

GERALDTON HOCKEY ASSOCIATION [INC.]

CONSTITUTION

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Special Resolution 13th March 2002

GERALDTON HOCKEY ASSOCIATION [INC.]

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THE GERALDTON HOCKEY ASSOCIATION INCORPORATED

CONSTITUTION

1. NAME

The name of the Association is **THE GERALDTON HOCKEY ASSOCIATION INCORPORATED** hereinafter called "**THE ASSOCIATION**".

2. OBJECTS

The objects for which the Association is established shall be:-

- (a) To foster, promote and control the game of hockey in the midwest region and especially the playing of hockey by amateurs;
- (b) To promote, conduct and control international, interstate and interclub matches and tours of teams and clubs;
- (c) To publish or join with any other person or persons in producing or publishing through any medium, material relating to the game of hockey or calculated directly or indirectly to benefit the game of hockey;
- (d)
 - (i) To raise money by registration fees subscriptions and levies and by such other methods as from time to time are appropriate to the needs of the Association;
 - (ii) To purchase take on lease exchange hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the objects of the Association;
 - (iii) To invest the monies of the Association not immediately required in such manner as may be determined;
 - (iv) To manage develop lease sell convey assure or otherwise dispose of either absolutely or by way of mortgage any real or personal property for the time being vested in the Association and in case the Association shall take or hold any property which may be subject to any trust to

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deal with the same in such manner as allowed by law having regard to such trust;

- (v) To borrow or raise upon loan any sum or sums of money and for the purpose of securing repayment thereof to execute or give any mortgages charges bonds debentures bills of exchange promissory notes or other securities over all or any of the property of the Association as may be deemed necessary and to liquidate redeem or pay off such obligations such securities or any of them;
- (vi) To employ pay and dismiss servants for the purpose of furthering the objects of the Association.
- (e) To lay out construct build erect alter or maintain upon the premises for the time being belonging to or occupied by the Association playing fields grandstands and other buildings and improvements incidental thereto and to furnish fit up and maintain the same for the use of the members of the Association or any of them and if thought fit to provide all the necessary equipment appliances and conveniences therefore;
- (f) To become affiliated with or subscribe to the Australian Hockey Association and the Western Australia Hockey Association or any other Associations or bodies whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such Association or body; and
- (g) If thought fit to obtain one or more liquor licences raffles permits and such other licences as may be considered of benefit to the Association.

IT IS HEREBY EXPRESSLY DECLARED that each of the foregoing objects shall be read as separate distinct and severable without prejudice to the generality thereof.

3. POWERS

Subject to this Constitution and the Council of the Association (hereinafter referred to as "the Council") as hereinafter described the Association shall have the powers to do all such acts and things whether solely or in conjunction with any person or persons as may be considered incidental or conducive to the above objects or any of them.

4. MANAGEMENT OF THE ASSOCIATION BY COUNCIL

- (a) The Management of the affairs of the Association shall be vested primarily in a Council which shall consist of the President who shall be Chairman of the

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Board of Directors, the Directors and the Executive Officer (hereinafter referred to as "the Board") and two delegates from each club.

- (b) Each club shall appoint two delegates annually and the appointment of such delegates and their address shall be notified to the Executive Officer of the Association in writing under the hand of the Secretary or President of the club making such appointment on or before the date of the Annual General Meeting of the Association in any year.
- (c) In the event of any duly appointed delegate being unable to attend at any meeting of the Council the delegate or club secretary may by writing appoint another person as his proxy, or the meeting may approve a member of a club to be the proxy for his club for that meeting.
- (d) At any meeting of the Council the President or in his absence any person acting as chairman shall be entitled to exercise a casting vote and all delegates of clubs and the Board shall be entitled to exercise a deliberative vote on all motions.
- (e) Honorary Life Members, Ordinary Members and Honorary Members may be admitted to meetings of the Council with the right to speak but not to vote.
- (f) Delegates and Directors shall have the right to move and second motions and amendments to motions.
- (g) In the event of a club not being represented by either a delegate or a proxy at any Council Meeting from five minutes of the appointed time for the meeting until two hours later or the conclusion of the meeting, whichever be the earlier, such club shall be fined such amount as the Board of Directors shall have from time to time decided.
- (h) Except where in this Constitution a right, power or duty is reserved to a specified person or group of persons, the Council has full powers under and by virtue of this Constitution.
- (i) The Council may by a two-thirds majority of those present and entitled to vote at a meeting of the Council resolve to refer back to the Protests and Disputes' Tribunal (hereinafter described) any matter previously considered by the Protest and Disputes Tribunal. In the event that the matter referred back to the Protests and Disputes' Tribunal has involved the exercise of a power pursuant to clause 24(e)(vii) of this Constitution, that Tribunal is thereupon empowered to further vary each such suspension imposed in relating to that matter without limitation so that the period of suspension may be increased to exceed twelve (12) calendar months. The Council shall not otherwise be entitled to overrule or vary a decision of the tribunal made according to the Constitution, Rules

