



**CONSTITUTION
OF THE
HOCKEY ASSOCIATION ZIMBABWE**

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ARTICLE 1 – NAME AND PURPOSE

- 1.1. The Hockey Association Zimbabwe (HAZ) is a Sports Association established and registered in Zimbabwe as defined by the Sports and Recreation Act. Its Address is shall be in the City of the Hon. Secretary, or such other address as decided upon at the *Annual General Meeting*.
- 1.2. Hockey originated in Bulawayo in 1900 in Zimbabwe. The HAZ has its origins in the Hockey Association of Zimbabwe (Men) which was formed in 1961, and the Zimbabwe Women's Hockey association which dates from 1922. The current HAZ was established in 1995, bringing the men's and women's associations together under one association. Its objects are:
 - (a) to promote and develop men's (boys) and women's (girls) *Hockey* in Zimbabwe, both at an elite level (as a professional/Olympic sport) and as a sport for all, including developing and organising (and/or supporting the development and organisation of) facilities, coaching and competitions that provide access for mass participation in the sport and pathways for the development of players, coaches and officials to participation in the sport at the elite level; and to that end
 - (b) to act as the sole and exclusive national governing body of *Hockey* for men, women and children, in Zimbabwe, in accordance with and subject to the authority of the *FIH* and *Africa Hockey Federation* over the sport, and without discrimination on the grounds of race, gender, sexuality, politics, religion or creed;
 - (c) to administer and regulate the sport at a national level, and to delegate authority to provinces and local bodies as it sees fit to administer and regulate the sport at the regional and local level, subject always to its ultimate authority over the sport in Zimbabwe in accordance with the laws of Zimbabwe;
 - (d) to represent Zimbabwe in continental affairs as a member of *Africa Hockey Federation* and in international affairs as a member of the *FIH*, including by organising the entry of teams and officials to represent Zimbabwe in *International Events*;
 - (e) to preserve and protect the safety and the integrity of the sport; and
 - (f) to fulfil such other functions and to discharge such other responsibilities as are delegated to it by the *FIH* and/or *Africa Hockey Federation*.
- 1.3. This founding document, together with the bye-laws, rules and regulations issued under it, form the *Constitution* of Hockey Association Zimbabwe. The *Constitution* is governed by and shall be interpreted and applied in accordance with the laws of Zimbabwe, using the definitions and principles of interpretation set out in the Appendix to this document. (Words and terms that appear in italicised text are defined in the Appendix).
- 1.4. This *Constitution* was adopted at the meeting of the *Annual General Meeting* in Harare on 30th September 2017 and came into force on that date. It may be amended in accordance with Article 4,3,g,(i) below.

ARTICLE 2 – AUTHORITY AND POWERS

- 2.1. HAZ recognises the *FIH* as the international governing body of the sport of *Hockey* and *Africa Hockey Federation* as the continental governing body of the sport of *Hockey*. As such, HAZ acknowledges and agrees, and all persons under the jurisdiction of HAZ (including all of the constituent bodies, officers, employees and appointees of HAZ, including appointees to any HAZ board or committee, and all persons participating in any way in activities controlled and/or sanctioned by HAZ, including, without limitation, any person who is involved in organising and/or participating as a player, umpire, tournament official or team official in any *Event* or match organised or sanctioned by Hockey Association Zimbabwe shall also be deemed to have acknowledged and agreed:
 - (a) that the *FIH* has sole ultimate authority over the governance, regulation, and playing of *Hockey* and (subject to the *FIH's* ultimate authority) *Africa Hockey Federation* has sole authority over the governance, regulation, and playing of *Hockey* in Africa;

