



AUSTRALIAN ICE HOCKEY FEDERATION INC

[TRADING AS ICE HOCKEY AUSTRALIA]

CONSTITUTION

2013

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ASSOCIATIONS INCORPORATION ACT 1991 (ACT)

CONSTITUTION

Of

AUSTRALIAN ICE HOCKEY FEDERATION INCORPORATED

PART I - AUTHORITY

1 NAME OF FEDERATION

The name of the association is Australian Ice Hockey Federation Incorporated ("**Federation**"), trading as "**Ice Hockey Australia**".

2 OBJECTS OF FEDERATION

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

- (a) conduct, encourage, promote, advance, control and administer all forms of Ice Hockey in and throughout Australia through and by various Member States and Member Bodies for the mutual and collective benefit of the Members and Ice Hockey;
- (b) act in good faith and loyalty to ensure the maintenance and enhancement of the Federation and Ice Hockey for the collective and mutual benefit of the Members and Ice Hockey;
- (c) at all times operate with, and promote, mutual trust and confidence between the Federation and the Members in pursuit of these objects;
- (d) at all times to 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 Federation and each Member State and Member Body and to act interdependently with each Member State and Member Body in pursuit of these objects;
- (f) affiliate (where necessary or appropriate) and otherwise liaise with the International Ice Hockey Federation, the Australian Olympic Committee, the Australian Sports Commission and any other such organisation in the pursuit of these objects;
- (g) use and protect the Intellectual Property of the Federation;
- (h) collect, distribute and publish information in connection with Ice Hockey and international and national Ice Hockey tournaments and competitions by means of hard copy, electronic medium or website, as deemed appropriate by the Board from time to time;
- (i) promote and regulate national and international tournaments, competitions and championships;
- (j) strive for governmental, commercial and public recognition of the Federation and Ice Hockey;
- (k) promulgate and enforce such rules as may be necessary or appropriate for the management and regulation of Ice Hockey and related activities in Australia;
- (l) where necessary or appropriate conduct or commission research and development for improvements in Ice Hockey and Ice Hockey equipment;

- (m) select and control teams and squads to represent Australia and the Federation in Ice Hockey at national and international level;
- (n) pursue or develop such commercial arrangements, as are appropriate to further the Objects of the Federation and Ice Hockey;
- (o) initiate any investigation(s) of any person or incident relating to matters of discipline as it pertains to conduct affecting Ice Hockey in Australia and refer such matters to the Judiciary Committee as appropriate;
- (p) Conduct any Hearing arising out of **Clause 2 (o)** above in strict accordance with the Federation Competition, Tribunal and Disciplinary Regulations as issued by the Federation from time to time;
- (q) act as final arbiter on all matters referred to it (by a Member State, or Member Body) or accepted by it pertaining to the conduct of Ice Hockey in Australia, including disciplinary matters;
- (r) develop, enact, approve and implement appropriate policies, including, but not limited to discipline, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Ice Hockey;
- (s) apply the property and capacity of the Federation solely towards the fulfilment and achievement of these Objects;
- (t) represent the interests of its Members and of Ice Hockey generally in any appropriate forum; and
- (u) have regard to the public interest in its operation.

The Federation shall:

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

3 POWERS OF FEDERATION

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

4 APPLICATION OF INCOME

- (a) The income and property of the Federation 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 Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Individual Member, Member State or Member Body; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Federation to any Individual Member who holds any office

of the Federation, unless such person has been elected, or appointed to receive such remuneration by the General Assembly at a properly convened meeting to consider such remuneration.

- (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 Federation whether as an employee or otherwise for;
- (i) goods supplied to the Federation 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 Federation;
 - (iv) reimbursement of any out-of-pocket expenses incurred by the Member on behalf of the Federation; 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.

5 LIABILITY OF MEMBERS

The liability of the Members of the Federation is limited.

6 MEMBER'S CONTRIBUTIONS

Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member for payment of the debts and liabilities of the Federation 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.

7 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Federation 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 Federation but shall be given or transferred to a body or bodies having objects similar to the objects of the Federation 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 Federation 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 Federation 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

8 NAME

The name of the association is Australian Ice Hockey Federation Incorporated ("**Federation**").

The trading name of the Australian Ice Hockey Federation Incorporated is **Ice Hockey Australia** ("IHA").

9 INTERPRETATION

a) **Definitions**

In these Rules unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1991 (ACT) or any other act under which the Federation may be incorporated from time to time.

“**Administrator**” means a person appointed by the Board to a position which may, or may not, be remunerated for such services as the Board deems appropriate for the day to day administration of the business of the Federation.

“**Affiliate Member**” means a club, association or an affiliate organisation with the Federation either as a member of a Member State or otherwise.

