



**CENTRAL HOCKEY CLUB INC.**  
**CONSTITUTION**

**Approved at the 18 August 2021 Special General Meeting**

## Table of Contents

|  |    |
|--|----|
| Definitions .....                          | 3  |
| Part 1 – THE CLUB.....                     | 4  |
| 1.1 Name .....                             | 4  |
| 1.2 Affiliation.....                       | 4  |
| 1.3 Activities .....                       | 4  |
| 1.4 Colours.....                           | 4  |
| 1.5 Incorporation.....                     | 4  |
| 1.6 Objects.....                           | 4  |
| 1.7 Logo .....                             | 4  |
| Part 2 – MEMBERSHIP .....                  | 5  |
| 2.1 Types of Membership.....               | 5  |
| Active Member:.....                        | 5  |
| Associate Member: .....                    | 5  |
| Life Member:.....                          | 5  |
| 2.2 Membership Application and Fees.....   | 5  |
| 2.3 Register of Members .....              | 6  |
| 2.4 Resignation .....                      | 6  |
| 2.5 Discipline .....                       | 6  |
| Part 3 – MANAGEMENT OF THE CLUB.....       | 7  |
| 3.1 Board of Directors .....               | 7  |
| 3.2 Eligibility of Directors .....         | 7  |
| 3.3 Election of Directors .....            | 7  |
| 3.4 Casual Vacancies .....                 | 8  |
| 3.5 Maximum Terms.....                     | 8  |
| 3.6 Appointed Directors .....              | 8  |
| 3.7 Resignation of Directors .....         | 9  |
| 3.8 Removal of Directors .....             | 9  |
| 3.9 Dissolution of Board .....             | 9  |
| 3.10 Committees .....                      | 9  |
| 3.11 Policies.....                         | 10 |
| 3.12 Publications and Record Keeping ..... | 10 |
| 3.13 Common Seal.....                      | 10 |
| 3.14 Public Officer .....                  | 10 |
| Part 4 – MEETINGS .....                    | 10 |
| 4.1 Annual General Meeting .....           | 10 |

|                            |                                |    |
|----------------------------|--------------------------------|----|
| 4.2                        | Special General Meetings ..... | 11 |
| 4.3                        | Board Meetings .....           | 11 |
| 4.4                        | Committee Meetings.....        | 12 |
| Part 5 – FINANCES .....    |                                | 12 |
| 5.1                        | Accounting.....                | 12 |
| 5.2                        | Revenue.....                   | 12 |
| 5.3                        | Expenses.....                  | 12 |
| 5.4                        | Authorities.....               | 12 |
| 5.5                        | Audit .....                    | 13 |
| Part 6 – DISSOLUTION ..... |                                | 13 |
| 6.1                        | Club Dissolution.....          | 13 |
| 6.2                        | Club Assets .....              | 13 |
| 6.3                        | Member Liability .....         | 13 |

## Definitions

|                             |  |
|-----------------------------|--|
| <b>“Act”</b>                | The Incorporated Associations Act 1991 (ACT)   |
| <b>“AGM”</b>                | Annual General Meeting of the Central Hockey Club Inc  |
| <b>“Appointed Director”</b> | A Director of the Central Hockey Club Inc appointed by the Board for their specific skills, knowledge or other to assist the Club’s strategy and management.   |
| <b>“Board”</b>              | The Board of Directors of the Central Hockey Club Inc  |
| <b>“Club”</b>               | Central Hockey Club Inc (ACT)  |
| <b>“Elected Director”</b>   | A Director of the Central Hockey Club Inc elected by the Members of the Central Hockey Club Inc  |
| <b>“SGM”</b>                | Special General Meeting of the Central Hockey Club Inc   |
| <b>“Term”</b>               | Term For an elected Director, a standard term is 2 (two) years unless otherwise stipulated in Part 3.3.9 (initial appointment) or Part 3.4.3 (casual vacancy). An appointed Director’s maximum term expires at each AGM. |

## Part 1 – THE CLUB

### 1.1 Name

1.1.1 The name of the Club is Central Hockey Club Inc (referred to as the “Club”).

### 1.2 Affiliation

1.2.1 The Club shall be affiliated with Hockey ACT Incorporated and other entities that support the objects of the Club, as determined by the Board.

