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BRISBANE WOMEN’S HOCKEY ASSOCIATION INC.**

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CONSTITUTION OF THE BRISBANE WOMEN'S HOCKEY ASSOCIATION INC.

1. NAME

The name of the Incorporated Association shall be the Brisbane Women's Hockey Association Inc. (in these rules called "the Association" or "BWHA"). The headquarters of the Association shall be in Brisbane.

2. DEFINITIONS.

- 2.1 **Affiliated Club:** Affiliated Club shall mean a hockey club that has been accepted by the Association for its teams to compete in the Association's Fixture Competitions.
- 2.2 **Casual Vacancy** on the Board of Management means a vacancy that happens when an elected member resigns, dies, or otherwise stops holding office before the expiry of the term for which they were elected or appointed.
- 2.3 **Club Delegates** shall be ordinary or life members of the Association appointed by their affiliated club to attend any Council, Special Council or Annual General Meeting and authorized to vote and sign the attendance sheet on behalf of their club.
- 2.4 **Club Official** shall mean the president, secretary or treasurer of an affiliated Club or as designated by the affiliated club.
- 2.5 **Constitution:** The Constitution of the Brisbane Women's Hockey Association Inc shall mean the "Rules of Association" as defined by the *Associations Incorporation Act 1981*.
- 2.6 **Council Meeting** and Special Council Meeting shall be as defined as General Meeting and Special General Meeting respectively as per the *Associations Incorporation Act 1981*.
- 2.7 **FIH** shall mean International Federation of Hockey.
- 2.8 **HA** shall mean Hockey Australia Inc.
- 2.9 **HQ** shall mean Hockey Queensland Inc.
- 2.10 **Management:** Board of Management shall be defined as the Management Committee as per the *Associations Incorporation Act 1981*.
- 2.11 **Minor** shall mean a person under the age of eighteen (18) years.
- 2.12 **Office Bearers:** The Office Bearers of the Association shall be the President, Vice-President, and Treasurer.
- 2.13 **Patron** shall mean a prominent woman of good character who is chosen by the Board of Management to foster the interests of the Association in the wider community including government, business and the media.
- 2.14 **Secretary** shall mean a person appointed as Secretary of the Association.

3. OBJECTS.

The objects for which the Association is established are:

- 3.1 to foster, promote, manage and control the game of field hockey for women and girls throughout the Brisbane area and in any other surrounding districts which from time to time become affiliated;
- 3.2 to plan, develop, construct, maintain, manage and promote the use of facilities for the development and playing of the sport of hockey;
- 3.3 to identify, select, train and educate all talented members in all areas of the sport of hockey.

4. POWERS

4.1 The Association has, in the exercise of its affairs:

- 4.1.1 all the powers of an individual; and
- 4.1.2 the power to issue secured and unsecured notes, debentures and debenture stock for the Association.

4.2 The Association may, for example:

- 4.2.1 acquire, hold, deal with and dispose of property.
- 4.2.2 make charges for services and facilities that it supplies.
- 4.2.3 provide infrastructure services to users of the Association facilities from time to time for the promotion and development of hockey.
- 4.2.4 enter into contracts or arrangements relating to the promotion, marketing or management of the Association or activities conducted from time to time at the Association facilities, including (but not limited to) contracts or arrangements relating to:
 - 4.2.4.1 the conduct of events and activities at the Association venues;
 - 4.2.4.2 the provision of media and broadcasting facilities or broadcasting rights at the Association or for events conducted at the Association venues;
 - 4.2.4.3 sponsorship including, but not limited to, naming rights, signage, ticketing or any other means of promoting people or products associated with the Association; and
 - 4.2.4.4 the granting of concessions or other rights or licences for the supply of goods or services to the Association.

4.3 conduct or be involved in the conduct of a licensed club, gaming and other facilities.

- 4.4 purchase, take on lease, or in exchange, hire and otherwise acquire any lands, building, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that where the Association takes or holds any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.5 enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- 4.6 construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.7 borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Incorporated Association's property or assets present or future and to purchase, redeem or pay off any such securities.
- 4.8 take such steps as may from time to time be deemed expedient in furtherance of the objects of the Association to raise funds for the Association including annual subscriptions, fees, levies, hire charges, accepting donations of real or personal property to be applied for the purposes of the Association, and obtaining money by seeking and accepting sponsorships.
- 4.9 in furtherance of the objects of the Association, buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 4.10 appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Association.
- 4.11 remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing of any unsecured notes, debentures or other securities of the Incorporated Association, or in or about the Incorporated Association or promotion of the Incorporated Association or in furtherance of its objects.
- 4.12 invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 4.13 take, or otherwise acquire, and hold shares, debentures or other securities of any government authority, company or body corporate.

