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## 1. NAME

The name of the incorporated association shall be Toowoomba Hockey Association Incorporated (in these Rules called the "Association").

## 2. OBJECTS

The objects for which the organisation is established are:

- a) To foster and control the game of Hockey being either indoor hockey or outdoor hockey, for male and female competitors in the Toowoomba area, and such other places adjoining the Toowoomba area as Hockey Queensland may permit;
- b) To arrange, manage and control all games between Affiliated Clubs and/or Affiliated Associations in competition within the said area and any games between intra-state, inter-state and international teams as may occur from time to time;
- c) To publicise, promote and foster Hockey within the educational institutions in Toowoomba and surrounding areas and among all interested persons;
- d) To control all or any Affiliated Associations or Affiliated Clubs formed within its boundaries provided however that it may grant permission to any Association to become affiliated with its State parent body.

## 3. POWERS

The powers of the Association are:

- a) To subscribe to, become a member of, and co-operate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of *Rule 24 i*;
- b) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Association: Provided that in case the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- d) To erect and build and maintain buildings upon any real and/or leasehold property;
- e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f) To appoint, employ, pay, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- g) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvements, maintenance, development, working management, carrying out, alteration or control thereof;
- i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

- l) To obtain guarantors for the purpose of loan raising and security thereof;
- m) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge lien or other security upon the whole or any part of the incorporated association's property or assets present securities where applicable to Regulation 32 (14) or the Collections Regulations 1975;
- n) To raise funds by subscription, fees, fines or other means determined;
- o) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- p) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- q) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- r) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in *Sub-rule 3*;
- s) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- t) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- u) In furtherance of the objectives of the Association to amalgamate fully or in part with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among it or their members to an extent at least as great as that imposed upon the Association under or by virtue of *Rule 24 (i)*;
- v) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- w) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated association with which the Association is authorized to amalgamate;
- x) To make donations for patriotic, charitable, sporting or community purposes;
- y) To subscribe to any local or other public charities and to grant donations for any public purposes;
- z) To conduct, manage and maintain a social and sporting club license under the appropriate Government Acts or otherwise, to cater for the social and sporting needs of all classes of membership;
- aa) To carry on such trade or business as may be hereafter determined for the benefit of the Association and not for personal profit;
- bb) In furtherance of the objects of the Association to apply for and obtain a Registered Club Licence or licenses or Certificate of Registration under and Act relating to Liquor, Gaming or Betting Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Manager or Managers or other Officer or Officers to act as Licensee or Licensees on behalf of the Association;
- cc) In furtherance of the objects of the Association to obtain and hold any licence or permission if necessary for and to carry on the business of Restaurant Keepers and/or sellers of tobacco, cigars, cigarettes, alcohol and all kinds of goods, provisions, or services required to desired by members;
- dd) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- ee) Through its Board of Directors or its Judiciary Committee to hear, investigate and adjudicate or referee any dispute which may arise between a player and any Affiliated Club or Affiliated Association provided a written complaint is received from either party with a request to adjudicate such dispute;
- ff) Through its Board of Directors or its Judiciary Committee to hear, investigate and determine any charge or complaint against any Affiliated Club or Affiliated Association or against any member of this

Association or any member of an Affiliated Club or Affiliated Association and to take such action as may be deemed proper;

- gg) Through its Board of Directors or its Judiciary Committee, to suspend and/or impose fines; and/or impose bans on the use of Association facilities and/or leasehold, real and personal property; on players, members, clubs and associations affiliated with the Association for any period and/or amounts as the Board of Directors or Judiciary Committee considers warrants such action including, but not limited to, acts and omissions which the Board of Directors or Judiciary Committee considers detrimental to the game of Hockey or the Association or breach of any of these Rules or the By-Laws;
- hh) Through its Board of Directors or its Judiciary Committee to terminate membership of any player, member, Affiliated Club or Affiliated Association subject to any rights of appeal elsewhere contained herein;
- ii) Through its Board of Directors or its Appeals Committee, as applicable in the particular circumstances, to reverse or vary the imposition of any suspension, fine, ban or termination of membership as deemed appropriate from time to time;
- jj) To accept or reject all applications for membership in any class;
- kk) To do all such acts and things, whether solely or in conjunction with any person or persons, as the Association may in its absolute discretion consider incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **4. AFFILIATIONS**