### 1.3 Activities

1.3.1 The Club shall enter teams into competitions run and operated by Hockey ACT, and engage in trial matches, competitions, tournaments and other activities as authorised by the Board.

### 1.4 Colours

1.4.1 The colours of the Club shall be navy blue with such variations as determined by the Board.

### 1.5 Incorporation

1.5.1 The Club is incorporated under the Incorporated Associations Act 1991 (ACT) (“The Act”).

### 1.6 Objects

The objects of the Club shall be:

1.6.1 To encourage, foster and promote the game of hockey in the city of Canberra and throughout the ACT; and

1.6.2 To promote social recreation among members.

### 1.7 Logo

1.7.1 The Club will own and maintain at least one logo for the exclusive use of the Club and approved partners.

1.7.2 Logo/s are not to be altered in any way without the written consent of the Board.

1.7.3 No person may use the Club’s logo/s for any purpose without the written consent of the Board.

1.7.4 The Club retains all rights relating to the use of the Club name, logo/s, trademarks (or signs), designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

1.7.5 The Board may take whatever action it deems necessary, including legal action, against any member, sponsor, entity, organisation or person who uses the Club name or logo/s without its written consent.

## Part 2 – MEMBERSHIP

### 2.1 Types of Membership

#### Active Member:

- 2.1.1 An Active Member is a person who has applied to play with the Club or is installed as an official coach or team manager, in the most recent season of indoor or outdoor hockey and has paid the appropriate membership fee for their category.
- 2.1.2 Active Members may attend and vote at general meetings of the Club, provided they are at least 16 years of age at the time of the general meeting.

#### Associate Member:

- 2.1.3 An Associate Member is a person who is nominated and seconded by two (2) Active Members of the Club, and accepted at a Board Meeting, and has paid the appropriate membership fee.
- 2.1.4 Associate Members may attend and vote at general meetings of the Club, provided they are at least 16 years of age at the time of the general meeting.

#### Life Member:

- 2.1.5 A Life Member is a person who is nominated by the Board to the members of the Club at the Annual General Meeting (AGM) as having rendered distinguished service to the Club and is unanimously endorsed by all voting members present.
- 2.1.6 Life Members may attend and vote at general meetings of the Club.
- 2.1.7 Life Members are not liable for the payment of Associate Member fees.
- 2.1.8 No more than one (1) Life Member will be endorsed at any one (1) AGM.

### 2.2 Membership Application and Fees

- 2.2.1 The Board will determine the Membership fees that are associated with each type of membership and the time of payment for the fee.
- 2.2.2 To obtain or renew membership, a person must complete any membership forms requested by the Board and pay the applicable membership fee.
- 2.2.3 The Board may approve the creation of discounted fees citing hardship, family reasons or any other rationale at their discretion.
- 2.2.4 Membership will commence on payment of the Membership fee for that membership period, and membership will cease the day before the next membership period is scheduled to begin.
- 2.2.5 No member whose Membership fee is unpaid, or who owes money to the Club, will be entitled to vote at any meeting or upon any ballot, or be eligible to be elected or appointed as a Club official, until all outstanding monies are paid, or an appropriate payment plan has been set in place.
- 2.2.6 The Board, in its absolute discretion and without having to give reasons:
  - a) Has the right to refuse any application for Membership, and;
  - b) May accept an application for Membership made by a person who is the legal guardian of any person under the age of 18 years.