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- (b) not to become a member of or recognise or otherwise support any organisation with similar objects to the *FIH* or *Africa Hockey Federation* unless that organisation is recognised by the *FIH* or *Africa Hockey Federation* (as applicable);
- (c) to be bound by and to comply in all respects with the *FIH Constitution and Regulations* and the Constitution and regulations of *Africa Hockey Federation*, and with the decisions taken by the *FIH*, *Africa Hockey Federation*, and/or their respective constituent bodies pursuant to and in application and enforcement of such Constitution and regulations;
- (d) to submit to the jurisdiction of the bodies set up under the *FIH Constitution and Regulations* and under the Constitution and regulations of *Africa Hockey Federation* (including the *FIH Disciplinary Commissioner*, the *FIH Judicial Commission* and the *CAS*) to hear and determine disputes and appeals as set out in those documents, to the exclusion of all other courts, tribunals and arbitration bodies of any *Country* or organisation whatsoever; and
- (e) to submit to the jurisdiction of the Disciplinary Commissioner, the Appeal Commissioner and the Judicial Commission to hear and determine disputes and appeals as set out in Article 8, below, to the exclusion of all other courts, tribunals and arbitration bodies whatsoever.

2.2. Furthermore, HAZ agrees to respect, uphold and further the fundamental purposes of the *FIH* and *Africa Hockey Federation* and the ideals and objects of the Olympic Movement, including:

- (a) by claiming the sole and exclusive right to govern both men's and women's *Hockey* in Zimbabwe;
- (b) by concerning itself exclusively with the administration, organisation and playing of *Hockey* and not with the affairs of any other sport;
- (c) by managing its affairs autonomously and without interference from bodies outside the Olympic Movement;
- (d) by avoiding and opposing any discrimination against any person on the basis of his or her race, gender, sexuality, politics, religion or creed; and
- (c) by determining its office-holders by democratic elections, ensuring at all times an adequate minimum representation of each gender within its governance structure.

2.3. As a member of the *FIH* and *Africa Hockey Federation*, HAZ is recognised by those bodies as having sole and exclusive authority (subject to the ultimate authority of the *FIH*) to govern, administer and regulate the sport in Zimbabwe. In accordance with that authority, and in furtherance of its objects, HAZ shall:

- (a) establish and maintain an efficient administration to manage and control the affairs of Hockey Association Zimbabwe;
- (b) register with the Sports and Recreation Commission as provided for in the *Sports and Recreation Commission Act*, and to abide by necessary provisions in so far as they do not conflict with the IOC, FIH, AfHF or the right of persons to freely assemble as provided for in the Constitution of the Republic of Zimbabwe.
- (c) establish bye-laws or regulations to make further provision for the management and control of the sport of *Hockey* in Zimbabwe and/or the affairs of HAZ and/or its members, as the HAZ thinks fit;
- (d) and
 - i. organise *Hockey Events* and matches and other activities at a national level within Zimbabwe, and organise and/or sanction the organisation of *Hockey Events* and matches and other activities at a regional or local level within Zimbabwe, all in accordance with the *FIH Regulations on Sanctioned and Unsanctioned Events*;

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- ii. establish rules and regulations governing Hockey Events and matches and other activities organised or sanctioned by Hockey Association Zimbabwe, including incorporating within its rulebook all regulations that the FIH requires its members to implement at national level (including the FIH's Regulations on Sanctioned and Unsanctioned Events, Anti-Doping Rules and Anti-Corruption Regulations, in each case as amended from time to time);
 - iii. For all aspects not directly regulated by the FIH Anti-doping Rules, the WADA code and the International Standards shall apply automatically and be considered as part of this Constitution; In case of any conflict between other rules of the Association and the FIH Anti-Doping Rules, the FIH Anti-Doping Rules shall prevail so far as anti-doping matters are concerned.
 - iv. establish and enforce appropriate disciplinary procedures to ensure the application of all relevant rules and regulations at all Hockey Events and matches and other activities organised or sanctioned by or otherwise played under the jurisdiction of HAZ; and
- (e) raise funds to finance the activities of HAZ by all available and appropriate means, including by levying subscriptions and other fees from members, by exploiting the commercial assets of HAZ, including its intellectual property rights and any sponsorship, broadcasting and/or other commercial rights that it controls, and by receiving grants and donations, as the HAZ thinks fit;
 - (f) employ and pay person(s) to supervise, organise and carry out the work of Hockey Association Zimbabwe, as the HAZ thinks fit;
 - (g) purchase, lease or otherwise acquire any property or other rights and privileges, construct, maintain and alter any buildings or premises, and/or sell, let, mortgage, dispose of or turn to account all or any of the property or assets of Hockey Association Zimbabwe, in each case as the HAZ thinks fit;
 - (h) invest any funds not immediately required to fund Hockey Association Zimbabwe's activities in such manner as the HAZ thinks fit;
 - (i) establish, acquire or otherwise control other legal entities such as foundations or corporations as the HAZ sees fit;
 - (j) exercise all such other rights, powers and authorities and take such other lawful actions as may be considered necessary or desirable to achieve its objects; and
 - (k) file an annual report with the *Members*, reporting on its activities (including major national *Events* and *International Events* staged, coaching and drug-testing conducted) in the previous year, and presented at the *Annual General Meeting*.
- 2.4. The HAZ will exercise its powers through its constituent bodies and officials, i.e., the *Annual General Meeting*, the *Executive Committee* or board of directors, the *President*, the *Office Bearers*, the *Executive*, the *CEO (if appointed)*, and/or other bodies or committees or persons appointed by and representing Hockey Association Zimbabwe.
- 2.5. The HAZ shall have sole use of its logo, name, colours and designation, and shall protect the same from unauthorised use.

