



MEMORANDUM

TO:	2009 Hockey Victoria Affiliates
FROM:	Ben Hartung, Chief Executive Officer
SUBJECT:	2009 Annual General Meeting – Sunday 11 th April 2010
DATE:	Wednesday 17 th March 2010

Dear Affiliates,

As you are aware, the 2009 Hockey Victoria Annual General Meeting (**AGM**) will be held on **Sunday 11th April 2010** at the State Netball Hockey Centre, commencing at **10.00am**.

This memo has been designed to provide you with information that will assist with your understanding of the AGM.

Hockey Victoria Inc. Constitution (“the Constitution”)

Please refer to the Hockey Victoria (HV) website (www.hockeyvictoria.org.au) for a copy of the Constitution.

Who is entitled to vote and attend at the AGM?

- **2009 Affiliates** are entitled to vote at the AGM.

An Affiliate is a Hockey Club or Association (whether incorporated, unincorporated or otherwise), which was a member of HV in the **2009 year**.

To be eligible to vote, each Affiliate must have lodged the appropriate affiliation form (and paid the relevant fee) with HV in 2009.

- Affiliates shall be represented by their **Delegate** (only) who shall have the right to attend, debate and vote at the AGM for and on behalf of the Affiliate, in accordance with the Constitution.

Each Delegate is entitled to exercise all votes on behalf of the Affiliate.

Please ensure you have advised HV of your Delegate. If you propose to change your Delegate prior to the AGM, you must do so in writing to me (HV Chief Executive Officer) at least 48 hours prior to the AGM.

- Life Members may attend and debate at the AGM, but have no right to vote.
- An Individual Member is a registered financial individual member of an Affiliate and may attend the AGM, but has no right to debate or vote at the AGM.

Voting at the AGM

- A quorum for the AGM shall be **30%** of the Affiliates entitled to vote and represented at the meeting **in person, by postal vote or by proxy.**
- Each Affiliate in attendance (in person, by postal vote or by proxy) at the AGM shall be entitled to the following number of votes:
 - One (1) vote for each of its playing sections (men's, women's and junior's section) and one (1) vote for each ten (10) Registered Teams regardless of gender and age. Registered Teams can only be counted once and Affiliates can only count teams that are not directly affiliated with HV. Separate information will be circulated with the Agenda specifying the number of votes each Affiliate is entitled to.
 - No Member is entitled to exercise more than five (5) votes.
- 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 demanded (before or on declaration of the result of the show of hands) by the Chair or a majority of Delegates present.

Postal Voting

- Postal voting is permitted and forms part of a quorum.

A Postal Vote Form will be attached to the Agenda which will be forwarded to Affiliates 21 days prior to the AGM.

The Postal Vote Form must be duly completed and executed and lodged with me at least **48 hours** before the commencement of the AGM.

PLEASE USE THE **POSTAL VOTE FORM IF, AS THE NOMINATED DELEGATE OF A MEMBER, YOU ARE UNABLE TO ATTEND THE ANNUAL GENERAL MEETING (AGM) ON SUNDAY 11TH APRIL 2010 AND YOU STILL WISH TO EXERCISE YOUR VOTE.**

Proxy Voting

- Proxy voting is permitted and forms part of a quorum.

A Proxy Form will be attached to the Agenda which will be forwarded to Affiliates 21 days prior to the AGM.



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The Proxy Form must be duly completed and executed and lodged with me at least **48 hours** before the commencement of the AGM.

Proxies shall only be exercised by Delegates on behalf of Members entitled to vote.

Further, for the proxy to be valid, an Affiliate must **instruct the proxy** to vote either in favour of or against any proposed resolutions which must be set out in the Proxy Form.

PLEASE USE THE **PROXY FORM** IF, AS THE NOMINATED DELEGATE OF A MEMBER, YOU ARE UNABLE TO ATTEND THE ANNUAL GENERAL MEETING (AGM) ON SUNDAY 11TH APRIL 2010 AND YOU WISH TO APPOINT ANOTHER DELEGATE OF A MEMBER TO VOTE ON YOUR BEHALF AT THE AGM.

PLEASE NOTE THAT THIS VOTE HAS THE SAME EFFECT AS A POSTAL VOTE EXCEPT THAT IF THE PROXY FOR WHATEVER REASON IS UNABLE TO ATTEND OR IS NOT IN ATTENDANCE WHEN A VOTE IS TAKEN AT THE MEETING, YOUR VOTE WILL NOT COUNT.

Interested Director Nominees

In accordance with Rule 25 of the HV Constitution, four (4) Directors shall be elected at the 2009 AGM.

The retiring Directors are eligible for re-election.

Those Directors retiring in accordance with the Constitution are:

Adam Barty;
Chris Chittick;
Shaun Dooley; and
Glenda Wilson

Please note that Adam Barty will have served the unexpired term of former Director, Joe Hough, as the Board appointed Director to fill the Casual Vacancy under Rule 27.3 of the HV Constitution. Adam Barty is now eligible for election.

