



# TOOWOOMBA HOCKEY ASSOCIATION INCORPORATED

## RULES

**THA Constitution 2022 was passed at the THA Special Meeting dated 5<sup>th</sup> June 2022.**

**The New Constitution was Registered by the Office of Fair Trading on the 19<sup>th</sup> of July and confirmation was received by the THA on the 4<sup>th</sup> August 2022.**

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## Rules of the Toowoomba Hockey Association Inc

### 1 DEFINITIONS

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1.1 In these Rules, words have the following meanings:

- (1) **Affiliated Association** means any other partner, sponsor or affiliated entity which the Association has entered into partnership with and includes (but is not limited to) other hockey associations outside of the THA Area.
- (2) **Affiliated Club** means any other club who participates in competitions run by the Association from time to time (provided they are not a Major Club) and includes those clubs referred to in the By-Laws as a 'Minor Club'.
- (3) **Annual General Meeting** means the annual meeting of Members to be held in accordance with the time frame as set out in Rule 15.
- (4) **Association** means the Toowoomba Hockey Association Incorporated.
- (5) **Auditor** means the auditor appointed to carry out the functions outlined in these Rules.
- (6) **Board Meeting** means a meeting of the Board of Directors held pursuant to these Rules.
- (7) **Board Member** means a member of the Board of Directors who has been appointed pursuant to these Rules and has not resigned or been removed.
- (8) **Board of Directors** means the board of persons to be formed to carry out the business of the association pursuant to these Rules, and in particular refers to those persons appointed to the positions referred to in Rule 11.1.
- (9) **Business Day** means a day that is not a Saturday, Sunday or public holiday in Toowoomba, Queensland.
- (10) **By-Laws** mean those documents published by the Association which contain rules, policies, procedures, regulations and the like.
- (11) **Chairperson** means the Chairperson of the Annual General Meeting, Special Meeting or Board Meeting (as applicable) who will be the person elected as chairperson of the Board of Directors or such other person appointed in their place pursuant to these Rules.
- (12) **Corporate Member** means an entity that holds the class of membership pursuant to Rule 6.10 and 'Corporate Membership' shall mean the membership granted to that entity.
- (13) **Financial Year** means each twelve (12) month period commencing on 1 October and ending on 30 September of the following calendar year.
- (14) **General Manager** means the person employed in that position by the Association and being the person appointed pursuant to these Rules to carry out the day-to-day management, operational and administrative duties of the Association.
- (15) **Hockey** means the competitive sport of field and indoor hockey and includes modified versions of these forms of hockey.
- (16) **Hockey Australia** means Hockey Australia Limited ABN 26 546 955 455 or such other equivalent entity as it is known from time-to-time.
- (17) **Hockey Director** means the person appointed in accordance with and for the term specified in Rule 11.3(3), who will act in furtherance of the interests of Hockey and independently to any other role held with a Major Club or Affiliated Club.
- (18) **Hockey Queensland** means Hockey Queensland Limited ABN 64 244 695 151 or such other equivalent entity as it is known from time-to-time.
- (19) **Independent Director** means the person appointed in accordance with and for the term specified in Rule 11.3(4) who will act independently of any affiliation they have with any other person nominated to the Board of Directors, any other Member or any Major Club or Affiliated Club.

- (20) **Junior Member** means a person who holds the class of membership pursuant to Rule 6.8 and 'Junior Membership' shall mean the membership granted to that person.
- (21) **Life Member** means a person who holds the class of membership pursuant to Rule 6.6 and 'Life Membership' shall mean the membership granted to that person.
- (22) **Major Club** means each of the clubs described as such in Rule 33, and as at the time that these Rules were adopted were those clubs known as Newtown, Norths, Past High, Rangeville and Red Lion.
- (23) **Member** means each Life Member, Ordinary Member, Junior Member, Social Member and Corporate Member.
- (24) **Membership Application** means an application to be submitted by a candidate seeking to become a Member for a particular type of membership as contemplated by these Rules.
- (25) **Membership Fee** means the fees payable for membership of the Association, determined in accordance with Rule 7.9.
- (26) **Ordinary Member** means a member of the Association who holds the class of membership pursuant to Rule 6.7 and 'Ordinary Membership' shall mean the membership granted to that person.
- (27) **Patron** means the honorary position given to a long-serving Member of the Association from time-to-time as appointed pursuant to Rule 15.2
- (28) **President** means the president as appointed in accordance with and for the term outlined in Rule 11.1(1).
- (29) **Register of Members** means the register containing all Member details as required pursuant to these Rules.
- (30) **Rules** means these rules and any By-Laws created under these rules as amended from time-to-time.
- (31) **Social Member** means a person who holds the class of membership pursuant to Rule 6.9 and 'Social Membership' shall mean the membership granted to that person.
- (32) **Special Meeting** means a meeting of Members held pursuant to Rule 15.3.
- (33) **Special Resolution** has the meaning assigned to that expression by section 3 of the *Associations Incorporation Act 1981* (Qld) and at the time this Constitution was adopted means a resolution passed by at least 75% of Members in attendance and eligible to vote.
- (34) **THA** means the Toowoomba Hockey Association, being the governing association of Hockey in the THA Area.
- (35) **THA Area** means the city of Toowoomba and such other local government areas adjoining the city of Toowoomba, for which the Association may govern the game of Hockey as approved by Hockey Queensland from time-to-time.
- (36) **Treasurer** means the person appointed pursuant to Rule 11.1(3) to carry out the functions prescribed by these Rules.
- (37) **Unincorporated Association** means the entity under which the Association traded prior to becoming an incorporated entity.
- (38) **Vice-President** means the person appointed in accordance with and for the term pursuant to Rule 11.1(2), who will act as deputy to the President of the Board of Directors.
- 1.2 Words in these Rules importing the singular include the plural and plural include the singular, unless the context requires otherwise.
- 1.3 Words importing any gender include the other gender.

