

Port Adelaide District Hockey Club Inc

Constitution



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1 Name

The name of the incorporated association is the Port Adelaide District Hockey Club, referred to herein as “the Club”.

2 Definitions

“Committee” means the Committee of management of the Club

“General meeting” means a general meeting of members of the Club convened in accordance with these rules

“Member” means a member of the Club

“The Act” means the Associations Incorporation Act 1985

“Special resolution” means a special resolution defined in the Act

“Month” shall mean a calendar month.

“Regulation” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

3 Objects or Purposes of the Club

The objects of the Club are:

- (a) To promote and encourage members to play hockey
- (b) To promote the sport of hockey throughout the general community

4 Powers of the Club

The Club shall have all the powers conferred by section 25 of the Act:

- (a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) Administer any property on trust; and
- (c) Open and operate ADI accounts; and
- (d) Invest its moneys -
 - (i) In any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) In any other manner authorised by the rules of the Club; and
- (e) Borrow money upon such terms and conditions as the Club thinks fit; and
- (f) Give such security for the discharge of liabilities incurred by the Club; and
- (g) Appoint agents to transact any business of the Club on its behalf; and
- (h) Enter into any other contract it considers necessary or desirable.

5 Membership

5.1 Admission of Members

- (a) Subject to clause 5.3, a candidate for membership must apply to the Committee in writing.
- (b) The application must:
 - (i) Be in a form approved by the Committee;
 - (ii) Contain full particulars of the name and address and contact details of the applicant; and
 - (iii) Contain any other information prescribed by Regulation for an application for membership.

5.2 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.1 or not. The Committee Members are not required, nor can they be compelled to provide any reason for rejection.
- (b) Membership begins on the later to occur of;
 - (i) Acceptance of the application by the Committee Members; or
 - (ii) Payment of any fees payable by the new Member.

5.3 Classes

The Club shall consist of the following classes of members:

- (a) Senior Playing Members:

Any person who is over the age of eighteen years who shall make himself/herself available for selection as a player in any of the teams of the Club and signs the appropriate registration form may be admitted and continue as a Senior Playing Member of the Club upon payment of such subscriptions as may be fixed from time to time.
- (b) Non Playing Members:

Any person who is over the age of eighteen years may be admitted and continue as a Non-Playing Member of the Club upon payment of such subscription as may be fixed from time to time.
- (c) Life Members:

On the recommendation of the Management Committee any person being either a playing member or non-playing member may at any General Meeting of the Club, in consideration of valuable services

rendered by him/her to the Club, be elected a Life Member. A two-thirds majority of those present and voting shall be necessary to such election. Every Life Member shall be entitled to all privileges of a member of the Club during his life without any further payment, annual or otherwise.

(d) Junior Playing Members:

Any person who is under the age of eighteen years who shall make himself/herself available for selection as a player in any of the teams of the Club and signs the appropriate registration form may be admitted and continue as a Junior Playing Member of the Club upon payment of such subscription as may be fixed from time to time.

(e) Honorary Members:

The Committee shall have the power to elect such number of honorary members as it sees fit from time to time. Honorary Members shall not be liable to pay any subscription.

The players or officials of any other Hockey Club affiliated with the South Australian Hockey Association who visit the Club on any day for the purpose of playing Hockey shall be Honorary Members of the Club for that day.

5.4 Voting Rights

Life Members, Senior Playing Members and Non-Playing Members only shall have the right to take part in the management of the Club, to attend and vote at any General Meeting of the Club, to vote at any election or to have any interest in the property of the Club.

5.5 Subscriptions

- (a) The subscription fees for membership shall be such sum, (if any), as the members shall determine from time to time in general meeting.
- (b) The subscription fees shall be payable annually on 1 May or at such other time as the Committee shall determine.
- (c) Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

5.6 Resignations

A member may resign from membership of the Club by giving written notice thereof to the secretary or public officer of the Club. Any member so resigning shall be liable for any outstanding subscriptions that may be recovered as a debt due to the Club.

5.7 Expulsion of a Member

Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.

- (a) Particulars of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the Committee at which the matter will be determined.
- (b) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.7d below), cease to be a member 14 days after the Committee has communicated its determination to the member.
- (c) It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the Committee has been communicated to the member.
- (d) In the event of an appeal under 5.7c above, the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

5.8 Discipline

- (a) The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under clause 5.8 (a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 5.8(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 5.8(a).

- (c) Despite any Regulation made under clause 5.8(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 5.8(a) must be conducted according to the rules of natural justice.

5.9 Register of Members

A register of members must be kept and contain:

- (a) The name and address of each member; and
- (b) The date on which each member was admitted to the Club; and
- (c) The class of membership; and
- (d) If applicable, the date of, and reason(s) for, termination of membership.

6 The Committee

6.1 Powers and Duties

- (a) The affairs of the Club shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting.
- (b) The Committee has the management and control of the funds and other property of the Club.
- (c) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- (d) The Committee shall appoint a public officer as required by the Act.

6.2 Appointment

- (a) The Committee shall be comprised of:
 - (i) President
 - (ii) Vice President – Senior Section Men
 - (iii) Vice President – Senior Section Women
 - (iv) Vice President – Junior Section
 - (v) Secretary
 - (vi) Assistant Secretary
 - (vii) Treasurer

- (viii) Three Committee members
- (ix) Immediate Past President
- (b) A Committee member shall be a natural person.
- (c) A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Club has nominated that person at least 14 days before the Annual General Meeting by delivering the nomination of that person to the secretary of the Club. The nomination shall be signed by the proposer and by the nominee. If only sufficient nominations are received for the position the persons nominated shall be declared elected. In the event of no nominations or insufficient nominations being received, nominations shall be called for at the Annual General Meeting. If the number of candidates exceeds the number of vacancies to be filled an election by ballot shall be conducted.
- (e) The Immediate Past President shall hold office for a maximum of one year following his vacating the office of President without election.
- (g) The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Club and shall be eligible for election to the Committee without nomination.

