



ASSOCIATIONS INCORPORATION ACT 1985 (SA)

**South Australian Ice Hockey
Association Incorporated,
Trading as Ice Hockey SA (IHSA),
Constitution** 16/01/2012

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President

.....
Secretary

Date:.....

SOUTH AUSTRALIAN ICE HOCKEY ASSOCIATION INCORPORATED

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of South Australian Ice Hockey Association Incorporated

1. NAME OF ASSOCIATION

THE NAME OF THE ASSOCIATION IS "SOUTH AUSTRALIAN ICE HOCKEY ASSOCIATION INCORPORATED" (ASSOCIATION), TRADING AS "ICE HOCKEY SA" (IHSA).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this constitution, unless the contrary intention appears:

- **'Act'** means the *Associations Incorporation Act 1985 (SA)*.
- **'Associate Member'** means a registered financial individual member who is not affiliated with any club but who has paid the requisite fee as prescribed from time to time to the Association.
- **'Board'** means the body managing the Association and consisting of the directors.
- **'Club'** means a member club of the Association.
- **'Constitution'** means this Constitution of the Association.
- **'Financial year'** means the year ending on the next last day of November following incorporation and thereafter a period of 12 months commencing on 01 December and ending on the last day of November each year.
- **"Individual Member"** means a registered financial individual member of a Club, or an Associate Member who has paid the requisite fee as prescribed from time to time to the Association.
- **'ISO'** means International Sport Organisation, International Ice Hockey Federation.
- **'Junior Member'** means a player who is under the age of 18 years at the commencement of the financial year.
- **'Life member'** means an individual appointed as a life member of the Association under **clause 5.2**.
- **'Local area'** means the geographical area for which the Association is responsible as recognised by the national organisation for Ice Hockey of which the Association is a member. In this case the local area is the State of South Australia in the Commonwealth of Australia.

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- **'Member'** means a member of the Association for the time being under **clause 5**.
- **'NSO'** means National Sport Organisation recognised as the Australian Ice Hockey Federation Incorporated T/A Ice Hockey Australia (IHA)
- **'Objects'** means the objects of the Association in **clause 3**.
- **"Official"** means any coach, referee, linesman, goal judge, team manager/administrator, scorer/statistician or other person who has a position as an official in Ice Hockey.
- **'RSO'** means South Australian Ice Sports Federation
- **'Special resolution'** means a special resolution defined in the Act.
- **'Sport'** means Ice Hockey
- **'SSO'** means State Sport Organisation, South Australian Ice Hockey Association Incorporated T/A Ice Hockey SA

2.2 Interpretation

In this constitution:

- (a) A reference to a function includes a reference to a power, authority and duty.
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
- (c) Words importing the singular include the plural and vice versa.
- (d) Words importing any gender include the other genders.
- (e) References to persons include corporations and bodies politic.
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (h) A reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and

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otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this constitution.

2.4 The Act

Except where the contrary intention appears, in this constitution an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this constitution.

3. OBJECTS OF THE ASSOCIATION

The Association is the peak body for the administration of Ice Hockey in South Australia. The objects for which the Association is established and maintained are to:

- (a) To be and remain the only South Australian affiliate of the Australian Ice Hockey Federation Inc. (trading as Ice Hockey Australia [IHA]).
- (b) conduct, encourage, promote, advance, control and administer all forms of Ice Hockey in and throughout South Australia through and by various Clubs and Members for the mutual and collective benefit of the Members and Ice Hockey;
- (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Ice Hockey for the collective and mutual benefit of the Members and Ice Hockey;
- (d) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects;
- (e) at all times to act on behalf of, and in the interests of, the Members and Ice Hockey;
- (f) promote the economic and sporting success, strength and stability of the Association and each Club and Member and to act interdependently with each Club and Member in pursuit of these objects;
- (g) affiliate (where necessary or appropriate) and otherwise liaise with the International Ice Hockey Federation, the Australian Ice Hockey Federation, the South Australian Ice Sports Federation and any other such organisation in the pursuit of these objects;
- (h) use and protect the Intellectual Property of the Association;
- (i) collect, distribute and publish information in connection with Ice Hockey and national Ice Hockey tournaments and competitions by means of hard copy, electronic medium or website, as deemed appropriate by the Board from time to time;
- (j) promote and manage national tournaments, competitions and championships held in the local area;
- (k) strive for governmental, commercial and public recognition of the Association and Ice Hockey;
- (l) promulgate and enforce such rules as may be necessary or appropriate for the management and regulation of Ice Hockey and related activities in South Australia;
- (m) select and control teams and squads to represent South Australia and the Association in Ice Hockey at national level;