- 4.14 in furtherance of the objects of the Association, lend and advance money or give credit to any person or body corporate; guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 4.15 to borrow, raise or obtain loans, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.16 in furtherance of the objects of the Association, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 4.17 take and hold mortgages, liens or charges, to secure the payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchases and others.
- 4.18 take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in Rule 4.4.
- 4.19 take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 4.20 print or publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 4.21 make donations for patriotic, charitable or community purposes.
- 4.22 subscribe to, become a member of or co-operate with any other association, club, or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association but shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association or by virtue of Rule 40.13.
- 4.23 do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association or as are convenient to be done in relation to the Association carrying out its affairs.

5 AFFILIATION AND DISAFFILIATION

- 5.1 Applications from hockey clubs to affiliate with the Association in order for their female members to participate in Association fixtures shall be made in writing addressed to the Secretary.
 - 5.1.1 On receipt of new applications for affiliation, the Secretary shall forward to the applicant club a copy of the Rules of Association, By-Laws and any other conditions and requirements for affiliation as set out by the Association in its Operations Manual and shall advise the applicant club of the amount of public liability insurance held by the Association

- 5.2 Applications from hockey clubs to re-affiliate with the Association in order for their female members to participate in Association fixtures in subsequent years shall be made in writing addressed to the Secretary to be received by a date set by the Board of Management from time to time.
- 5.2.1 The application to re-affiliate will be on a designated form, forwarded to clubs, and will detail where the Rules of Association, By-Laws and any other conditions and requirements for affiliation as set out by the Association in its Operations Manual can be accessed and the amount of public liability insurance held by the association
- 5.3 Applications for affiliation and re-affiliation shall be considered by the Board of Management at the next meeting after receipt and the Board shall determine upon a recommendation for the acceptance or rejection of the application and shall present its recommendation together with the reasons for such recommendation at the following Council Meeting.
- 5.4 The Association at a Council Meeting may accept, reject or defer an application for affiliation.
- 5.4.1 An applicant club shall receive at least seventy-five percent of the votes cast by delegates present at the meeting at which such application is being considered to be accepted as an affiliated club.
- 5.4.2 Upon the acceptance or rejection of any application for affiliation the Secretary shall give the applicant club notice in writing within fourteen (14) days of the date on which such a decision was made.
- 5.5 The Association may disaffiliate a club:
- 5.5.1 that does not act in accordance with the rules of the Constitution and By Laws of the Association and any resolutions of the Association then in force which are applicable to it, or
- 5.5.2 that no longer meets the requirements for affiliation as set out by the Association in its Operations Manual.

6. CLASSES OF MEMBERSHIP.

- 6.1 The membership of the Association shall consist of the following classes of members:
- (a) Ordinary members;
 - (b) Life members;
 - (c) Honorary members;
 - (d) Temporary members;
 - (e) Junior members.

- 6.2 Ordinary members shall be the female playing and non-playing registered members of Affiliated Clubs who are not minors.
 - 6.2.1 The numbers of Ordinary members shall be unlimited.
- 6.3 Life members shall be persons who have provided long standing meritorious services to the Association and meet eligibility criteria as set by the Association.
 - 6.3.1 Life members shall be nominated in writing by an Affiliated Club or by a Member of the Board of Management and shall be elected by a 75 percent majority of members of the Board of Management present at a meeting of the Board.
 - 6.3.2 No more than one (1) Life member shall be elected in any one year.
 - 6.3.3 Life membership shall not be subject to application under Rule 7.
- 6.4 Honorary membership may be conferred on adult persons who are not Ordinary or Life members who in the opinion of the Board of Management have undertaken voluntary work which is of benefit of the Association.
 - 6.4.1 Honorary membership shall be conferred by a simple majority of Board of Management members present at a meeting of the Board.
 - 6.4.2 Honorary Membership shall not be subject to application under Rule 7.
 - 6.4.3 Honorary membership shall terminate at the Annual General Meeting following conferral but may be renewed annually thereafter at the discretion of the Board of Management.
 - 6.4.4 The number of Honorary members shall be limited as determined by the Board of Management from time to time.
- 6.5 Temporary membership may be granted to the following and shall be granted for that particular day or time as set for the Championship, Tournament, Carnival, or any like match or matches:
 - 6.5.1 Visiting members of associations affiliated with HQ, HA, or FIH who have reciprocal rights; or
 - 6.5.2 Visitors authorised by the Board of Management playing a game of hockey on a particular day; or
 - 6.5.3 Members of visiting teams engaged in a hockey Championship, Tournament or matches and the bona fide officials of such teams.
 - 6.5.4 Members of affiliated clubs whose application for registration as Ordinary and/or Junior members has been submitted to the Association but has not yet been approved or rejected by the Board of Management
 - 6.5.5 The number of Temporary members shall be unlimited.
 - 6.5.6 Temporary Membership shall not be subject to Application under Rule 7.

