—
 - (a) wishes to become a Member of the Club; and
 - (b) supports the purposes of the Club; and
 - (c) agrees to comply with this Constitution.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Club under Rule 19.

17. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

18. New membership

- (1) If an application for membership is approved by the Board —
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.
- (2) A person becomes a Member of the Club and, subject to Rule 19, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Board approves the person's membership; or
 - (b) the person pays the joining fee.

19. Subscription and fees

- (1) All Members of the Club shall pay the annual subscription appropriate to their class of membership to the Club. Such amount shall be fixed by the Board of the Club from time to time and shall become due and payable annually on or before the commencement of each Annual General Meeting.
- (2) The Board shall have power for any of the purposes of the Club to impose a levy payable by all Members of the Club appropriate to their class of membership to the Club, provided that a levy shall not be imposed more than once in any year.
- (3) Subject to the provisions of the Liquor Act, the Board of the Club may, in its sole discretion, waive the requirement of a particular Member of his or her obligation to pay a subscription or levy for a particular year for any reason which the Board considers worthy.
- (4) If any Member fails to pay his or her subscription for any year by the due date, or any levy within the time determined by the Board therefore, the Member shall be ineligible to attend or vote at the Annual General Meeting of the Club.
- (5) If any Member fails to pay his or her subscription for any year one (1) month after the due date, the Member shall ipso facto cease to be a Member of the Club and the Club shall be under no obligation to notify such Member of that fact.
- (6) Any Member whose membership has been terminated under subrule (5) shall be eligible for re-admission as a Member provided the unpaid subscription and/or levy is paid to the Club.
- (7) Any Member who is required to pay an annual subscription or a levy pursuant to this Constitution and who intends to reside outside a radius of one hundred (100) kilometres from the Club's premises for not less than six (6) months and who notified the Secretary to that effect in writing may have his name placed on an absent Members list.

- (8) No person who has forfeited his or her membership pursuant to subrule (5) or under Division 2 of Part 3 (Disciplinary Action) shall be permitted to enter the Club premises. Any Member knowingly permitting an unfinancial or expelled Member to enter the Club premises may be fined, suspended or expelled from the Club in accordance with Division 2 of Part 3.

20. General rights of Members

- (1) A Member of the Club who is entitled to vote has the right—
- (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Club as provided under Rule 87; and
 - (f) to inspect the Register of Members.
- (2) A Member is entitled to vote if—
- (a) the Member is a Member other than a Social Club Member or a Junior Member of the Club; and
 - (b) the Member's membership rights are not suspended for any reason.

21. Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

22. 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.

23. Resigning as a Member

- (1) A Member may resign by notice in writing given to the Club.

Note

Rule 86(3) sets out how notice may be given to the Club.

- (2) 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 he or she wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in

writing that he or she wishes to remain a Member.

24. Register of Members

- (1) The Secretary must keep and maintain a Register of Members that includes—
 - (a) for each current Member —
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) any other information determined by the Board; and
 - (b) for each former Member, the date of ceasing to be a Member.
- (2) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

25. Grounds for taking disciplinary action

The Club may take disciplinary action against a Member in accordance with this Division if it is determined that the Member —

- (a) has failed to comply with this Constitution; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

26. Disciplinary Subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The members of the Disciplinary Subcommittee—
 - (a) may be Board members, Members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.

27. Notice to Member

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member —
 - (a) stating that the Club proposes to take disciplinary action against the Member; and

- (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the ***Disciplinary Meeting***); and
 - (d) advising the Member that he or she may do one or both of the following—
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
 - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
 - (e) setting out the Member's appeal rights under Rule 29.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

28. Decision of subcommittee

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee must—
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with subrule (1), the Disciplinary Subcommittee may—
- (a) take no further action against the Member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Club.
- (3) The Disciplinary Subcommittee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.

29. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under Rule 28 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the Disciplinary Appeal Meeting must be given to each Member of the Club who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the Disciplinary Appeal Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

30. Conduct of Disciplinary Appeal Meeting

- (1) At a Disciplinary Appeal Meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

31. Application

- (1) The grievance procedure set out in this Division applies to disputes under this Constitution between—
 - (a) a Member and another Member;
 - (b) a Member and the Board;
 - (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 a disciplinary procedure until the disciplinary procedure has been completed.

32. 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.

33. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 32, the parties must within 10 days—
 - (a) notify the Board 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.
- (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 Board; or
 - (ii) if the dispute is between a Member and the Board or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board 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 in favour of or against any party.

34. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

35. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with Hockey Australia's Complaints, Disputes and Discipline policy, the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE CLUB

36. Annual General Meetings

- (1) The Board must convene an Annual General Meeting of the Club to be held before 31 December in each calendar year.
- (2) The Board 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 report of the Board on the activities of the Club during the preceding Financial Year; and
 - (ii) the financial statements of the Club for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act; and
 - (c) to elect the Members of the Board.
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

37. Special General Meetings

- (1) Any General Meeting of the Club, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- (2) The Board may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 39 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 39 and the majority of members at the meeting agree.

38. Special General Meeting held at request of Members

- (1) The Board must convene a Special General Meeting if a request to do so is made in accordance with Rule 38(2) by at least 5% of the total number of Members.
- (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 Members requesting the meeting; and
 - (d) be given to the Secretary.

- (3) If the Board does not convene a Special General Meeting within one month after the date on which the 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 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under subrule (3).

39. Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 38(2), the Members convening the meeting) 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 place 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) comply with Rule 40(5).
- (3) This rule does not apply to a Disciplinary Appeal Meeting.

Note

Rule 29(4) sets out the requirements for notice of a Disciplinary Appeal Meeting.

40. Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary Appeal Meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.

- (4) If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (5) Notice of a General Meeting given to a Member under Rule 39 must—
 - (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

41. 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.

42. 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 41) of ten (10) Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
 - (a) in the case of a meeting convened by, or at the request of, Members under Rule 38—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 38.

- (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 given at the meeting and confirmed by written 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 Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

43. Adjournment of General Meeting

- (1) The Chair 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.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (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 adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 39.

44. Voting at General Meeting

- (1) On any question arising at a General Meeting—
 - (a) subject to subrule (3), each Member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) 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 Chair of the meeting has a second or 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.
- (4) This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Rule 30.

45. 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.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office;
- (b) to alter this Constitution, including changing the name or any of the purposes of the Club.

46. Determining whether resolution carried

(1) Subject to subsection (2), the Chair 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 poll (where votes are cast in writing) is demanded by three or more Members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
- (b) the Chair must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

47. Minutes of General Meeting

(1) The Board must ensure that minutes are taken and kept of each General Meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each Annual General Meeting must include—

- (a) the names of the Members attending the meeting; and
- (b) proxy forms given to the Chair of the meeting under Rule 40(6); and
- (c) the financial statements submitted to the Members in accordance with Rule 36(3)(b)(ii); and
- (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of the Board

48. Role and powers

- (1) The business of the Club must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Club except those powers that this Constitution or the Act require to be exercised by General Meetings of the Members of the Club.
- (3) The Board may—
 - (a) appoint and remove staff; and/or
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.

49. Delegation

- (1) The Board may delegate to a Member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition and Duties of the Board

50. Composition of the Board

- (1) The Board shall comprise—
 - (a) a Chairperson; and
 - (b) a Secretary; and
 - (c) a Treasurer; and
 - (d) ordinary Board members (if any) elected under Rule 59; and
 - (e) up to two (2) Board members appointed under Rule 61.
- (2) No one gender is to constitute less than two of the Board's members. For the avoidance of doubt, there must at all times be at least two males and two females filling the positions on the Board.

51. Chairperson

- (1) Subject to subrule (2), the Chairperson is the Chair for any General Meetings and for any Board meetings.
- (2) If the Chairperson is absent, or is unable to preside, the Chair of the meeting must be—
 - (a) in the case of a General Meeting—a Member elected by the other Members present; or
 - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

52. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the Register of Members in accordance with Rule 24; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in Rule 77(4), all books, documents and securities of the Club in accordance with Rules 83 and 87; and
 - (c) subject to the Act and this Constitution, provide Members with access to the Register of Members, the minutes of General Meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

53. Treasurer

- (1) The Treasurer must—
 - (a) collect and receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a General Meeting of the Club from the Club's funds; and
 - (d) ensure any other payments are signed or authorised by at least 2 Board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the Annual General Meeting of

the Club.

- (3) At least on an annual basis and prior to the end of each Financial Year, the Treasurer shall be required to effect a cash transfer of an amount which is equivalent to the annual subscription payable by a Social Member from the bank account into which annual subscriptions received from each Senior Member of the Club are deposited to the bank account maintained by the Pavilion Operations Committee.
- (4) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Club.

54. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with this Constitution and the Act.
- (2) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with this Constitution.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Club; and
 - (b) for a proper purpose.
- (5) Board members and former Board 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.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by this Constitution, a Board member must perform any other duties imposed from time to time by resolution at a General Meeting.

Division 3—Election of Board members and tenure of office

55. Eligibility

A Member is eligible to be elected or appointed as a Board member if the Member —

- (a) is 18 years or over; and
- (b) is entitled to vote at a General Meeting.