“**Annual General Meeting**” means a meeting of the Board once per annum for the purposes of conducting the business of the Federation (as per **Sections 22, 23, 24, 25 & 26**) and the election of the Executive in accordance with Sections including, but not limited to **25, 27(b)** and **31**.

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

“**Board Member**” means a member of the Board and includes any person of the Executive, State Delegates and Member Body Delegates as elected by the Member State or Member Body.

“**Chief Executive Officer**” means a person appointed by the Board to a position which may, or may not, be remunerated for such services as the Board deems appropriate for the day to day administration of the business of the Federation.

“**Chief Medical Officer**” means an elected member of the Portfolio Directors responsible for the Sports Medical Program of the Federation and appointed from nominations submitted by the Member States, or Member Body in the appropriate manner.

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

“**Director**” means an elected member of the Portfolio Director position responsible for the individual Portfolio Programs of the Federation, as required and amended from time to time, and appointed by the Board from nominations submitted by the Member States, or Member Bodies in the appropriate manner.

“**Event**” means and includes:

- (i) any national championship organised or conducted by a Member State, or Member Body on behalf of the Federation;
- (ii) any championship, competition, series, activity or game sanctioned or sponsored by or conducted on behalf of the Federation; or
- (iii) any international championship, competitions, series, activity, or game at which the Federation is represented;

but does not include any State Championship, competition, series, activity or game conducted by a Member State, or Member Body, or any activity which is not sanctioned by the Board.

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

“**Fees**” means the financial consideration paid by Member States, Member Bodies, or Individual Members which provide the attendant rights of membership of the Federation.

“**Financial year**” means the year ending the last day of February in any year.

“**General Meeting**” means a meeting of the Board and Portfolio Directors (as requested) and includes the annual, general assembly, or any special general meeting of the Federation.

“**General Assembly**” means a general meeting of the Board, and Portfolio Directors (as requested) excluding an annual, or special general meeting.

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

“**Individual Member**” means a registered financial individual member of a Member State, Member Body, or of an Affiliate Member who has paid the requisite fee as prescribed from time to time to the Member State, Member Body or Affiliate Member.

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

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

“**League**” means a sanctioned national league for the time being of the Federation under **Part IV** of these Rules.

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

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

“**Member Body**” means an incorporated entity recognised under **Section 10(b)** to administer Ice Hockey in Australia for a specific group of Individual Members. The Federation may recognise and admit other incorporated bodies from time to time as it sees fit.

“**Member Body Delegate**” means the person elected or appointed from time to time by a Member Body to act for and on behalf of that Member Body and represent the Member Body at Board and General Meetings.

“**Member State**” means an entity recognised under **clause 10(a)** to administer Ice Hockey in its particular State.

“**Objects**” means the objects of the Federation in the Statement of Purposes.

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

“**Portfolio Council**” means a council formed with the responsibility for the management of a specific function associated with the conduct of business of the Federation.

“**Portfolio Director**” means a member appointed to a specific Portfolio Director position by the Board and who is also the Chairperson of their respective Portfolio Council.

“**President**” means the President for the time being of the Federation duly elected and appointed under these rules and includes any person acting in that capacity from time to time.

“**Register of Individual Members**” means the document, or electronic filing system prepared and kept by the Federation which maintains a list of all Individual Members for the purposes of determining eligibility to compete, officiate, or take part in any Event. An up to date hard copy of the Register must be kept by the Board and regularly maintained as determined from time to time by the Board.

“**Registration**” means the practice of Individual Members providing complete details of name, address and personal contact details via telephonic or electronic means, date of birth and country of origin and payment of the prescribed fee for the purposes of becoming a member of the Federation.

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

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

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

“**Secretary**” means the Secretary of the Federation for the time being duly elected and appointed under these Rules.

“**Special Resolution**” means a resolution passed:

- (i) at a General Meeting of the Federation of which twenty-one (21) days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the **voting** Members in accordance with these Rules; and
- (ii) by at least three quarters of those **voting** 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.

“**State Delegate**” means the person elected or appointed from time to time by a Member State to act for and on behalf of that Member State and represent the Member State at Board and General Meetings.

“**Treasurer**” means the Treasurer of the Federation for the time being duly elected and appointed under these Rules.

“**Vice-President**” means the Vice-President of the Federation for the time being duly elected and appointed under these Rules.

In these Rules reference to a function includes a reference to a power, authority and duty;

- (i) 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) 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) 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 or images 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 and any previous approved documented Constitution of the Federation.