6.6 Junior members shall be the female playing and non-playing registered members of Affiliated Clubs who are minors.

6.6.1 The number of Junior members shall be unlimited.

7. APPLICATION FOR MEMBERSHIP.

7.1 Application for Ordinary and Junior membership shall be by registration with the association as a member of an affiliated Club

7.2 The application for Ordinary and Junior membership shall be in writing and signed by two officials of the Affiliated Club who are Ordinary members of the Association.

8. AFFILIATION AND MEMBERSHIP FEES.

8.1 Affiliation and Membership fees shall be payable at such time and in such manner as the Board of Management shall from time to time determine.

8.2 Life, Honorary and Temporary members shall not pay membership fees.

9. ADMISSION AND REJECTION OF MEMBERS.

9.1 The admission of Ordinary and Junior members shall be upon registration by an Affiliated Club.

9.2 At the next meeting of the Board of Management after the receipt of any application for membership, such application shall be considered by the Board of Management, who shall thereupon determine upon the admission or rejection of the applicant.

9.3 Any applicant who receives a majority of the votes of the members of the Board of Management present at the meeting at which such application is being considered shall be accepted as a member to that class of membership.

9.4 Upon the rejection of an application for membership the Secretary shall forthwith give the applicant's club notice in writing of such rejection.

10. TERMINATION OF MEMBERSHIP.

10.1 A member may resign from the Association at any time by giving notice in writing to the Secretary or by requesting a clearance to play in another Association, ..

10.2 Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

10.3 Ordinary and Junior playing members may have their membership terminated by automatic deregistration by failing to play for such period of time as prescribed in the Association by-laws or by an affiliated club submitting a deregistration form for an Ordinary or Junior playing member

10.4 If a member:

10.4.1 is convicted of an indictable offence; or

10.4.2 fails to comply with any of the provisions of these Rules; or

10.4.3 has membership fees in arrears for a period of two (2) months or more; or

10.4.4 acts in a manner considered to be injurious or prejudicial to the character or interests of the Association;

then the Board of Management shall consider whether the member's membership shall be terminated.

10.5 The member concerned shall be given a full and fair opportunity of presenting a case against termination of membership and if the Board of Management resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.

11.1 A person whose application for membership has been rejected or whose membership has been terminated may, within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Board of Management.

11.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, a Special Council meeting to determine the appeal.

11.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board of Management or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

11.4 The appeal shall be determined on the vote of the members present at such meeting entitled to vote.

11.5 Where a person whose application is rejected, does not appeal against the decision of the Board of Management within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall as soon as practicable refund the amount of any fee paid less any amount which is owing to the Association from past periods when the person was a member.

12. REGISTER OF MEMBERS.

12.1 The Board of Management shall cause a register to be kept of the full names, postal addresses, dates of admission, resignation or death, termination or reinstatement of membership of all persons admitted to membership of the Association.

12.2 The register may also contain other contact details or any other particulars the Board of Management or members at a Council meeting decide are relevant to the good operation of the Association.

- 12.3 The register shall be open for inspection at all reasonable times by a bona fide authorized official from any financial affiliated club who applies in writing on Club letterhead to the Secretary stating the reason for such inspection.
- 12.4 The Board of Management may, using their own judgment of a particular situation, or on the application of a member of the Association, withhold any information about the member apart from the member's full name from the register available for inspection if the Board of Management has reasonable grounds for believing the disclosure of the information would put the member at risk of harassment or harm.
- 12.5 In the case of Junior members, only full names shall be available on the register for inspection.

13. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 13.1 An affiliated club or member of the association must not without the prior approval of the Association given in writing:
- 13.1.1 use information obtained from the register of members of the association to contact, or send material to, any member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- 13.1.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 13.2 The Association may from time to time provide to others such details of the membership as it deems necessary in the furtherance of its objects provided that the disclosure of the information does not put the members at risk of harassment or harm, or breach the Association's privacy policy.

14 SECRETARY

- 14.1 The Secretary must be an individual residing in Brisbane Queensland within a 45 km radius of the General Post Office who is appointed by the Board of Management.
- 14.2 The appointed Secretary may be a member of the Board of Management, a member of the Association, or any other person.
- 14.3 If a vacancy happens in the office of Secretary, the Board of Management must appoint a Secretary within one (1) month after the vacancy occurs.
- 14.3.1 If the Board appoints a member of the Association as Secretary, other than to fill a casual vacancy on the Board of Management, the person does not become a member of the Board of Management.
- 14.3.2 If the Board appoints a member of the Association as Secretary and also appoints this same member to fill a casual vacancy on the Board of Management, the person becomes a member of the Board of Management

14.3.3 If the Board appoints any other person to be Secretary that person does not become a member of the Board of Management.

14.3.4 If the Secretary appointed is employed and remunerated by the Association they do not become a member of the Board of Management.