## **2 NAME OF THE ASSOCIATION**

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- 2.1 The name of the incorporated association shall be 'Toowoomba Hockey Association Incorporated' (in these Rules called the **Association**). The Association shall consist of all persons who become Members in accordance with these Rules.

### **3 OBJECTS**

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- 3.1 The objects of the Association (in order of importance) are as follows:
- (1) to foster and control the game of Hockey for all competitors who are Members of the Association;
  - (2) to arrange, manage, govern and adjudicate all games between Major Clubs and Affiliated Clubs who are Members of the Association and any games between intra-state, inter-state and international teams in conjunction with Affiliated Associations as may occur from time-to-time;
  - (3) to publicise, promote and foster Hockey within educational institutions and among all interested persons within the THA Area;
  - (4) to govern and facilitate Hockey played by the Major Clubs and Affiliated Clubs within the THA Area;
  - (5) to apply the profits, if any, and other income of the Association to the promotion of the above objects, and for the avoidance of doubt, the payment of any dividends to Members of the Association is prohibited;
  - (6) to provide, establish, install and maintain any facility or amenity including a clubhouse, meeting rooms, educational and recreational facilities as would promote, foster, support or encourage the objects of the Association;
  - (7) to identify opportunities to facilitate other sports or activities within the THA Area; and
  - (8) to do all such things as are incidental or conducive to the attainment of the above objects.

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

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- 4.1 The Association has all of the powers of an ordinary individual and may do all such acts and things that it is permitted to do by law and which may be deemed reasonably necessary or incidental to the achievement of the Objects specified in Rule 3.

### **5 AFFILIATIONS**

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- 5.1 Clubs or associations concerned with the sport of Hockey or other sports in general and other activities within the THA Area shall be eligible to apply to become an Affiliated Club or an Affiliated Association.
- 5.2 Initial applications for affiliation must be in writing and in the form prescribed by the Association from time-to-time and must be accompanied by the applicable fees that are specified by the Association from time-to-time.
- 5.3 Affiliated Clubs and Affiliated Associations and their members shall be taken to accept and be bound by the Rules of the Association upon approval as an Affiliated Club or Affiliated Association and shall at all times comply with such Rules.
- 5.4 A club or association that is not an Affiliated Club or Affiliated Association will not be permitted to use any of the Association's facilities for the purposes of playing Hockey or general sports & activities unless it is in a competition or format approved by the Association, and in any event without the prior written consent of the Association.

### **6 CLASSES OF MEMBERS**

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- 6.1 The Membership of the Association shall consist of Ordinary Members and any other class of member that the Board of Directors may determine from time-to-time.
- 6.2 The Members of the Association are those persons whose names are recorded on the Register of Members kept by the Association.
- 6.3 Ordinary Members shall be those persons who have attained the age of eighteen (18) years and who have been admitted to membership of the Association and whose membership rights include the right to receive notices of Annual General Meetings and Special Meetings, vote at Annual General Meetings and Special Meetings and be eligible to be elected onto the Board of Directors.

- 6.4 The Board of Directors shall have the power, authority and discretion to determine the following:
- (1) the classes of Membership;
  - (2) the fees charged for Membership; and
  - (3) the benefits and privileges of Members (and their guests).