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- (n) pursue or develop such commercial arrangements as are appropriate to further the Objects of the Association and Ice Hockey;
- (o) initiate any investigation(s) of any person(s) or incident(s) relating to matters of discipline as it pertains to conduct affecting Ice Hockey in South Australia and refer such matters to the Judiciary Committee as appropriate;
- (p) Conduct any Hearing arising out of Clause 3 (o) above in strict accordance with the IHA Competition, Tribunal and Disciplinary Guidelines as issued by IHA from time to time;
- (q) act as final arbiter on all matters referred to it (by Members) or accepted by it pertaining to the conduct of Ice Hockey in South Australia, including disciplinary matters;
- (r) develop, enact, approve and implement appropriate policies, including, but not limited to discipline, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Ice Hockey, all in concert with similar Policies prepared by IHA and adopt and use all IHA policies as issued from time to time;
- (s) apply the property and capacity of the Association solely towards the fulfilment and achievement of these Objects;
- (t) represent the interests of its Members and of Ice Hockey generally in any appropriate forum; and
- (u) have regard to the public interest in its operation.

The Association shall:

- (a) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits to which these Objects are intended to achieve; and
- (b) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects;

4. POWERS OF THE ASSOCIATION

Solely for furthering the objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS ®

5.1 The members of the Association shall consist of:

- (a) life members, who, subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings

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- (b) individual members, who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings
- (c) Associate members, who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings
- (d) Junior members who, shall have the right to be present at general meetings but shall have no rights to debate or to vote at general meetings; and
- (e) Volunteers shall have the right to be present at general meetings but shall have no rights to debate or to vote at general meetings; and
- (f) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board can not be granted voting rights without the approval of the Association in general meeting; and
- (g) All voting members, or prospective voting members, shall be of a minimum age of 18 years at the time of application for membership of the Association.

5.2 Life Members

- (a) Any two (2) Members may recommend to the Board that any natural person who has rendered distinguished service to the Association or ice hockey, where such service is deemed to have assisted the advancement of ice hockey in South Australia, be appointed as a Life Member. Any such recommendation must be accompanied by a written detailed schedule setting out the nominee's distinguished service to the Association or ice hockey.
- (b) A resolution of the Board to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the board must be a special resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a life member.
- (d) A person upon whom life membership has been conferred shall be presented to the next AGM and the person's details shall then be entered upon the register, and from the time of entry on the register the person shall be a life member.

6. MEMBERSHIP APPLICATION ®

6.1 Application for membership

An application for membership must be:

- (a) Any application for membership by a natural person must be made in writing to the Secretary, on the prescribed form (if applicable) or on "Pointstreak" or other such registration system in place from time to time as approved by IHA, to the registered office of the Association and be accompanied by the prescribed membership fee as applicable for the various levels of membership of the Association.
- (b) Any application for membership by a Club must be made in writing, in the prescribed form, to the registered office of the Association and be accompanied by:

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- (i) the prescribed club membership fee; and
 - (ii) a copy of the Rules and a list of the officers and members of the intending member certified to be correct by the President and Secretary of the Club.
 - (iii) A copy of the previous year's financial statement showing balance sheet and profit and loss statement
- (c) accompanied by an appropriate form of proof confirming the applicant's age. Refer to clause 5.1(g) above

6.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application and the scheduled fee (if any) by the Association. The register shall be amended accordingly as soon as practicable.
- (c) Where the Association rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

6.3 Renewal

Members (other than life members) must renew their membership annually in accordance with the procedures set down by the Association in regulations from time to time.