- a) Clubs and Associations concerned with the sport of Hockey within the district of the Association shall be eligible to apply to become affiliated to the Association.
- b) Such affiliation, if granted by the Board of Directors, shall be for a period twelve (12) month period.
- c) Initial application for affiliation and application for yearly renewal shall be in writing in the form prescribed from time to time and accompanied by the fees applicable from time to time.
- d) Clubs and Associations affiliated with the Association and their members shall thereby be taken to accept and be bound by the rules and By-Laws of the Association and shall at all times comply with such rules and By-Laws.
- e) No club or Association which is not affiliated with the Association shall be entitled to participate in or be connected with the playing of Hockey which is under the control of the Association.

#### **5. CLASSES OF MEMBERS**

The membership of the organisation shall consist of the following classes:

- Life Members.
- Ordinary Members.
- Social Members
- Honorary/Temporary Members.
- Corporate Members.

#### **DEFINITIONS:**

##### **Life Member**

- a) The Association may at any Annual General Meetings elect as a Life Member of the Association any member or former member of the Association who has made an outstanding contribution to the advancement of Hockey in the Toowoomba area for a period of not less than fifteen years.
- b) The number of Life Memberships conferred in any one year may be determined from time to time by the Board of Directors.
- c) Application for Life Membership shall be submitted in writing not less than one calendar month prior to the Annual General Meeting by an Affiliated Club or Affiliated Association and must be signed by two financial ordinary members of the Association who are members of the nominating club or Association.
- d) The application shall first be submitted to the Board of Directors who shall meet and by a majority vote approve such nomination for submission to the Annual General Meeting. Any application not so approved shall go no further. On submission of such application to the Annual General Meeting, Life Membership may be granted on a majority vote by ballot.
- e) Life Members shall be entitled to speaking privileges at all Association meetings and the privilege of voting at any General Meeting of the Association.

- f) Life Members of the former unincorporated Association are Life Members of the Toowoomba Hockey Association Incorporated.

### **Ordinary Member**

An Ordinary Member shall be any person who is associated with a Hockey Club affiliated with Toowoomba Hockey Association who is an active participant in or contributor to the sport of Hockey and has attained the age of eighteen years.

### **Social Member**

A Social Member shall be any person who is not necessarily actively engaged in the sport Hockey, but who wishes to participate in the social activities conducted by the Association for the benefit of Hockey. A Social Member shall not be entitled to vote at any Annual General Meetings or General Meetings of the Association, nor contest any election of Office Bearers of the Association. A social member shall not be entitled to a copy of the Annual Report.

### **Honorary/Temporary Member**

An Honorary and/or Temporary Membership may be conferred or revoked by the Board of Directors or their Representative on any member of a sporting team which is unaffiliated with the Association or on any bonafide visitor for the duration of their visit where any such member or visitor is attending at the premises of the Association for bonafide purpose of a match, carnival or function relating to Hockey with such membership being for the period of such match, carnival or function only. Such holders of Honorary/Temporary Membership shall not be entitled to vote at any meetings of the Association or to hold Office in any Capacity in the Association and such membership can be revoked by the Board of Directors or their Representative.

### **Corporate Member**

A corporation may qualify for Membership by payment of a substantial donation to the Association or by acceptance of Corporate Membership provisions as offered by the Association from time to time. Holders of Corporate Membership shall not vote at any Annual General meeting or General Meeting of the Association nor contest any election of office Bearers of the Association unless they qualify to do so under the provisions laid down for Ordinary Membership.

### **Limitations:**

- a) The number of Life Members is unlimited.
- b) The number of Ordinary Members is unlimited.
- c) The number of Social Members is unlimited.
- d) The number of Honorary/Temporary Members is unlimited.
- e) The number of Corporate Members is unlimited.

### **Members Entitlement:**

Subject to limitations within the above definitions of classes of members, no member shall be entitled to any benefit or advantage from the Association which is not shared equally by every other member thereof.