6.5 The fees, benefits and privileges may differ between the classes of Membership.

#### **Categories**

6.6 Life Member:

- (1) the Association may, at any Annual General Meeting, grant Life Membership to any person who is a Member (or former member) and who has made an outstanding contribution to the advancement of Hockey in the THA Area for a period of not less than fifteen (15) years
- (2) applications for Life Membership must be submitted in writing, not less than one (1) month prior to an Annual General Meeting, and must be made by a Major Club or Affiliated Club and signed by members of that Major Club or Affiliated Club, who must also be Ordinary Members of the Association;
- (3) applications for Life Membership must be submitted to the Board of Directors, and if approved by majority vote, the Board of Directors will submit the application for approval by the Members at the Annual General Meeting, and upon majority approval by the Members in a ballot vote at the Annual General Meeting, Life Membership will be granted to the person nominated in the application. If the Board of Directors does not approve the application by majority vote, it will not proceed to approval by the Members;
- (4) the number of Life Memberships nominated for approval by the Members in any one (1) year may be determined from time-to-time by the Board of Directors;
- (5) Life Members will be entitled to attend and speak at all meetings of the Association, and will be entitled to vote at any Annual General Meeting and Special Meeting of the Association; and
- (6) any person who was a Life Member of the former Unincorporated Association is deemed to hold a Life Membership of the Association.

6.7 Ordinary Member:

- (1) an Ordinary Member is any person who is admitted to the membership of this Association, who is associated with a Major Club or an Affiliated Club and who is an active participant in or contributor to the sport of Hockey and has attained the age of eighteen (18) years.

6.8 Junior Member:

- (1) a Junior Member is any person who is admitted to the membership of this Association, who is associated with a Major Club or Affiliated Club and who is an active participant in or contributor to the sport of Hockey, but has not yet attained the age of eighteen (18) years;
- (2) a Junior Member may not, at any time while they are a Junior Member, be entitled to hold any position on the Board of Directors; and
- (3) upon the date a Junior Member reaches the age of eighteen (18) years, their Junior Membership will end and they must apply for Ordinary Membership if they wish to continue to hold Membership in the Association.

6.9 Social Member:

- (1) a Social Member shall be any person who is not necessarily actively engaged in the sport of Hockey, but who wishes to participate in the social activities conducted by the Association for the benefit of Hockey; and
- (2) a Social Member shall not be entitled to vote at any Annual General Meeting or Special Meeting, nor contest any election on the Board of Directors.

6.10 Corporate Member:

- (1) a corporate entity may apply for a Corporate Membership in writing to the Association;
- (2) the entitlements and benefits contained within a Corporate Membership will be decided on a case-by-case basis by the Board of Directors, but will not include Ordinary Membership for office holders of the corporate entity; and

- (3) the corporate entity will not hold any voting rights or rights to contest any election on the Board of Directors.

### **Limitations**

- 6.11 The number of Life Memberships, Ordinary Memberships, Junior Memberships, Social Memberships and Corporate Memberships given by the Association is unlimited.

## **7 MEMBERSHIP APPLICATION**

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- 7.1 A Membership Application must be in writing and shall be in such form as determined by the Board of Directors from time-to-time.
- 7.2 Any person who is, or becomes:
  - (1) a member of a Major Club or an Affiliated Club will be granted an Ordinary Membership; and
  - (2) a member of an Affiliated Association will be granted a Social Membership.
- 7.3 At the next Board Meeting following receipt of a Membership Application:
  - (1) the Membership Application shall be tabled and reviewed for consideration by the Board of Directors who will then vote upon the admission or rejection of such Membership Application; and
  - (2) all Ordinary Memberships and Social Memberships granted in accordance with Rule 7.2 will be ratified, however the Board of Directors reserves the right to refuse to ratify any such applications if the relevant person has previously had a rejected, cancelled or suspended membership, in which case Rule 7.7 will apply.
- 7.4 Any applicant who receives a majority of the votes of the Board of Directors present at the meeting at which such Membership Application is being considered shall be accepted as a Member to the class of membership applied for.
- 7.5 Once an applicant has paid the required fees, they will become a Member of the Association and be entitled to the membership rights applicable to their class of membership as set out in the Rules.
- 7.6 In paying the required fees to become a Member, the applicant agrees to be bound by the Rules and any By-Laws in force in the Association from time-to-time.
- 7.7 If a Membership Application for Ordinary Membership is rejected, the Secretary must provide a written rejection notice to the unsuccessful applicant as soon as reasonably possible. The unsuccessful applicant may, within one (1) month from the date that appears on the written rejection notice lodge with the Secretary written notice of their intention to appeal against the decision of the Board of Directors. The Association can require the applicant to pay an amount equal to the reasonable costs likely to be incurred by the Association in facilitating a Special Meeting to hear the appeal, at the same time as they lodge their appeal.
- 7.8 In relation to a Membership Application for Ordinary Membership, if the Secretary receives a written notice of appeal from an unsuccessful applicant in accordance with Rule 7.7 then, the Secretary must, no later than one (1) month from the date of receipt of the written notice of appeal, call a Special Meeting to decide the appeal. The Special Meeting must be held within three (3) months after the Secretary receives the notice of intention to appeal. At the general meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected. Also, representatives of the Board of Directors who rejected the application must be given a full and fair opportunity to show why the application should be rejected. The appeal will be decided by a majority vote of the Members present and eligible to vote at the meeting.
- 7.9 The membership fee for each class of membership (if applicable) shall be:
  - (1) the amount decided by the Board of Directors from time-to-time at a Board Meeting; and
  - (2) payable at any time and in any manner determined by the Board of Directors.