PART III - MEMBER STATES & MEMBER BODIES

10 MEMBER STATES AND MEMBER BODIES

a) **Member States**

The entity which is the only official representative of and controlling authority for Ice Hockey in a State shall be a Member State and shall administer Ice Hockey in that particular State in accordance with the Objects, the objects of the Member State and the relevant State Act. Each Member State shall be named according to the State in which it is located.

b) **Member Bodies**

An incorporated entity which is the only official representative of and controlling authority for a specific group of Ice Hockey Australia Individual Members of a

minimum age of 35 years by 31 December in the year in which membership is applied for, such as the Old-timers Ice Hockey Australia Network (OiHAN). The Federation through the auspices of the Board at a General Meeting may recognise and admit other Member Bodies from time to time as it sees fit.

c) Compliance of Member States and Member Bodies

Each Member State and Member Body shall:

- (i) be incorporated in its particular State, or Territory, and shall act at all times with all requirements under its particular State, or Territory Act and as may otherwise be imposed on it by the relevant State, or Territory Government;
- (ii) elect or appoint a State, or Member Body Delegate to represent it on the Board and at General Meetings in accordance with these Rules;
- (iii) where required by the Federation in any Financial year, provide the Federation with copies of its annual report and other associated documents immediately following the Member States, or Member Bodies annual general meeting;
- (iv) adopt the Objects (in whole or in such part as are applicable to that Member State or Member Body) and adopt rules which reflect and which are, to the extent permitted or required by the State, or Territory 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 Federation, 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 Federation 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 Federation and the Members in pursuit of the Objects; and
- (x) by adopting (in whole or in such part as are applicable to that Member State, or Member Body in accordance with these Rules) the Objects, abide by these Rules.

d) Operation of Rules

The Federation, Member States and Member Bodies 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 State, Member Body, the Federation and Ice Hockey;
- (v) not to acquire a private advantage at the expense of any of the Federation or other Member State, Member Body, 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 Federation and the Members; and
- (ix) that should a Member State, or Member Body have administrative, operational or financial difficulties and that Member State, or Member Body request assistance from the Federation, the Assembly may act to assist that Member State, or Member Body in whatever manner and on such conditions as the Assembly considers appropriate.

11 MEMBER STATE and MEMBER BODY CONSTITUTIONS AND RULES

(a) Constitution and Rules

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

(c) Amendments to Member State, or Member Body Constitutions

Each Member State or Member Body 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, or Territory Act and register such amendments with the Federation by submitting a copy of any such revised Constitution within 30 days of formal acceptance by its members.

(d) Register of Members

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

PART IV – MEMBERSHIP

12 MEMBERS

a) Categories of Members

The Members of the Federation shall consist of:

- i) the Member States and Member Bodies, which, subject to these Rules, shall be represented by their duly appointed Delegates who have the right to be present, debate, move and/or second motions and vote at Board and General Meetings for and on behalf of their respective Member State or Member Body;
- ii) Board and Portfolio Director Members who have the right to be present or debate at General Meetings and who are members of a Member State or Member Body;
- iii) Life Members, 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;
- iv) all members of Member States, Member Bodies, or Affiliate Organisations (whether Individual Members or Affiliate Members) who shall have no right to attend, debate or vote at General Meetings unless also a Board Member;
- v) an Affiliate Organisation under IHA sanction which shall have no right to attend, debate or vote at General Meetings; and
- vi) such new classes of Members, created in accordance with **clause 12(b)**.

(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 (including voting rights, but only if deemed appropriate by the Board), even if the effect of creating a new class is to alter rights, privileges or obligations of an existing class of Members.

(c) **Life Members**

- (i) Each year the Board may call for nominations from the Member States 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 Australia have Life Membership conferred upon 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 in accordance with **Sections 22(a),(i),(5), 22 a (ii)** and **23**.
- (iii) Upon Life Membership being conferred on a person, the person's details shall be entered upon the Register of Life members and displayed in the appropriate position on the Federation website. 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 Federation (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 States on behalf of the Federation.
- (c) Monies payable to the Federation by Members under this **clause 13** shall be forwarded to the Federation, for the Federation's use by such dates as are prescribed by the Board.
- (d) Any fees received by the Federation for and on behalf of the Member States, or Member Bodies through the Registration process, shall have the appropriate Federation fee(s) deducted and the remainder shall be remitted to the Member State or Member Body.
- (e) Any Member which or who has not paid all monies due and payable by that Member to the Federation 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 State, or Member Body 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 Federation, 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.
- (f) Fees and all other funds paid to the Federation, other than as set out in item (d) above, are to be used for the sole purpose of the Federation'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 STATE AFFILIATES AND INDIVIDUAL MEMBERS

a) State Affiliates and Individual Members

Member States and Member Bodies shall use all reasonable endeavours to provide the Federation with such details of State Affiliates and Individual Members as are required by the Federation under these Rules within ninety (90) days of the approval of these Rules under the Act.

b) Membership Renewal

In order to remain an acknowledged registered and insured, Federation Members, State Affiliates and Individual Members must:

- (i) renew their membership with their respective Member State and/or Member Body annually;
- (ii) otherwise remain registered financial members of their Member State or Member Body in accordance Section 11(d) above and with the procedures applicable from time to time; and
- (iii) must pay the applicable annual fees as prescribed by the Federation from time to time (if any) to the Federation.