14.3.4.1 Such Secretary shall attend meetings of the Board of Management and Council, but shall not be entitled to a vote.

15. REMOVAL FROM OR VACATION OF OFFICE OF THE SECRETARY

15.1 The Board of Management of the Association may at any time remove a person appointed by the Board as the Secretary, but nothing in this rule shall be construed so as to absolve the Association of its obligations to a person employed as Secretary under a contract.

15.2 If the Board of Management removes a Secretary who prior to their appointment as Secretary was a member of the Board of Management, that person shall remain a member of the Board.

15.3 If the Board of Management removes a Secretary who was appointed Secretary to also fill a casual vacancy on the Board of Management, that person shall remain a member of the Board.

15.4 The office of Secretary shall become vacant if the person holding that office

15.4.1 dies; or

15.4.2 becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or

15.4.3 is convicted of an offence under the Associations Incorporation Act 1981; or

15.4.4 is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in the default of payment of a fine; or

15.4.5 has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of a payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or

15.4.6 ceases to be resident in Brisbane Queensland within a radius of 45km of the General Post Office; or

15.4.7 resigns from office under the person's hand addressed to the Board of Management of the Association.

16. FUNCTIONS OF SECRETARY

16.1 The functions of the Secretary include, but are not limited to:

16.1.1 calling of meetings of the Association, including preparing notices of meeting and the business to be conducted at the meeting in consultation with the President of the Association; and

16.1.2 keeping minutes of each meeting; and

16.1.3 keeping copies of all correspondence and other documents relating to the Association; and

16.1.4 maintaining the register of members of the Association.

17. MEMBERSHIP OF BOARD OF MANAGEMENT.

17.1 The Board of Management of the Association shall consist of a President, Vice President, Treasurer, and such number of Directors as determined by the existing Board from time to time, all of whom shall be elected by the members of the Association at the Annual General Meeting.

17.2 All members of the Board of Management shall be Ordinary members or Life members of the Association.

17.3 At the Annual General Meeting of the Association, all the members of the Board of Management for the time being shall retire from office but shall be eligible upon nomination for re-election.

17.4 No more than two (2) members on the Board of Management. may be elected from the same Affiliated Club.

17.5 The election of Office Bearers and other members of the Board of Management shall take place in the following manner:

17.5.1 any Affiliated Club of the Association may nominate any Ordinary or a Life Member to serve as a member of the Board of Management provided that:

17.5.1.1 the nominee has not been convicted on indictment or has not been convicted summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;

17.5.1.2 the nominee is not an undischarged bankrupt, or has not compounded with creditors or otherwise taken advantage of the laws in force for the time being relating to bankruptcy.

17.5.2 the nomination, which shall be in writing, and signed by the nominee and an official of the nominating Affiliated Club, shall be lodged with the Secretary by a date set by the Board of Management which shall be at least 21 days before the Annual General Meeting at which the election is to take place;

17.5.3 a balloting list of the candidates' names in alphabetical order, with the nominating club, shall be posted, in time to be received by the Affiliated Clubs at least fourteen (14) days immediately preceding the Annual General Meeting;

17.5.4 balloting lists shall be returned to the Secretary containing the names of the candidates selected by the Affiliated Club to be received for opening and counting at the Annual General Meeting;

17.5.5 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.

17.5.6 election of candidates so nominated as per Rule 17.5.4 shall be as per Rule 34.3 and as per Rule 17.5.5 shall be as per Rule 34.2.

18 RESIGNATION, REMOVAL FROM OR VACATION OF OFFICE OF A MEMBER OF THE BOARD OF MANAGEMENT.

18.1 Any member of the Board of Management may resign from membership of the Board of Management at any time by giving notice in writing to the Secretary, and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

18.2 A member of the Board of Management may be removed from office by a vote of members at a Council Meeting of the Association provided that such member be given the opportunity to fully present a case against such removal to Council prior to the vote.

18.2 The question of removal shall be determined by a simple majority of the vote of the members entitled to vote present at such a Council Meeting.

18.3 There is no right of appeal against a member's removal from office under this section.

18.4 A member of the Board of Management immediately vacates the office of member of the board if the member

18.4.1 dies; or

18.4.2 becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or

18.4.3 is convicted of an offence under the Associations Incorporation Act 1981; or

18.4.4 is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in the default of payment of a fine; or

18.4.5 has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of a payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or

18.4.6 fails to attend three (3) consecutive meetings without a valid reason; or

18.4.7 accepts appointment as Secretary of the Association as a remunerated employee.

19. VACANCIES ON BOARD OF MANAGEMENT.

19.1 The Board of Management shall have power at any time to appoint any Ordinary or Life member of the Association to fill any casual vacancy on the Board of Management until the next Annual General Meeting.

19.2 The continuing members of the Board of Management may act notwithstanding any casual vacancy on the Board of Management, 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 Management, the continuing member or members may act for the purpose of increasing the number of members of the Board of Management to that number or of summoning a Special Council Meeting of the Association, but for no other purpose.

