

IHQ Constitution June 2014



**ICE HOCKEY
QUEENSLAND**

ICE HOCKEY QUEENSLAND INC

CONSTITUTION-Redraft

June 2014

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ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

Of

ICE HOCKEY QUEENSLAND INC

PART I - AUTHORITY

1 NAME OF ASSOCIATION

The name of the Incorporated Association is Ice Hockey Queensland Incorporated.

2 DEFINITIONS

In these Rules unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1981 (QLD) or any other act under which the Ice Hockey Queensland may be incorporated from time to time.

“Affiliate Member Club” means a club or an Association affiliated with the Ice Hockey Queensland Inc either as a member of a Member Club or otherwise.

“Board” means the Board of Management constituted under clause 27.

“Board Member” means a member of the Board and includes any person of the Executive and Ice Hockey Queensland Inc Member Club Delegates.

“Claims” means any action, suit, proceeding, claim, demand, damage, penalty, cost or expense however arising.

“Club Affiliate” means a person who is associated with a club, however not necessarily participating in the sport of Ice Hockey in Queensland.

“Club Delegate” means an individual appointed by a Member Club to attend Board and General Meetings of the Association and represent the Member Club’s interests.

“Club Members” means the individual financial members of each Member Club counted on 1st April and 31st October of each calendar year”

“Event” means and includes:

- (i) any tournament organized or conducted by the Association or a Member Club on behalf of the Association;
- (ii) any, competition, series, activity or game sanctioned or sponsored by or conducted on behalf of the Association; or
- (iii) any, competitions, series, activity, or game at which the Association is represented.

“Executive” means the body comprising the President, the Vice-President, the Secretary and the Treasurer.

“Financial year” means the year ending 31st October in any year.

“General Meeting” means a meeting of the Board and Member Club Delegates and includes the annual or any special general meeting of the Association.

“Ice Hockey” means all forms of the sport of Ice Hockey.

“Individual Member” means a registered financial individual member of a Member Club or an Affiliate Member Club.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or in any Event, publication or Ice Hockey activity conducted, sanctioned, promoted or administered by the Association. For the avoidance of doubt this definition does not apply to the intellectual property of the Australian Ice Hockey Federation.

“Judiciary Committee” means a committee of the Association of that name comprised, and having such functions, as set out in clause **18**.

“Life Member” means an individual upon whom Life Membership of the Association has been conferred under clause **12(c)**.

“Member” means a member for the time being of the Association under **Part III** of these Rules.

“Member Club” means club or Association constituted and established for the purpose of fielding teams as recognised under clause **10(a)** in the sport of ice hockey.

“Objects” means the objects of the Association in the Statement of Purposes.

“Official” means any coach, umpire, team manager/administrator, scorer/statistician or other person who has a position as an official in Ice Hockey.

“Portfolio Director” means a member appointed to a specific Portfolio Director position by the Board.

“President” means the President for the time being of the Association and includes any person acting in that capacity from time to time.

“Regulations” means any Regulations made under clause **35**.

“Rules” means these Rules of the Association and include the Statement of Purposes of the Association.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Secretary” means the Secretary of the Association for the time being appointed under these Rules.

“Special Resolution” means a resolution passed:

- (i) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members in accordance with these Rules; and
- (ii) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting.

“State” means a State of Australia and includes the Territories of Australia.

“State Acts” means the state Associations incorporation legislation (by whatever name called) governing the Members, including the Act.

3 OBJECTS OF ASSOCIATION

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

- (a) conduct, encourage, promote, advance, control and administer all forms of Ice Hockey in the State of Queensland for the mutual and collective benefit of its members and Member clubs;

- (b) 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;
- (c) operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects;
- (d) act on behalf of, and in the interests of, the Members and Ice Hockey;
- (e) promote the economic and sporting success, strength and stability of the Association and each Member Club and to act interdependently with each Member Club in pursuit of these objects;
- (f) affiliate and otherwise liaise with Ice Hockey Associations, other sporting Associations, Queensland Sport and Recreation and any other such organisation in the pursuit of these objects;
- (g) use and protect the Intellectual Property of the Association;
- (h) collect, distribute and publish information in connection with Ice Hockey tournaments and competitions as appropriate;
- (i) promote State tournaments, competitions and championships ;
- (j) strive for governmental, commercial and public recognition of the Association and Ice Hockey;
- (k) promulgate such rules as may be necessary or appropriate for the management and regulation of Ice Hockey and related activities in Queensland;
- (l) where necessary or appropriate conduct or commission research for the purposes of strengthening the future of Ice Hockey in Queensland.
- (m) select and control Ice Hockey teams and playing squads to represent the State of Queensland;
- (n) pursue or develop such commercial arrangements, as are appropriate to further the Objects and Ice Hockey;
- (o) act as an arbiter on all appropriate matters referred to or accepted by the Association, pertaining to the conduct of Ice Hockey in Queensland, including disciplinary matters;
- (p) develop and implement appropriate policies for issues such as sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and for any other matter affecting Ice Hockey in Queensland, that may arise from time to time;
- (q) apply the property and capacity of the Association solely towards the fulfillment and achievement of these Objects;
- (r) represent the interests of its Members and of Ice Hockey generally in any appropriate forum; and
- (s) have regard to the public interest in its operation.

The Association shall:

- (t) do all that is reasonably necessary to successfully apply these Objects, enabling Members to receive the benefits for which these Objects are intended to achieve; and

- (u) take all reasonable steps or actions whether they be considered necessary, incidental or otherwise conducive, towards the development and advancement of these Objects.

4 POWERS OF ASSOCIATION

Solely for furthering the Objects set out above, and in addition to the rights, powers and privileges provided under the Act, the Association has the legal capacity and powers of a natural person.

5 APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Statement of Purposes:
 - (i) 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; and
 - (ii) 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.
- (c) Nothing contained in clauses **4(a) or 4(b)** shall prevent payment in good faith of or to any Member for any services actually rendered to the Association whether as an employee or otherwise;
 - (i) goods supplied to the Association in the ordinary and usual course of operation;
 - (ii) interest on money borrowed from any Member;
 - (iii) rent for premises demised or let by any Member to the Association;
 - (iv) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
 - (v) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

6 LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

7 MEMBER'S CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

8 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, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some body or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the

Association by this Statement of Purposes and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

PART II – INTERPRETATION

9 INTERPRETATION

(a) Interpretation

In these Rules:

a reference to a function includes a reference to a power, authority and duty;

- (i) 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;
- (ii) words importing the singular include the plural and vice versa;
- (iii) words importing any gender include the other gender;
- (iv) references to persons include corporations and bodies politic;
- (v) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (vi) 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); and
- (vii) 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.

(c) Severance

If it is determined that a word, phrase, sentence or clause in these Rules is unenforceable, illegal or void then it must be severed and the other words, phrases, sentences or clauses in these Rules will remain valid.

(d) Expressions in Act

Except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

(e) Model Rules Displaced

These rules displace the model rules made under the Act.