ARTICLE 3 – MEMBERS

3.1. Eligibility for membership

- (a) Membership of HAZ is open to:
 - (i) the organisation for each Province in Zimbabwe that is responsible for governance of *Hockey* in that Province; and
 - (ii) any organisation or institution registered in Zimbabwe which is solely concerned with the development of *Hockey* in Zimbabwe, which includes the National Schools Associations. Such member shall be deemed an *Affiliated member*.

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3.2. Rights and obligations of *Members*

- (a) Subject always to the powers of suspension of rights of *Members* set out in this constitution:
- (i) a full *Member* shall enjoy all of the rights and benefits conferred on *Members* under the *Constitution*, including the right to participate in meetings of the *Annual General Meeting* and to vote on resolutions put to the *Annual General Meeting*; and
 - (ii) an affiliated *Member* shall enjoy all of the rights and benefits conferred on *Members* under the *Constitution*, including the right to participate in meetings of the *Annual General Meeting* and to vote on resolutions put to the *Annual General Meeting* as provided for below under Article 4.3.b but such member does not represent constituted provincial associations that constitute full members (for clarity, National Schools Associations, National Development Associations, National Senior Player Associations, etc); and
 - (iii) a provisional *Member* shall enjoy the same rights and benefits as full *Members*, save that, although they may attend and speak at meetings of the *Annual General Meeting*, they may not vote on resolutions put to the *Annual General Meeting*.
- (b) Each full *Member*, *Affiliated member* and *Provisional Member*:
- (i) must respect, uphold and further the purposes of the HAZ set out in Article 1.2, above;
 - (ii) must pay when due all *Member* subscriptions decided upon by the *Annual General Meeting* and any other monies due and owing to HAZ. Any *Member* that has failed to pay any part of any subscription or other debt when due for payment to HAZ:
 - (A) may not enter any team in any *Hockey Event* or match organised or sanctioned by or otherwise played under the jurisdiction of HAZ without the approval of HAZ, unless it settles all such debts at least two weeks before the start of the *Event* or match in question; and
 - (B) may not attend (and so may not vote at) any meeting of the *Annual General Meeting* unless the full amount owing is paid (in fully cleared funds) at least 24 hours before the start of the meeting; and
 - (C) may, in the circumstances set out in Article 3.5(b)(i), below, be expelled from membership of HAZ;
 - (iii) must comply with the requirements of the *Constitution*, including recognising and enforcing:
 - (A) all decisions of HAZ's constituent bodies and/or officials made under the *Constitution*;
 - (B) periods of ineligibility and other disciplinary sanctions imposed by or under the *Constitution*; and
 - (C) periods of ineligibility and other disciplinary sanctions imposed by or under the regulations of the *FIH*, a *Continental Federation*, or another *National Association*.
- (c) Neither the *Constitution* nor membership of HAZ shall create a partnership or agency relationship between HAZ and its *Members*. *Members* are not liable for the debts or obligations of HAZ, and HAZ is not liable for the debts or obligations of *Members*.