20. FUNCTIONS OF THE BOARD OF MANAGEMENT.

20.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any Council Meeting the Board of Management:-

20.1.1 shall have the general control and management of the administration of the affairs, property and funds of the Association; and

20.1.2 shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these rules are silent providing such interpretation is not inconsistent with the Associations Incorporation Act 1981 and Regulations made under the Act.

20.2 The Board of Management may exercise all the powers of the Association:

20.2.1 to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

20.2.2 to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

20.2.3 to invest in such manner as the members of the Association may from time to time determine.

20.3 For Rule 20.2.2 the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:

20.3.1 the financial institution for the Association; or

20.3.2 if there is more than one (1) financial institution for the Association, then the financial institution nominated by the Board of Management.

21. MEETINGS OF BOARD OF MANAGEMENT.

21.1 Subject to this rule, the Board of Management may meet together and regulate its proceedings as it thinks fit.

- 21.2 The Board of Management shall meet at least once after each Council Meeting and before the following Council Meeting to exercise its functions.
- 21.3 The Board of Management meeting dates shall be set at the first meeting after the Annual General Meeting , stated in the minutes and published on the Association website.
- 21.4 At every meeting of the Board of Management a quorum shall be as stated in Rule 23.1.
- 21.5 The Board of Management may hold meetings, or permit a member of the Board to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen, and such members shall be taken to be present at the meeting.
- 21.6 At Board of Management Meetings elected members shall be entitled to one (1) vote.
- 21.7 Any decision made at any meeting of the Board of Management shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 21.8 A member of the Board of Management shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does vote, the members vote must not be counted.
- 21.9 The President shall preside as chairperson at every meeting of the Board of Management, or if there is no President, or if at any meeting the President is 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 member's may choose one (1) of their number to chair the meeting.

22. SPECIAL MEETING OF THE BOARD OF MANAGEMENT.

- 22.1 A special meeting of the Board of Management shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Board of Management, which requisition shall clearly state the reasons why such special meeting is being called and the nature of the business to be transacted thereat.
- 22.2 The Secretary shall give each member of the Board of Management notice of a special meeting within fourteen (14) days of receiving the request, except
- 22.2.1 if the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 22.2.2 Notice of a special meeting shall clearly state the day, time and place of the meeting, and the business to be conducted thereat.
- 22.2.3 The meeting shall be held within fourteen(14) days of the notice being issued.

23. QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETINGS.

- 23.1 The quorum for a meeting of the Board of Management shall be one half the number of persons elected and appointed to the Board of Management as at the last Council Meeting plus one, provided that at least one of the Office Bearers is in attendance

- 23.2 If, for a meeting convened upon the requisition of members of the Board of Management a quorum is not present within half an hour from the time appointed for the commencement of the Board of Management meeting, the meeting shall lapse.
- 23.3 All other meetings of the Board of Management 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 members of Board of Management present 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.

24. MINUTES OF BOARD OF MANAGEMENT MEETINGS

- 24.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Management meeting are recorded and retained to form a minute file.
- 24.2 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Management meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding Board of Management meeting verifying their accuracy.

25. DELEGATION OF POWERS OF BOARD OF MANAGEMENT.

- 25.1 The Board of Management may delegate any of its powers to an elected subcommittee, or to an appointed subcommittee consisting of such members of the Association as the Board of Management considers have appropriate skills to assist with the conduct of the Association's operations from time to time.
- 25.2 Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Management.
- 25.4 If at any meeting the chairperson (or convenor) is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to chair the meeting.
- 25.5 A subcommittee may meet and adjourn as it thinks proper.
- 25.6 Questions arising at any subcommittee meeting shall be determined by a majority vote of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 25.7 At the first Board of Management meeting after the Annual General Meeting, members of the Board of Management elected as Directors given responsibility for particular operations within the Association shall advise the Board of Management whether they will act as convenor or chairperson of all elected subcommittees within their portfolio or whether they will appoint a member of a particular subcommittee to act as the convenor or chairperson on their behalf.
- 25.8 The Secretary shall advise the name of the convenors or chairpersons to all subcommittee members as soon as practicable after the first Board of Management meeting.

26. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.

All acts performed by the Board of Management, a subcommittee, or by any person acting as a member of the Board of Management or subcommittee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Management, subcommittee, or person acting as aforesaid, or that the members of the Board of Management or any of them were disqualified from being a member, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Management.

27. RESOLUTIONS OF BOARD OF MANAGEMENT WITHOUT MEETING.

27.1 A resolution in writing received from all the members of the Board of Management for the time being entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held.

27.2 Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Board of Management and provided using any technology that can be held by the Association in verifiable hard copy including but not limited to facsimile and e-mail.