PART III - MEMBER CLUBS

10 MEMBER CLUBS

a) Member Clubs

Any club or Association constituted and established for the purpose of fielding teams in the sport of ice hockey, under the Rules adopted from time to time by the Australian Ice Hockey Federation Inc. and Ice Hockey Queensland Inc., shall be eligible to apply to the Board for affiliation.

b) A Member Club shall administer Ice Hockey in accordance with the Objects, the objects of the Member Club and the relevant State Act.

c) Compliance of Member Clubs

Each Member Club shall:

- (i) be incorporated in the State of Queensland and shall act at all times with all requirements under its particular State Act and as may otherwise be imposed on it by the relevant State government;
- (ii) elect or appoint a Club Delegate to represent it on the Board and at General Meetings in accordance with these Rules;
- (iii) where required by the Association in any financial year, provide the Association with copies of its annual report and other associated documents immediately following the Clubs annual general meeting;
- (iv) adopt the Objects (in whole or in such part as are applicable to that Member Club) and adopt rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with these Rules;
- (v) apply its property and capacity solely in pursuit of the conduct, encouragement, promotion, advancement and administration of Ice Hockey;
- (vi) at all times act for and on behalf of the interests of the Association, the Members, and Ice Hockey;
- (vii) do all that is reasonably necessary to enable the Objects to be achieved;
- (viii) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Ice Hockey, its standards, quality and reputation for the collective and mutual benefit of the Members and Ice Hockey;
- (ix) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of the Objects; and
- (x) by adopting (in whole or in such part as are applicable to that Club in accordance with these Rules) the Objects, abide by these Rules.

d) Operation of Rules

The Association and the Member Clubs agree:

- (i) that these Rules constitute a contract between them and that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the Objects and Ice Hockey are to be conducted, encouraged, promoted and administered in Australia;

- (ii) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Ice Hockey, its standards, quality and reputation for the collective and mutual benefit of the Members and Ice Hockey;
- (iii) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Ice Hockey, and its maintenance and enhancement;
- (iv) to make full and proper disclosure to each other of all matters of importance to a Member Club, the Association and Ice Hockey;
- (v) not to acquire a private advantage at the expense of any of the Association or other Member Clubs or Ice Hockey;
- (vi) to operate with mutual trust and confidence in pursuit of the Objects;
- (vii) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
- (viii) to act for and on behalf of the interests of Ice Hockey, the Association and the Members; and
- (ix) that should a Member Club have administrative, operational or financial difficulties and that Club requests assistance from the Association the Assembly may act to assist that Club in whatever manner and on such conditions as the Assembly considers appropriate.

11 MEMBER CLUB CONSTITUTIONS AND RULES

(a) Constitution and Rules

The constituent documents of each Member Club shall clearly reflect the Objects (in whole or in such part as are applicable to the Member Club) with such incidental variations as are necessary or appropriate, having regard to the State Act applicable to the State of Queensland.

(b) Amendments to Member Club Constitutions

Each Member Club shall take all steps necessary to ensure its constituent documents are amended in conformity with future amendments made to these Rules, subject to any prohibition or inconsistency in any relevant State Act.

Each Member Club shall ensure that changes to its constituent documents be communicated to the Association in writing within 14 days of the changes taking effect.

Minor alterations to a Member Clubs constituent that do not lead to a change in the Governance of the Member Club and or effect conformity to these rules shall not require communication the Association.

(c) Register of Members

Each Member Club shall maintain, in a form and with such details as are acceptable to the Association, a register of all Members in its Club. Each Member Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide prompt and regular updates of the register to the Association.

PART IV – MEMBERSHIP

12 MEMBERS

a) Categories of Members

The Members of the Association shall consist of:

- i) Member Clubs, which, subject to these Rules, shall be represented by their Club Delegates. Each Club Delegate shall have the right to be present, debate and vote at Board and General Meetings. Each Club Delegate has the right to cast votes on behalf of the Member Club they represent, as follows:

Class of Member Club	Membership Eligibility	Voting Criteria	Membership Limitations
Member Club	1. Must support the objects of the association.	0 to 11 club members = no vote 12 to 49 club members = 1 vote 50-99 club members = 2 votes 100 or more club members = 3 votes	1. May vote when club member number reaches 12, counted on 1 st April and 31 st Oct. 2. Eligible for members to nominate for management committee.
Affiliate Member Club	1. Must support the objects of the association.		1. May not vote. 2. Eligible for members to nominate for management committee

- ii) Board Members, in accordance with Clause 27(b) who, subject to these Rules, have the right to be present or debate at Board and General Meetings, have the right to vote at Board and General Meetings, in accordance with Clause 25 and 26, and who are members of a Member Club.
- iii) Portfolio Directors, in accordance with Clause 27(c) who, subject to these Rules, have the right to be present or debate at Board and General Meetings, but otherwise have no right to vote at Board and General Meetings, in accordance with Clause 25 and 26, and who are members of either a Member Club or Affiliate Member Club;
- iv) Life Members, who, subject to these Rules, may be invited to attend General Meetings at the discretion of the Board, but otherwise have no right to vote at General Meetings;
- v) Individual Members of Member Clubs or Affiliate Member Clubs who have no right to attend, debate or vote at Board and General Meetings, unless they are themselves either a Club Delegate, Board Member, Portfolio Director or have been invited to attend such meetings by the Board under Clause 21 (b) (ii); and
- vi) Such new classes of Members, created in accordance with clause **12(b)**.
- vii) Membership categories

Class of Membership	Number of Members in this Class	Membership Eligibility	Membership Limitations
Ordinary Members	Unlimited	1. Must be 18 years of age and over. 2. Must be a financially registered ice hockey player. 3. Must support the objects of the association.	1. May vote. 2. Eligible for election to the management committees.
Junior Members	Unlimited	1. Must be under 18 years of age. 2. Must be a financially registered ice hockey player. 3. Must support the objects of the association	1. May not vote. 2. Not eligible for election to the management committees. 3. Parent or guardian may vote on their behalf.
Non Playing Officials	Unlimited	1. Must be registered with an ice hockey club. 2. Must support the objects of the association	1. May not vote. 2. Eligible for election to the management committees, if aged 18 years or older.
Life Members	Unlimited	1. Must be financially registered with an ice hockey club. 2. Must support the objects of the association	1. May not vote. 2. Eligible for election to the management committees, if aged 18 years or older.
Casual	Unlimited	1. Must be registered with an ice hockey club. 2. Must support the objects of the association	1. May not vote. 2. Not eligible for election to the management committees.
Active Volunteer	Unlimited	1. Must be registered with an ice hockey club. 2. Must support the objects of the association	1. May not vote. 2. Eligible for election to the management committees, if aged 18 years or older.

(b) **Creation of New Classes**

The Board has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new class is to alter rights, privileges or obligations of an existing class of Members. No new class of membership may be granted voting rights.

(c) **Life Members**

- (i) Each year the Board will call for nominations from the Member Clubs for persons to be considered for life membership. The Board may recommend to the Assembly in Annual General Meeting that one or more persons duly nominated and who has rendered distinguished service to Ice Hockey and where such service is deemed to have assisted the advancement of Ice Hockey in Queensland have Life Membership conferred on them.
- (ii) A resolution of the Assembly in Annual General Meeting to confer life membership on the recommendation of the Board must be by a Special Resolution.
- (iii) Upon Life Membership being conferred on a person, the person's details shall be entered upon the Register. A person shall become a Life Member from the time their life membership is formally announced not from the time of entry of their details on the Register.