## **6. MEMBERSHIP APPLICATION:**

- a)
  - i. Every applicant for any class of membership, except social members and other than Honorary or Temporary Members of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board of Directors from time to time prescribes.
  - ii. Social members must complete a social member application form and membership remains provisional until approved by the Board of Directors.
- b) Particulars of all proposals for membership (other than as Honorary or Temporary Members) of the Association shall forthwith upon the making of the same, be entered, in the order of time which such proposals are received by the secretary of the Association, in a book (hereinafter referred to as the "Proposed Members Register") to be kept by the secretary (every such entry setting forth the full name and address of the person proposed and the time and date of the receipt by the secretary of the proposal), and, in relation to any and every vacancy howsoever arising in the membership of the Association, that every proposal shall, subject to Rule 7 (A), be dealt with and determined in the order or priority in which it is so recorded.
- c) The membership fee for each social and ordinary membership and for each class of membership (if applicable) shall be:

- The amount decided by the Board of Directors from time to time at a general meeting and;
- Payable when, and in any way, that the Board of Directors decides.

## **7. ADMISSION AND REJECTION OF MEMBERS**

- All proposals for membership (other than as Honorary or Temporary Members) of the Association shall be dealt with and determined by the Board of Directors at a meeting or meetings duly convened, and that a Record (hereinafter referred to as the "Members Admission Book") shall be kept by the secretary of the Association of the time and date of the holding of every such meeting, the names of the members present and voting on the question of admission of each and every person proposed as a member at such meetings, and of the names of the persons so proposed and whether they are accepted as members or not.
- Any applicant who receives a majority of the votes of the members of the Board of Directors present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- Upon the acceptance or rejection of an application for any class of membership, other than Honorary/Temporary Members, the secretary shall forthwith give the applicant notice in writing of such an acceptance or rejection. The Board of Directors need not give any reason for the rejection of an application for membership.

## **8. TERMINATION OF MEMBERSHIP AND OTHER MATTERS**

- A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- If a member:
  - is convicted of an indictable offence; or
  - fails to comply with any of the provisions of these rules or By-Laws;
  - has membership fees in arrears for a period of two months or more;
  - conducts himself or herself in a way considered injurious or prejudicial to the character of interests of the Association;
  - conducts himself or herself in a way which has breached the Association's behaviour protocol;
 then the Board of Directors shall consider whether his or her membership shall be terminated, suspended or other punishment imposed.
- In the event of the Board of Directors receiving any complaint or charge against any player, member of the Association, member of an Affiliated Club or Affiliated Association, the Board of Directors shall hear, investigate and determine same or refer same to the judiciary committee.
- In relation to *Rules 8 (b) and (c)*. in the event of a hearing by the Board Of Directors:
  - The party shall be given notice in writing at least one (1) week prior to the meeting at which the matter/s or complaint/s or charge/s will be considered and shall be given particulars of such matter/s or complaint/s or charge/s.
  - The party concerned shall be given a full and fair opportunity of presenting his or its case and if the Board of Directors resolves to take action it shall instruct the secretary to advise the party in writing of the action decided upon.
  - The Board of Directors may exercise any of the powers, which it has as referred to in *Rule 3* of these rules.
  - Except as provided for in *Rule 9* of these rules, the decision shall be final and binding with no right of appeal.
- In the case of the Board of Directors acting under its power referred to in *Rule 3 ee, Rule 8 (d)i* and ii shall apply and the decision of the Board of Directors shall be final and binding with no right of appeal.

During a period of suspension imposed by the Board of Directors or Judiciary committee any party may not attend any duly constituted meeting of the Association unless requested to do so in writing by the Board of Directors nor use any of the Association's facilities and/or real, leasehold and personal property without written permission of the Board of Directors.

## **9. APPEAL AGAINST TERMINATION OF MEMBERSHIP**

- a) A person whose membership has been terminated under the rules of the Association may, within one calendar month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Board of Directors.
- b) Upon receipt of written notification of a member's intention to appeal against termination of his/her membership the secretary shall convene within three calendar months of the date of receipt of such notice a General Meeting to determine the appeal.