28. NOTICE OF COUNCIL, SPECIAL COUNCIL AND ANNUAL GENERAL MEETINGS.

28.1 The Secretary shall convene all Council, Special Council, and Annual General Meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association through the affiliated clubs.

28.2 The manner by which such notice shall be given shall be as determined by the Board of Management, however, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his or her membership by the Board of Management, or a meeting called to hear and decide a proposed special resolution of the Association shall be given in writing.

29. COUNCIL MEETING.

29.1 There shall be at least eight (8) Council meetings of the Association held at regular intervals each calendar year.

29.2 A Council Meeting shall be held within seven (7) days after the Annual General Meeting.

29.3 Council Meetings shall be attended by the Secretary, the Office Bearers, members of the Board of Management and two (2) Ordinary or Life members appointed by every Affiliated Club as their club delegates.

29.3.1 The Secretary, the Office Bearers and members of the Board of Management shall not act as club delegates.

29.4 Association Officials and Life Members may attend all Council Meetings and speak on any matter but are not entitled to vote unless they are appointed club delegates

- 29.5 Other persons may attend and speak only at the invitation the Board of Management.
- 29.6 A summary of Board of Management decisions must be presented at each Council Meeting.

30. SPECIAL COUNCIL MEETING.

- 30.1 The Secretary shall convene a Special Council Meeting by sending out a notice of the meeting within fourteen (14) days of:
- 30.1.1 being directed to do so by the Board of Management; or
 - 30.1.2 being given a requisition in writing signed by not less than one-third of the members presently on the Board of Management or not less than half the number of Affiliated Clubs whose delegates are entitled to vote at Council meetings of the Association plus one (1); or
 - 30.1.3 being given a notice in writing of an intention to appeal against the decision of the Board of Management to reject an application for membership or to terminate the membership of any person.
- 30.2 A requisition mentioned in sub-rule 30.1.2 shall clearly state the reasons why such Special Council Meeting is being convened and the nature of the business to be transacted thereat.
- 30.3 A Special Council Meeting must be held within three (3) months after the Secretary is directed to call the meeting by the Board of Management; or is given the written request mentioned in sub-rule 31.1.2; or is given the written notice of an intention to appeal mentioned in sub-rule 31.1.3.
- 30.4 A Special Council Meeting must be called for the purpose of altering, adding to or rescinding the Rules.

31. ANNUAL GENERAL MEETING.

- 31.1 The Annual General Meeting shall be held after the last day in September and prior to the end of the month of December in each calendar year on a date determined by the Board of Management.
- 31.2 The following business shall be transacted at the Annual General Meeting:
- 31.2.1 tabling of a report by the Board of Management ;
 - 31.2.2 receipt of the financial statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last reportable financial year;
 - 31.2.3 receipt of the Auditor's report on the financial affairs of the Association;
 - 31.2.4 presentation of the financial statement and audit report to the meeting for adoption;
 - 31.2.5 election of the Board of Management;

31.2.6 appointment of the Auditor;

31.2.7 announcement of the Patron of the Association;

31.2.8 presentation of Life Membership and Long Service Awards.

32. QUORUM FOR AND ADJOURNMENT OF COUNCIL MEETINGS, SPECIAL COUNCIL MEETINGS AND ANNUAL GENERAL MEETING

32.1 The quorum for a Council Meeting, Special Council Meeting and Annual General Meeting shall be club delegates in attendance representing two thirds (2/3) of the number of financial Affiliated Clubs.

32.2 No business shall be transacted at any meeting unless a quorum of club delegates is present at the time when the meeting proceeds to business.

32.3 The Board of Management may, in special circumstances and on application in writing to the Secretary by letter, facsimile or e-mail, permit a club delegate to take part in a meeting by using any technology that reasonably allows the delegate to hear and take part in discussions as they happen, and such members shall be taken to be present at the meeting, but shall not take part in a secret ballot unless the sealed ballot papers have been forwarded to the Association before the meeting.

32.4 If within thirty (30) minutes from the time appointed for the commencement of any Special Council meeting a quorum is not present, the meeting, if convened upon the request of members of the Board of Management or the Association, shall lapse.

32.5 If a quorum is not present within thirty (30) minutes after the time fixed for a Council, Special Council or Annual General meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned to such other day and at such other time and place as the Board of Management may determine.

32.6 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.

32.7 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.

32.8 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

33. PROCEDURE AT MEETINGS.

33.1 Unless otherwise provided by these rules, at every Council, Special Council, and Annual General Meeting -

- 33.1.1 the President shall preside as chairperson, or if there is no President, or if the President is not present within 15 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 (1) of their number to be chairperson of the meeting; and
- 33.1.2 the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
- 33.1.3 voting privileges shall be as per Rule 34.
- 33.1.4 any matter requiring a vote shall require a proposer and must be seconded by a club delegate who is not a member of the same club as the proposer.
- 33.2 the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Council, Special Council and Annual General Meeting to be entered in a book to be open for inspection at all reasonable times by club delegates from any financial affiliated club which previously applies in writing to the Secretary for that inspection.
- 33.3 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Council and Special Council shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Council meeting verifying their accuracy.
- 33.4 The chairperson of that Annual General Meeting or the Chairperson of the next succeeding Annual General Meeting shall sign the minutes of any Annual General Meeting verifying their accuracy.