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

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- 8.1 A Member may resign from the Association at any time, by giving notice in writing to the Secretary. Any such resignation shall take effect at the time the notice is received by the Secretary, unless a later date is specified in the notice, in which case it will take effect on and from the date specified in the notice.

8.2 If a Member:

- (1) is convicted of an indictable offence;
- (2) fails to comply with any of the provisions of these Rules or the By-Laws;
- (3) has membership fees in arrears for a period of two (2) months or more;
- (4) (in the reasonable opinion of the Board of Directors) conducts themselves in a way considered injurious or prejudicial to the character or interests of the Association;
- (5) conducts themselves in a way which has breached the Association's behaviour protocol; or
- (6) is banned by Hockey Queensland, Hockey Australia or any other governing body of Hockey;

then the Board of Directors may elect, by majority vote, to terminate or suspend their membership with the Association, or impose any other reasonable restrictions on their membership.

8.3 In relation to this Rule 8, in the event of a hearing by the Board of Directors:

- (1) the Member shall be given notice in writing at least one (1) week prior to the Board Meeting at which the matter, complaint or charge will be considered and shall be given particulars of such matter, complaint or charge;
- (2) the Member shall be given a full and fair opportunity of presenting their case, and if the Board of Directors resolves to take action it shall instruct the Secretary to advise the Member in writing of the action decided upon;
- (3) the Board of Directors may exercise any of the powers, which it has as referred to in Rule 4; and
- (4) except as provided for in Rule 32, the decision shall be final and binding with no right of appeal.

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

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9.1 A person whose membership has been terminated under the rules of the Association may, within one (1) calendar month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Board of Directors.

9.2 Upon receipt of written notification of a Member's intention to appeal against termination of their membership, the Secretary shall convene within three (3) calendar months of the date of receipt of such notice a Special Meeting to determine the appeal.

9.3 At any such meeting, the applicant shall be given the opportunity to fully present their 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 to present 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.

9.4 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 Financial Year forfeited.

## **10 REGISTER OF MEMBERS**

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10.1 The Association shall keep a Register of Members 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.

10.2 The Register of Members shall be open for inspection at all reasonable times by any Member who previously applies in writing to the Secretary for such inspection, provided such request is made at least two (2) Business Days in advance.

10.3 The Register of Members shall remain the confidential property of the Association and shall be used for no other purpose than those provided for in these Rules.

10.4 For the sake of clarity, a Member must not:

- (1) use information obtained from the Register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes or for purposes relating to the Member's own interests and/or gain; nor



- (2) disclose information obtained from the Register to someone else, knowing that the information is likely to be used for the purposes specified in Rule 10.4(1).
- 10.5 The Board of Directors may, on application of a member of the Association, withhold information about the Member (other than the Member's full name) from the Register of Members 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

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- 11.1 The Board of Directors shall consist of the following positions, all of whom must be Ordinary Members or Life Members of the Association:
- (1) a President;
  - (2) a Vice-President;
  - (3) a Treasurer,
- only two (2) of whom may be members of the same Major Club, and:
- (4) an elected director from each Major Club;
  - (5) a Hockey Director; and
  - (6) an Independent Director, if approved in accordance with Rule 11.3(4).
- 11.2 Each Member of the Board of Directors will be appointed for a three (3) year term. At the expiration of that term the relevant Member must retire their position, but will be eligible for re-election for a further three (3) year term at the Annual General Meeting. All Directors up for election will require two-thirds of all votes cast by the Members present and eligible to vote, in order to be elected.
- 11.3 The election of the Board of Directors at the Annual General Meeting shall take place in the following manner:
- (1) **President, Vice President and Treasurer:** any two (2) Ordinary Members or Life Members may nominate any other Ordinary Member or Life Member to serve in these positions, such nominations to be in writing and signed by the proposer and seconder, and must be lodged with the Secretary or existing Board of Directors at least twenty-one (21) days prior to the Annual General Meeting at which the election by the Members is to take place;
  - (2) **elected director from each Major Club:** each Major Club may nominate no more than three (3) candidates for election for this position, only one of whom is to be selected. In the event that only one (1) nomination is made, such candidate will require two-thirds of all votes cast to be declared elected to the position. If that candidate fails to achieve that percentage of votes, a nomination from the Major Club that the relevant candidate represents can be taken from the floor and must also obtain two-thirds of all votes cast. If after two (2) ballots a result has not been obtained, the Board of Directors must at the first available opportunity call on the Major Club to provide an appointee acceptable to the majority of the Board of Directors, who shall then be appointed to the Board of Directors;
  - (3) **Hockey Director:** any two (2) Ordinary Members or Life Members may nominate any other Ordinary Member or Life Member to serve in this position, such nomination to be in writing and signed by the proposer and seconder, and must be lodged with the Secretary or existing Board of Directors at least twenty-one (21) days prior to the Annual General Meeting at which the election is to take place; and
  - (4) **Independent Director:** the Board of Directors may, at their discretion, appoint an Independent Director, who must hold Ordinary Membership or Life Membership, **for their experience and/or skills**. The appointed person must then be approved at the next AGM by the Members, for the position to be declared held.
- 11.4 In the event of a contested position by more than one nominee:
- (1) a formal secret ballot is to be conducted, following which all ballot papers are to be destroyed; and
  - (2) the position will be filled by the person who receives a majority of the votes in the formal secret ballot.