At any such meeting, the applicant shall be given the opportunity to fully present his/her case and the Board of Directors, or those members thereof, who were instrumental in the termination of the membership, subsequently shall likewise have the opportunity of its or their case. The appeal shall be determined by the vote of members present at such meeting provided always that such meeting shall have a quorum.

- c) Where a person, whose membership is terminated does not appeal against the decision of the Board of Directors within the time prescribed by these Rules the termination will stand and all fees paid for the current year forfeited.

## 10. REGISTER OF MEMBERS

- a) The Board of Directors shall keep a register in which shall be entered the names and residential addresses of all persons admitted to membership of the Association, and the details of their admission.
- b) Particulars shall also be entered into the Register of Deaths, Resignations, terminations, and reinstatement of memberships and any further details as the Board of Directors or the Association may require from time to time.
- c) The Register shall be open for inspection at all reasonable times by any member who previously applies in writing to the Secretary for such inspection.
- d) The Membership Register shall remain the confidential property of the Association and shall be used for no other purpose than those provided for in these rules.
- e) The Board of directors may, on application of a member of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Board of Directors has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## 11. MEMBERSHIP OF BOARD OF DIRECTORS

- a)
  - i. The Board of Directors of the Association shall consist of the following members all of whom must be Ordinary or Life Members of the Association:  
 A President, Vice-President, Treasurer (only two of whom may be members of the same Hockey Club), an elected Director from each major Hockey Club and a Director representing hockey.
  - ii. The Board of Directors may also nominate an independent Director as outlined in point 11 c iv.
- b)
  - i. At the 1993 Annual General Meeting, all the members of the Board of the Directors for the time being shall retire from office.
  - ii. At the 1994 Annual General Meeting and any General Meeting thereafter, one-third (1/3) of the members of the Board of Directors for the time being shall retire from office. Should such calculation of one-thirds (1/3) result in a fraction of a number, then such fraction shall be rounded off to the nearest whole number. Those required to retire shall be the longest serving on the Board since their last election. In the case of Directors of equal duration of service, the one/s required to retire shall, unless otherwise agreed amongst themselves.
  - iii. Any retiring member of the Board of Directors shall, upon nomination, be eligible for re-election.
  - iv. At each Annual General Meeting of the Association, the members in the positions due for re-election must retire from office. They are eligible however, if nominated, for re-election.
  - v. A person may be a candidate only if the person is not ineligible to be elected under Section 61 of the Association Incorporation Act 1981 in respect to bankruptcy.
  - vi. At the 2008 Annual General Meeting of the Association, the Hockey Director shall replace the former Minor Clubs Director. This appointment shall be for the remaining term of the Minor Clubs Director at which time further delegates must be nominated in accordance with this agreement.
  - vii. The Hockey Director can be nominated by any two Ordinary Members of the Toowoomba Hockey Association.
- c) The election of Officers and Directors shall take place in the following manner:

- i. In the event of a contested position by more than one nominee a formal secret ballot is to be conducted. Following which all ballot papers are to be destroyed. In the event of a tied vote, the President's casting vote will be used.
  - ii. Any two financial Ordinary or Life Members may nominate any other financial Ordinary or Life Member to serve as President, Vice-President or Treasurer. The nominations, which shall be in writing and signed by the Proposer and Secunder shall be lodged with the Secretary or Executive Directors at least 21 days prior to the Annual General Meeting at which the elections are to take place.
  - iii. Each Major Club may nominate no more than three candidates to contest election as Director, only one of whom shall be elected.
  - iv. In addition to these Directors, the Board of Directors may at their absolute discretion nominate a further Independent Director, who must also be an Ordinary Member, as they see fit. The said Director shall be appointed for a three year term following approval of their appointment at either an Annual General Meeting or a Special General Meeting of the Association. The approval of that appointment must be voted on by members in accordance with this agreement and:
    - In the event that the Independent Director vacates his/her position on the Board (for whatever reason), the position cannot be filled except by the process in *Rules 11 and 12* at the Annual General Meeting of the Association
  - v. All nominations for Director must be submitted in writing and be signed by two officers of the nominating Club or Association or Sub-Committee as Proposer and Secunder and be lodged with the Secretary or Executive Director at least 21 days prior to the meeting at which the election is to take place.
  - vi. In the event of a major club nominating only one candidate, such a candidate will require 2/3 of all votes cast to be declared elected.
 