34. VOTING PRIVILEGES.

- 34.1 Voting at Council, Special Council, and Annual General shall be by a show of hands, or by division of club delegates, or by open ballot at the discretion of the chairperson, unless otherwise stated in these Rules.
- 34.2 At all Annual General, Special Council and Council Meetings every question, matter or resolution shall be decided by a majority of the votes of the club delegates present unless otherwise stated in these Rules; and
 - 34.2.1 every financial Affiliated Club shall be entitled to a maximum of three votes allocated as follows:
 - 34.2.1.1 one (1) vote for a club with teams competing in the Senior divisions, excluding Masters or Veterans, playing on the artificial turf pitches;
 - 34.2.1.2 one (1) vote for a club with teams competing in the Senior divisions, excluding Masters or Veterans, playing on the grass fields;
 - 34.2.1.3 one (1) vote for a club with teams competing in the Junior divisions on full size pitches; and
 - 34.2.1.4 the foregoing notwithstanding, on matters where a the outcome of a vote will affect only the teams competing in a particular section of the three sections entitled to a vote above, only those Clubs with teams competing within that section shall be entitled to exercise a vote; and voting on such a matter shall be on the basis of one (1) vote per club; and

- 34.2.2 no club delegate shall be entitled to vote at any meeting if their Club is in financial arrears of more than one (1) month at the date of the meeting; and
 - 34.2.3 if more than one fifth (1/5) of the club delegates present demand a ballot, there shall be a secret ballot; and
 - 34.2.4 the chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the Chairperson shall determine and the results of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - 34.2.5 Life Members and Officials of the Association may speak in support or opposition to all motions and amendments but shall not be entitled to vote unless acting in the capacity of appointed club delegates; and
 - 34.2.6 Honorary or Temporary members shall not be permitted to speak or vote.
 - 34.2.7 Minors shall not be permitted to attend, speak or vote.
- 34.3 The election of Office Bearers, members of the Board of Management, voting on changes to the Rules of Association, and Notices of Motion shall be by secret ballot on balloting papers sent beforehand to Affiliated Clubs, returned, opened and counted on the meeting night.

35. ELECTION OF OFFICIALS & SUB COMMITTEE MEMBERS

- 35.1 Officials and Sub-Committees shall be elected at the first Council Meeting after the Annual General Meeting.
- 35.2 any Affiliated Club of the Association may nominate any Ordinary member or BWA Life Member to serve as an Official or Sub-Committee member;
 - 35.2.1 Where appropriate other persons with suitable experience or qualifications may be co-opted onto Sub-Committees at the discretion of the Board of Management.
- 35.3 the nomination, which shall be in writing, and signed by the nominee and an official of the nominating Affiliated Club, shall be lodged with the Secretary at least 21 days before the first Council meeting held after the Annual General Meeting at which the election is to take place or by a particular date set by the Board of Management;
- 35.4 a balloting list of the candidates' names in alphabetical order, with the nominating club, shall be posted, in time to be received by the Affiliated Clubs at least fourteen (14) days immediately preceding the Annual General Meeting;
- 35.5 balloting lists shall be returned to the Secretary containing the names of the candidates selected by the Affiliated Club to be received for opening and counting at the first Council Meeting held after the Annual General Meeting;
- 35.6 Vacancies occurring in any Official position or Sub-Committee may be filled by appointment by the Board of Management.

36 BY-LAWS

- 36.1 The By laws of the Association shall be contained in the Operations Manual of the Association which shall include all Policies and Procedures.
- 37.2 The Secretary shall provide a copy of the Operations Manual to all Affiliated Clubs by the first Council Meeting of each new calendar year and changes during the year will be updated on the Association's web-site.
- 36.3 The Board of Management may make, amend or repeal by-laws, not inconsistent with the rules of this Constitution, for the general management of the Association.
- 36.4 Changes to the by-laws will be given to club delegates in writing at the next Council meeting after the Board of Management meeting at which the changes were made, at which time they shall immediately come into effect.
- 36.5 A by-law may be set aside or amended by a vote of club delegates at a Council meeting of the Association on a motion from an affiliated club.
- 36.6 To set aside or amend a by-law, affiliated clubs shall provide the Secretary with a notice of motion in writing on club letterhead signed by the Club Secretary at least twenty-one days (21) days prior to the next Council meeting, and all such motions on notice shall have attached a brief statement of rationale supporting the motion.
- 36.7 The Secretary shall send all such notices of motion on the by-laws to affiliated clubs by at least fourteen (14) days prior to the next Council meeting.
- 36.8 No amendment shall be accepted at the meeting to any such motion on notice.