3.3. Admission to membership

- (a) Any entity wishing to become a *Member* (either *full* or *affiliated*) of HAZ must apply in writing to the *Executive Committee*. All applications for membership must include:

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- (i) the name and address of the entity seeking admission as a *Member*, the names and addresses of the officers of the entity and (if applicable) the number of individual participants affiliated to it, either directly or indirectly (through their affiliation to clubs or provinces affiliated to the entity);
 - (ii) evidence that the entity satisfies the eligibility criteria for membership set out at Article 3.1, above;
 - (iii) a copy of the entity's constitution; and
 - (iv) such further information as the *Executive Committee* considers relevant to the application.
 - (v) All duly constituted members, in good standing and with no arrears at the date of the adoption of this constitution are deemed to be members as appropriate to the definitions above.
- (b) If and when the *Executive Committee* is satisfied that the application satisfies all applicable requirements, it will submit the application to the next meeting of the *Annual General Meeting* for decision. Only the *Annual General Meeting* may admit an applicant as a full *Member*. However, the *Executive Committee* may admit an applicant as a provisional *Member* pending that meeting where it deems it appropriate to do so.
- (c) If the *Executive Committee* declines to submit the application to the *Annual General Meeting*, or if the *Annual General Meeting* rejects the application, the applicant may challenge that decision in accordance with Article 8.2, below.

3.4. Transfer of membership

A *Member* may not transfer its membership of HAZ to any other body.

3.5. Withdrawal from membership

Any *Member* may withdraw from membership of HAZ at the end of any calendar year provided it has given HAZ at least six (6) months' notice in writing of such withdrawal. Any monies that it owes to HAZ as of the date of withdrawal shall remain due and payable notwithstanding such withdrawal, and if they are not paid in full then HAZ may take appropriate action to recover such monies.

3.6. Suspension or expulsion from membership

- (a) Upon the proposal of the *Executive Committee*, the *Annual General Meeting* may (by resolution supported by a *Special Majority*) suspend or expel any *Member* from membership of HAZ on any of the following grounds:
- (i) the *Member* fails to pay any annual subscription or other amount owing to HAZ within six (6) months of it becoming due; or
 - (ii) the *Member* commits a serious or persistent breach of its obligations as a *Member*;
 - (iii) the *Member* neglects or compromises the interests of HAZ;
 - (iv) the *Member* becomes insolvent; or
 - (v) there is other just cause to expel the *Member*;

PROVIDED ALWAYS THAT the *Member* shall be given due notice of any such proposal for suspension or expulsion, as well as of the grounds for that proposal, and shall be given the opportunity to be heard by the *Annual General Meeting* before any final decision is made in respect of such proposal. Furthermore, any such decision may be challenged by the *Member* in accordance with Article 8.2, below.

- (b) The *Executive Committee* may at any time (by resolution supported by a *Special Majority*) suspend a *Member* on any of the grounds set out in Article 3.6(a) pending consideration by the

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Annual General Meeting at its next meeting of the *Executive Committee's* proposal for suspension or expulsion of that *Member*. The *Executive Committee* shall give the *Member* due notice and an opportunity to be heard (by means of written submission, unless otherwise specified by the *Executive Committee*) before it makes any such decision. Furthermore, any such decision may be challenged by the suspended *Member* in accordance with Article 8.2, below.