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and By Laws and playing rules in force at the time of the event to which the decision relates.

5. MEETINGS OF THE COUNCIL

- (a) There shall be an Annual General Meeting of the Council to be held each year within four months after the end of the Association's financial year and the Executive Officer shall give members fourteen (14) days notice by publicising by advertisement in at least one newspaper published in Geraldton, or by such other means determined by Council. This notice must contain the date, time and place of meeting.
- (b) A majority of the Directors may at any time when they shall so decide and the Executive Officer shall when called upon to do so by four (4) or more clubs of the Council call a meeting of the Council.
- (c) Except as hereinafter stated the business of the meeting may include items, other than those, in relation to which the meeting was called but, in any event, the business shall be limited to that specifically authorised by the Board of Directors Meeting or by five or more voting members of the Association, notice of which shall be given to the Executive Officer ten (10) days prior to the date fixed for the meeting. The Agenda of a Council Meeting shall be presented by the managing Director prior to the commencement of the meeting. By leave of the meeting, business other than that of which notice has been given as stipulated may be discussed.
- (d) A quorum at all meetings of the Council shall be delegates or proxy delegates from one-third of the clubs entitled to vote, disregarding fractions. If within thirty (30) minutes of the time appointed for the meeting, a quorum is not present, the meeting if convened on the requisition of clubs shall be dissolved, in any other case, it may stand adjourned for the same day in the following week at the same time and place or to such other place as the Board of Directors may determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the delegates and proxies then present shall constitute a quorum.
- (e) No delegate or proxy delegate shall represent more than one club at a Council meeting and an employee or Director of the Association (hereinafter described) shall not be a delegate.

6. BOARD OF DIRECTORS

The Board of Directors shall be the President who is a Director and Chairman of the

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Board and a minimum of five (5) and maximum of ten (10) other Directors and the Executive Officer.

7. ELECTION OF DIRECTORS

- (a) The President and Directors of the Association, with the exclusion of the Executive Officer, shall be elected at the Annual General Meeting of the Council.
- (b)
 - (i) Notice calling for nominations for the election of the President and each of the Directors of the Association shall be called for by the Executive Officer at least fourteen (14) days prior to the date of the Annual General Meeting.
 - (ii) Each such nomination signed by the nominees and proposed in writing is to be with the Executive Officer prior to the meeting.
- (c)
 - (i) Each of the Directors of the Association shall be elected for a term not exceeding one year. They shall then retire but be eligible for re-election.
 - (ii) The President of the Association as Chairman of the Board of Directors is subject to these same provisions.
- (d) In each election of a President or a Director, each club delegate or his proxy shall have the right to exercise one vote for each team in his club in a grade higher than the Under 17 years for which both moieties were paid in the previous twelve (12) months. No other person shall vote.
- (e) Where there are more nominations than there are Directors to be elected, voting shall be by ballot.
- (f) A casual vacancy of a President or a Director shall be filled by appointment made by the Board of Directors or the Council and each such Director shall hold office until the next Annual General Meeting. He shall then retire but be eligible for re-election.

8. FUNCTIONS OF THE BOARD OF DIRECTORS

The functions, rights and duties of the Board of Directors of the Association shall mean and include:

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- (a) The President shall have the right to preside at all meetings of the Council and the Board of Directors of the Association.
- (b) Each year the Board of Directors shall elect one of its members as the Deputy Chairman.
- (c) In the event of the President being absent, the Deputy Chairman shall have the right to preside at all Council and Board of Directors meetings and assume the normal duties and rights of the President.
- (d) The Board of Directors shall be responsible for keeping full and correct minutes of all proceedings and shall see to the keeping of the records of the Association.
- (e) The Board of Directors shall be responsible for the keeping of the accounts of the Association and shall cause the Annual Statement of Accounts and Balance Sheet of the Association for each financial year to be presented at the next following Annual General Meeting of the Association.
- (f) The Board of Directors may delegate to such person or persons as it may deem fit authority to receive moneys on behalf of the Association, give receipts therefore on an official receipt form of the Association and pay such money into such bank, banks or other account or accounts as the Board of Directors shall from time to time direct.