- 11.5 A list of the candidate's names, in alphabetical order with the proposer and seconder's names and the Major Club which they represent (if applicable) shall be posted in a conspicuous place in the office, clubhouse or usual place of meeting at which the Annual General Meeting will take place, no less than seven (7) days prior to the Annual General Meeting.

### **Ballot Papers**

- 11.6 For the purpose of conducting the annual election of the Board of Directors, the current Board of Directors shall appoint the General Manager as the returning officer or if unavailable a suitably qualified person and at least two scrutineers, none of whom shall be candidates.
- 11.7 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 Member present at the Annual General Meeting and eligible to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 11.8 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 persons nominated are present and accept the nomination.

## **12 VACANCIES ON THE BOARD OF DIRECTORS**

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- 12.1 In the event of an elected director vacating their position on the Board of Directors (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 that was held by the vacating director.
- 12.2 The continuing members of the Board of Directors may act notwithstanding any casual vacancy on the Board of Directors, 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 of Directors, 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 Special Meeting, but for no other purpose.
- 12.3 The office of a Board Member will become vacant if that Board Member:
- (1) ceases to be a Board Member pursuant to these Rules;
  - (2) becomes bankrupt or makes an arrangement or composition with their creditors generally;
  - (3) becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under laws relating to mental health;
  - (4) resigns their office in writing to the Association;
  - (5) is removed by an ordinary resolution passed by Members at an Annual General Meeting or Special Meeting convened in part or in whole to deal with such resolution;
  - (6) materially breaches or commits multiple non-material breaches of these Rules or By-Laws; or
  - (7) has been convicted of a criminal offence in Queensland that is punishable by imprisonment for 12 months or more or convicted elsewhere than in Queensland of an offence that, if committed in Queensland, would be an offence so punishable.
- 12.4 For the avoidance of doubt, a Board Member who is removed from office pursuant to Rule 12.3 will not have a right of appeal against their removal.

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

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- 13.1 The Board of Directors is empowered to do all things required for the management of the Association and for the furtherance of the Association's Objects as specified in Rule 3, except those things which, according to these Rules or any applicable law, must be done by the Association in a Special Meeting.

## **14 MEETINGS OF THE BOARD OF DIRECTORS**

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- 14.1 The Board of Directors must hold a Board Meeting at least once in every calendar month to exercise its' functions (**Scheduled Meeting**).
- 14.2 The Board of Directors may hold any other Board Meeting (**Unscheduled Meeting**), to be convened by the President or Secretary with notice being sent via email, which requisition shall clearly state the

reasons why such Unscheduled Meeting is being convened and the nature of the business to be transacted at said meeting.