- (c) A *Member* that has been suspended may not exercise any of the rights or benefits of membership of HAZ during such suspension. In particular, a suspended *Member* may not attend meetings of the *Annual General Meeting* (other than to be heard in accordance with Article 3.6(a), above). Other *Members* may not maintain sporting contact with a suspended *Member*.
- (d) An entity that has withdrawn or been excluded from membership ceases to be a *Member* and shall not be entitled to enjoy any of the rights or benefits of membership. Any application to regain its status as a *Member* must be accompanied by payment in full of any subscriptions and/or other amounts owing to HAZ from its previous period of membership.
- (e) In cases where action is warranted against a *Member* but expulsion or suspension would be inappropriate, the *Annual General Meeting* (or the *Executive Committee*, subject to ratification by the *Annual General Meeting* at its next meeting) has the power to caution or censure a *Member*, withhold grants or subsidies from a *Member*, exclude a *Member's* teams from any *Event(s)*, Leagues or match(es), remove or deny accreditation to officers or other representatives of a *Member*, or take such other action as it deems appropriate, provided that the *Member* shall be given due notice and an opportunity to be heard before any final decision is made, and any such decision may be challenged by the *Member* in accordance with Article 8.2, below.

3.7. Register of Members

The *Hon. Secretary* or *CEO* (if appointed) shall maintain a register recording the names of all *Members* together with such other details relating to such *Members* as the *Annual General Meeting* or the *Executive Committee* may require from time to time. The *Hon. Secretary* or *CEO* shall make the register available for inspection on request by any *Member* or any member of the *Executive Committee*, or as provided for in the *Sports and Recreation Commission Act*.

ARTICLE 4 – ANNUAL GENERAL MEETING

4.1. Authority

- (a) The *Annual General Meeting* is the *Members* of HAZ in general meeting.
- (b) The *Annual General Meeting* holds ultimate and supreme authority in relation to the affairs of the HAZ, including sole and exclusive authority (i) to expel a *Member*; (ii) to amend or add to this *Constitution* (subject to the mandatory requirements of the *FIH's Constitution*); (iii) to elect the *Executive Committee*; and (iv) to dissolve the HAZ.
- (c) The *Annual General Meeting* may delegate any of its other powers to the *Executive Committee*, and/or may refer items to the *Executive Committee* for consideration and report.
- (d) The *Annual General Meeting* shall be held within three (3) months of the Financial Year End.

4.2. Meetings

- (a) Ordinary meetings of the *Annual General Meeting* shall be held once every year. The *Executive Committee* shall determine the date, the venue and the agenda for each such meeting. Any item that a *Member* wishes to be considered for inclusion on the agenda must be sent to the *Executive Committee* in writing, with a brief explanation, at least six (6) weeks before the date of the meeting.
- (b) Extraordinary meetings of the *Annual General Meeting* shall be held (i) on the request of the majority of the *Executive Committee* or the President; (ii) within three (3) months of the death,

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resignation or permanent incapacity of the President; or (iii) within three (3) months of receipt by the *Hon. Secretary* or *CEO* of a request signed by at least one third (1/3) of all *Members*, stating the matters to be discussed at the meeting. The *Executive Committee* shall determine the date, the venue and the agenda for each such meeting, except that the business of an extraordinary meeting that is requested by *Members* shall be as specified in that request.

- (c) *Members* shall be given notice of no less than thirty (30) days of the date and venue of any ordinary meeting of the *Association* and notice of no less than thirty (30) days of the date and venue of any extraordinary meeting of the *Association*. The formal convocation of *Members* shall be made in writing at least thirty (30) days before the date of the meeting, and shall include an agenda stating the nature of the business to be transacted at such meeting. In the case of an ordinary meeting copies of the President's report and the audited financial statements of HAZ for the period since the last ordinary meeting of the *Annual General Meeting*, and a list of the persons who have been nominated to stand in any election(s) to be conducted at the meeting, shall be circulated fourteen 14 days before the meeting.
- (d) Any matter that is not included on the agenda sent to *Members* at least thirty (30) days before the date of the meeting of the *Annual General Meeting* may only be discussed at the meeting if the *Members* present at the meeting agree by a *Special Majority* to do so.
- (e) Meetings of the *Annual General Meeting* may be attended by the following persons:
 - (i) Each *Member* that is not in arrears or suspended from membership may send up to two (2) delegates to the meeting, each of whom must be affiliated to that *Member*. One of those two delegates must be designated the head of the delegation, with exclusive authority to speak for and (in the case of a full *Member*) to cast the vote of that *Member* on each resolution put to the *Annual General Meeting* at the meeting.
 - (ii) A *Member* whose suspension or expulsion is on the agenda may send up to two (2) delegates to the part of the meeting where the resolution for such suspension or expulsion is considered, one of whom must be designated the head of the delegation. He may speak to but may not vote on the resolution. If the resolution is not passed, from that point the delegation may remain in the meeting and may speak to and vote (exclusively through the head of its delegation) on all subsequent resolutions put to the *Annual General Meeting* at the meeting.
 - (iii) Members of the *Executive Committee*, who may speak at meetings of the *Annual General Meeting* in their own right but may not vote on resolutions put to the *Annual General Meeting*.
 - (iv) Other observers, at the discretion of the President.
- (f) For a meeting of the *Annual General Meeting* to be quorate, fifty per cent (50%) plus one (1) of all full *Members* must be in attendance at the opening of the meeting. If such quorum is not reached, the *Executive Committee* may convene another meeting of the *Association* with the same agenda within thirty (30) days by written notice to all *Members*. Such meeting will be validly convened even if no quorum is then reached.