9. BOARD OF DIRECTORS

- (a) The Board of Directors shall be responsible for the general management of the Association between meetings of the Council.
- (b) A quorum at all meetings of the Board of Directors shall be not less than four (4) Directors.
- (c) The Executive Officer shall give seven (7) days notice to each Director of Board of Directors meetings, but the President or Deputy Chairman shall have power to call a meeting at short notice in an emergency.
- (d) If there is urgent business then either the President or, in his absence, any two (2) other members of the Board of Directors shall have the power to take action, but they shall submit a report on such urgent business that arose and the action taken by them to the next meeting of the Board of Directors.
- (e) The President of each Club shall have the right to attend all Board Meetings but will have no voting rights.

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- (f) The President and every member of the Council shall have the right to receive a copy of the minutes of each meeting of the Board of Directors.
- (g) If at some time an Executive Director is employed by the Association, that person would be obliged to attend all Board meetings. The Executive Director will have no voting rights.

10. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall be empowered to exercise all the powers and duties of the Council, except insofar as the Constitution specifically precludes those powers or duties from being delegated to any other body or specifically delegates rights powers and duties to another body. In addition to the powers specifically conferred upon it, the Board of Directors shall have:

- (a) The control of the finances of the Association including the power to invest funds from time to time available to the Association;
- (b) Power to adjudicate on all matters other than those the subject of clause 24 of this Constitution brought before it which in any way affect the Association or the game of hockey;
- (c) Power to adopt, amend or make such rules for the game of hockey as it shall deem advisable;
- (d) Power to appoint committees and delegate to such committees such powers as it may deem necessary;
- (e) Generally all such administrative powers as may be necessary for carrying out the objects of the Association in accordance with this Constitution;
- (f) Power to determine from time to time the location of the Office of the Association for the purposes of this Constitution;
- (g) Power to employ, pay and dismiss a servant or servants of the Association upon such terms and conditions, and with such responsibilities as the Board of Directors shall from time determine;
- (h) In addition to Clause 19 of the Constitution, power to vary and rescind or amend its own decision; and
- (i) Power to delegate to such person or persons as it may deem fit authority to receive moneys on behalf of the Association, give receipts therefore on an

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official receipt form of the Association and pay such money into such bank, banks, or other account or accounts as the Board of Directors shall from time to time direct.

11. EXECUTIVE OFFICER

There shall be a Executive Officer of the Association who shall be appointed by the Board of Directors on such terms as it deems fit. The Executive Officer shall perform such duties as this Constitution, the Rules and By-Laws of the Association shall specify, and other such duties as the Board of Directors shall from time to time direct. The Board of Directors may at any time remove and replace the Executive Officer.

12. MEMBERSHIP

The Association shall consist of such persons and hockey clubs as may be or have been admitted to the Association and whose membership has not been terminated under or by virtue of this Constitution.

12A. REGISTER OF MEMBERS

The Association shall keep an up to date register of members in respect of each class of membership. This register shall be continually available for inspection at the Association premises.

13. ADMISSION TO MEMBERSHIP

(a) Clubs

The Board of Directors of the Association shall have the power to admit a hockey club to membership of the Association by resolution of a two-thirds majority of those members of the Board of Directors present and eligible to vote at a meeting of the Board of Directors may decide to readmit the club subject to such penalties or conditions or both as it sees fit.

Wherever it hereinafter appears, the expression 'club' means a member hockey club, except where that interpretation is inconsistent with the sense of the clause in which the expression appears.

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(b) Life Membership

In recognition of outstanding service to the Association over a period of many years the Council may at any Board Meeting elect any person to be an Honorary Life Member of the Association. Notice of Motion to elect a Honorary Life Member must be given in writing to the Executive Officer at least fourteen (14) days prior to the Board Meeting. A four fifth majority of those present and entitled to vote at a Board Meeting shall be necessary to elect a person as an Honorary Life member.