## 2.3 Register of Members

- 2.3.1 The Club will keep a register which will contain the names, mobile phone and email addresses of all Members.
- 2.3.2 The Board may require members to provide details in addition to those listed at 2.3.1 to be recorded in the register of Members.
- 2.3.3 The register of Members may be kept using such technological means as the Board determines.
- 2.3.4 A Member changing their name and/or email address must provide written notice to the Club of such change as soon as practicable.

## 2.4 Resignation

- 2.4.1 A Member may resign from the Club by giving written notice to the Board of their resignation and returning all equipment and property belonging to the Club in his/her position.
- 2.4.2 The Board will have sole discretion over whether to refund any part of the Member's fees.

## 2.5 Discipline

- 2.5.1 All Members are subject to the Constitution, policies, and code of conduct of the Club.
- 2.5.2 If a Member allegedly breaches any provision of the Constitution, policies or Code of Conduct of the Club, the Board may immediately act by suspending membership of the alleged breaching party and convene a disciplinary panel to examine the circumstance of the allegation.
- 2.5.3 The disciplinary panel must convene as soon as possible, investigate the allegation and act in accordance with any dispute/disciplinary policy supported or published by the Club.
- 2.5.4 Decisions of the disciplinary panel may be appealed by asking the President to refer the matter to Hockey ACT, who may convene a judicial panel if they believe there is a miscarriage of natural justice only.

## Part 3 – MANAGEMENT OF THE CLUB

### 3.1 Board of Directors

- 3.1.1 Subject to the Act and this Constitution, the business of the Club shall be managed by the Board of Directors (the “Board”).
- 3.1.2 The Board shall be responsible for acting in accordance with the Objects of the Club and acting as custodians of the funds of the Members.
- 3.1.3 There must be no less than five (5), and no more than seven (7) Directors.
- 3.1.4 Subject to Part 3.3, no more than five (5) Directors are to be elected by the Members **(Elected Directors)** and no more than two (2) Directors are to be appointed under Part 3.6 **(Appointed Directors)**.
- 3.1.5 Once the Directors of the Board are finalised under Part 3.3 and Part 3.6, they will self-determine roles via election such as:
- President
  - Vice President
  - Secretary
  - Treasurer
  - And up to three (3) general members.
- 3.1.6 Directors of the Club will not ordinarily receive remuneration for serving on the Board, however being a Director will not disqualify a person from being paid for works required by the Club.
- 3.1.7 The Club may provide Directors with the opportunity to attend conferences, meetings, and seminars at the Club’s expense and with costs reimbursed if the attendance of the Director at the conference, meeting or seminar will facilitate an appropriate benefit for the Club.
- 3.1.8 Directors must declare any interests and conflicts when joining the Board, including familial relationships, business interests and anything that could be considered a risk to the reputation of the Club.
- 3.1.9 Persons may be required to resign from other roles within the Club that may present an unmanageable conflict of interest, to accept a role as Director of the Club.

### 3.2 Eligibility of Directors

- 3.2.1 Any Person over the age of 18 shall be eligible for nomination to a position on the Board.

### 3.3 Election of Directors

- 3.3.1 Up to five (5) Directors will be elected at the Club AGM.
- 3.3.2 At least 28 days prior to the date of the AGM, the Secretary will request nominations for elections to positions falling vacant.
- 3.3.3 Nominations for Director must be sent to the Secretary no less than 14 days prior to the AGM, in the form required by the Board.
- 3.3.4 Nominations must be signed by the nominee and two (2) current Active Members of the Club
- 3.3.5 If nominations totalling less than the total vacancies are received prior to the AGM, nominations may be taken from the floor at the AGM.
- 3.3.6 If nominations totalling less than the total vacancies exist after nominations are taken from the floor, the Board may appoint individuals to fill a casual vacancy after the AGM.