13 SUBSCRIPTIONS AND FEES

The annual membership fees payable by all classes of Members to the Association (if any), shall be determined by the Board from time to time.

- (a) The Board shall determine the time for and manner of payment of the annual membership fees.
- (b) The Board shall also be entitled to prescribe the fees to be levied upon all Individual Members by the Member Clubs on behalf of the Association.
- (c) Monies payable to the Association by Members under this clause **13** shall be forwarded to the Association, for the Association's use by such dates as are prescribed by the Board.
- (d) Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under these Rules suspended, including where applicable the right to vote at General Meetings and appoint a Club Delegate, until such time as the monies are fully paid. Whilst suspended under this clause 13(e), the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, discipline or retain that Member as a Member, or to impose such other conditions or requirements as the Board considers appropriate.
- (e) Fees and all other funds paid to the Association are to be used for the sole purpose of the Association's business as determined by the Executive and Board and are not to be referred to as either 'Member' or any other distinct type of fee or funding source.

14 CLUB AFFILIATES AND INDIVIDUAL MEMBERS

a) Club Affiliates and Individual Members

Member Clubs shall use all reasonable endeavors to provide the Association with such details of Club Affiliates and Individual Members as are required by the Association under these Rules within 90 days of the approval of these Rules under the Act.

b) Membership Renewal

In order to remain an acknowledged registered and insured Association Members, Club Affiliates and Individual Members must:

- (i) renew their membership with their respective Member Club annually;
- (ii) otherwise remain registered financial members of their Member Club in accordance with the procedures applicable from time to time; and
- (iii) must pay the applicable annual fees as prescribed by the Association from time to time (if any) to the Association.

15 REGISTER OF MEMBERS

- a) **Register.** The Association shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time. A registrar shall be appointed by the Board.
- b) **Register Details.** The Register must include the following particulars for each member;
 - (a) the full name of the member;
 - (b) the postal address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.

- b) **Inspection of Register.** Upon reasonable request from a Member Club an extract of the Register, excluding Members' addresses, shall be made available by the Association to that Member Club. The Association and the Member Club must have regard to confidentiality considerations in providing the Register for inspection and inspecting the Register. The member must contact the secretary to arrange an inspection of the register. However, the management committee may, on application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- c) **Annual Return.** The annual return of the Association shall publish the place at which the Register is available under clause **15(b)**.

16 EFFECT OF MEMBERSHIP

- a) **Effect of Membership.** Members acknowledge and agree that:
- (i) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
 - (ii) they shall comply with and observe these Rules and the Regulations and any determination, resolution or policy which may be made or passed by the Assembly;
 - (iii) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
 - (iv) these Rules are made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and Ice Hockey;
 - (v) the Rules and Regulations are necessary and reasonable for promoting the Objects and particularly the conduct, encouragement, promotion, advancement and protection of Ice Hockey;
 - (vi) they are entitled to all the benefits, advantages, privileges and services of Association membership as conferred by these Rules;
 - (vii) they release and discharge the Association from all Claims that they had or may have had but for this release arising from or in connection with their membership of the Association and/or participation in any Event or Association authorized or recognized activity; and
 - (viii) they indemnify the Association to the extent permitted under the *Trade Practices Act 1974 (C/w)* or otherwise by law in respect of any Claims arising as a result of or in connection with their membership of the Association and/or participation in any Event or Association authorized or recognized activity whether caused or contributed to, directly or indirectly, by any act or omission (including negligence) on the part of the Association.

b) **Member's Failure to Comply**

Notwithstanding clause **18**, where a Member fails to comply with its financial and reporting obligations under these Rules and Regulations, the Board may determine that Member to be not of good standing. On determination that a Member is not of good standing, the Board may give notice to the Member of the:

- (i) Board's determination; and
- (ii) grounds for the Board's determination;

and request that the Member show cause within one month as to why further action should not be taken against the Member. The Member's failure to respond or act to the

Board's satisfaction (including assurances or compliance with its obligations) will result in the Board suspending the Member's membership of the Association, or otherwise imposing such conditions on membership, as the Board sees fit.

17 DISCONTINUANCE OF MEMBERSHIP

a) Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property 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.

b) Assembly Representation Rights

Where a Member Club ceases to be a Member it shall also forfeit all representation rights on the Assembly. A Member Club shall return any Association documents, records or other property in its possession, custody or control to the Association immediately upon cessation of membership.

c) Membership may be reinstated

Membership which has lapsed, been withdrawn or terminated under these Rules may be reinstated at the discretion of the Board, on application in accordance with these Rules and otherwise on such conditions as it sees fit.

d) Cessation of Membership

Where a Member Club ceases to be a Member in accordance with these Rules or the Act, the Members of that Member Club (including all Individual Members and Club Affiliates of that Member Club) will cease to be Members.

18 ADMISSION AND REJECTION OF MEMBERS

- a) The management committee must consider an application for membership at the Meeting of the committee held after it receives:-
 - (a) the application; and
 - (b) the appropriate membership fee for the application
- b) The management committee must decide at the meeting whether to accept or reject the application.
- c) If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- d) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant, written notice of the decision.
- e) After an application for a new member is received and prior to the next committee meeting, the applicant shall be allowed to participate in sanctioned activities.

19 WHEN MEMBERSHIP ENDS

- a) A member may resign from the association by giving a written notice of resignation to the secretary.
- b) The resignation takes effect on:-

(1) the day and at the time the notice is received by the secretary; or

- (2) if a later date is stated in the notice – the later day.
- c) The management committee may terminate a member's membership if the member -
- (1) is convicted of an indictable offence; or
 - (2) does not comply with any of the provisions of these rules; or
 - (3) has membership fees in arrears for a least 2 months; or
 - (4) conducts itself, himself or herself in a way considered to be injurious or prejudicial to the character or interested of the association.
- d) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- e) If, after considering all representation made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

20 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- a) A person or Club whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- b) A notice of intention to appeal must be given to the secretary within 1 month after the person or Club receives written notice of the decision.
- c) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- d) At the meeting, the applicant must be given a fair and full opportunity to show why the application should not be rejected or the membership should not be terminated.
- e) Also, the management committee and the committee members who rejected the application or terminated the membership must be given the opportunity to show why the application should be rejected or the membership should be terminated.
- f) An appeal must be decided by a vote of the members present at the meeting.
- g) If a person or Club whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person or Club appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

21 DISCIPLINE OF MEMBERS

a) Matters, which may be Referred to Judiciary Committee

The Board in its sole discretion may refer any of the following matters for investigation or determination by a Judiciary Committee:

- (i) an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant that a Member has:
 - 1) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any other resolution or determination of the Assembly, Board or duly authorised committee; or