6.3 Proceedings of the Committee

- (a) The Committee shall meet at least once a month at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any four of the Members of the Committee.
- (c) The President shall be chairman of the Committee. In the absence of the President from any meeting, the members present may elect one of the Vice-President's present to be Chairman, and if the Vice-President's shall not be present, then the Committee may appoint one of its other members to act as Chairman; any such person shall while so acting exercise all the powers of the Chairman.
- (d) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (e) A quorum for a meeting of the Committee shall be one half of the members of the Committee.

- (f) The Committee may appoint additional members of the Club to fill the following positions:
 - (i) Bar Manager
 - (ii) Ground Manager
 - (iii) Coaching DirectorSuch members shall have the same rights and responsibilities of elected Committee members.
- (g) The Committee may delegate any of its powers and/or functions to one or more of the members of the Committee and/or subcommittees consisting of such members of the Club as the Committee thinks fit. All members of such subcommittees shall have one vote at the meetings of that subcommittee.
- (h) A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present at the meeting and in the event of any equality of voters the chairman shall have a casting vote in addition to a deliberative vote.
- (i) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.

6.4 Disqualification of Committee Members

The office of a Committee member shall become vacant if a Committee member is:

- (a) Disqualified from being a Committee member by the Act;
- (b) Expelled as a member under these rules;
- (c) Permanently incapacitated by ill health;
- (d) Absent without apology from more than four meetings in a financial year

7 The Seal

The Club shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by any two (2) of the President, Secretary or Treasurer.

8 General Meetings

8.1 Annual General Meetings

- (a) The Committee shall call an annual general meeting in accordance with the Act and these rules.
- (b) The annual general meeting shall be held within three months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
 - (i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - (ii) The consideration of the accounts and reports of the Committee and the auditor's report
 - (iii) The election of Committee members
 - (iv) The appointment of auditors
 - (v) Election of Life Members
 - (vi) Appointment of Patrons
 - (vii) Approval of Honorariums
 - (viii) Any other business requiring consideration by the Club in general meeting.

8.2 Special General Meetings

- (a) The Committee may call a special general meeting of the Club at any time.
- (b) Upon a requisition in writing of not less than 5% of the total number of members of the Club, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting

convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

8.3 Notice of General Meetings

- (a) Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Club to any member by:
 - (i) Serving the member with the notice personally, or
 - (ii) By sending it by post to the address appearing in the register of members, or
 - (iii) By sending it via email to the email address appearing in the register of members, or
 - (iv) Advertising the meeting in the public notice section of the major daily newspaper in Adelaide.
- (d) Where a notice is sent by post:
 - (i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at General Meetings

- (a) Twenty members, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

- (c) Subject to 8.4d, the President shall preside as chairperson at a general meeting of the Club.
- (d) If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting At General Meetings

- (a) Subject to these rules, every member of the Club has only one vote at a meeting of the Club.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- (d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Club, to represent it at a particular general meeting or at all general meetings of the Club. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at General Meetings

- (a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

- (a) A special resolution means a resolution passed at a duly convened meeting of the members of the Club if—
 - (i) At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Club; and

- (ii) It is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Club as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any general meeting of the Club.

9 Minutes

- (a) Proper minutes of all proceedings of general meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the Committee (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 Dispute Resolution

- (a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - (i) A member and another member
 - (ii) A member and the Club
- (b) Members may refer matters to the Committee for resolution.
- (c) The Committee may direct the parties to the dispute to meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the Committee.
- (d)
- (d) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the

scheduled meeting, refer the dispute to the State Sport Dispute Centre for resolution.

- (e) The Committee may prescribe additional grievance procedures in Regulations consistent with this Rule 10.
- (f) In this rule “member” includes any person who was a member not more than six months before the dispute occurred.

11 Financial Reporting

11.1 Financial Year

The first financial year of the Club shall be the 12 month period ending on the 31st of October of each year.

11.2 Accounts to Be Kept

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

11.3 Accounts And Reports To Be Laid Before Members

The accounts, together with the auditor’s report on the accounts, the Committee’s statement and the Committee’s report, shall be laid before members at the annual general meeting.

11.4 Annual Return

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Committee’s statement, and the Committee’s report.

11.5 Appointment of Auditor

- (a) At each annual general meeting, the members shall appoint a person to be auditor of the Club.

The auditor of a prescribed Club must be either a:

- (i) Registered company auditor;
 - (ii) Firm of registered company auditors;
 - (iii) Member of the ASCPA (Australian Society of Certified Practicing Accountants) or the ICA (Institute of Chartered Accountants); or
 - (iv) Person approved by the Corporate Affairs Commission.
- (b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

- (c) If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

12 Prohibition against Securing Profits for Members

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

13 Winding Up

The Club may be wound up in the manner provided for in the Act.

14 Application of Surplus Assets

- (a) If after the winding up of the Club there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15 Rules

These rules may be altered (including an alteration to the Club’s name) by special resolution of the members of the Club. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16 REGULATIONS

16.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport of Hockey in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) The conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- (b) The conduct of meetings;

- (c) The resolution of disputes;
- (d) Discipline of Members for breaches of this Constitution or the Regulations; and
- (e) Any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution.

16.2 Regulations Binding

All Regulations are binding on the Club and all Members.

16.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.