15 REGISTER OF MEMBERS

- a) **Register.** The Federation 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.
- b) **Inspection of Register.** Upon reasonable request from a Member State or Member Body an extract of the Register, excluding Members' addresses, shall be made available by the Federation to that Member State or Member Body. The Federation, the Member State and the Member Body must have regard to

confidentiality considerations in providing the Register for inspection and inspecting the Register.

- c) **Annual Return.** The annual return of the Federation shall publish the place at which the Register is available under **clause 15(b)**.

16 EFFECT OF MEMBERSHIP

- a) **Effect of Membership.** All Members acknowledge and agree that:
- (i) these Rules constitute a contract between each of them and the Federation 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 Federation;
 - (iv) these Rules are made in pursuit of a common object, namely the mutual and collective benefit of the Federation, 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 Federation membership as conferred by these Rules;
 - (vii) they release and discharge the Federation from all Claims that they had or may have had but for this release arising from or in connection with their membership of the Federation and/or participation in any Event or Federation authorised or recognised activity; and
 - (viii) they indemnify the Federation 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 Federation and/or participation in any Event or Federation authorised or recognised activity whether caused or contributed to, directly or indirectly, by any act or omission (including negligence) on the part of the Federation.

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 (1) 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 Federation, 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 Federation and its property including Intellectual Property. Any Federation documents, records or other property in the possession, custody or control of that Member shall be returned to the Federation immediately.

b) **Assembly Representation Rights**

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

c) **Membership may be Re-instated**

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 State or Member Body ceases to be a Member in accordance with these Rules or the Act, the Members of that Member State or Member Body (including all Individual Members, Member Bodies and State Affiliates of that Member State or Member Body) will cease to be Members and all such Members shall be prohibited from any involvement with any other Member State, Member Body or Affiliate Member for the term of such cessation of membership.

18 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, Policies 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 Federation and/or Ice Hockey; or
 - 3) brought the Federation or Ice Hockey into disrepute;
- (ii) where the matter is of a serious enough nature, any appeal from an Individual Member or a State Affiliate who has received a penalty or an adverse finding in disciplinary proceedings conducted by a Member State or Member Body, provided that the Individual Member or State Affiliate has first exhausted all avenues of appeal available to it under the constitutions of the Member State, Member Body or State Affiliate; or
- (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 Federation set out in this **Section 18**. All Members agree that they will not become a party to any suit, at law or equity, against the Federation, the Board, and Official or any other person the subject of this Constitution until all remedies allowed by this Constitution have been exhausted.

c) **On-going participation**

During investigatory or disciplinary proceedings under this **Section 18 (“proceedings”)**, a defendant shall not continue to participate in Ice Hockey, pending the determination of the proceedings (including any available appeal) unless the Board decides a continued participation is appropriate having regard to the matter at hand.

d) **Member States’ Disciplinary Procedures**

The Board in considering an exercise of its discretion under **Section 18(a)**, must determine whether all disciplinary or judiciary avenues available to a Member under the relevant Member State, or Member Body Constitutions have been exhausted. All Member States or Member Bodies must adopt the Competition, Disciplinary, Tribunal and Suspension Regulations prepared by the Federation as amended from time to time and available in hard copy or on the Federation website.

e) **Referral to Judiciary Committee**

- (i) After the defendant has received written notification of the content of the complaint against them and the range of sanctions prior to their appearance before a Tribunal or the Board, 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 **Section 18**.
- (ii) A Judiciary Committee shall comprise three (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. Should an IHA Board Member be required to sit on a Tribunal, then that person shall be precluded from the IHA Appeal’s Board for the duration of the Appeal.
- (iii) 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.
- (iv) A person who is an interested party (as determined by the Secretary) shall not be permitted to participate in the determination of the proceedings in any way.
- (v) 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 fourteen (14) days and no more than twenty-eight (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 **Section 18**, having regard to the availability of key witnesses, among other things.