7. REGISTER OF MEMBERS

7.1 Association to Keep Register

The Association shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, electronic contact address, street address and date of entry of each member
- (b) where applicable, the date of termination of membership of any member.
- (c) All members agree that IHHA and IHSA may publish any and all personal information, as it relates to membership on the "Pointstreak" (or such other approved location) registration page on the IHA Website.

Members shall provide notice of any change and required details to the Association within one month of such change.

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7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by bodies to which the Association is affiliated, upon reasonable request.

7.3 Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objects, in such manner as the board considers appropriate.

8. EFFECT OF MEMBERSHIP

MEMBERS ACKNOWLEDGE AND AGREE THAT:

- (a) This constitution forms a contract between each of them and the Association and that they are bound by this constitution and the regulations.
- (b) They shall comply with and observe this constitution and the regulations and any determination, resolution or policy which may be made or passed by the board or other entity with delegated authority.
- (c) By submitting to this constitution and regulations, they are subject to the jurisdiction of the Association (IHSA) and IHA.
- (d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of Ice Hockey in South Australia.
- (e) They are entitled to all benefits, advantages, privileges and services of Association membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A member who has paid all arrears of fees due and payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association.
- (b) Once the Association receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the register that records the date on which the member ceased to be a member.

9.2 Discontinuance for Breach

- (a) Membership of the Association may be discontinued by the board upon breach of any clause of this constitution or the regulations, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the regulations or any resolutions or determinations made or passed by the board or any duly authorised committee.
- (b) Membership shall not be discontinued by the board under **clause 9.2(a)** without the board first giving the accused member the opportunity to explain the breach and/or remedy the breach.

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- (c) Where a member fails, in the board's view, to adequately explain the breach, then that member's membership shall be discontinued under **clause 9.2(a)** by the Association giving written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member to Re-Apply

A member whose membership has been discontinued under **clauses 9.1 or 9.2**:

- (a) must seek renewal or re-apply for membership in accordance with this constitution
- (b) may be re-admitted at the discretion of the board.

9.4 Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including intellectual property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association immediately.

9.5 Membership May be Reinstated

Membership, which has been discontinued under this **clause 9**, may be reinstated at the discretion of the board, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded on a pro-rata basis to the member upon discontinuance solely at the discretion of the board of the Association.

10. DISCIPLINE ®

- (a) The board may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this constitution, the regulations or any resolution or determination of the board or any duly authorised committee
 - (ii) acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the Association and/or Ice Hockey
 - (iii) brought the Association, any other member or Ice Hockey into disrepute.

That member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the regulations.

- (b) The board may appoint a judiciary committee to deal with any disciplinary matter referred to it. Such judiciary committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.

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11. SUBSCRIPTIONS AND FEES ®

The annual membership subscription/registration fee (if any) and any fees or other levies payable by members to the Association and the time for and manner of payment shall be as determined by the board from time to time.

12. EXISTING DIRECTORS

The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such adoption of this constitution, and thereafter the positions of directors shall be filled, vacated and otherwise dealt with in accordance with this constitution.

13. POWERS OF THE BOARD

Subject to the Act and this constitution, the business of the Association shall be managed and the powers of the Association shall be exercised by the board. In particular, the board shall act in accordance with the objects and shall operate for the benefit of the members and the community throughout the local area.

14. COMPOSITION OF THE BOARD

14.1 THE BOARD

- a) **Powers.** Subject to the Act and these Rules, the business of the Association shall be managed and the powers of the Association shall be exercised, by the Board. In particular, the Board shall be responsible for acting on all state issues in accordance with the Objects and shall operate for the collective and mutual benefit of the Association, the Members, Ice Hockey and the general community throughout South Australia and shall:
- (i) govern Ice Hockey in South Australia in accordance with the Constitution, Regulations, By-Laws and Policies of the Association;
 - (ii) determine the strategic direction of the Association;
 - (iii) determine the financial direction of the Association;
 - (iv) determining, formulating and enacting policies, regulations and by-laws of the Association; and
 - (v) be the final arbiter on matters referred to it by a Portfolio Director and on all matters of appeal for disciplinary matters, subject to final appeal to IHA.