(c) Ordinary Members

The financial members of a club shall be ordinary members of the Association.

The Board of Directors shall have the power to admit a person to membership of the Association by resolution of a two-thirds majority of those members of the Board of Directors present and eligible to vote at a meeting of the Board of Directors.

(d) Honorary Members

The Board of Directors shall have the power to admit (and re-admit) a person to Honorary Membership of the Association for a period of not more than twelve months at a time by resolution of a two-thirds majority of those members of the Board of Directors present and eligible to vote at a meeting of the Board of Directors.

(e) Temporary Members

A person who is on any day visiting the Association as a members or an official of, or a person assisting a team that is to contest a pre-arranged hockey fixture on that day, or at the invitation of a member to engage in that fixture on that day, may be taken to be a person who is afforded temporary membership on that day.

14. TERMINATION OF MEMBERSHIP

Membership shall be terminated by any one of the following events:

- (a) Resignation or death;
- (b) Winding up of the club or member association;
- (c) Motion of the Council to that effect provided that:
 - (i) notice of the intention to move the termination of the membership to be sent to the last known address of the member or its last known or

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notified secretary at his last known or notified address by post at least twenty-one (21) days before the Council meeting at which the motion for termination of membership is to be dealt with;

- (ii) such motion is carried by at least a three-fourths majority of those present and entitled to vote at that Council meeting.
- (d) Failure of a club to duly nominate at least one team in the competition administered by this Association.

14A. GUESTS

The maximum number of guests per member per day for the purposes of section 48(4)(b) of the *Liquor Licensing Act 1988* is three (3).

15. HONORARY AUDITOR

At the Annual General Meeting of the Association an Auditor may be elected. The Auditor's duties shall be to audit the annual financial statement and to certify the same correct. The Auditor shall have the power at any time to call for the production of all books of accounts, vouchers and other documents relevant to the affairs of the Association. The Auditor shall not be an officer or a member of the Council of the Association.

16. PATRON

The Council may from time to time appoint, subject to their acceptance, Patrons of the Association on the recommendation of the Board of Directors.

17. THE COMMON SEAL

The Association shall have a common seal which shall remain in the custody of the Executive Officer. The common seal shall only be used with the authority of the Council or the Board of Directors and every document to which the seal is affixed shall be signed by any two of the President, a Director or the Executive Officer. The Executive Officer shall keep a record of all documents to which the seal has been affixed.

18. INTERPRETATION AND AMENDMENT OF THE CONSTITUTION

- (a) The Board of Directors shall be responsible for interpretation of this Constitution, the Rules and By Laws thereunder, and playing rules. This Constitution and any such interpretation shall be binding on all members and their members. Any member of this Association or person aggrieved by the interpretation may, on the giving of one calendar month notice, require the Council at its next meeting confirm or overrule the interpretation given by the Board of Directors. In the event that the Council overrules that interpretation, such other interpretation is to take effect as from the date of the Council Meeting but without retrospective effect.
- (b) No clause or part of a clause of this Constitution shall be repealed or amended and no new clause shall be added to this Constitution save and except by a three-quarters majority of votes of those present and entitled to vote at a meeting of the Council. Notwithstanding clause 5(c) of this Constitution, the full text of each proposed motion to repeal, amend or add such a clause shall be sent to the clubs fourteen (14) days prior to the meeting. For the purposes of this sub-clause, the entitlement to voting rights shall be as defined in the clause relating to Election of Directors.

19. RULES OF THE ASSOCIATION

The Board of Directors shall have the power to make a Rule or Rules and to alter or repeal an existing Rule. The exercise of the power conferred by this clause shall be reported fully in the Minutes of the Meeting of the Board of Directors at which it is made and shall become effective thirty (30) days after that meeting. The Council may disallow the making, alteration or repeal of a Rule at a duly constituted meeting on a motion of which due notice has been given and to the extent that it is disallowed the Rule made or the Rule repealed or the alteration of the Rules becomes void and of no effect as from the date of the Council Meeting. Provided a Rule is not inconsistent with this Constitution it is binding on all members and shall be construed as part of the Constitution.

19A. APPROVAL OF CHANGES TO CONSTITUTION OR RULES

While the Association is the holder of a Club License under the Liquor Licensing Act 1988 as soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the Association, the Secretary shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director of Liquor Licensing.