4.3. Decision-making

- (a) The *Annual General Meeting* shall make decisions by voting on resolutions put to it at a meeting convened in accordance with Article 4.2. Such decisions shall come into effect immediately, unless otherwise specified by the *Annual General Meeting*.
- (b) Resolutions for the suspension and/or expulsion of any *Members* shall be considered before any other resolutions.
- (c) Save where this *Constitution* provides to the contrary, each full *Member* in good standing is entitled to two (2) votes on each resolution put to the *Annual General Meeting*, provided it has a delegation present at the meeting. Voting by proxy or by letter is not permitted.
- (d) Each *Affiliated Member* shall be entitled to one vote

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- (e) Each provisional member shall not be entitled to a vote at the Annual General Meeting, but shall have the right to address the meeting.
- (f) Voting shall be by secret ballot unless the *Annual General Meeting* decides otherwise. The *Member's* vote on the resolution shall be exercised by the head of that *Member's* delegation to the *Annual General Meeting*. A person may only be head of one *Member's* delegation and so may only vote on behalf of one (1) *Member*.
- (g) A resolution shall be considered passed by the *Annual General Meeting* if it receives the requisite majority of votes in favour, as follows:
 - (i) Alterations to this *Constitution* require the support of a *Special Majority*, as does the suspension or expulsion of a *Member*.
 - (ii) Election of a candidate to the office of President and to the *Executive Committee* requires the support of an *Absolute Majority*.
 - (iii) Unless otherwise specified in this *Constitution*, all other resolutions require the support of a *Simple Majority* (disregarding any abstentions or blanked or spoiled votes). In the event of a tie in voting, the President shall not have a casting vote.

ARTICLE 5 – THE EXECUTIVE COMMITTEE

5.1. Authority

- (a) Subject to the exclusive powers and the authority of the *Annual General Meeting*, the *Executive Committee* shall have full power and authority to manage the affairs of the HAZ and to exercise all its powers, including (without limitation) the power to implement the decisions of the *Annual General Meeting*, to issue, amend and rescind *Regulations*, to fix the strategy and policies of HAZ, to supervise the *CEO* and any staff in the administration of the affairs of HAZ and in the implementation of such strategy and policies, to oversee legal compliance and risk management, and to appoint committees and/or working parties to advise the *Annual General Meeting*, the *Executive Committee*, or the President and/or *CEO*.
- (b) In general, all matters not otherwise reserved to another body by this *Constitution* or by a mandatory provision of the laws of Zimbabwe shall be decided by the *Executive Committee*.

5.2. Composition

- (a) The *Executive Committee* shall consist of:
 - (i) The *President*, the *Hon. Secretary*, the *Hon. Treasurer* and six (6) ordinary members, each of whom shall be elected by the *Annual General Meeting* in accordance with Article 5.2 of this *Constitution*; and
 - (ii) The *Chief Executive Officer* (or *CEO*), if appointed;
 - (iii) An elected *Athletes Representative*, who shall rotate annually between male and female members, shall not be entitled to a vote, and shall be nominated at each *Annual General Meeting*.
 - (iv) Such members of the National Schools Association or provinces as may be invited to the meetings of the *Executive Committee* ex officio, and shall not be entitled to vote.