- 3.3.7 If nominations exceed the number of vacancies on the Board, voting papers will be prepared containing the names of candidates in alphabetical order (surname).
- 3.3.8 Voting shall be conducted by way of a secret ballot in such manner determined by the Board.
- 3.3.9 Upon adoption of this Constitution, the following initial terms of service will apply for Elected Directors:
- 3 positions elected for 2 years.
  - 2 positions elected for 1 year.
- 3.3.10 After the initial terms of service expire:
- 2 positions will be elected in each even year.
  - 3 positions will be elected in each odd year.
- 3.3.11 Outgoing Directors will hold their office until the close of business of the AGM in which their term will end.
- 3.3.12 Incoming Directors shall take up their positions at the close of business of the AGM in which they were elected.

### 3.4 Casual Vacancies

- 3.4.1 A casual vacancy may arise from time to time where a Director resigns or is removed from the Board.
- 3.4.2 Directors may, at any time, appoint a person to fill a casual vacancy until the next AGM.
- 3.4.3 A person appointed under Part 3.4.1 holds office until the next AGM and is not treated as having served a term for the purpose of Part 3.5.1.
- 3.4.4 When the period of casual vacancy expires, the position will be declared vacant at the AGM, with an election taking place under Part 3.3 for the remaining period of the term.

### 3.5 Maximum Terms

- 3.5.1 A Director may not serve more than three (3) consecutive terms (or part thereof) as an Elected Director before being required to have a break of no less than two (2) years from serving as Director.
- 3.5.2 A Director serving on the Board prior to the adoption of this Constitution for any period will have all service counted as a single term for the purposes of Part 3.5.1

### 3.6 Appointed Directors

- 3.6.1 Directors may appoint up to two (2) persons to act as Appointed Directors due to their special business acumen, skills, or knowledge.
- 3.6.2 Appointed Directors will hold office for a maximum term up to the holding of the next AGM, with the appointment on such other terms as the Directors determine, including shorter periods of time.
- 3.6.3 There is no limit on the number of times an individual may be appointed as a Director.
- 3.6.4 Appointed Directors have the same voting rights at meetings as Elected Directors.

### 3.7 Resignation of Directors

- 3.7.1 Directors may resign their position on the Board by giving two (2) weeks' written notice to the President.
- 3.7.2 The President may resign their position by giving two (2) weeks' written notice to all other Directors.
- 3.7.3 Any resignation by Directors will be communicated to all members as soon as practical.

### 3.8 Removal of Directors

- 3.8.1 Directors may be removed from their role by failing to attend two (2) board meetings in succession without providing appropriate advice to the Secretary, or, if in the opinion of the other Directors, a Director has acted in an improper manner or brought the Club into disrepute.
- 3.8.2 The decision of whether to remove a Director from their role will require a vote by the other Directors at a properly convened Board meeting, with a unanimous decision required to remove.

### 3.9 Dissolution of Board

- 3.9.1 At any time after two (2) months post-AGM, the Board may be dissolved by a two-thirds majority of Members entitled to attend and vote at a Special General Meeting (SGM) called for that purpose.

### 3.10 Committees

- 3.10.1 The Board may form committees of management for any purpose and appoint persons as required to act on these committees.
- 3.10.2 When creating a committee, the Board must create terms of reference that include the;
  - Name of the Committee;
  - Purpose of the Committee;
  - Chair of the Committee;
  - Members of the Committee, including specified roles, or how members will be sought;
  - Length of time of operation;
  - Frequency of meetings, and;
  - Financial delegations.
- 3.10.3 Terms of reference must be reviewed annually to ensure accuracy of the contents.
- 3.10.4 Committee members may include any person so appointed by the Board, and any member may be removed by the Board at any time.
- 3.10.5 Committees may be dissolved by the Board at any point in time, regardless of the terms of reference.

### 3.11 Policies

- 3.11.1 The Board of Directors, on behalf of the Club, will maintain the necessary policies and procedures to enable it to operate properly and lawfully.
- 3.11.2 All members are bound by these policies and procedures.
- 3.11.3 All enacted policies will be displayed on the Club website.