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b) **Composition.** The Board shall comprise:

- (i) the President,
- (ii) the Vice-President,
- (iii) the Secretary,
- (iv) the Treasurer;
- (v) the elected Delegates from each Member Club and;
- (vii) All Board members, including club delegates, shall be registered financial members or life members of the Association at the time of election or appointment;

c) **Portfolio Councils**

The Board may determine the interests of the Association are best served by the allocation of additional portfolio councils to Board Members. The Board shall be entitled to vary the titles and portfolios of each of the Board Members and Portfolio Directors in accordance with the needs of the Association from time to time.

- i. **Portfolios:** the Board may appoint non-executive directors to Portfolio positions such as; registrar, tribunal chairperson, referee-in-chief, coaching director and other such positions as the board may determine as appropriate from time to time. Such directors shall be registered financial members or life members at the time of appointment and shall have no voting rights on the Board, but may debate, recommend and give opinions on the portfolios to which each is appointed.

14.2 Election and Appointment of Directors

- (a) The elected directors shall be elected under **clause 15** to the portfolios set out in **clause 14.1(c)** above.
- (b) The Club Delegates shall be appointed by each Member Club after its AGM each year.
- (c) The appointed directors may be appointed under **clause 16**.

14.3 Portfolios ®

All portfolios shall be in accordance with **Clause 14.1(c)** above.

15. ELECTED DIRECTORS

15.1 Nomination for Board ®

Nominations for elected director positions shall be called for forty-eight days prior to the AGM. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the board from time to time.

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15.2 Form of Nomination

Nominations must be:

- (a) in writing
- (b) on the prescribed form (if any) provided for that purpose
- (c) signed by two individual members
- (d) certified by the nominees (who must be individual members) expressing their willingness to accept the position for which they are nominated
- (e) delivered to the Association not less than thirty-five days before the date fixed for the AGM.
- (f) All nominees who agree to stand for elected directorships for which they are nominated must be present in person at the AGM at which the elections are to take place.

15.3 Elections ®

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the board, then those nominated shall be declared elected only if approved by the majority of members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the board, then nominations for the position(s) may be called from the floor of the AGM by the chairperson of the meeting. If a nomination is made from the floor and the nominee(s) accept the nomination the voting for the position(s) shall continue as if the nomination(s) had been received in accordance with **Clause 15.2**. The requirements of **Clause 15.2(f)** shall apply for any nominations from the floor.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the board.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the board from time to time or if a dispute arises then in accordance with **clause 26.4** of this constitution.

15.4 Term of Appointment for Elected Directors

Directors elected under **clause 15** shall be elected for a term of two years. Subject to provisions in this constitution relating to early retirement or removal of directors, elected directors shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.

- (a) The President and Treasurer shall hold tenure for a period not exceeding than two (2) years from the initial AGM.
- (b) The Vice-president and Secretary shall hold tenure for a period not exceeding one (1) year from the initial AGM.

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- (c) The Club Delegates shall always hold office for a period not exceeding one (1) year.
- (d) After the expiration of the first term(s) of the board portfolios, all positions, other than club delegates, shall be elected on a staggered rotational basis of a period not exceeding two (2) years before being due for re-election in accordance with **Clause 15.4 (a) and (b)** above.

16. APPOINTED DIRECTORS

16.1 Appointment of Directors

The elected directors may appoint Portfolio directors to fulfil roles on sub-committees as required from time to time.

16.2 Qualifications for Appointed Directors

The appointed Portfolio directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the board composition. They do need to be individual members. Appointed directors cannot also be a delegate.

16.3 Term of Appointment

Appointed directors may be appointed by the elected directors under this constitution for a term of up to a maximum of two years, which shall commence from the first board meeting after the AGM until after the conclusion of the second AGM that follows.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

Any casual vacancy occurring in the position of director may be filled by the remaining directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the retiring director's term under this constitution.