- 2) acted in a manner unbecoming of a Member or Individual Member or prejudicial to the Objects and interests of the Association and/or Ice Hockey; or
 - 3) brought the Association or Ice Hockey into disrepute;
- (ii) where the matter is of a serious enough nature, any appeal from an Individual Member or a Club Affiliate who has received a penalty or an adverse finding in disciplinary proceedings conducted by a Member Club, provided that the Individual Member or Club Affiliate has first exhausted all avenues of appeal available to it under the constitutions of the Member Club or Club Affiliate;
 - (iii) any other matter which the Board considers requires investigation or determination.
- b) **Submission to Jurisdiction**
- All Members (in this Rule “**defendant**”) will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in this clause **18**. All Members agree that they will not become a party to any suit, at law or equity, against the Association, the Board, and Official or any other person the subject of this Constitution until all remedies allowed by this Constitution have been exhausted.
- c) **Ongoing participation**
- During investigatory or disciplinary proceedings under this clause **18** (“**proceedings**), a defendant may continue to participate in Ice Hockey, pending the determination of the proceedings (including any available appeal) unless the Board decides such continued participation is inappropriate having regard to the matter at hand.
- d) **Member Clubs’ Disciplinary Procedures**
- The Board in considering an exercise of its discretion under clause 18(a), must determine whether all disciplinary or judiciary avenues available to a Member under the relevant Member Club’s constitution have been exhausted.
- e) **Referral to Judiciary Committee**
- (i) The Board may commence or cause to be commenced any proceedings against a defendant by referring the matter to a Judiciary Committee to hear a matter or matters under this clause **18**. A Judiciary Committee shall comprise 3 or more persons selected by the Board, one of whom shall be appointed Chairman. No member of the Board is eligible to sit on a Judiciary Committee.
 - (ii) Any such referral to a Judiciary Committee shall be in writing and accompanied by any documentary or other evidence that is available to the Board. The referral shall be clear and unambiguous, stating precisely the matter to be determined.
 - (iii) No person who is an interested party (as determined by the Secretary) shall participate in the determination of the proceedings in any way.
 - (iv) On receipt of the referral, the chairman of a Judiciary Committee shall, in consultation with the remaining members of the Judiciary Committee, determine an appropriate date, time and place for a hearing by the Judiciary Committee. Such hearing shall be no less than 14 days and no more than 28 days from the receipt of the referral, unless the matter is deemed to require urgent attention, in which case the defendant and Judiciary Committee may agree on a variation of the time frame set out in this clause **18**, having regard to the availability of key witnesses, amongst other things.

- (v) The chairman of the Judiciary Committee shall notify the remaining members of the Judiciary Committee, the defendant and any complainant or relevant Member Club of the date, time and place of the hearing, and in addition, shall advise that each party to the proceedings has the right:
 - (1) to make written submissions not less than 7 days prior to the date of the hearing; and
 - (2) to appear at the hearing; and/or
 - (3) upon written advice to the Judiciary Committee, not less than 7 days prior to the date of the hearing, to be represented by a legally qualified person.
- (vi) The Judiciary Committee may invite a legally qualified person to be present at the hearing to render advice or assistance concerning any legal issue raised in the hearing, provided that such person shall not participate in any deliberations or vote of the Judiciary Committee in relation to its findings or its decision.
- (vii) Subject to this Rule, the Judiciary Committee shall conduct the hearing as it sees fit, and in particular shall not be bound by rules of evidence, or unnecessary formality. The defendant must be advised of the hearing procedure determined by the Judiciary Committee at or before the commencement of the proceedings.
- (viii) The Judiciary Committee shall be entitled to call such evidence as it thinks fit, and all Members and Individual Members shall provide such evidence as they are able. The Judiciary Committee may adjourn the hearing.
- (ix) If the Judiciary Committee, having taken into account the written and verbal submissions and other evidence of the parties, considers the allegations sustained, the Judiciary Committee may impose such penalty as it considers appropriate in accordance with clause **18(f)**. In all other cases, the proceedings shall be dismissed.

f) **Penalties**

Penalties which may be imposed include:

- (i) a reprimand;
- (ii) suspension, of such activities, on such terms and for such period as is seen fit;
- (iii) exclusion from a particular activity, event or events;
- (iv) expulsion;
- (v) fines, imposed in such manner and in such amount as is reasonable in all the circumstances of the matter; or
- (vi) such combination of any of the above penalties as is seen fit.

g) **Effect of Penalty**

Where a Member is suspended under this Rule, membership and representation rights and privileges in the Association shall be forfeited during the period of such suspension. Decision cannot be given immediately after the proceedings; the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty, the reasons for the decision

and notice of the person's appeal rights shall be given in writing and signed by the Judiciary Committee chairman.

- (xi) On exhaustion of all disciplinary procedures available to the Member, whether by lapse of time or otherwise, notice of any penalty, suspension or disqualification imposed shall be given by the Secretary to all Member Clubs and shall be recognised by all Member Clubs immediately upon receipt of such notice by the Member Clubs.
- (i) (xii) Reinstatement of any Member by all Member Clubs shall be
- (ii) Where a Member is expelled under these Rules membership and representation rights and privileges in the Association shall be forfeited immediately and membership shall cease. Clause **17** of these Rules and any relevant provisions of the constitution of the Member Club shall apply.

h) **Appeal Committee**

Subject to these Rules and Object (o) the Appeals Committee will act as final arbiter on all disciplinary matters referred to it.

- (i) An appeal lodged with the Secretary, in writing within 14 days of the determination of a Judiciary Committee and specifying the grounds of appeal, by a Member who has received a penalty or is the subject of an adverse finding by a Judiciary Committee shall be referred to the Board for consideration. If the Board in its sole discretion considers the appeal has merit the Board will refer the appeal to an Appeals Committee for consideration and determination. The Board may reject or accept (and thus refer) any appeal under this Rule in its sole discretion.
- (ii) The decision of the Board in rejecting an appeal by a Member under this clause **18(h)(ii)** shall be final and not subject to further appeal.
- (iii) The appointment of, referral to, and proceedings of an Appeal Committee in convening, hearing and determining an appeal shall be similar to or the same as those in respect of a Judiciary Committee set out in clause **18(e)** above, with such incidental variations as are appropriate or necessary. Any dispute as to the application of this Rule shall be determined by the Board in its sole discretion.
- (iv) In the matter of an appeal under clause **18(h)(i)**, an Appeal Committee may in its sole discretion confirm the penalty or adverse finding of the Judiciary Committee, or may decide not to confirm such penalty but instead impose an alternate penalty available under clause **18(f)**, or may revoke the penalty or adverse finding of the Judiciary Committee.
- (v) The effect of any penalty imposed by an Appeal Committee shall be the same as set down in clause **18(g)** above. The decision of an Appeal Committee under this clause **18(h)** shall be final and not subject to further appeal.