### 3.12 Publications and Record Keeping

- 3.12.1 The Secretary will maintain all Club publications, documents and records in a centralised system.
- 3.12.2 Publications, documents, and records suitable for consumption will be made available to any member within a reasonable timeframe if requested.

### 3.13 Common Seal

- 3.13.1 The Secretary shall maintain custody of the common seal of the Club.

### 3.14 Public Officer

- 3.14.1 Where required, the Board shall appoint a public officer in accordance with the Act.

## Part 4 – MEETINGS

### 4.1 Annual General Meeting

- 4.1.1 The Club shall convene an AGM of its members each year in November.
- 4.1.2 Any outcomes or motions carried at an AGM will not be rendered invalid by virtue of the AGM being held outside the month of November.
- 4.1.3 At least 28 days prior to the date of the AGM, the Secretary will provide notice to all members via email, specifying the place, date, and time of the meeting.
- 4.1.4 Accidental omission to give notice will not invalidate any outcomes or motions carried from the AGM.
- 4.1.5 Members wishing to bring a motion to the AGM must complete a Notice of Motion.
- 4.1.6 Notices of Motion for the AGM must be in writing and received by the Secretary no less than 14 days prior to the AGM.
- 4.1.7 The Secretary must circulate an agenda, including all Notices of Motion, to all members no less than seven (7) days prior to the AGM.
- 4.1.8 The Agenda for the AGM shall include:
  - Opening of the AGM
  - Confirmation of previous AGM Minutes
  - Reports from the President and any Committees in operation since the last AGM.
  - Financial Report
  - Appointment of the Auditor (if required under legislation)
  - Election of Directors
  - Notices of Motion

- Meeting Closed.

- 4.1.9 The President shall chair the AGM unless they are absent, in which case the Directors will appoint one of their number to act as Chair for this purpose.
- 4.1.10 Any member will be given reasonable opportunity to ask questions on any matter, motion, or report at the AGM, and may also speak on behalf of, or against, any motion that is brought to vote upon.
- 4.1.11 No person eligible to vote may do so more than once on each motion.
- 4.1.12 No proxies or postal votes are permitted at the AGM.
- 4.1.13 A quorum for the AGM is when 10 members eligible to vote are present.
- 4.1.14 If a quorum is not reached within 30 minutes from the nominated start time, those present shall determine a date within one (1) month to reconvene the meeting by simple majority vote.

## 4.2 Special General Meetings

- 4.2.1 A SGM may be called by the Board at any time and must be called when the Board is presented with a notice signed by no less than 15% of total Members entitled to attend and vote at a SGM of the Club.
- 4.2.2 A SGM must be scheduled within 35 days of a valid notice being provided.
- 4.2.3 At least 28 days prior to the date of the SGM, the Secretary will provide notice to all members via email, specifying the place, date, and time of the meeting.
- 4.2.4 The Secretary must circulate an agenda, and all related material, to all members no less than seven (7) days prior to the SGM.
- 4.2.5 Any member will be given reasonable opportunity to ask questions on any matter, motion, or report at the SGM, and may also speak on behalf of, or against, any motion that is brought to vote upon.
- 4.2.6 No person eligible to vote may do so more than once on each motion.
- 4.2.7 No proxies or postal votes are permitted at SGMs.
- 4.2.8 A quorum for the SGM is when 10 members eligible to vote are present at the time and place advised by the Board.
- 4.2.9 If a quorum is not reached within 30 minutes from the nominated start time, those present shall determine a date within one (1) month to reconvene the meeting by simple majority vote.

## 4.3 Board Meetings

- 4.3.1 The Board shall meet no less than six (6) times each year, and as often as is deemed necessary for the successful management of the Club.
- 4.3.2 The Secretary shall provide 14 days written notice to all Directors of meetings.
- 4.3.3 Those Directors that do not attend a board meeting shall be declared absent for purposes of Part 3.8.1.
- 4.3.4 A quorum for Board Meetings is when no less than 40% of Directors are present.
- 4.3.5 If a quorum is not reached within 30 minutes from the nominated start time, those present shall determine a date within 14 days to reconvene the meeting.