17.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a director becomes vacant by virtue of the Act, the office of a director becomes vacant if the director:

- (a) Dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Association;
- (e) is absent without the consent of the board from meetings held during a period of six months;
- (f) holds any office of employment with the Association without the approval of the Board;

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- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;
- (h) in the opinion of the board (but subject always to this constitution);
 - (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association, has brought the Association into disrepute ;
 - (ii) is removed by special resolution;
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a director or directors, the remaining directors may act. However, if the number of remaining directors is not sufficient to constitute a quorum at a meeting of the board they may act only for the purpose of increasing the number of directors to a number sufficient to constitute a quorum.

17.4 Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Executive has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Executive or the Board which would have been valid if that resolution had not been passed.

18. MEETINGS OF THE BOARD

18.1 Board to Meet

- a) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as 6 times per year, but preferably monthly) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.
- b) If a director is absent for more than two (2) consecutive meetings without a reasonable excuse, or notice, or replaced by a proxy delegate (in the case of a club delegate), then the Board may suspend or remove that director indefinitely, or replace him with an alternate.

18.2 Decisions of Board

Subject to this constitution, questions arising at any meeting of the board shall be decided by a majority of votes and a determination of a majority of directors shall for all purposes be deemed a determination of the board. All elected directors and club delegates shall have one vote on any question. Where voting is equal, the president may exercise a casting vote. If the president does not exercise a casting vote, the motion will be lost. For the purposes of clarity, club delegates mean those delegates appointed by the Redwings IHC, Blackhawks IHC, Tigers IHC and Falcons IHC only. No other delegate is authorised to vote at any Board meeting.

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18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by facsimile, email or other form of visible or other electronic communication by all the directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.
- (b) Without limiting the power of the board to regulate its meetings as it thinks fit, a meeting of the board may be held where one or more of the directors is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the board or this constitution. The notice will specify that directors are not required to be present in person.
 - (iii) If a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by the number of directors which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - (iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.4 Quorum

At meetings of the board the number of directors whose presence is required to constitute a quorum is five, of whom 3 must be executive directors and 2 must be club delegates.

18.5 Notice of Board Meetings

Unless all directors agree to hold a meeting at a shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen days' written notice of the meeting of the Board shall be given to each director. The agenda shall be forwarded to each director no less than four days prior to the meeting.

18.6 Chairperson

The Board may appoint a chairperson from among its number. The chairperson shall not be the nominal head of the Association, as that role is reserved for the President, but will act as chair of any board meeting or general meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a board meeting, the President shall chair the meeting or if absent, the remaining directors shall appoint another director to preside as chair for that meeting only.

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President

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Secretary

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18.7 Conflict of Interest ®

A director shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the board, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the director casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the board. If this is not possible, the matter shall be adjourned or deferred.

18.8 Disclosure of Interests

- (a) The nature of the interest of a director must be declared at the meeting of the board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the board at the next meeting of the board. If a director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the board held after the director becomes interested.
- (b) All disclosed interests must also be disclosed to each AGM in accordance with the Act.

18.9 General Disclosure

A general notice stating that a director is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 18.8**. After the distribution of the general notice, it is not necessary for the director to give a special notice regarding any particular transaction with that firm or company

18.10 Recording Disclosures ®

Any declaration made, any disclosure or any general notice given by a director in accordance with **clauses 18.7, 18.8** and/or **18.9** must be recorded in the minutes of the relevant meeting.

19. DELEGATIONS ®

19.1 Board May Delegate Functions

The board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. The board shall determine any authority to spend Association funds in accordance with an agreed budget. These officers shall be the appointed directors set out in **clause 16.1** above.

It will determine what powers these committees are given. In exercising its power under this clause, the board must take into account broad stakeholder involvement.

19.2 Delegation by Instrument

In the establishing instrument, the board may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and

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- (b) a function imposed on the board or the executive officer by the Act, any other law, this constitution, or by resolution of the Association in a general meeting.

19.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the board under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the objects, and it shall promptly provide the board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the board.