Should a single candidate fail to achieve 2/3 of all votes cast a nomination from the Club that he/she represents, can be taken from the floor and must also obtain 2/3 of all votes cast. If after two ballots no result has been obtained, the Board at the first available opportunity shall all on the Club to provide an appointee acceptable to the majority of Board who shall then be appointed to the Board.
  - vi. A list of the candidate's name, in alphabetical order with the proposer and secunder's names and the Club or Sub-Committee or Affiliated Association which they represent (if applicable) shall be posted in a conspicuous place in the office, clubhouse or usual place of meeting at which the election will take place no less than seven (7) days prior to the Annual General Meeting.
- ix. Ballot Papers**
- The ballot papers shall be prepared in a manner prescribed by the Returning Officer. Unless otherwise directed by the Returning Officer, the Candidates shall be listed in alphabetical order and each current financial member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- x. Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting, provided that the person/s nominated is/are present and accept the nomination.
  - xi. For the purpose of conducting the annual election of Office Bearers, the Board of Directors shall appoint a suitable Returning Officer and at least two scrutineers, none of whom shall be contestants. If the Returning Officer or either of the scrutineers is a current financial member then he or they shall remain entitled to vote.
- d) Appointment or Election of Secretary
- The secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border who is:
- A member of the Association elected by the Association as Secretary;
  - Any of the following persons appointed by the Board of Directors as Secretary:
    - i. A member of the Association's Board of Directors.
    - ii. Another member of the Association.
    - iii. Another person.



If a vacancy happens in the office of Secretary, the members of the Board of Directors must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.

If the Board of Directors appoints a person mentioned in *11 d* as Secretary, other than to fill a casual vacancy on the Board of Directors, the person does not become a member of the Board of Directors.

However if the Board of Directors appoints a person mentioned in *11 d ii* as Secretary to fill a casual vacancy on the Board of Directors, the person then becomes a member of the Board of Directors.

If the Board of Directors appoints a person mentioned in *11 d iii* as Secretary, the person does not become a member of the Board of Directors

In this rule – casual vacancy, on a Board of Directors, means a vacancy that happens when an elected member of the Board of Directors resigns, dies or otherwise stops holding office.

e) Removal of Secretary

- i. The Board of Directors of the Association may at anytime remove a person appointed by the committee as Secretary.
- ii. If the Board of directors removes a Secretary who is a person mentioned in *Rule 11 b i*, the person remains as a member of the Board of Directors.
- iii. If the Board of Directors removes a Secretary who is a person mentioned in *Rule 11 b ii* and who has been appointed to a casual vacancy on the Board of Directors under *Rule 11 d*, the person remains as a member of the Board of Directors.

f) Functions of Secretary

The Secretary's functions shall include but are not limited to:

- Calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association.
- Keeping minutes of each meeting.
- Keeping copies of all correspondence and other documents relating to the Association.
- Maintaining the register of members of the Association.

Any member of the Board of Directors may resign from membership of the Board of Directors at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

- g) To ensure the business of the Association can be discharged members of the Board of Directors attendance at Board meetings is required. Should a member of the Board of Directors pro-rata attendance fall below 80% of the meetings called or fails to attend two (2) consecutive meetings without the express and majority approval of the Board of Directors, they may be required to show cause as to why their position should not be declared vacant.

It is the responsibility of the Secretary to monitor attendance and move any motion requiring a Director to 'Show Cause' at the meeting following the carrying of any 'Show Cause' Motion.

Should the Board determine that the relevant Director has failed to adequately 'Show Cause' their position will be declared vacant.