56. Positions to be declared vacant

At each Annual General Meeting of the Club, after the annual report and financial statements of the Club have been received, the Chair of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with Rules 57 to 60.

57. Nominations

- (1) An eligible Member of the Club may—
 - (a) nominate himself or herself; or
 - (b) with the Member's consent, be nominated by another Member.
- (2) Nominations of candidates for election of Board members must be:
 - (a) made in writing; and
 - (b) supported by 2 Members who are entitled to vote under Rule 20(2); and
 - (c) delivered to the Secretary of the Club not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting.
- (3) A candidate may be nominated for several positions on the Board.

58. Election of Chairperson, Secretary and Treasurer

- (1) At the Annual General Meeting, separate elections must be held for each of the following positions—
 - (a) Chairperson;
 - (b) Secretary;
 - (c) Treasurer.
- (2) If only one Member is nominated for the position, the Chair of the meeting must declare the Member elected to the position.
- (3) If more than one Member is nominated, a ballot must be held in accordance with Rule 60.
- (4) On his or her election, the new Chairperson may take over as Chair of the meeting.

59. Election of ordinary Board members

- (1) The Annual General Meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of Members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chair of the meeting must declare each of those Members to be elected to the position.
- (4) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 60.

60. Ballot

- (1) If a ballot is required for the election for a position, the Chair of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each Member present in person; and
 - (b) each proxy appointed by a Member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

61. Appointment of Appointed Board Members

- (1) The elected Board members may together appoint up to two Appointed Board Members.

- (2) Appointed Board Members may have specific skills in commerce, IT, finance, marketing, law or business generally or such other skills that complement the Board composition, but need not have experience in or exposure to hockey.
- (3) Appointed Board Members must:
 - (a) be over the age of 18 years and reside in Australia; and
 - (b) must be an eligible Member of the Club.

62. Term of office

- (1) Subject to subrule (3) and Rule 63, a Board member holds office until the positions of the Board are declared vacant at the next Annual General Meeting.
- (2) A Board member may be re-elected.
- (3) A General Meeting of the Club may—
 - (a) by Special Resolution remove a Board member from office; and
 - (b) elect an eligible Member of the Club to fill the vacant position in accordance with this Division.
- (4) A Member who is the subject of a proposed Special Resolution under subrule (3)(a) may make representations in writing to the Secretary or Chairperson of the Club (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Club.
- (5) The Secretary or the Chairperson may give a copy of the representations to each Member of the Club or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

63. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
 - (a) ceases to be a Member of the Club; or
 - (b) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of secretary if they do not reside in Australia.

64. Filling casual vacancies

- (1) The Board may appoint an eligible Member of the Club to fill a position on the Board that—
 - (a) has become vacant under Rule 63; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a Member to the position within 14 days after the vacancy arises.
- (3) Rule 62 applies to any Board member appointed by the Board under subrule (1) or (2).

- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Board Meetings

65. Board meetings

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) Special Board meetings may be convened by the Chairperson or by any 3 Board members.

66. Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 2 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board 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 the meeting is the business for which the meeting is convened.

67. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 66 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an Absolute Majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

68. Procedure and order of business

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

69. Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board 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.

70. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under Rule 69) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special 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 66.

71. Decisions of the Board

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote. Subject to this Constitution, a motion is carried if a majority of Board members present at the meeting vote in favour of the motion. If votes are divided equally on a question, the Chair of the meeting has a second or casting vote. Voting by proxy is permitted.
- (2) Outside of a Board meeting, a resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by all the Board members shall be as valid and effectual as if it had been passed at a meeting of Board members duly convened and held.

72. Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The Board member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the Board member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the Board member has in common with all, or a substantial proportion of, the Members of the Club.

73. Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 72.

74. Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

75. Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, levies, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

76. Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the Club, the Board may approve expenditure on behalf of the Club.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or in accordance with such delegation as the Board determines.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

77. 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) Separate financial statements are to be maintained and reported for such committees or divisions of the Club as the Board shall determine. At the date of the adoption of this Constitution, separate financial statements are to be produced for:
 - (a) the Pavilion Operations Committee; and
 - (b) the Doncaster Regional Hockey Centre Division.
- (3) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (4) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current Financial Year; and
 - (b) any other financial records as authorised by the Board.

78. Financial statements

- (1) For each Financial Year, the Board 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 Board;
 - (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—LIQUOR LICENCE

79. Provisions under the Liquor Act

Notwithstanding any other provision contained in this Constitution, the following provisions apply during such periods of time when the Club holds a Club Licence pursuant to the Liquor Act:

- (1) The payment of any amount to a Board member or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor is precluded.
- (2) A visitor to the Club's premises must not be supplied with liquor in the Club's premises unless the visitor is a guest in the Club of a Member of the Club who is admitted in accordance with this Constitution and By Laws of the Club.