- (vi) The Chairman of the Judiciary Committee shall notify the remaining members of the Judiciary Committee, the defendant, after having given formal written notice of the complaint, and any complainant or relevant Member State, or Member Body 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 seven (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 seven (7) days prior to the date of the hearing, to be represented by a legally qualified person.
- (vii) 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.
- (viii) 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.
- (ix) The Judiciary Committee shall be entitled to call such evidence as it deems fit, and all Members and Individual Members shall provide such evidence as they are able. The Judiciary Committee may adjourn the hearing.
- (x) 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 **Section 18(f)**. In all other cases, the proceedings shall be dismissed.
- (xi) If a 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.
- (xii) 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 States and shall be recognised by all Member States immediately upon receipt of such notice by the Member States.
- (xiii) Reinstatement of any member by all Member States or Member Body(s) shall be recognised by all Member States immediately upon receipt of notice to this effect by each Member State.
- (xiv) If a defendant or witness fails to appear without advice, or reason, or refuses to co-operate or provide any evidence requested by the Judiciary Committee, the Judiciary Committee may refer the matter to the Board for action against those refusing to appear or cooperate.

f) **Penalties**

Penalties which may be imposed include, but are not limited to:

- (i) a reprimand, or a sever reprimand;
- (ii) suspension, of such activities, on such terms and for such period as is deemed appropriate;
- (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 deemed appropriate.

g) **Effect of Penalty**

- (i) Where a Member is suspended under this Rule, membership and representation rights and privileges in the Federation shall be forfeited during the period of such suspension.
- (ii) Where a Member is expelled under these Rules membership and representation rights and privileges in the Federation shall be forfeited immediately and membership shall cease. **Section 17** of these Rules and any relevant provisions of the constitution of the Member State shall apply.

h) **Appeal Committee**

Subject to these Rules and Object (q) 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 fourteen (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 Board may impose an appeal fee (for such sum as determined and amended by the Board from time to time) for a Member to lodge an appeal in accordance with this clause. If an appeal fee is imposed it is at the sole discretion of the Board and is non-refundable unless the appeal is upheld. The appeal fee shall be set down in the Competition, Disciplinary, Tribunal and Suspension Regulations **clause 17.12**, or such other clause as amended from time to time.
- (iii) The decision of the Board in rejecting an appeal by a Member under this **Section 18(h) (iii)** shall be final and not subject to further appeal.
- (iv) 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 **Section 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.

- (v) In the matter of an appeal under **Section 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 **Section 18(f)**, or may revoke the penalty or adverse finding of the Judiciary Committee.
- (vi) The effect of any penalty imposed by an Appeal Committee shall be the same as set down in **Section 18(g)** above. The decision of an Appeal Committee under this **Section 18(h)** shall be final and not subject to further appeal.

PART V - GENERAL MEETINGS

19 GENERAL MEETINGS

a) Purpose

- (i) General Meetings are held for the purpose of the proper management of the Federation 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, General Assembly Meeting and any Special General Meetings held by the Federation.
- (ii) General Meetings are to be held for the purpose of:
 1. determining the strategic directions of the Federation;
 2. determining the financial direction of the Federation;
 3. determining policies, regulations and by-laws of the Federation; and
 4. reviewing the Federation's performance in achieving its pre-determined aims, objectives and policies.
 5. Amending the Constitution and Rules as required from time to time.

b) Composition

General Meetings are to comprise the members of the Board and Directors (as requested).

c) Annual General Meeting

- (i) An Annual General Meeting of the Federation 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, and shall be held no less than once each year.
- (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 Federation and, where, but for this Rule more than fifteen (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 three (3) Member States convene a Special General Meeting, subject to the requisite Notice periods required for the varying resolutions and agenda items as laid down in this document.
- (ii) The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the Member States or Member Bodies making the requisition and be sent to the Federation. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Member States making the requisition.
- (iii) If the Board does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to the Federation, the Member States and Member Bodies making the requisition, or any of them, may convene a Special General Meeting to be held not later than four (4) months after that date.
- (iv) A Special General Meeting convened by Member States or Member Bodies 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.
- (v) No other business may be discussed or addressed at a Special General Meeting other than that laid down in the Agenda attached to the Notice, or Requisition of the Special General Meeting as per **Section 19 (e)** of these rules.

20 STATE and MEMBER BODY DELEGATES

a) **Appointment of State and Member Body Delegates**

Each Member State or Member Body shall appoint a State/ Member Body Delegate for such term as is deemed appropriate by the Member State or Member Body. A State or Member Body Delegate cannot also be an Executive Member of this Federation. A State or Member Body Delegate must be an Individual Member of the Member State or Member Body which appoints him.

b) **State and Member Body Delegate as Representative**

Each State/Member Body Delegate shall represent his Member State or Member Body at Board and General Meetings of the Federation and shall comply with any and all directions given to him by his Member State or Member Body.

c) **Member State and Member Body to Advise**

Each Member State and Member Body shall advise the Secretary of its appointed State or Member Body Delegate, at least fourteen (14) days prior to any General Meeting.