PROVIDED ALWAYS THAT at least three (3) members of the elected *Executive Committee* must be of the opposite sex of the majority, and four (4) from a province different from those of the remainder.

- (b) All members of the *Executive Committee* shall hold such office in their personal capacity and not as representatives of any *Member* or other organisation. They shall be required to exercise their powers and discharge their responsibilities as members of the *Executive Committee* not on behalf of any *Member* or other organisation but rather based on their good faith assessment

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of what is in the best interests of the HAZ and its *Members* as a whole. In that regard, they shall exercise independent judgment and shall not be directed by any other person or body.

5.3. Election to the *Executive Committee*

- (a) The members of the *Executive Committee* are elected by the *Annual General Meeting*.
- (b) Candidates for election (or re-election) to the *Executive Committee*, including as President, Hon. Secretary and Hon. Treasurer must be nominated by the *Member* to which they are affiliated, or by any member of the *Executive Committee*. Nominations must reach the *CEO* not later than six (6) weeks before the date fixed for the next ordinary meeting of the *Annual General Meeting*.
- (c) Every candidate for the election to the executive shall possess a minimum of five (5) ordinary levels.
- (d) The President holds office for a term of two (2) years expiring at the close of the ordinary meeting of the *Annual General Meeting* at which the position falls vacant for election. The *Office Bearers* and ordinary members of the *Executive Committee* hold office for a term of two (2) years expiring at the close of the ordinary meeting of the *Annual General Meeting* at which their position falls vacant for election.
- (e) The President, *Office Bearers* and ordinary members of the *Executive Committee* are eligible for re-election at the end of any term of office, save that:
 - (i) they may not hold the same office for more than eight (8) consecutive years; and
 - (ii) they are not eligible for election if they have reached the age of seventy (70) years as at the date of the ordinary meeting of the *Annual General Meeting* at which they stand for election or if they will reach that age within six (6) months thereafter.

5.4. Vacancies

- (a) If the President dies, resigns or becomes permanently incapacitated during his term of office, the *Executive Committee* shall appoint an acting President to hold office until the *Annual General Meeting* appoints a person to fill the vacancy. The acting President shall be entitled to all privileges and responsible for all duties of the President. Where the *Executive Committee* cannot decide on an acting President, a Special general Meeting will be called within ninety (90) days.
- (b) If an *Office Bearer* dies, resigns or becomes permanently incapacitated during his term of office, the *Executive Committee* shall appoint an acting Office Bearer to hold the vacated office until the *Annual General Meeting* appoints a person to fill the vacancy. The acting Office Bearer shall be entitled to all privileges and be responsible for all duties of the vacated office.
- (c) Should an ordinary member of the *Executive Committee* die, resign or become permanently incapacitated during his term of office, his or her seat shall remain vacant until the next ordinary meeting of the *Annual General Meeting*.
- (d) The *Executive Committee* has the right to end the mandate of any member who has been absent without valid reason for three (3) consecutive meetings. In such event, that member's seat shall remain vacant until the next ordinary meeting of the *Annual General Meeting*. Attendance at a meeting may be by means of video conference, or other means of like participation.

5.5. Meetings of the *Executive Committee*

- (a) The *Executive Committee* shall meet in person at least four (4) times each calendar year, on such dates and at such times and places as the President decides. Notice of such meetings must be issued at least thirty (30) days before they are held. Where urgent action is required between such meetings, the President may convene an emergency meeting at short notice, to be attended by members in person or by telephone or any other real-time electronic means, and/or may ask for votes on urgent business to be cast by electronic communication.

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- (b) The quorum at a meeting of the *Executive Committee* (and for any resolution on urgent business that is cast by electronic communication) shall be one half (1/2) of the total elected membership of the *Executive Committee*. If such quorum is not reached, the President may convene another meeting of the *Executive Committee* with the same agenda within thirty (30) days. Such meeting will be validly convened even if no quorum is then reached.