- (3) A person cannot:
- (a) be admitted as an honorary or temporary Member of the Club (if the Club has these types of membership); or
 - (b) be exempted from the obligation to pay the subscription applicable to membership of the Club -
- unless the person is of a class specified in the Constitution and the admission or exemption is in accordance with the Constitution.
- (4) A person under the age of 18 years cannot be admitted to membership of the Club unless that person is a Member of a sporting team of the Club.
- (5) The Board members of the Club must be elected for a term of not less than 12 months by Members of a class of Members that constitutes not less than 60% of the total membership of the Club, excluding temporary or honorary Members and persons who are Members by reason only of reciprocal arrangements with another Club or sporting club and persons whose rights as Members are limited to rights as social or neighbourhood Members.
- (6) The facilities of the Club are provided and maintained from the joint funds of the Club.
- (7) No person shall be entitled to receive a greater profit, benefit or advantage from the Club than that to which any Member is entitled.

PART 8—MATTERS PERTAINING TO PLAYING

80. Club colours

The Club colours shall be green and gold.

81. Registration fees

- (1) Those Members of the Club who wish to play in a Club team shall be required to pay registration fees to the Club.
- (2) The amount of the registration fee payable by a playing Member shall be determined by the Board from time to time.
- (3) The registration fee is payable by a playing Member prior to the commencement of the season. Where a playing Member has failed to pay in full his or her registration fees by the commencement of Round 5 in a season without having made arrangements acceptable to the Treasurer, that playing Member shall be prohibited from playing in any further games with the Club until payment in full is received.

82. Taking of club property

A playing Member may be granted permission to take possession of an item of property belonging to the Club. Permission may only be granted by a Board member of the Club or by the General Manager of the Club. The item of property so borrowed or taken by a playing Member shall be returned when a request is made by a Board member of the Club or when the playing Member ceases to be a Member of the Club, whichever event first occurs.

PART 9—GENERAL MATTERS

83. 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 Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary.

84. Registered address

The registered address of the Club is—

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

85. By-Laws

- (1) The Board has power to make By Laws concerning membership application and qualification for membership of the Club and any other matter which the Board believes suitable for including in such By Laws.
- (2) A Material Provision of the By-Laws shall not be capable of being amended, changed, varied or deleted by the Board alone unless and until the following process has been observed:
 - (a) Any proposal to amend, change, vary or delete (the "Variation") a material provision of the By-Laws of the Club shall be provided in writing and affixed to the Club noticeboard in the Club's premises. Full particulars of the proposed Variation shall be provided together with such other supporting or explanatory material as the Board shall deem appropriate.
 - (b) A meeting of Members (the "By-Laws Meeting") shall be held on a date which is not less than twenty eight (28) days after the notification of the proposal is affixed to the Club noticeboard.
 - (c) Ten Members (and being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the conduct of the business of a By-Laws Meeting.
 - (d) If within half an hour after the appointed time for the commencement of a By-Laws Meeting a quorum is not present, the Board shall proceed with the proposed Variation and shall have full power to determine all incidental matters relating to the proposed Variation. The Secretary shall place an announcement on the noticeboard to notify Members of the Variation.

- (e) If within half an hour after the appointed time for the commencement of a By-Laws Meeting, a quorum is present, the Members present shall be given the opportunity to discuss the proposed Variation. Voting on the proposed Variation shall be conducted in accordance with Rule 44. If a simple majority of the Members vote in favour of the proposed Variation, such Variation to the By-Laws of the Company will become immediately effective and binding upon all Members.

86. Notice requirements

- (1) Any notice required to be given to a Member or a Board member under this Constitution may be given—
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under Rule 67.
- (3) Any notice required to be given to the Club or the Board may be given—
 - (a) by handing the notice to a Member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

87. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the Register of Members;
 - (b) the minutes of General Meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

Note

See note following Rule 24 for details of access to the register of members.

- (2) The Board 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 Board must on request make copies of this Constitution available to Members and applicants for membership free of charge.

(4) Subject to subrule (2), a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee 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.

88. 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.

89. Alteration of Constitution

This Constitution may only be altered by Special Resolution of a General Meeting of the Club.

Note

An alteration of this Constitution does not take effect unless or until it is approved by the Registrar. If this Constitution (other than rule 1, 2 or 3) are altered, the Club is taken to have adopted its own rules, not the model rules.