PART V - GENERAL MEETINGS

22 GENERAL MEETINGS

a) Purpose

- (i) General Meetings are held for the purpose of the proper management of the Association in accordance with the Act. General Meetings shall act in accordance with the Objects and for the mutual and collective benefit of the Members, Ice Hockey and the general community throughout Australia. General Meetings include the Annual General Meeting and any Special General Meetings held by the Association.
- (ii) General Meetings are to be held for the purpose of:
 1. determining the strategic directions of the Association;
 2. determining the financial direction of the Association;
 3. determining policies, regulations and by-laws of the Association; and
 4. reviewing the Association's performance in achieving its pre-determined aims, objectives and policies.

b) Composition

General Meetings are to comprise of the Board Members, Club Delegates and Portfolio Directors. Individual Members and Life Members may be invited to attend General Meetings by the Board under Clause 21 (b) (ii);

c) Annual General Meeting

- (i) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and these Rules and on a date and at a venue to be determined by the Board.
- (ii) The business to be transacted by the Assembly at the Annual General Meeting includes those that are outlined in **Section 22 (a)**.

d) Special General Meetings

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

e) Requisition of Special General Meetings

- (i) The Board shall on the requisition in writing of 2 Member Clubs convene a Special General Meeting.
- (ii) The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the Member Clubs making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by 1 or more of the Member Clubs making the requisition.
- (iii) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the Association, the Member Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

- (iv) A Special General Meeting convened by Member Clubs under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

23 MEMBER CLUB DELEGATES

a) Appointment of Club Delegate

Each Member Club shall appoint a Club Delegate for such term as is deemed appropriate by the Member Club. A Club Delegate must be an Individual Member of the Member Club which appoints him.

b) Club Delegate as Representative

Each Club Delegate shall represent his Member Club at Board and General Meetings of the Association and shall comply with any directions given to them by their Member Club.

c) Member Club to Advise

Each Member Club shall advise the Secretary of its appointed Club Delegate, at least 14 days prior to any General Meeting, or once advised, shall provide appropriate notification of a change to the appointed Club delegate.

24 NOTICE OF GENERAL MEETING

a) Notice of General Meetings

- (i) Notice of every General Meeting shall be given to each Board Member, Member Club and Portfolio Director. This notice shall be in the form of an email or hard correspondence, to the addresses as listed within the Register. Member Club notification shall be dispatched to both the nominated Club Secretary and appointed Club Delegate.
- (ii) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (iii) At least 28 days notice of a General Meeting shall be given, together with:
 - (1) any notice of motion received from any Member Club, Executive Member, Board Member, or Portfolio Director in accordance with these Rules;
 - (2) applications for election to the Executive;
 - (3) nominations for appointment to a Portfolio Director position;
 - (4) relevant accounts and reports in accordance with these Rules and the Act;
 - (5) the agenda for the meeting.

b) Entitlement to Attend General Meeting

- (i) Notwithstanding any other Rule, no Member Club or Board Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by the Member to the Association are paid.
- (ii) The Board may approve the attendance at a General Meeting of a person(s) who is not a Board member or Portfolio Director, where such attendance is

considered to be in the interests of the conduct of business at the meeting. Such a person will be considered an "Observer" and not be permitted to make comment or take part in discussions on issues being discussed and voted on. They may be permitted to address the General Meeting on the invitation of the Board.

25 BUSINESS

a) Business of General Meetings

- (i) The business to be transacted at the Annual General Meeting includes the consideration of:
- (1) the reports of the Executive Members, Executive Officer (if any), Portfolio Directors, Member Club Delegates, and the auditors;
 - (2) the election of relevant Executive Members and the appointment of Portfolio Directors;
 - (3) accounts and proposed budget;
 - (4) changes to the Association Constitution and By-Laws;
 - (5) consideration of recommendations for, and if so resolved, conferral of, Life Membership (if any);
 - (6) the appointment removal and fixing of the remuneration of the auditors; and
 - (7) (at its discretion) the appointment of Patrons (if any).
- (ii) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in clause **22(a)(i)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with clause **23**.

b) Business Transacted

No business other than that stated on the notice for a General Meeting shall be transacted at that General Meeting.

26 NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting (as defined under clause 22(a)(ii)) must be validated to that effect by the Member Club President and Secretary and is to be submitted in writing to the Secretary not less than 36 days (excluding receiving date and meeting date) prior to the General Meeting.

27 PROCEEDINGS AT GENERAL MEETINGS

a) 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 6 Members entitled to vote, comprising 4 Club Delegates and 2 members of the Executive.

b) Procedure at a General Meeting

- (i) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that allows for the member to hear and take part in discussions as they happen.
- (ii) A member who participates in a meeting as mentioned above in subrule (i) is taken to be present at the meeting.
- (iii) At each general meeting:-
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

c) **Adjournment of Meeting**

- (i) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the General Meeting may determine. 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.
- (ii) The Chairman may, with the consent of any General 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.
- (iii) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Except as provided in clause 24(c)(iii) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

d) **Voting Procedure**

At any General 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:

- (i) by the Chairman; or
- (ii) by 4 Members entitled to vote.

e) **Recording of Determinations**

Unless a poll is demanded under clause **24(d)**, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favor of or against the resolution.

f) **Where Poll Demanded**

If a poll is duly demanded under clause **24(d)** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

g) **Resolutions not in Meeting**

- (i) Except:
 1. where prohibited by the Act;
 2. in the case of an Annual General Meeting; or
 3. where a Special Resolution is required under these Rules or under the Act;

a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Members entitled to vote.

- (ii) Without limiting the power of the Board to hold and regulate Special General meetings in accordance with these Rules and otherwise as they see fit, a General Meeting may be held where one or more of the Members entitled to vote is not physically present at the meeting, provided that:
 - (1) 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;
 - (2) notice of the meeting is given to all persons entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Assembly;
 - (3) in the event that a failure in communications prevents condition (i) from being satisfied by a quorum then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (4) no meeting shall be invalidated merely because no Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.
- (h) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
- (i) The secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by the financial member who previously applies to the secretary for inspection.
- (j) To ensure the accuracy of the minutes recorded under subsection (h)-
 - (1) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
 - (2) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (3) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

28 VOTING AT GENERAL MEETINGS

a) Entitlement to Vote

Each Club Delegate and each Member of the Executive shall, subject to these Rules, have 1 vote at General Meetings. No other Member shall be entitled to vote, but shall subject to these Rules have, and be entitled to exercise, those rights set out in clause **12(a)**.

b) **President may Exercise Casting Vote**

Where voting at General Meetings is equal the President may exercise a casting vote, except where:

- (i) any election for which the President is a nominee; or
- (ii) where a conflict of interest exists.

If voting is equal and the President is unable to exercise a casting vote under this Rule, the status quo remains.

29 PROXY AND POSTAL VOTING

a) **Proxy Voting**

Proxy voting is only permitted for members of the Association Executive who are unable to attend a meeting due to illness or other personal reasons.

b) **Postal Voting**

- (i) Where voting is only permitted on a matter and a decision cannot be made at a General Meeting, a postal vote shall be conducted. A postal vote includes a vote via electronic mail.
- (ii) Where a postal vote is to be held the Secretary shall forward to each Board Member:
 - (1) full details of the matter to be resolved;
 - (2) ballot papers;
 - (3) any instructions required for the ballot;
 - (4) the date by which the vote is due.
- (iii) Where the proposal to be resolved involves only two alternatives the decision shall, unless otherwise specified in these Rules, require a majority of the votes cast. Where voting is equal the President shall exercise a casting vote in accordance with clause **28(b)**.
- (iv) Where the proposal to be resolved involves more than two alternatives the proposal shall be resolved in favor of the alternative, which has the most votes out of the alternatives.