21 NOTICE OF GENERAL MEETING

a) **Notice of General Meetings**

- (i) Notice of every General Meeting shall be given to each Board Member, Member State and Member Body at the address appearing in the Register kept by the Federation. No other person shall be entitled as of right to receive notices of General Meetings, except the auditor(s). Directors and Life Members may be invited to attend a General Meeting at the discretion of the Board.

- (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 twenty-eight (28) days' notice of a General Meeting, other than a Special General Meeting, shall be given, together with:
 - (1) any notice of motion received from any Member State, Executive Member, Board Member, or Portfolio Director or in accordance with these Rules;
 - (2) applications for election to the Executive;
 - (3) nominations for appointment to a Portfolio Director or position;
 - (4) relevant accounts and reports in accordance with these Rules and the Act;
 - (5) the agenda for the meeting.
- (iv) Notice for a Special General Meeting shall be at least thirty six (36) days in accordance with the requirements of **Section 23** for Notices of Motion. No other business, other than that set out in the agenda and the Notice(s) of Motion shall be permitted at a Special General Meeting.

b) Entitlement to Attend General Meeting

- (i) Notwithstanding any other Rule, no Member State, Member Body 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 Federation 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 or, 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 at the invitation of the Board.

22 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, State 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 AIHF Constitution and IHA Sport regulations;
 - (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, administrator, administrative assistant, or executive officer; 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 **Section 22(a) (i)** shall be special business. "Special Business" is business of which a notice of motion has been submitted in accordance with **Section 23**.

b) **Business Transacted**

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

23 NOTICES OF MOTION

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

24 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 Federation shall be six (6) Members entitled to vote, comprising four (4) State/ Member Body Delegates and two (2) members of the Executive.

b) **President to Preside**

The President shall, subject to these Rules, preside as Chairman at every General Meeting of the Federation. If the President is not present, or is unwilling or unable to preside, the Vice President shall, subject to these Rules, preside as Chairman in his place for that meeting only. If the Vice President is not present, or is unwilling or unable to preside the Members entitled to vote shall choose one of their number who shall, subject to these Rules, preside as Chairman for that meeting only.

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 **Section 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 four (4) Board Members entitled to vote.

e) **Recording of Determinations**

Unless a poll is demanded under **Section 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 Federation shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

f) **Where Poll Demanded**

If a poll is duly demanded under **Section 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 one (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 fifteen (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.

25 VOTING AT GENERAL MEETINGS

a) Entitlement to Vote

Each State Delegate, each Member Body Delegate and each Member of the Executive shall, subject to these Rules, have one (1) vote at General Meetings. No other Member or Portfolio Director shall be entitled to vote, but shall subject to these Rules have, and be entitled to exercise, those rights set out in **Section 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 and the Motion shall fail.

26 PROXY AND POSTAL VOTING

a) Proxy Voting

Proxy voting is only permitted for members of the Federation Executive who are unable to attend a meeting due to illness or other personal reasons and approved by the Board. All such Proxy Votes shall be submitted to the President in written form on the prescribed form at least even (7) days prior to the Meeting with detail of absent Members vote(s) on the specific matters required to be voted on.

b) Postal or Electronic 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) Each State Delegate, each Member Body Delegate and each Member of the Executive shall, subject to these Rules, have one (1) vote at General Meetings. No other Member or Portfolio Director shall be entitled to vote, but shall subject to these Rules have, and be entitled to exercise, those rights set out in **Section 12(a)**.

- (iv) 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 **Section 25(b)**.
- (v) Where the proposal to be resolved involves more than two alternatives the proposal shall be resolved in favour of the alternative which has the most votes out of the alternatives.

PART VI - GOVERNANCE

27 THE BOARD

- a) **Powers.** Subject to the Act and these Rules, the business of the Federation shall be managed and the powers of the Federation shall be exercised by the Board. In particular, the Board shall be responsible for acting on all national and international issues in accordance with the Objects and shall operate for the collective and mutual benefit of the Federation, the Members, Ice Hockey and the general community throughout Australia and shall:
 - (i) Govern Ice Hockey in Australia in accordance with the Constitution, Rules, Regulations, By-Laws and Policies of the Federation;
 - (ii) determine the strategic direction of the Federation;
 - (iii) determine the financial direction of the Federation;
 - (iv) determining, formulating and enacting policies, regulations and by-laws of the Federation; and
 - (v) be the final arbiter on matters referred to it by a Portfolio Director and on all matters of appeal for disciplinary matters.
- b) **Composition.** The Board shall comprise:
 - (i) the President,
 - (ii) the Vice-President,
 - (iii) the Secretary,
 - (iv) the Treasurer;
 - (v) the elected Delegates from each Member State and Member Body, and
 - (vi) the Federation Executive Officer, (if any) who is a non-voting member of the Board.
- c) **Portfolio Councils**