- 14.3 At every Board Meeting, the number of members required to constitute a quorum shall be as follows:
- (1) if there are ten (10) members on the Board of Directors – six (6) members shall be required to constitute a quorum;
  - (2) if there are nine (9) or less members on the Board of Directors – five (5) members shall be required to constitute a quorum.
- 14.4 Subject to the provisions of this Rule 14, the Board of Directors may meet together and regulate proceedings as it thinks fit, provided that questions arising at any Board Meeting shall be decided by a majority of votes and in the case of equality of votes, the vote will fail and the proposed resolution will not pass. Board Members may take part in the meetings with the use of technology that reasonably allows the members to hear and take part in the discussion as it happens. A member who participates in the meeting utilising technology will be deemed to have attended the meeting.
- 14.5 A member of the Board of the Directors shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising there out, and if they do so vote their vote shall not be counted.
- 14.6 Not less than five (5) days' notice shall be given by the President or Secretary to members of the Board of Directors of any Unscheduled Meeting. Such notice shall clearly state the nature of the business to be discussed at the Unscheduled Meeting.
- 14.7 The President shall preside as Chairperson at every Board Meeting, or if there is no President, or if at any meeting they are not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson, or if the Vice-President is not present at the meeting, then the Board Members may choose one of their number to be Chairperson of the meeting.
- 14.8 If within half an hour from the time appointed for the commencement of a Board Meeting a quorum is not present, the meeting, if convened upon the requisition of Board Members, 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.
- 14.9 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.
- 14.10 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.
- 14.11 The Board of Directors may send a circular resolution electronically to all members of the Board of Directors and the members may agree to the resolution by sending a reply to that effect, including the text of the resolution in their reply. If any Board Member has not given their reply within forty-eight (48) hours (or longer if specified in the resolution) they will be considered to have abstained from voting in relation to said circular resolution. The decision for a circular resolution will be based on the quorum number replies received in accordance to this Rule 14.
- 14.12 A circular resolution is decided when the last member of the Board of Directors signs or otherwise agrees to the resolution in the manner set out in clause immediately above.

## **15 ANNUAL GENERAL AND SPECIAL MEETING**

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- 15.1 The **Annual General Meeting** shall be held no less than one (1) month and no more than three (3) months after the close of the Financial Year.
- 15.2 The business to be transacted at every **Annual General Meeting** shall be:
- (1) the receiving of the Board of Directors' 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;

- (2) the receiving of the Auditor's report upon the books and accounts for the preceding Financial Year;
  - (3) the appointment of the Patron;
  - (4) the election of members of the Board of Directors;
  - (5) the appointment of the Auditor;
  - (6) to deal with any other business of which due notice has been given; and
  - (7) 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 member of the Board of Directors from their office or Member from membership of the Association.
- 15.3 The Secretary shall convene a **Special Meeting**:
- (1) when directed to do so by the Board of Directors;
  - (2) on the requisition in writing signed by the Board Members as follows:
    - (a) if there are ten (10) members on the Board of Directors – four (4) Board Members or twenty-one (21) Members must sign the requisition; and
    - (b) if there are nine (9) or less members on the Board of Directors – three (3) Board Members or nineteen (19) Members must sign the requisition;

and such requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted at it; or
  - (3) 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.
- 15.4 At any **Annual General Meeting or Special Meeting**, the number of members required to constitute a quorum shall be as follows:
- (1) if there are ten (10) members on the Board of Directors– twenty-one (21) Members;
  - (2) if there are nine (9) or less members on the Board of Directors – nineteen (19) Members.
- 15.5 No business shall be transacted at any **Annual General Meeting or Special Meeting**, unless a quorum of Members is present in person at the time when the meeting proceeds to business.
- 15.6 If within half an hour from the time appointed for the commencement of any **Annual General Meeting or Special Meeting**, a quorum is not present, the meeting, if convened upon the requisition 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.
- 15.7 The Chairperson 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.
- 15.8 When a meeting is adjourned for thirty (30) 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.
- 15.9 The Secretary shall convene all **Annual General Meetings or Special Meetings** of the Association by giving not less than fourteen (14) days' notice of any such meeting to the Members of the Association.
- 15.10 Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the termination of their Membership by the Board of Directors, shall be given in writing. Notice of any meeting shall clearly state the nature of the business to be discussed at it.
- 15.11 Unless otherwise provided by these Rules, at every **Annual General Meeting or Special Meeting**:
- (1) the President shall preside as Chairperson, or if there is no President, or if they are not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson 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 Chairperson of the meeting;

- (2) the Chairperson shall maintain order and conduct the meeting in a properly and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the Members present;
- (4) every current Member present who is entitled to vote shall be entitled to one (1) vote and in the case of an equality of votes, the vote will deem the question, matter or resolution be decided in the negative. For the sake of clarity, no Member shall be entitled to vote at any **Annual General Meeting or Special Meeting**, if the Association Membership fee or scheduled payments payable by them to the Association are in arrears as at the date of the meeting; and
- (5) voting shall be by ballot or a division of Members.

## **16 SUB-COMMITTEE**

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- 16.1 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 (**Sub-Committee**). Any Sub-Committee so formed shall exercise its' powers to conform to any regulation or By-Law as imposed by the Board of Directors.
- 16.2 The Chairperson of any relevant Sub-Committee will be determined in the By-Laws.
- 16.3 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.
- 16.4 All Sub-Committee activity including funds raised by Sub-Committees shall at all times remain under the control of the Board of Directors.

## **17 NO PROXY**

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- 17.1 No voting at any meeting of the Association or any Members of it shall be permitted by proxy. All Members who intend to vote at any meeting must attend in person.