#### 4.4 Committee Meetings

- 4.4.1 Committees shall meet as required by their terms of reference.
- 4.4.2 The Committee Chair will appoint a committee member to perform secretariat duties, including keeping minutes.
- 4.4.3 Minutes from meetings must be submitted to the Secretary within 14 days for presentation at Board Meetings.
- 4.4.4 Committee members may resign their position by giving two (2) weeks' written notice to the Committee Chair.
- 4.4.5 The Chair may resign their position by giving two (2) weeks' written notice to the President.

### Part 5 – FINANCES

#### 5.1 Accounting

- 5.1.1 The Club shall manage its accounts each financial year (1 October – 30 September).
- 5.1.2 The Club shall produce an Annual Report including the financial tables each year prior to the holding of the AGM.

#### 5.2 Revenue

- 5.2.1 The Club may raise funds by any lawful means including but not limited to; Member fees, merchandise sales, donations, BBQ proceeds, competition prize monies and hiring out of assets.
- 5.2.2 All monies received on behalf of the Club shall be deposited in an account in the name of the Club or cash held in trust for the Club by the Treasurer.

#### 5.3 Expenses

- 5.3.1 The income and property of the Club shall be used solely for the Objects of the Club, in accordance with such policies and procedures as are in place from time to time and as determined by the Board of Directors.
- 5.3.2 The Club shall not enter into agreements with any parties that require the Club to enter into debt.

#### 5.4 Authorities

- 5.4.1 The Board of Directors will provide the President and Treasurer with the authority to make payments for operational purposes and small general payments.
- 5.4.2 The Board will determine:
  - Maximum amount to be spent in a single transaction;
  - Maximum amount to be spent in a calendar year without further authorisation;
  - Process through which expenditure should be accounted; and
  - Any other limitations.
- 5.4.3 For expenditure greater than that authorised under 5.4.2, the Club shall require two (2) signatures of Directors: usually the President and Treasurer.

- 5.4.4 The Board will authorise the various committees of the Club to spend funds as per the terms of reference, which will be paid by the Club upon receipt of an invoice outlining the expense or reimbursed by the Club.
- 5.4.5 Reimbursement of funds will only be provided after the presentation and acceptance of a report detailing the expenditure, and upon receipt of a valid tax invoice.

## 5.5 Audit

- 5.5.1 Where required under legislation, an auditor shall be appointed by the Board, who is a registered accountant.
- 5.5.2 The auditor shall examine and audit all Club financial accounts and provide a report thereon to the AGM and include a notice in the Annual Report.
- 5.5.3 Where an auditor is not required under legislation, the Treasurer shall prepare a report and have this report inspected under the direction of the Act.

## Part 6 – DISSOLUTION

### 6.1 Club Dissolution

- 6.1.1 The Club shall be dissolved if:
- A resolution to dissolve is carried at a SGM; or
  - The Club becomes insolvent.

### 6.2 Club Assets

- 6.2.1 Any assets of the Club shall be applied solely in furtherance of the Club's objects, with no portion being distributed directly or indirectly to the Members of the Club without bona fide payment to the Club in exchange for said assets.
- 6.2.2 In the event of dissolution, the amount that remains, and after all debts and liabilities of the Club are satisfied, shall be transferred to another organisation with similar purposes which is not carried on for the profit of gain of its individual members.
- 6.2.3 The organisation that is to receive the resultant asset base shall be voted upon by all remaining members at the SGM where dissolution is determined, and if such a SGM may not be possible, all assets will be transferred to Hockey ACT.

### 6.3 Member Liability

- 6.3.1 Members will be liable to the Club only insofar as requiring the pay outstanding debts to the Club, with no further liability as to debts of the Club.