The Board may determine the interests of the Federation are best served by the allocation of additional portfolio councils to Board Members. The Board shall be entitled to vary the titles and portfolios of each of the Board Members and Portfolio Directors in accordance with the needs of the Federation from time to time.
- d) **Meetings of the Board**
 - (i) **Board to Meet**

The Board shall meet as often as is deemed necessary, but not less than two times in every calendar year, for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. The President or three (3) Board Members may at any time, and the Secretary shall, on the requisition of the President or three (3) Board Members, convene a meeting of the Board within a reasonable time. Board meetings may be held via an electronic medium or by teleconference where this is considered suitable for the efficient conduct of business.

(ii) **President as Chairman**

The President shall be the nominal head of the Federation and will act as Chairman of any Board meeting at which he is present. If the President is not present, or is unwilling or unable to preside, the Vice-President shall, subject to these Rules, preside as Chairman for that meeting only. If the Vice-President is not present, or is unwilling or unable to preside, the remaining Board Members shall appoint one of their numbers to preside as Chairman for that meeting only, subject always to the requirements of a quorum.

(iii) **Proxy, Postal and Electronic Voting**

Proxy postal or electronic voting may be conducted for Board meetings in accordance with **Section 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 **Section 34**) all Board Members shall have one (1) vote on any question. The President 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 one (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 one (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 fifteen (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 **Section 32(c)**) is required to constitute a quorum is six, two of which must be members of the Executive, in accordance with **Section 24(a)**.

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 seven (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 three (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.

28 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 Federation and shall report such decisions to the Board at the next Board meeting. In particular, the Executive shall be responsible for acting on all national and international issues in accordance with the Objects and shall operate for the collective and mutual benefit of the Federation, the Members, Ice Hockey and the general community throughout Australia and shall:

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

b) **Composition**

There shall be an Executive comprising of the President, the Vice President, the Secretary and the Treasurer all of whom shall not be a State/ Member Body Delegate or hold a position on a Member State Association or Member Body.

c) **Meetings of the Executive**

The Executive shall meet, physically or electronically, as often as is deemed necessary for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. At meetings of the Executive the number of members of the Executive whose presence (or participation under **Section 32(c)**) is required to constitute a quorum is three. Where all members of the Executive are unable to agree on any matter, the matter will be referred to the Board for a final decision. **Section 32(c)** shall apply in respect to meetings of the Executive.

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 two (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 one (1) day prior to such meeting.

29 PORTFOLIO DIRECTORS

- a) **Purpose.** To assist the Board in the effective management of the sport, the Board shall nominate Portfolio Councils with the responsibility for the management of a specific function associated with the conduct of business of the Federation and nominate a Portfolio Director who will also be the Chairperson of their respective portfolio council.

Portfolio Director appointments include (but are not limited to):

- (i) the Referee-in-Chief;
- (ii) the National Coaching Director;
- (iii) the National Player Development Director;
- (iv) the National Women's Program Director;
- (v) the National Chief Sports Medicine Officer;
- (vi) the National Marketing and Merchandising Director: and
- (vii) the National Tribunal and Disciplinary Director.

each of whom must be Individual Members, must have the necessary qualifications and shall be appointed at an Annual General Meeting in accordance with these Rules.

b) **Additional Portfolio Councils**

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

c) **Duties**

The duties of each Portfolio Council are to be determined by the Board and included in the by-laws to this Constitution. The Portfolio Director is the Chairperson of their representative Portfolio Council and is responsible to the Board for the proper management of their Portfolio Council.

30 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 Federation;
- (ii) selection or appointment of Federation 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 State or Member Body.

31 EXECUTIVE AND PORTFOLIO DIRECTORS

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 – four (4) years
 - (2) Portfolio Director – two (2) 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 four (4) 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.
 - (3) At the second Annual General Meeting following the Vice-President and the Treasurer shall be elected for a term of four (4) years.

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

b) **Nominations for Election**

- (i) Applications for nominees for Executive or Portfolio Directors positions shall be called for by the Secretary forty-two (42) 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 or as a Portfolio Director must specify the position being nominated for.
- (iv) Where a standing Executive Member or Portfolio Director 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 State or Member Body and seconded by another Member State or Member Body (the written resolution of the motion must be provided to the Federation by the two (2) Member States or Member Bodies with the nomination).

d) **Receipt of Nominations**

Nominations must be received by the Secretary at least twenty-eight (28) days prior to the Annual General Meeting and shall be sent to the Members entitled to receive notice of General Meetings under **Section 21(a) (i)**.

e) **Elections**

- (i) Executive Members and Portfolio Directors 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 Portfolio Directors do not assume their position until the conclusion of the AGM in which the elections are held.
- (ii) Any contested Executive Members and Portfolio Director 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 (1) 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 (2) 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.