## **18 SECRETARY**

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- 18.1 Unless prevented by law or as otherwise agreed by the Board of Directors, the Board of Directors will appoint a Secretary of the Association.
- 18.2 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board Meeting, Annual General Meeting and Special Meeting to be entered in a book to be open for inspection at all reasonable times by any Member who previously applies to the Secretary for that inspection and on payment of a fee determined by the Board of Directors from time to time.
- 18.3 For the purposes of ensuring the accuracy of the recording of such minutes referred to in Rule 18.2:
  - (1) the minutes of every Board Meeting shall be signed by the Chairperson of that Board Meeting or the Chairperson of the next succeeding Board Meeting;
  - (2) the minutes of every Special Meeting shall be signed by the Chairperson of Special Meeting or the Chairperson of the next succeeding Annual General Meeting; and
  - (3) the minutes of any Annual General Meeting shall be signed by the Chairperson of that Annual General Meeting or the Chairperson of the next succeeding Annual General Meeting.
- 18.4 A copy of the Treasurer's financial statement, of all monies received or paid out since the preceding Meeting and the balance (whether in the bank or in hand) shall be attached to the minutes of any Annual General Meeting.
- 18.5 The Secretary shall:
  - (1) give all notices of all Board Meetings, Annual General Meetings, Special Meetings and of all resolutions or propositions to be brought before them; and
  - (2) carry out the instructions of the Board of Directors.

## **19 JUDICIARY COMMITTEE**

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- 19.1 The Board of Directors will separately appoint a committee of persons to serve as the judiciary committee for all applicable matters referred to in the By-Laws.
- 19.2 All matters relating to the judiciary committee are set out in the By-Laws and will only be referred to the Board of Directors to deal with if the relevant procedure as set out in the By-Laws specifies that it must be referred to the Board of Directors.

## **20 LEGAL REPRESENTATION**

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- 20.1 Notwithstanding any other provision in these Rules, in relation to any hearing by the Board of Directors, the Association, the judiciary committee or any other committee appointed to deal with disciplinary matters, any party or parties concerned will have the right to representation by any legal or other person at such hearing, but must give reasonable prior notice (or any other period of notice as specified in a relevant By-Law) to the Board of Directors, Association, judicial committees or other relevant committee.
- 20.2 If notice is given as set out in Rule 20.1, the Board of Directors, Association or other relevant committee will also be entitled to have legal representation at such hearing.

## **21 BY-LAWS**

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- 21.1 The Board of Directors may from time-to-time make, amend or repeal By-Laws not inconsistent with these Rules for the internal management of the Association.
- 21.2 Every By-Law will be binding on the Members of the Association, however to the extent any By-Law is inconsistent with these Rules, these Rules shall prevail.

## **22 LEGISLATIVE COMPLIANCE**

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- 22.1 The Association, shall at all times comply with any legislation, regulation or other laws applicable, including (but not limited to) minimum age for consumption of liquor and all laws in any way relating to the supply and consumption of liquor and gambling.

## **23 ALTERATION OF RULES**

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- 23.1 Subject to the provisions of the *Association Incorporation Act 1981* (Qld), these Rules may be amended, rescinded or added to from time-to-time by a Special Resolution carried at any Annual General Meeting or Special Meeting.
- 23.2 Notice of a resolution to be moved at such Annual General Meeting or Special Meeting shall be lodged with the Secretary not less than twenty-one (21) days before the meeting is held and shall be sent to each Member of the Association by the Secretary not less than fourteen (14) days prior to the day of the Annual General Meeting or Special Meeting, as the case may be.
- 23.3 An amendment, repeal or addition to the Rules is only valid if lodged with any required regulatory body once a Special Resolution has been passed by Members.

## **24 COMMON SEAL**

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- 24.1 The Association elects not to use a common seal, and the Board of Directors are authorised to execute any document without the use of a common seal.

## **25 FINANCIAL**

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- 25.1 The funds 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.
- 25.2 Proper books of accounts shall be kept and maintained either in writing, printed form or electronically in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 25.3 All monies shall be banked as soon as practicable after receipt thereof.