Any Vacancy resulting from a 'Show Cause' process would be filled in accordance with Part 12 of the Constitution **VACANCIES ON THE BOARD OF DIRECTORS**

## 12. VACANCIES ON THE BOARD OF DIRECTORS

- a) In the event of an elected director vacating his/her position on the Board (for whatever reason), the Board of Directors at their discretion may elect a new Director to fill the vacancy. Any Director elected at the discretion of the Board of Directors must be presented at any subsequent Annual General Meeting for election to serve out the remainder of the term of that directorship.
- b) The continuing members of the Board of Directors may act notwithstanding any casual vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members on the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

- c) A Director's position is to be immediately declared vacant in terms of Section 64 (2) of the Associations Incorporation Act 1981. This incorporates the following:
  - i. Death of a Director.
  - ii. A Director becoming bankrupt or compounding with creditors or otherwise taking advantage of the laws in force for the time being in relation to bankruptcy.
  - iii. A Director being convicted of an offence under this Act.
  - iv. A Director being convicted on an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine.
  - v. A Director having been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

### **13. FUNCTIONS OF THE BOARD OF DIRECTORS**

- a) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting of the Board of Directors:
  - i. Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - ii. Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- b) The Board of Directors may exercise all the powers of the Association:
  - i. To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Associations, property, both present and future, and to purchase, redeem or pay off any such securities;
  - ii. To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and
  - iii. To invest in such manner as the Board of Directors of the Association may from time to time determine.
  - iv. As indicated in Rule 3 of these Rules as being exercisable by the Board of Directors and as elsewhere provided for in these rules.

### **14. MEETINGS OF BOARD OF DIRECTORS**

- a) The Board of Directors shall meet at least once in every calendar month to exercise its functions.
- b) A special meeting of the Board of Directors shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Board of Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- c) At every meeting of the Board of Directors the number of members required to constitute a quorum shall be as follows:
  - i. If there are 10 members on the Board of Directors – 6 board members shall be required to constitute a quorum.
  - ii. If there are nine (9) or less Directors on the Board of Directors – five (5) Board members shall be required to constitute a quorum.
- d) Subject to the provisions of this rule the Board of Directors may meet together and regulate its proceeding as it thinks fit provided that questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of equality of votes the chairman shall have a second or casting vote.

- e) A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising there out, and if he does so vote his votes shall not be counted.
- f) Not less than seven (7) days notice shall be given by the Secretary to members of the Board of Directors of any special meeting of the Board of Directors. Such notice shall clearly state the nature of the business to be discussed thereat.
- g) The President shall preside as Chairman at every meeting of the Board of Directors, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- h) If within half an hour from the time appointed for the commencement of a Board of Directors meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall lapse.

## **15. SUB-COMMITTEE**

- a) The Board of Directors may delegate any of its powers to a Sub-Committee consisting of such members of the Association as the Board of Directors thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.
- b) A Sub-Committee may elect a Chairman of its meeting. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, members present may choose one of their members to be Chairman of the meeting.
- c) A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- d) All Sub-Committee activity including funds raised by Sub-Committees shall at all times remain under the control of the Board of Directors.
- e) All acts done by any meeting of the Board of Directors or of a Sub-Committee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.
- f) A resolution in writing signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Board of Directors.

## **16. ANNUAL GENERAL OR GENERAL MEETING**

- a) The Annual General Meeting shall be held no less than one and no more than three months after the close of the financial year.
- b) The business to be transacted at every annual general meeting shall be:
  - i. The receiving of the Board of Director's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - ii. The receiving of the Auditor's report upon the books and accounts for the preceding financial year;
  - iii. The appointment of Patron;
  - iv. The election of members of the Board of Directors; and
  - v. The appointment of an Auditor;
  - vi. To deal with any other business of which due notice has been given;