III) more than two (2) 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 (2) 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 (1) person is elected.

(2) Election of two (2) or three (3) 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 (1) the number to be elected;
 - (i) the nominee receiving the least number of votes shall be withdrawn;
 - (ii) if two (2) 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 (2) 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 (2) 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.

If no nominations are received prior to the General Meeting then the Position(s) applicable cannot be filled from the Meeting. The Board shall instruct the Member States and Member Bodies to seek nominations from persons suitably qualified for the positions left vacant, and after receipt of such later nominations, the Secretary shall forward all such nominations to Board members at least five (5) days prior to calling a Board Meeting specifically for the purpose of voting on those positions.

32 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) resigns his office in writing to the Federation;
- (v) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (vi) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Federation;
- (vii) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of his interest;
- (viii) is suspended or expelled from membership of his Member State without further recourse under these Rules or the rules of the Member State 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 Federation and/or Ice Hockey;
- (ii) has brought the Federation, any Member State 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 fourteen (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 seven (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 shall fill the vacancy by appointing an appropriately qualified person, as determined by the Board. Such 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 an 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. This shall remain in effect only until the vacancies are filled in accordance with **Section 32(c)**.

33 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 Federation and shall administer and manage the Federation 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 endeavours to distribute those minutes to Member States and Member Body (s) promptly from the date of the meeting; and
- (v) regularly report on the activities of, and issues relating to the Federation.

PART VII - MISCELLANEOUS

34 POWERS of DELEGATION

- 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 unrevoked, be exercised from time to time in accordance with the terms of the delegation. The Board may revoke any Delegation at any time without being required to provide its reason for such revocation.

- 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 **Section 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.

35 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 State) formulate, approve, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Federation, 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 Federation and any policy directives of the Board.

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

c) **Notices Binding on Members**

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

36 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. The Treasurer shall maintain and keep proper financial records concerning all financial transactions, bank accounts, bank statements, reconciliations of all accounts of the Federation.

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) **Federation to Retain Records**

The Federation shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

d) **Board to Submit Accounts**

The Board, via the Treasurer, shall submit to the Annual General Meeting the Accounts of the Federation 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 three (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 Federation 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 States and Member Bodies.

h) **Negotiable Instruments**

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) authorised Board Members or in such other manner as the Board Members determine.

37 AUDITOR

- a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed on an annual basis. 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 Federation including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every financial year.

38 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 three (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 State Affiliates**

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

39 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 two (2) Executive Board Members.

40 PATRONS AND VICE PATRONS

The Federation 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.

41 ALTERATION OF STATEMENT OF PURPOSES AND RULES

- a) These Rules (including the Statement of Purposes) shall not be altered except by Special Resolution.
- b) In addition, there shall be no alteration or amendment to **Sections 43 or 44** without the consent of the relevant Minister or other authority under the Act.

42 INDEMNITY

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

- a) in the case of a Board Member or Portfolio Director performed or made whilst acting on behalf of and with the authority, express or implied of the Federation; 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 Federation.

43 DISSOLUTION

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

44 AUTHORITY TO TRADE

The Federation is authorised to trade in accordance with the Act.

45 INTERNATIONAL REGULATIONS AND INCONSISTENCY

- a) For so long as the Federation remains affiliated or otherwise under the auspices of or associated with the International Ice Hockey Federation ("IIHF"), it shall act in accordance with the constituent documents, rules, regulations and policies of the IIHF, to the extent that the same applies to the Federation. 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 to:

- (i) IIHF; and then to the
 - (ii) Federation.
- b) Nothing in **Section 45 (a)** shall prevent the Board from formulating Regulations in accordance with **Section 35** that vary IIHF Regulations, where such variations are consistent with the intent of the IIHF Regulation, but provide increased safety to players.

46 TRANSITIONAL PROVISIONS

All persons who were individual members or officials of State or Member Body 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 Federation, whether directly or indirectly.

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

- a) All parties which were Affiliated Associations, State Associations or Member Bodies prior to the time of approval of these Rules under the Act shall be deemed Affiliate Members, Member States or Member Bodies 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 Federation whether directly or indirectly.
- b) The Board Members (including the president) of the Federation 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 States and Member Bodies shall have two (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 Federation 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.