19.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of Delegation

At any time the board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause. In any case, such delegation shall expire upon the AGM following the expiration of the reason for the delegation expiring. If required to carry on beyond this date, the new board shall meet and extend the term should it deem it appropriate.

20. COMMON SEAL

- (a) The Association shall have a seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the board. Every use of the seal shall be recorded in the Association's minute book, or if available, a Common Seal Register set up specifically for this purpose. Two directors must witness every use of the seal, one of whom must be the Secretary, who shall retain hold of the seal at all times.

21. ANNUAL GENERAL MEETING

- (a) The Association's AGM shall be held in accordance with the Act and this constitution. It should be held on a date and at a venue determined by the board.
- (b) All general meetings other than the AGM shall be special general meetings and shall be held in accordance with this constitution.

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President

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22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

- (a) The board may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between AGMs, the board shall convene a special general meeting before the expiration of that period.

22.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when twenty five per cent (25%) of members (no less) submit a requisition in writing.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the board does not cause a special general meeting to be held two months after sending the requisition to the Association, the members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date, subject always to the requirements of Notice in **clause 23**.
- (d) A special general meeting convened by members under this constitution shall be convened in the same manner, or as close as possible, as those convened by the board.

23. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every life member or other registered financial member entitled to receive notice at the address appearing in the Register kept by the Association. The auditor, executive directors and directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a general meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one days prior to a general meeting, a notice will be sent to entitled members. They will also receive:
 - (i) the agenda for the meeting
 - (ii) any notice(s) of motion received from members entitled to vote.
- (d) Notice of every general meeting shall be given in the manner authorised in **clause 36**.

24. BUSINESS

- (a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the board (and auditors if applicable), the election of directors under this constitution and the appointment of the auditors.

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- (b) All business that is transacted at a general meeting and at an AGM, with the exception of those matters set down in **clause 24(a)**, shall be special business.
- (c) No business other than that stated on the agenda notice for a general meeting shall be transacted at that meeting.

25. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Association no less than thirty-five (35) days (excluding receiving date and meeting date) prior to the general meeting.

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings of the Association shall be fifteen (15) members.

26.2 Chairperson to Preside

The chairperson (if applicable) of the board shall, subject to this constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee
- (b) where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside, the President, Vice-president, or Secretary present shall preside as chairperson for that meeting only.

26.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 26.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

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26.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson
- (b) a simple majority of members.

26.5 Recording of Determinations

Unless a poll is demanded under **clause 26.4**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Association's book of proceedings.

26.6 Where Poll Demanded

If a poll is duly demanded under **clause 26.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

27. VOTING AT GENERAL MEETINGS ®

27.1 Members Entitled to Vote

- (a) Each life member and individual member who has reached the age of 18 years shall be entitled to one vote at general meetings.
- (b) No other member shall be entitled to vote but shall, subject to this constitution, have and be entitled to exercise those rights set out in **clause 5.1**
- (c) No member may exercise a vote at general meetings unless they are a fully paid up financial member as at the date the notification of the general meeting sent by the board.

27.2 Chairperson May Not Exercise Casting Vote

Where voting at general meetings is equal, the chairperson may not exercise a casting vote. If the vote is not passed by a majority of those present the vote shall be forfeited.

27.3 Proxy Voting

Proxy voting shall not be permitted at all general meetings.

28. GRIEVANCE PROCEDURE ®

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and:
 - (i) another member
 - (ii) the Association.

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- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) The board may prescribe additional grievance procedures in regulations consistent with this **clause 28**. Refer to **clause 40** for reference to IHA Grievance Procedures.
- (d) If a dispute is unable to be managed at Association level, the matter is to be referred to the IHA Disciplinary Tribunal, or if unable to be addressed by that body, then it is to be referred to IHA for determination by that body or its national director for tribunal and disciplinary matters in accordance with IHA disciplinary and tribunal regulations procedures.

29. RECORDS AND ACCOUNTS

29.1 Records

The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the board). It shall produce these as appropriate at each board or general meeting. Such accounts shall be verified by an auditor prior to the AGM and an auditors report shall be prepared and presented.