PART VI - GOVERNANCE

30 THE BOARD

- a) **Powers.** Subject to the Act and these Rules the business of the Association shall be managed, and the Board shall exercise the powers of the Association.
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 Queensland and shall:
- (i) govern Ice Hockey in Queensland 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 policies, regulations and by-laws of the Association; and
 - (v) be the final arbiter on matters referred to it by Portfolio Directors.
- b) **Functions of the Management Committee**
- (i) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
 - (ii) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
Note: The Act prevails if the association rules are inconsistent with the Act – see section 1B of the Act.
 - (iii) The management committee may exercise the powers of the association:
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
 - (iv) For subrule (iii)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent] (regardless of the term of the loan) by:-
 - (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association – the financial institution nominated by the management committee.

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

- (i) the President,
- (ii) the Vice-President,
- (iii) the Secretary,
- (iv) the Treasurer;
- (v) the Past President (advisory role – Non Voting)
- (vi) the nominated Delegates from each Member Club

d) **Portfolios**

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

d) **Meetings of the Board**

(i) **Meeting of the Management Committee**

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 2) The management committee must meet at least once every 3 months to exercise its functions.
- 3) The management committee must decide how a meeting is to be called.
- 4) Notice of the meeting is to be given in the way decided by the management committee.
- 5) The management committee may hold meetings, or permit a committee member to take part in its meeting, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- 7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 9) The president is to preside as chairperson at a management committee meeting.
- 10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

(ii) **Proxy and Postal Voting**

Proxy and postal voting may be conducted for Board meetings in accordance with Clause **26**.

e) **Decisions of Board**

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Board Members present and entitled to vote shall for all purposes be deemed a determination of the Board. Subject to these Rules (and particularly clause 34) all Board Members shall have 1 vote on any question. The Chairman shall also have a casting vote where voting is equal.

f) **Resolutions not in Meeting**

- (a) A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Board Members.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where 1 or more of the Board Members 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 Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event of a failure in communications prevents condition A) from being satisfied by a quorum of Board Members then the meeting shall be suspended until condition A) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Board Member is physically present at the place for the meeting specified in the notice of meeting.

g) **Quorum**

At meetings of the Board the number of Board Members whose presence (or participation under clause 32(c)) is required to constitute a quorum is 75%, two of which must be members of the Executive.

h) **Notice of Board Meetings**

Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' written notice of the meeting of the Board shall be given to each Board Members. The agenda shall be forwarded to each Board Member not less than 3 days prior to such meeting.

i) **Validity of Board Decisions**

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

31 THE EXECUTIVE

- a) **Powers.** Subject to the Act and these Rules the Executive has power to make urgent decisions to ensure the proper management and administration of the business and affairs of the Association and shall report such decisions to the Board at the next Board meeting. The Executive shall be responsible for acting on all 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 Queensland and shall:

- (i) govern Ice Hockey in Queensland in accordance with the Constitution, Regulations, By-Laws and Policies of the Association;
- (ii) implement the strategic direction of the Association;
- (iii) manage the financial affairs of the Association in accordance with the broad directions by the Board;
- (iv) manage the administrative affairs of the Association in accordance with the guidelines provided by the Board;
- (v) implement the policies, regulations and by-laws of the Association; and
- (vi) manage the international responsibilities of the Association.

b) **Composition**

There shall be an Executive comprising of the President, the Vice President, the Secretary, the Treasurer who shall not be a Club Delegate or hold a position on a Member Club Association and the position of Past President.

c) **Meetings of the Executive**

At meetings of the Executive Board the number of Executive Board Members whose presence (or participation under clause 32(c)) is required to constitute a quorum is 75%.

d) **Notice of Executive Meetings**

Unless all members of the Executive agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 2 days written notice of a meeting of the Executive shall be given to each member of the Executive. The agenda shall be forwarded not less than 1 day prior to such meeting.

32 PORTFOLIO DIRECTORS

a) **Purpose.** To assist the Board in the effective management of the sport, the Board shall appoint Portfolio Directors with the responsibility for the management of a specific function associated with the conduct of business of the Association. Portfolio Director appointments include (but are not limited to):_

- (i) the Referee-in-Chief;
- (ii) the State Coaching Director;
- (iii) the State Development Director;
- (iv) the State Women's Program Director;
- (v) the State Sports Medicine Director;
- (vi) the State Marketing and Promotions Director.

each of whom must be Individual Members, must have the necessary qualifications and shall be appointed by the board, in accordance with these Rules.

b) **Additional Portfolios**

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

c) **Duties**

The duties of each Portfolio Director are to be determined by the Board and included in the by-laws to this Constitution. At all times the Portfolio Directors are responsible to the Board for the proper management of their Portfolio.

33 **CONFLICTS**

a) **Conflict of Interest**

A Board Member or Portfolio Director who is in any way, whether directly or indirectly interested in any:

- (i) contract or proposed contract with the Association;
- (ii) selection or appointment of Association staff or other representative;
- (iii) disciplinary matter; or
- (iv) other financial matter;

shall, as soon as practicable after the relevant facts have come to the Board Member's knowledge:

- (a) declare the nature and extent of the interest at a Board meeting;
- (b) absent himself from discussions on the matter; and
- (c) shall not be entitled to vote in respect of the matter.

In the event of any uncertainty as to whether it is necessary for a Board Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

b) **No Conflict of Interest**

For the purposes of this Rule, no conflict arises for a Board Member in the event of discussions on the issue of fees, subscriptions or similar matters which impact on the Board Member's Member Club.

34 **ELECTION OF EXECUTIVE**

a) **Term of Appointment**

- (i) Subject to provisions in this Constitution relating to the retirement or removal of Board Members, each Board Member shall hold office until the Annual General Meeting at the completion of their term, and is eligible for re-election. The term of office for Board Members is:

(1) executive Board Members – two years

(2) portfolio Directors – one year

(3) The Past President shall hold a non voting position and his term shall be up to two years.

(ii) The Board shall ensure the following initial terms for the Executive:

(1) the President and the Secretary shall be or will have been elected at a relevant General Meeting for a term of two (2) years.

(2) the Vice-President and the Treasurer shall be or will have been elected at the same General Meeting for a period of two (2) years.

The terms of office of Executive Members will thereafter be governed by clause **31(a)(i)**.

b) Nominations for Election

(i) applications for nominees for Executive positions shall be called for by the Secretary 30 days prior to the Annual General Meeting.

(ii) when calling for nominations the Secretary shall also provide details of the necessary qualifications for the office as set out in these Rules and otherwise as determined by the Board from time to time.

(iii) persons nominating for any position on the Executive must specify the position being nominated for.