37. ALTERATION OF RULES.

- 37.1 Subject to the provisions of the *Associations Incorporation Act 1981*, the rules contained in this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at a Special Council Meeting of members.
- 37.2 A special Resolution of the Association in accordance with the *Associations Incorporation Act 1981* Act shall mean a resolution passed at a Council, Special Council, or Annual General Meeting of the Association by the votes of three quarters ($\frac{3}{4}$) of the club delegates who are present and entitled to vote on the resolution.
- 37.3 The Secretary must apply to the Chief Executive of the Department administering the Act to have an amendment, rescission or addition to the rules registered within three (3) months of a special resolution being passed.
- 37.4 An amendment, rescission or addition to the rules is valid only if registered by the Chief Executive of the Department administering the Act.

38. NOTIFICATION OF CHANGE OF OFFICE BEARERS AND SECRETARY

- 38.1 The Board of Management must notify the Chief Executive of the Department administering the Act of a change in the office of Secretary within one month of the appointment.

38.2 The Secretary must notify the Chief Executive of the Department administering the Act of a change in the offices of President or Treasurer within one month of the election or appointment.

38.3 The Secretary must notify the Chief Executive of the Department administering the Act within one month of a change in the Secretary's address.

39. COMMON SEAL.

39.1 The Board of Management shall provide for a common seal and for its safe custody.

39.2 The common seal shall only be used by the authority of the Board of Management and every instrument to which the seal is affixed shall be signed by a member of the Board of Management and shall be countersigned by the Secretary or by a second member of the Board of Management or by some other person appointed by the Board of Management for the purpose.

40. FUNDS AND ACCOUNTS.

40.1 The funds of the Association must be kept in the name of the Association in financial institutions decided by the Board of Management.

40.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

40.3 All moneys shall be deposited as soon as practicable after receipt thereof.

40.4 The Board of Management shall determine the amount of petty cash which shall be kept on the imprest system.

40.5 Payments of less than \$100.00 may be made from a petty cash account kept on the imprest system.

40.6 All amounts of \$100 or over shall be paid by electronic funds transfer or by cheque signed by any two (2) of the President, Vice-President, Secretary, Treasurer or other member authorised from time to time by the Board of Management, provided that one of the signatories is either the Treasurer, the President, or the Secretary.

40.7 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.

40.8 The Board of Management shall approve the Annual Budget prepared by the Treasurer by December each year.

40.9 Purchases of items listed in the approved budget may be made and the purchase amount ratified by the Board of Management at their next meeting

40.10 Any expenditure for items over \$500.00 that have not been listed in the approved budget must be authorized at a Board of Management meeting prior to purchase.

- 40.11 As soon as practicable after the end of each financial year the Treasurer shall cause a statement to be prepared containing the particulars of:
- 40.11.1 the income and expenditure for the financial year just ended; and
 - 40.11.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 40.12 The Auditor must examine the statement prepared under Rule 40.11 and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 40.13 The income and property of the Association whencesoever derived shall be used and applied solely in promoting the Association's objects and exercising the Association's powers as set out herein and no portion 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 providing that nothing herein contained shall prevent the payment of good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of 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 provided further that nothing herein contained shall be construed so as to prevent the payment or repayments 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. No payment shall be made to any officer or employee of the Association of any amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor.

41. PUBLIC LIABILITY INSURANCE

- 41.1 The Board of Management shall take out public liability insurance for the Association and must advise the amount of insurance to:
- 41.2 Affiliated clubs prior to annual registration of members with the Association; and
- 41.3 Nominees for the office of President, Vice-President, Treasurer and positions on the Board of Management prior to election at the Annual General Meeting or prior to appointment to a casual vacancy on the Board of Management; and
- 41.4 The Secretary prior to appointment.

42. DOCUMENTS.

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

43. FINANCIAL YEAR.

The financial year of the Association shall close on 30 September in each year.

44. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY.

- 44.1 The Association may be dissolved upon the vote of three-quarters (3/4) majority of Ordinary members and Life members present at a Special Council Meeting called to consider the question.
- 44.2 Should the Association be wound up in accordance with the provisions of the *Associations Incorporation Act 1981* as amended from time to time, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which prohibit the distribution of its or their income and property among it or their members to an extent at least as great as is imposed on the Association or by virtue of Rule 40.13, such institution or institutions to be determined by the members of the Association.
- 44.2.1 Nothing in this rule shall be construed so as to prohibit any Affiliated Club the constitution of which contains a provision prohibiting the distribution of its property and income to members as aforesaid, and which is continuing in existence, from benefiting from the distribution of assets on the winding-up of the Association.