



MEMORANDUM

TO:	All Affiliates
FROM:	Ben Hartung, Chief Executive Officer
SUBJECT:	Proposed Amendments to the HV Constitution Special Resolutions for 2009 AGM
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**.

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 for the AGM, each Delegate will be entitled to exercise all votes on behalf of the Affiliate in relation to proposed amendments to the HV Constitution.

The purpose of this Memo is to outline the proposed special resolutions and to provide a brief commentary on the rationale behind each proposed special resolution.

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.

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



2009 HOCKEY VICTORIA ANNUAL GENERAL MEETING

ITEM 7 – OTHER BUSINESS: PROPOSED AMENDMENTS TO CONSTITUTION

Unless otherwise specified, the motions set out below are to be proposed as special resolutions.

In accordance with Rule 37 of the Constitution, it is proposed that the Constitution be altered as follows:

7.1 THAT the formatting and minor grammatical changes marked in the attached draft Constitution be adopted being amendments made to rules 2(h), 4.1 (definition of Hockey Australia and Special Resolution), 6.1(a) and (b), 6.2(a), (b) and (c), 7.2, 7.3(a) and (d), 12.1, 12.4, 13.1(c), 14.1, 14.2, 19.1, 19.2(a) and (c), 22(a), and (c), 25.2(c), 26.2, 26.3, 27.1(e), 28.1, 28.3(a) and (b), 28.7, 29.2, 30.1, 33.3, 33.6, 39.3 and 42.3.

Rationale for Proposed Changes

- Minor formatting and grammatical changes
- Change of Hockey Australia Incorporated to Hockey Australia Limited

7.2 THAT amendments be made to rules 4.1 (definition of Secretary), 20.8, 28.8, 30.2, 33.6 and 34 so that the Constitution complies with the *Associations Incorporation Act 1981* (Vic) (as amended by the *Associations Incorporation Amendment Act 2009* (Vic)).

Rationale for Proposed Changes

- To ensure that the HV Constitution complies with the *Associations Incorporation Act 1981* (Vic) (as amended by the *Associations Incorporation Amendment Act 2009* (Vic))

7.3 THAT all:

- references to "Interested Directors" be replaced with references to "Elected Directors"; and
- references to "Independent Directors" be replaced with references to "Appointed Directors".

Rationale for Proposed Changes

- Previous definitions considered confusing to Members
- Changes in line with many other sporting organisations

7.4 THAT each Director's term is three years rather than two years and that the Constitution be amended as marked in rules 25.3 and 26.3.

Rationale for Proposed Changes

- Business continuity between the Board and HV Office
- Retention of intellectual property
- Current term too short for Board Members to get into the role and be more effective
- Hockey Australia Director Terms are three (3) years

7.5 THAT the 'gender equality' requirements are replaced with a 'gender minimum' requirement and that the Constitution be amended as marked in rules 24.4, 27.3(b) and (d) and 31.7.

Rationale for Proposed Changes

- The current rule can be restrictive in encouraging / attracting the best candidates to the Board
- Applying the gender equality rule to the Independent (Appointed) Directors is unnecessarily restrictive in attracting the best candidates to the Board
- Hockey Australia Constitution contains a gender minimum rule

Rule 13.8 "No one gender is to constitute less than 3 of the Board's membership and at least 2 of each gender must be elected members"

Note: The Hockey Australia Board of Directors shall consist of up to ten (10) members (a President, a Vice-President, a Finance Director, up to 5 Directors and up to 2 Board appointed Directors. The Hockey Victoria Board of Directors consists of up to seven (7) elected Directors and two (2) appointed Directors – maximum of 9 Directors.

- It is now six years since the amalgamation of the Victorian Junior Hockey Association (VJHA), Victorian Women's Hockey Association (VWHA) and the Victorian Hockey Association (VHA) into Hockey Victoria in late 2003/2004 and in order for the Board to continually assist the HV office in the strategic direction of the organisation, we should be actively attracting the 'best people for the job' and not restricting their possible involvement on the HV Board due to their gender.

7.6 THAT in rule 24.2, the last sentence (being "If the chair is female the deputy chair must be male and vice versa.") be deleted.

Rationale for Proposed Changes

- The rule is unnecessarily restrictive in determining the most suitable candidates for the positions of chair and deputy chair