(iv) where a standing Executive member or nominates for another position, they must stand down from their current position prior to accepting the nomination for the new position.

c) Form of Nomination

Nominations must be:

(i) in writing;

(ii) on the prescribed form (if any) provided for that purpose; and

(iii) moved by a Member Club and seconded by another Member Club (the written resolution of the motion must be provided to the Association by the 2 Member Clubs with the nomination).

d) Receipt of Nominations

Nominations must be received by the Secretary at least 14 days prior to the Annual General Meeting and shall be sent to the Members entitled to receive notice of General Meetings under clause **21(a) (i)**.

e) Elections

(i) executive members retain their positions until the completion of the AGM in order to conclude the business of their position. For Executive members, this includes entitlement to vote on all matters before the Board. Newly elected Executive members and do not assume their position until the conclusion of the AGM in which the elections are held.

(ii) any contested Executive members and position shall be determined by secret ballot on papers prepared by the Secretary.

- (iii) the positions of President and Vice-President shall be voted on prior to any other position being voted on. If there is only one nomination for either of these positions, that person shall be deemed elected by the majority vote of the Board.
- (iv) for each election a Returning Officer and a Scrutineer shall be appointed.
- (v) The Returning Officer shall:
 - (1) determine and announce the total number of votes to be cast in a ballot;
 - (2) determine and announce the number of votes required for an absolute majority;
 - (3) State the name of all the nominees for positions subject to the ballot.
- (vi) The Scrutineer shall:
 - (1) distribute ballot papers;
 - (2) collect and count the completed ballot papers to ensure the number is correct;
 - (3) return the ballot papers to the Returning Officer.

The Returning Officer shall read out the names on each ballot paper.
- (vii) The Scrutineer shall record the votes and hand the result to the Returning Officer.
- (viii) The Returning Officer shall announce the result of the ballot.
- (ix) Method of Determining the Result of a ballot:
 - (1) Election of one person
 - I) one nominee;
 - (i) subject to the approval of the Board, by receipt of a majority number of votes, the nominee shall be declared elected to the position.
 - II) two nominees;
 - (i) the nominee receiving the greater number of votes shall be declared elected. In the case of a tie, the President shall have a casting vote, in accordance with 28(b).
 - III) more than two nominees;
 - (i) the nominee who has more votes than the aggregate for the remaining nominees shall be declared elected.
 - (ii) any nominees without votes and the nominee with the least number of votes shall be withdrawn from the ballot.
 - (iii) if two or more nominees are tied with the least number of votes; and
 - (a) if the aggregate number of votes for the tied nominees is less than the number of votes for the remaining nominee or the nominee with the next

highest number of votes, the tied nominees shall be withdrawn from the ballot; or

- (b) if the aggregate number of votes for the tied nominees equals or exceeds the number of votes for the remaining nominee or the nominee with the next highest number of votes, a ballot shall be taken between the tied nominees, and the nominee with the least number of votes shall be withdrawn from the ballot.

- (iv) a ballot is taken between the remaining nominees, and the preceding sub-clauses I, II and III shall apply again, until one person is elected.

(2) Election of two or three persons:

- I) the number of nominees equals the number to be elected;

- (i) subject to the approval of the Board, by receipt of a majority number of votes, the nominee shall be declared elected to the position.

- II) the number of nominees exceeds by one the number to be elected;

- (i) the nominee receiving the least number of votes shall be withdrawn;

- (ii) if two or more nominees are tied with the least number of votes, a ballot shall be taken between these tied nominees and the nominee with the least number of votes from this subsequent ballot shall be withdrawn.

- III) the number of nominees exceeds by two or more the number to be elected;

- (i) the nominees without any votes, and the nominees with the least number of votes shall be withdrawn from the ballot;

- (ii) if two or more nominees are tied with the least number of votes; and

- (a) if the aggregate number of votes for the tied nominees is less than the number of votes for the nominee with the next highest number of votes, the tied nominees shall be withdrawn from the ballot unless the number of remaining nominees is less than the number to be elected, when a ballot shall be taken between the tied nominees and the nominee with the least number of votes in this subsequent ballot shall be withdrawn from the ballot; or

- (b) if the aggregate number of votes for the tied nominees equals or exceeds the number of votes for the nominee with next highest number of votes, a ballot shall be taken between the tied nominees and the nominee with the least number of votes in this subsequent ballot shall be withdrawn from the ballot.

- (iii) a ballot is taken between the remaining nominees, and the preceding sub-clauses I and II shall apply again, until the number of remaining nominees equals the number to be elected.

35 VACANCIES OF BOARD MEMBERS AND PORTFOLIO DIRECTORS

a) Vacancy of Board Members and Portfolio Directors

In addition to the circumstances (if any) in which the office of a Board Member or Portfolio Director becomes vacant by virtue of the Act, the office of a Board Member or Portfolio Director becomes vacant if the Board Member or Portfolio Director:

- (i) dies;
- (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iii) 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;
- (iv) 1) a member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
2) the resignation takes effect at:-
(a) the time the notice is received by the secretary; or
(b) if a later time is stated in the notice – the later time.
- (v) is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- (vi) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (vii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (viii) is suspended or expelled from membership of his Member Club without further recourse under these Rules or the rules of the Member Club or otherwise loses or is disqualified from the qualification on which his appointment was based;
- (ix) is removed from office in accordance with these Rules; or
- (x) would otherwise be prohibited from being a director of a corporation under the *Corporations Law*.

b) Removal of a Board Member or Portfolio Director

If a notice of motion is put forward in accordance with these Rules, and in the opinion of the Board, the notice of motion is not vexatious, trifling or frivolous, that a Board Member or Portfolio Director:

- (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association and/or Ice Hockey;
- (ii) has brought the Association, any Member Club or Ice Hockey into disrepute;
or
- (iii) is otherwise unsuitable or unable to carry on his office;
and should be removed from office, the Board shall:
- (iv) cause the Secretary to call a General Meeting at such time and place as is determined appropriate;

- (v) give at least 14 days notice to the relevant Board Member or Portfolio Director of the meeting, together with a copy of the notice of motion, and inviting the Board Member or Portfolio Director to appear at the meeting and/or make submissions no less than 7 days prior to the meeting; and

At the General Meeting called for this purpose, the Board shall:

- (vi) give the Board Member or Portfolio Director an opportunity to be heard, and/or ensure there is sufficient time devoted to reviewing any submissions made by the Board Member or Portfolio Director; and
- (vii) vote on the proposed removal, having first taken into account the submissions and representations of the Board Member or Portfolio Director. The Board Member or Portfolio Director shall be entitled to remain in office if such a resolution fails. The Board's decision shall be final.

c) **Casual Vacancies**

In the event of a vacancy on the Executive or as a Portfolio Director the Board may fill the vacancy from appropriately qualified persons. A vacancy shall be filled until the next scheduled Annual General Meeting.

d) **Remaining Board Members May Act**

In the event of a casual vacancy or vacancies in the office of a Executive Member, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at Board meeting, they may act only for the purpose of increasing the number of Executive Members to a number sufficient to constitute such a quorum.