Please note that Interested Directors shall be elected for a period of two (2) years, which shall commence from the conclusion of the 2009 AGM until the conclusion of the second AGM following.

On Friday 1st January 2010, Hockey Victoria Director, Don Ayres, resigned from his position on the Board. In accordance with **Rule 27.3** of the HV Constitution, the Board is required to fill this Casual Vacancy for the remainder of the Director's term (in this case until the 2010 AGM which will be held in April 2011). At the first Board Meeting following Don's resignation, the Board appointed Ashley Carey as the Interested Director replacing Don Ayres.

Therefore, the current composition of the Board (Directors not retiring until the 2010 AGM) is two males (Bob Esselmont and Ashley Carey) and one female (Kim Westley).



There were 6 nominations received for 4 positions.

Nominations for Interested Director were received from Adam Barty, Christine (Chris) Chittick, Shaun Dooley, Matthew Trounce, Norman Walker and Glenda Wilson.

Rule 24.4 of the HV Constitution must be observed (gender equity rule).

Where ever possible and subject to availability of candidates gender equality must be preserved on the Board. For example, where there is a full Board of seven (7) Interested Directors at least three (3) Directors must be male and three (3) Directors must be female.

To comply with gender equity at least two (2) female Interested Directors must be elected and therefore Chris Chittick and Glenda Wilson will be re-elected unopposed.

The candidates for election will be Adam Barty, Shaun Dooley, Matthew Trounce and Norman Walker.

The two (2) male candidates with the highest number of votes will be declared elected.

Please find attached for your review and consideration prior to the AGM, the information submitted by the four male nominees as part of their Director nomination.

Preferential Ballot System

The preferential ballot system required under the HV Constitution (**Rule 25.2(f)**) requires voters to indicate the preference for the various candidates by placing a “1” against the name of your first preference, a “2” against the name of your second preference, and so forth.

A vote is informal unless a number is placed alongside every name.

It is also informal if a number is duplicated or missed out.

The votes in each pile should be counted to ensure the total adds up the number of votes cast.

The scrutineers will sort the ballot papers into piles, one pile for each candidate given a first choice and one pile for informal votes. If any candidate has more than ½ the total formal votes cast, then that person is declared elected and is called the first elected candidate. If no candidate is in that position, the candidate with the lowest number of first preferences is eliminated, and his or her votes distributed according to the second preferences shown. This continues until a candidate reaches the required majority of votes (that is, more than half). Fresh piles are then made using all the ballot papers including those cast for candidates eliminated during the previous count. Votes for the first elected candidate are then allocated according to their next preference, and the process is repeated to ascertain the second, third and fourth elected candidates.

This process is subject to Rule 24.4 (Gender Equality).



Agenda for the 2009 AGM

In accordance with Rule 17.1 (a) of the HV Constitution, please find attached the Agenda for the 2009 AGM.

Minutes of the 2008 AGM

A copy of the Minutes from the 2008 Hockey Victoria Annual General Meeting has been attached for your information.

Proposed Amendments to the HV Constitution

In accordance with Rule 37.1 of the HV Constitution, the Constitution shall not be altered except by Special Resolution.

Under Item 7 (Other Business) of the Agenda, each Delegate will be entitled to exercise all votes on behalf of the Affiliate in relation to proposed amendments to the HV Constitution.

The motions and rationale for the proposed amendments to the HV Constitution have been attached for your reference.

In addition, please find attached a draft copy of the HV Constitution with all of the proposed amendments highlighted so that Affiliates can easily review the proposed changes prior to the AGM.

Please note that **if** the proposed amendments are endorsed by Affiliates at the 2009 AGM then HV is required to register the changes with Consumer Affairs Victoria within 28 days after the alterations have been passed by special resolution at the AGM.

The alterations of the Constitution do not take effect until the amended Constitution is approved by Consumer Affairs Victoria.

2009 Financial Statements & 2010 Budget Summary

A copy of the Audited Financial Report for the year ending 31st December 2009 will be sent out via email to all affiliates prior to the AGM.

In addition, the 2010 Budget Summary and Commentary will be included in this same correspondence for your information.

2009 Annual Report

The 2009 Hockey Victoria Annual Report will be available prior to the AGM (downloadable from the Hockey Victoria website) and limited hard copies will also be available at the AGM. The Annual Report includes the Board Report (Chairman's and CEO's Reports) and will be reported under Item 4 on the Agenda.

Finally

If you have any queries on any of the above information, please do not hesitate to contact me on 8379 4288.

I look forward to seeing you at the AGM on Sunday 11th April 2010.

Kind regards,



Ben Hartung
Chief Executive Officer

Attachments:

- Postal Vote Form
- Proxy Form
- 2009 Annual General Meeting Agenda
- 2008 Annual General Meeting Minutes
- Memo – Proposed Amendments to the HV Constitution
- Interested Director Nominations