- 25.4 Cheques shall be crossed “not negotiable” except those in payment of wages or allowances or petty cash recouplement’s which may be open.
- 25.5 The Board of Directors shall determine the amount of petty cash which shall be kept on the imprest system.
- 25.6 All expenditure or borrowings shall be approved or ratified at a Board of Directors meeting, and in between meetings can be authorised as follows:
- (1) a payment by the Association of \$100 or more must be made by cheque or electronic transfer;
  - (2) if a payment of \$100 is made by cheque or electronic transfer, the cheque must be signed by any two (2) persons authorised by the Board of Directors, however at least one (1) of the signatories to a cheque or authorities on an electronic transfer must be the President, Secretary or Treasurer; and
  - (3) with regard to any borrowings as approved by the Board of Directors, these must be authorised by either two of the President, Secretary and Treasurer.
- 25.7 As soon as practicable after the end of each Financial Year, the Treasurer shall cause to be prepared a statement containing particulars of:
- (1) the income and expenditure for the financial year just ended; and
  - (2) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 25.8 All such statements shall be examined by the Auditor who shall present their report upon such audit to the Treasurer prior to the holding of the Annual General Meeting next following the Financial Year in respect of which such audit was made.
- 25.9 The income and property of the Association however derived shall be applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules 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.
- 25.10 Provided however that nothing in Rule 25.9 shall prevent the payment in good faith of interest to any such Member in respect of:
- (1) monies advanced by them to the Association or otherwise owing by the Association to them; or
  - (2) remuneration to any officers or servants of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association;
- nor will it 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.

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## **26 REAL PROPERTY**

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- 26.1 Any purchase or disposal of real property must be approved by a majority of Members carried at any Annual General Meeting or Special Meeting called for such purpose.

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## **27 DOCUMENTS**

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

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## **28 FINANCIAL YEAR**

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- 28.1 The Financial Year of the Association shall close on 30<sup>th</sup> September in each year.

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## **29 DISSOLUTION AND DISTRIBUTION OF SURPLUS**

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- 29.1 This Rule applies if the Association:
- (1) is wound up under part 10 of the *Associations Incorporation Act 1981* (as amended from time-to-time); and

- (2) has surplus assets.
- 29.2 Any surplus assets that remain after satisfaction of all of the Association debts and liabilities shall not be paid or distributed among the Members.
- 29.3 The surplus assets must be given to another entity:
- (1) having objects similar to the Association's Objects; and
  - (2) who has rules which prohibit the distribution of the entity's income and assets to its Members.
- Subject to any applicable laws or regulatory body consents (including but not limited to any ministerial consent required), the Association may only be dissolved by a resolution of not less than two thirds of Members entitled to vote (and present) at any Annual General Meeting or Special Meeting called for such purpose.

### **30 INDEMNITY OF BOARD OF DIRECTORS**

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- 30.1 The Board of Directors shall be indemnified from the funds of the Association against all damages and the costs of any legal proceedings that may be instituted against them in consequence of the performance of their duties as Directors of the Association.

### **31 NOTICES**

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- 31.1 Unless these Rules provide otherwise, any notice or other communication to or by any party must be:
- (1) in writing and in the English language;
  - (2) addressed to the address of the recipient (if a Member), as provided in the Register of Members, and in the case of the Association the address as advised by the Association; and
  - (3) be signed by the party.
- 31.2 In addition to any other method of service authorised by law, the notice may be:
- (1) personally served on a party;
  - (2) left at the party's current address for service;
  - (3) sent to the party's current address for service by prepaid ordinary mail or if the address is outside Australia by prepaid airmail; or
  - (4) sent by electronic mail to the party's electronic mail address.
- 31.3 If a notice is sent or delivered in the manner provided in this Rule 31 it must be treated as given to or received by the addressee in the case of:
- (1) delivery in person, when delivered;
  - (2) delivery by post:
    - (a) in Australia to an Australian address the second Business Day after posting; or
    - (b) in any other case on the 10<sup>th</sup> Business Day after posting; or
  - (3) electronic mail, when the sender's computer reports that the message has been delivered to the electronic mail address of the addressee,
  - (4) but if delivery is made after 5.00pm on a Business Day in it must be treated as received on the next Business Day in that place.
- 31.4 A party may from time-to-time change its address or numbers for service by notice to each other party.

### **32 CONFIDENTIALITY**

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- 32.1 Each Member acknowledges that it shall not be entitled to require or receive any information concerning the Association, the business of the Association or details of any Members including but not limited to any minutes of Board of Director Meetings, other meetings or ballot papers to the extent that the information is considered by the Board of Directors to be confidential.
- 32.2 Every Member, Auditor, or sub-committee member of the Association may be required by the Board of Directors to sign a declaration pledging them to observe strict secrecy respecting all transactions of the Association. Such declaration may require the person so signing to pledge themselves not to reveal



any of the matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board of Directors or by law and except so far as may be necessary in order to comply with any provisions in these Rules.

### **33 MAJOR CLUB**

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33.1 A Major Club is a club that has been granted affiliation of the THA by the Board of Directors and, as a minimum, meets all the following requirements:

- a) Maintains one A1 division hockey team of either men or women;
- b) Maintains a minimum of two (2) senior hockey teams comprising of either A2 division or A3 division or A4 division of either men or women;
- c) Maintains a minimum of three (3) junior hockey teams of either girls or boys