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20. BY LAWS

The Board of Directors may also, from time to time, make, alter and repeal By Laws:

- (a) Regulating the use of grounds and premises by members of the Association or their individual members and the admission thereto by visitors for the purposes of playing thereon or watching the play thereon;
- (b) Regulating the holding of hockey competitions and matches;
- (c) Generally for the good conduct of the affairs of the Association.

The Council may disallow the making, alteration or repeal of a by-law at a duly constituted meeting on a motion of which due notice has been given and to the extent that it is disallowed the by-law made or the by-law repealed or the alteration of the by-law becomes void and of no effect as from the date of the Council Meeting. Provided a by-law is not inconsistent with this Constitution it is binding on all members and shall be construed as part of the Constitution.

21. FINANCIAL YEAR

The Financial Year of the Association shall commence on the 1st day of October and end on the 30th day of September in each year.

22. SUBSCRIPTIONS, TEAM NOMINATIONS AND LEVIES

- (a) The Board of Directors shall have the power to fix the amount of annual subscription of each financial year which subscription may be related to the number and grade of teams nominated by the club. The amount or method of calculation of such annual subscription shall be decided upon by the Board of Directors prior to the 15th day of March in each year, failing which the decision for the previous year shall stand.
- (b) The annual subscription shall be based on the number of teams nominated by each club for the competition. Not later than the 15th May each club shall pay the Association at least one-half of its annual subscription, which half shall be referred to as the first moiety. Not later than the 30th June in each year, each club shall pay to the Association the balance of its annual subscription, which balance shall be referred to as the second moiety.
- (c) In addition to the annual subscription, the Board of Directors may from time to time (but prior to the date fixed for the payment of the first moiety in each year) stipulate the day in each year for payment of and fix such levies and rate

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of fines and decide such charges as it sees fit, including, without limiting the generality of the power contained in this clause or the general powers conferred on it by this constitution, carnival levies, Olympic levies or other charges. The exercise of the power contained in this sub-clause shall be deemed to be the making of a rule of the current financial year and the provisions of Clause 19 of this Constitution, including the thirty (30) day period therein referred to, shall apply.

- (d) In the event of a club failing to pay either of the moieties of such subscription on or before the date when such moiety falls due, the Council by a two thirds majority may bar the defaulting club from playing in any series of matches controlled by the Council until such subscription is paid or take such other action as it deems fit.
- (e) Should a club be suspended pursuant to this clause, the Executive Officer shall send notification by a registered or certified letter to the last known or notified Secretary of the club or his last known or notified address. Such notice should stipulate the cause and the fact of suspension.

23. NOTICE

- (a) Each club and member Association shall, by the fifteenth day of March in each year, and in the case of any change within ten (10) days provide the Executive Officer with the following information in writing:
 - (i) Where applicable, the name, address and telephone numbers (business and private) of the President, Secretary and delegates; and
 - (ii) A postal address for service to which all mail may be directed and, in particular, all notices of default, complaints, accounts, letters advising protests and other documents may be addressed.
- (b) The delegate or proxy-delegate from each club shall be responsible for bringing to the attention of the organisation he represents, all information of which he know or ought to have known by virtue of meetings of the Council of the Association which he has attended or Minutes of the Council, Board of Directors and Committees of the Association as forwarded to him from time to time by the Association.
- (c) Any correspondence with the Association, its Executive Officer, Committees or its employees shall be directed in the first instance to the Office of the Association for the time being, unless otherwise authorised by the Board of Directors.

24. PROTESTS AND DISPUTES TRIBUNAL

- (a) There shall be a Protests and Disputes Tribunal (the "Tribunal") which shall comprise three members, one of whom shall be selected from each of the following panels:
 - (i) the first panel shall be comprised of the current members of the Board of Directors excluding the Executive Officer;
 - (ii) the second panel shall be comprised of up to four persons of whom each is or has been an admitted practitioner of the Supreme Court of Western Australia; and
 - (iii) the third panel shall be comprised of up to ten persons of whom each is or has been an office bearer of a club.
- (b) The Board of Directors shall appoint the members of the second and third panels and shall at any time have power to remove any person from these panels and to appoint additional persons from time to time provided that the total number of persons on each panel shall not exceed ten.
- (c) The Executive Officer shall select one person from each panel to constitute the Tribunal for each sitting and shall nominate one of them to be Chairman. Should the Executive Officer fail to nominate a Chairman then the Tribunal shall appoint one of its members as Chairman of that sitting. The Executive Officer shall not select any person to sit on the Tribunal if that person or his club is involved in the complaint or matter before the Tribunal.
- (d) The Tribunal shall be empowered to:
 - (i) hear any complaint against any person, club, team of a club or member association which relates to the playing of a game of hockey or the result of a game of hockey referred to it by the Executive Officer; and
 - (ii) deal with any matter which the Board of Directors may in its complete discretion refer to it whether it be the subject of a complaint or not.
- (e) In the course of hearing or dealing with any complaint or matter referred to it the Tribunal may:
 - (i) require the attendance of any person before it;
 - (ii) administer an oath and hear evidence;