- vii. To deal with any other business that the meeting may approve being brought forward without notice provided that such business does not aim at the alteration or addition to the rules or rescission thereof or removal of any office bearer from his/her office or member from membership of the Association.
- c) The Secretary shall convene a special general meeting.
- i. When directed to do so by the Board of Directors; or
  - ii. On the requisition in writing signed by the members of the Board of Directors or ordinary members as follows:
    - If there are 10 members on the Board of Directors – four (4) Board members or 21 ordinary members must sign the requisition.
    - If there are nine (9) or less members on the Board of Directors – three (3) Board members or 19 ordinary members must sign the requisition.
  - iii. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - iv. On being given notice in writing of an intention to appeal against the decision of the Board of Directors to terminate membership of any person.
  - v. At any general meeting the number of members required to constitute a quorum shall be as follows:
    - If there are 10 members on the Board of Directors – 21 members;
    - If there are nine (9) or less members on the Board of Directors – 19 members.
  - vi. No business shall be transacted at any general meeting unless a quorum of members is present in person at the time when the meeting proceeds to business.
  - vii. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors or the Association, shall lapse. In any other cases it shall stand adjourned to the same day in the next week at the same time and place as the Board of Directors may determine. This process will continue until a quorum is achieved.
  - viii. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - ix. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
  - x. The Secretary shall convene all general meetings of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association.
  - xi. Such notice shall be published in the local newspaper. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of his membership by the Board of Directors, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
  - xii. Unless otherwise provided by these Rules, at every general meeting:
    - The President shall preside as Chairman, or if there is no President, or if he is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their members to be the Chairman of the meeting;
    - The Chairman shall maintain order and conduct the meeting in a properly and orderly manner;
    - Every question, matter or resolution shall be decided by a majority of votes of the members present;
    - Every current financial member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his or her annual subscription is more than one month in arrears at the date of the meeting;

- Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which ballot was demanded.
- Voting shall not be permitted by proxy. All members who intend to vote at the meeting will be required to attend in person.
- The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Directors meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any Financial Ordinary or Life Member who previously applies to the Secretary for that inspection and on payment of a fee of no less than \$10.00. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Directors meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Board of Directors meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of the meeting or the Chairman of the next succeeding general meeting or annual general meeting.

## 17. JUDICIARY COMMITTEE

- a) A panel of five (5) shall be appointed by the Board of Directors to serve as the Judiciary Committee with only three (3) sitting members at each hearing.
- b) At the first meeting of the Board of Directors after the Annual General Meeting, nominations shall be called for appointments to the Judiciary Committee. Nominations shall then be considered by the Board of Directors and determined by the conduct of a ballot, successful members shall immediately thereupon be appointed to the committee. The secretary shall forthwith advise, in writing, the successful members of their appointment.
- c) The term of the members of the committee shall commence immediately upon appointment and shall be for approximately one (1) year terminating on the appointment of the judiciary committee for the following year. Members shall be eligible to be reappointed to the committee from year to year.
- d) In the event of one (1) or more of the committee being unable to sit on any occasion/s the President of the Association is empowered to appoint person/s to temporarily fill the vacancy/ies.
- e) If any member of the committee fails to attend three (3) consecutive sittings of the committee without approval of the Board of Directors or for any other reason deemed proper by The Board of Directors, the Board of Directors may declare his or her position vacant and thereupon call for nominations for the position. The above procedures concerning election of Committee members shall apply.
- f) The committee shall hear, investigate and determine any matter involving the infringement of rules in playing the game of Hockey and their decision in such matters shall be final and binding on all parties with no right of appeal, subject to *Subrule 17 k* hereof.
- g) The committee shall hear, investigate and make recommendations to the Board of Directors in any other matter referred to is by the Board of Directors and in any such matter the decision of the Board of Directors shall be final and binding on all parties with no right of appeal.
- h) The committee shall allow all parties to any matter before it to know the nature of the matter under consideration a reasonable time beforehand and shall give each such party a full and fair opportunity of presenting his/its case. In decisions made under subparagraph (F) hereof the committee shall arrange for any party directly involved to be notified of its decision as soon as practicable.
- i) The committee shall have the powers referred to in *Rule 3* as applying to the committee.
- j) *Rule 14 b and c* shall apply to the committee, as far as applicable.
- k) Notwithstanding any other provision herein, any party to a determination by the Judiciary Committee shall have the right of appeal to the Appeals Committee strictly limited however to the issue of the severity of the penalty imposed or the failure to impose any penalty and, in those circumstances, the decision of the Appeals Committee shall be final and binding on all parties with no further right of appeal.

## 18. LEGAL OR OTHER REPRESENTATION

Notwithstanding any other provision herein, in relation to any hearing by the Board of Directors or the Judiciary Committee or the Association any party or parties concerned shall not have any right to representation by any legal or other person at such hearing. However, should any party or parties concerned establish special or

unusual circumstances justifying the allowance of any such representative then, in their absolute discretion, the board of Directors, Judiciary Committee or Association, as applicable, may grant special permission for such representation at such hearing. In the event of such special permission being granted to any party or parties, any opposing party or parties involved shall thereupon be automatically entitled to either legal or other representation as they see fit and, if necessary, the hearing shall be adjourned to permit such opposing party or parties involved to arrange such representation.