29.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

29.3 Board to Submit Accounts

The board shall submit the audited Association's statements of account to the members at the AGM in accordance with this constitution and the Act.

29.4 Accounts Conclusive

The statements of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

29.5 Negotiable Instruments

All cheques, electronic funds transfer, direct debit, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the board determines.

29.6 Accounts Financial Report

- (a) The Association shall prepare and make available to the members an annual financial report comprising; an annual profit and loss statement, a balance sheet, a statement of cash flows and a directors (treasurers) report about the Association's operations.

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- (b) For the purposes of the Act the Association is not a “**prescribed association or body**” and will not accrue gross receipts of \$500,000 or greater.
- (c) If the Association does accrue receipts of \$500,000 at any time in the future, the board shall engage the services of a properly qualified auditor to fulfil the role required under the regulations in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct.

30. APPLICATION OF INCOME

30.1 The income and property of the Association shall be applied solely towards the promotion of the objects.

30.2 Except as prescribed in this constitution or the Act.

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.

30.3 Payment in good faith of or to any member can be made for:

- (a) any services actually rendered to the Association whether as an employee, director or otherwise
- (b) goods supplied to the Association in the ordinary and usual course of operation
- (c) interest on money borrowed from any member
- (d) rent for premises demised or let by any member to the Association
- (e) any out-of-pocket expenses incurred by a member on behalf of the Association.

Nothing in **clauses 30.1 or 30.2** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) Subject to this constitution the Association may be wound up in accordance with the Act
- (b) The liability of the members of the Association is limited.
- (c) Every member undertakes to contribute to the assets of the Association in the event of it being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a member and towards the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

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32. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has objects similar to those of the Association. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by this constitution. The organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

33. ALTERATION OF CONSTITUTION

This constitution shall not be altered except by special resolution at a properly constituted general meeting. Any such alteration to be made to the constitution shall be by resolution of no less than seventy five per centum (75%) of the members present, subject to a quorum being present during the voting process.

34. REGULATIONS

34.1 Board to Formulate Regulations

The board may formulate, issue, adopt, interpret and amend regulations (by-laws) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Ice Hockey in the local area. Such regulations must be consistent with the constitution and any policy directives of the board.

34.2 Regulations Binding

All regulations are binding on the Association and all members.

34.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this constitution (as long as such clauses, rules/by-laws and regulations are not inconsistent with or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.

34.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the board and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members. These bulletins shall be distributed in electronic form and placed on the Association website should the board so decide.

35. STATUS AND COMPLIANCE OF ASSOCIATION

35.1 Recognition of Association

The Association is a member of the national and international bodies for Ice Hockey and is recognised by those bodies as the sole entity responsible for the delivery of Ice Hockey in South Australia and is subject to compliance with this constitution. The international and

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national bodies' constitutions shall continue to be so recognised and shall administer Ice Hockey in South Australia in accordance with the objects.

35.2 Constitution of the Association

This constitution will clearly reflect the objects of the national and international bodies for Ice Hockey and will conform to the constitutions of those bodies, subject always to the Act.

35.3 ISO and NSO

The Association may not resign, disaffiliate or otherwise seek to withdraw from its national or international body without approval by special resolution at a general meeting convened specifically for this purpose.

36. NOTICE

- (a) Notices may be given by the Association to any person entitled under this constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

37. INDEMNITY

- (a) Every director and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its directors and employees against all damages and losses (including legal costs) for which any such director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the Association
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

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38. AUTHORITY TO TRADE

The Association is authorised to trade in accordance with the Act

40. IHA POLICY & PROCEDURES COMPLIANCE

All IHSA members agree that IHA is the ruling Governing body of ice hockey in Australia and agree to comply with and be bound by all IHA Policies as applicable from time to time and shall include, but not be limited to the under-mentioned IHA Policies.

- i. International Transfer Guidelines as applicable and as amended from time to time.
- ii. Anti-Doping Policy (2010) as applicable and amended from time to time.
- iii. Grievance Procedures as applicable and amended from time to time.
- iv. IHA Member Protection Policy as applicable and amended from time to time.

14 November, 2011

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