36 SECRETARY

a) **Secretary to Act as Secretary**

The Secretary shall act as and carry out the duties of Secretary and unless prohibited by law, public officer of the Association and shall administer and manage the Association in accordance with these Rules.

b) **Specific Duties**

The Secretary shall:

- (i) as far as practicable attend all Board meetings and General Meetings;
- (ii) prepare the agenda for all Board meetings and all General Meetings;
- (iii) record and prepare minutes of the proceedings of all meetings of the Board and the Assembly,
- (iv) and shall use his best endeavors to distribute those minutes to Member Clubs promptly from the date of the meeting; and
- (v) regularly report on the activities of, and issues relating to, the Association;

PART VII - MISCELLANEOUS

37 DELEGATIONS

a) **Board may Delegate Functions**

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

b) **Delegation by Instrument**

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (i) this power of delegation; and
- (ii) a function imposed on the Board or the Secretary by the Act or any other law, or these Rules or by resolution of the Board in a General Meeting.

c) **Delegated Function Exercised in Accordance With Terms**

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains un-revoked, be exercised from time to time in accordance with the terms of the delegation.

d) **Procedure of Delegated Entity**

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under this clause **34** The quorum shall be determined by the Committee, but shall be no less than one half of the total number of Committee Members.

e) **Delegation may be Conditional**

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

f) **Delegated Entity to Report**

In addition to any other term or condition of a delegation a delegated entity appointed under this Rule shall report to the Board on the delegated entity's operation(s) on often and in such manner as the board may require.

g) **Revocation of Delegation**

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such body or person under this Rule only where such decision is clearly contrary to these rules, the Regulations, the Act, the Objects or the Committee's delegation.

38 REGULATIONS

a) **Board to Formulate Regulations**

The Board may (by itself or by delegation to a Committee or in response to a submission from a Member Club) formulate, approve, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and Ice Hockey as it thinks necessary or desirable. Such Regulations must be consistent with the Statement of Purposes and Rules of Association and any policy directives of the Board.

b) **Regulations Binding.** All Regulations made under this Rule shall be binding on the Association and Members.

c) **Notices Binding on Members**

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Member Clubs by means of Notices approved by the Board and prepared and issued by the Secretary. Member Clubs shall be obliged to draw such Notices to the attention of their respective Members. Notices are binding upon all Members.

39 RECORDS AND ACCOUNTS

a) **Secretary to Keep Records**

The Treasurer and/or the Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Board and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

b) **Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Treasurer.

c) **Association to Retain Records**

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

d) **Board to Submit Accounts**

The Board shall submit to the Annual General Meeting the Accounts of the Association in accordance with these Rules and the Act.

e) **Accounts Conclusive**

The Accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

f) **Accounts to be Sent to Members**

The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Accounts, the Board's report, the auditor's report and every other document required under the Act (if any).

g) **Inspection of Accounts**

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with these Rules, the Accounts shall be open to inspection by the Member Clubs.

h) **Funds and Accounts**

- 1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

- 3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 4) A payment by the association of \$100 or more must be made by cheques or electronic funds transfer.
- 5) If a payment of \$100 or more is made by cheques, the cheques must be signed by any 2 of the following:-
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorized by the management committee to sign cheques issued by the association.
- 6) However, 1 of the persons who signs the cheques must be the president, the secretary or the treasurer.
- 7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 9) All expenditure must be approved or ratified at a management meeting.

j) **Income and Property**

The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers

40 FINANCIAL YEAR

The end date of the association's financial year is 31st October in each year.

41 AUDITOR

- a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any applicable code of conduct.
- b) The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every financial year.

42 NOTICE

a) **Manner of Notice**

- (i) Notices may be given by the Secretary to any Member by sending the notice 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.
- (ii) 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 3 business days after posting.
- (iii) 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.
- (iv) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

b) **Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under these Rules.

c) Notice to Individual Members and Member Clubs and or Affiliates

Notice to Individual Members or Member Club and or Affiliates (where appropriate) shall be deemed given by notice being given in accordance with these Rules to the Member Club and or Affiliates of that Individual Member Club and or Affiliates.

43 SEAL

- a) Safe Custody of Seal. The Secretary shall provide for safe custody of the Seal.
- b) Affixing Seal. The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Board Members.

44 PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a Chief Patron and such number of Patrons and Vice-patrons as it considers necessary.

45 BY-LAWS

- a) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- b) A by-law may be set aside by a vote of members at a general meeting of the association.

46 ALTERATION OF STATEMENT OF PURPOSES AND RULES

- a) These Rules (including the Statement of Purposes) shall not be altered except by Special Resolution, carried at a general meeting.
- b) In addition, there shall be no alteration or amendment to clauses **43 or 44** without the consent of the relevant Minister or other authority under the Act.
- c) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.
- d) Subject to the Act, these rules may be amended, repealed or added by a special resolution carried at a general meeting.

47 INDEMNITY

The Association shall indemnify its Board Members, auditor, manager, employee or agent against all damages and costs (including legal costs) for which any such Board Member, auditor, manager, employee or agent may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- a) in the case of a Board Member performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- b) in the case of a manager or employee, performed or made in the course of, and within the scope of his employment by the Association.

48 DISSOLUTION

- a) Subject to clause **43(b)** the Association may be wound up in accordance with the provisions of the Act.
- b) The provisions of clauses **6 and 7** of the Statement of Purposes relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in these Rules.

49 AUTHORITY TO TRADE

The Association is authorized to trade in accordance with the Act.

50 NATIONAL REGULATIONS AND INCONSISTENCY

- a) For so long as the Association remains affiliated or otherwise under the auspices of or associated with the Australia Ice Hockey Association Inc ("AIHFI"), it shall act in accordance with the constituent documents, rules, regulations and policies of the AIHF, to the extent that the same applies to the Association. In the event of any conflict or inconsistency between such constituent documents, rules and regulations, or any of them, then the following order of precedence shall apply in order to resolve such conflict or inconsistency:
 - (i) AIHFI; and
 - (ii) Association.
- b) Nothing in Clause **45 (a)** shall prevent the Board from formulating Regulations in accordance with Clause **35** that vary AIHFI Regulations, where such variations are consistent with the intent of the AIHFI Regulation, but provide increased safety to players.

51 TRANSITIONAL PROVISIONS

All persons who were individual members or officials of Member Clubs Affiliates or Affiliate Members prior to the time of approval of these Rules under the Act, shall be deemed Individual Members or Officials from the time of approval of these Rules under the Act, and entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

All persons who were, or were to become, board members or Member Club delegates of the Association prior to approval of these Rules under the Act shall, unless these positions have otherwise terminated, hold the corresponding positions of Board Members and Member Club Delegates of the Association from the time of approval of these Rules under the Act.

- a) All parties which were affiliated Associations prior to the time of approval of these Rules under the Act shall be deemed Affiliate Members or Member Clubs respectively from the time of approval of these Rules under the Act. The Affiliate Members are entitled to such benefits as are conferred on them by the Association whether directly or indirectly.
- b) The Board Members (including the president) of the Association in office prior to approval of these Rules under the Act shall, unless their positions are otherwise terminated, continue in those positions until the next General Meeting following such approval, and thereafter the positions of the Board Members shall continue, be filled, vacated and otherwise dealt with in accordance with these Rules.
- c) Member Clubs shall have 2 years from the approval of these Rules under the Act in which to amend their constitution in accordance with these Rules and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance.

- d) All rules and regulations of the Association in force at the date of the approval of these Rules under the Act insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Regulations under this Rule.

[END]