#### **19. BY-LAWS**

The Board of Directors may from time to time make, amend or repeal By-Laws, not inconsistent with these Rules, and any By-Law may be set aside by a General Meeting of members.

#### **20. LIQUOR**

The Association, its member, Affiliated Clubs and Affiliated Associations shall at all times comply with laws regarding minimum age for consumption of liquor and generally all laws in any way relating to the supply and consumption of liquor.

#### **21. COMPUTERISATION**

Should any bookkeeping, accounting or other affairs of the Association become computerised then any provisions of these Rules relating to recording of any matter by or on behalf of the Association shall be read and construed as requiring ordinary computerised recording instead.

#### **22. ALTERATION OF RULES**

Subject to the provisions of the Association Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane and the Licensing Commission.

#### **23. COMMON SEAL**

The Board of Directors shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board of Directors and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

#### **24. FINANCIAL**

- a) The fund of the Association shall be banked in the name of the Association in such Bank as the Board of Directors may from time to time direct.
- b) Proper books of accounts shall be kept and maintained either in writing or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- c) All monies shall be banked as soon as practicable after receipt thereof.
- d) Cheques shall be crossed "not negotiable" except those in payment of wages or allowances or petty cash recouplement's which may be open.
- e) The Board of Directors shall determine the amount of petty cash which shall be kept on the imprest system.
- f) All expenditure or borrowings shall be approved or ratified at a Board of Directors meeting.
  - i. A payment by the Association of \$100 or more must be made by cheque or electronic transfer
  - ii. If a payment of \$100 is made by cheque, the cheque must be signed by any 2 of the following:
    - The President
    - The Secretary
    - The Treasurer
    - Any one (1) of three (3) members of the Association who have been authorised by the Board of Directors to sign cheques or electronic transfers issued by the Association.
  - iii. However one (1) of the persons who signed the cheque or electronic transfer must be the president, secretary or treasurer.
  - iv. These signing guidelines also to apply to any borrowings as authorised by the Board of Directors.
- g) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a Statement containing particulars of:

- i. The income and expenditure for the financial year just ended; and
  - ii. The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- h) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- i) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or to any officers or servants of Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **25. REAL PROPERTY**

Any purchase or disposal of real property must be approved by a majority of members carried at any annual general meeting or special general meeting.

## **26. DOCUMENTS**

The Board of Directors shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **27. FINANCIAL YEAR**

The financial year of the Association shall close on 30<sup>th</sup> September in each year.

## **28. DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their members to an extent at least as great as is imposed on the association under or by virtue of *Rule 24 i* such institution or institutions to be determined by the members of the Association.

## **29. DEFINITION AND INTERPRETATION**

In interpretation of these rules, wherever the context so admits, words denoting the singular number only include the plural number and vice versa and the masculine shall include the feminine and vice versa.

**MONTH** Shall mean calendar month.

**MAJOR CLUB** Shall be a club that has been granted affiliation of the Toowoomba Hockey Association and which can maintain the following hockey teams:

- a) One A1 hockey team of either sex;
- b) A minimum of two (2) senior teams comprising either A2 or A3 of either sex;
- c) A minimum of three (3) junior teams of either sex.

A **MINOR CLUB** will be any club granted affiliation of the Toowoomba Hockey Association, which cannot comply with the requirements of being a major club.

## **30. TRANSITIONAL**

- a) The provisions of clauses 11 (a), 12 of the rules of the Association relating to the Management Committee as applying Immediately before the special resolution of the Association adopting the alterations to the Rules herein contained shall continue to apply until the commencement of the next Annual General Meeting of the Association and the reference herein to the Board of Directors shall, so far as practicable, be read and construed as being such Management Committee during such period.
- b) The provisions of clauses 11 (a), 12, and 15 e of the within rules shall commence operation on and from the commencement of the next Annual General Meeting of the Association.