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- (iii) re-open or re-hear any complaint or matter previously dealt with by it;
 - (iv) if any person shall fail to answer any questions or shall conduct himself in an unseemly or obstructive manner, impose a fine not exceeding \$100.00 on any person or club who has in the opinion of the Tribunal made a complaint which is trivial, frivolous or vexatious;
 - (v) suspend any person from playing in a game of hockey for any period and/or impose a fine not exceeding \$200.00 on any person or Club who has in the opinion of the Tribunal contravened this Constitution, any by-law or rule of the association, contravened the rule of the game of hockey, brought the game of hockey into disrepute or failed to comply with any order or direction of the Tribunal;
 - (vi) order the forfeiture of a game of hockey;
 - (vii) in exceptional circumstances order the replay of a game of hockey; and
 - (viii) make such other order or direction as the Tribunal shall think fit.
- (f) For the purposes of this clause a game of hockey shall mean any game of field hockey or game of hockey played in any competition which competition is organised or conducted by the Association, by a Committee of the Association, by a Member of the Association or by an Association of which some or all of the members of which are appointed by this Association.
- (g) If a complaint is lodged in writing at the Office of the Association within seven (7) days of the date upon which the incident the subject of the complaint took place with a request that it be referred to the Tribunal the Executive Officer shall cause a meeting of the Tribunal to be convened as soon as is reasonably possible thereafter (but in any event not more than seven days) and shall forthwith cause the persons and clubs concerned to be advised of the substance of the complaint and the time, date and venue of the meeting of the Tribunal.
- (h) If the Tribunal determines to suspend any person from playing in a game of hockey for any period greater than 12 months, the suspension for the period exceeding 12 months shall not become effective until the determination has been ratified by the Board of Directors. If the Board of Directors does not ratify the determination at its next meeting then the decision is to be referred back to the Tribunal for reconsideration. When reconsidered the determination of the Tribunal shall be final.
- (i) Every decision of the Tribunal shall be reported to the Board of Directors and where applicable the Board of Directors shall give effect to the decision. A record of each decision shall be kept by the Executive Officer and recorded in

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the minutes of the Board of Directors. The Executive Officer shall cause all persons and clubs concerned to be advised of the Tribunals findings. The Board of Directors shall cause to be published and the nature of the complaint on which the decision is based, the decision itself and any other relevant facts unless the Board of Directors considers such publication to be undesirable.

25. INDEMNITY

Each Director and each auditor for the time being of the Association shall be granted reasonable compensation out of the assets of the Association against any liability incurred by them in such capacity in defending any proceedings, whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust. Any persons acting in relation to the affairs of the Association shall likewise be compensated out of the assets of the Association from against all actions claims demands costs and expenses which they or any of them shall or may incur or sustain by or by reason of any action incurred in or omitted in or about the execution of their duty or supposed duty with or for the Association except such (if any) by or through their own wilful neglect.

26. DISSOLUTION

The Association may be dissolved or wound up by a resolution at any general meeting or at a Special General Meeting called for such purpose. If upon the dissolution or winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Association. It shall be given to another association incorporated under the Associations Incorporation Act 1987 and having objects similar wholly or in part to the objects of the Association, provided that the constitution of the incorporated association shall prohibit the distribution of its income and property among its members, or it shall be distributed for charitable purposes. The incorporated association or charitable purposes shall be determined by the members of the Association at or before the time of dissolution or winding up. In default of any such determination such payment, transfer or distribution shall be determined by a Judge of the Supreme Court of Western Australia.

DATED THE 18th DAY OF July, 2000.