5.6. Decision-making

- (a) The *Executive Committee* shall make decisions by voting on resolutions put to it at a meeting convened (or an urgent resolution circulated by electronic communication) in accordance with Article 5.5, above. Such decisions shall come into effect immediately, unless the *Executive Committee* decides otherwise.
- (b) Each member of the *Executive Committee* present at the meeting shall be entitled to one (1) vote on each resolution. The resolution shall be considered passed by the *Executive Committee* if it receives the requisite majority of votes in favour, as follows:
- (i) Approval of *Regulations* and any amendments, additions or alterations to them requires the support of a *Special Majority*.
 - (ii) Suspension of a *Member* requires the support of a *Special Majority*.
 - (iii) Unless otherwise specified in this *Constitution* or agreed by the *Executive Committee*, other resolutions require a *Simple Majority*. In the event of a tie in voting, the President shall have a casting vote.

ARTICLE 6 – FINANCIAL YEAR

6.1. Year End

The Financial year shall run from 1st January to 31st December, both dates being inclusive.

6.2. Reporting

The *Hon. Treasurer*, or the *CEO* (if appointed) shall present the accounts of the Association at the *Annual General Meeting*.

The Association shall submit Annual returns to the SRC by 31st March as prescribed under Section 26 and Section 29(8) and (9) of the *Sports and Recreation Commission Act*.

6.3. Audit

The Accounts shall be subject to audit by a registered Chartered Accountant (Zimbabwe), whose audit report shall be laid before the members at the *Annual General Meeting*.

ARTICLE 7 – THE PRESIDENT, OFFICE BEARERS AND CHIEF EXECUTIVE OFFICER

7.1. The President

- (a) The President is the principal elected officer of the Hockey Association Zimbabwe, and represents it in all official functions. He is responsible for ensuring the integrity of the governance processes followed by the *Annual General Meeting* and the *Executive Committee*. Unless otherwise agreed, he chairs all meetings of the *Annual General Meeting* and of the *Executive Committee*.
- (b) The President may take any urgent action or decision within the powers of the *Executive Committee* when circumstances prevent the *Executive Committee* taking such action or decision sufficiently quickly. Such action or decision must be consistent with the agreed policies of the *Executive Committee* and must be submitted promptly for ratification by the *Executive Committee*.

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- (c) The President may delegate his duties as he deems appropriate.

7.2. The Hon. Secretary

- (a) The *Hon Secretary* an elected officer of the Hockey Association Zimbabwe, and may represent it in all official functions. He/she is responsible for ensuring the integrity of the administrative and legal governance processes followed by the *Annual General Meeting* and the *Executive Committee*.
- (b) The *Hon Secretary* may take any urgent action or decision within the powers of the *Executive Committee* when circumstances prevent the *Executive Committee* taking such action or decision sufficiently quickly. Such action or decision must be consistent with the agreed policies of the *Executive Committee* and must be submitted promptly for ratification by the *Executive Committee*.
- (c) The *Hon Secretary* may delegate his/her duties as he/she deems appropriate.

7.3. The Hon. Treasurer

- (a) The *Hon Treasurer* is an elected officer of the Hockey Association Zimbabwe, and may represent it in all official functions. He/she is responsible for ensuring the integrity of the financial and risk governance processes followed by the *Annual General Meeting* and the *Executive Committee*.
- (b) The *Hon Treasurer* shall possess a minimum qualification in accounting, or be able to demonstrate at least five years of accounting experience.
- (c) The *Hon Treasurer* may take any urgent action or decision within the powers of the *Executive Committee* when circumstances prevent the *Executive Committee* taking such action or decision sufficiently quickly. Such action or decision must be consistent with the agreed policies of the *Executive Committee* and must be submitted promptly for ratification by the *Executive Committee*.
- (d) The *Hon Treasurer* may not ordinarily delegate his/her principle duties.

7.4. The Chief Executive Officer

- (a) The *Executive Committee* may appoint a *CEO* on such terms and conditions as to remuneration, period of employment (and termination thereof) and duties as the *Executive Committee* deems fit.
- (b) The *CEO* (if appointed) shall be a member of the *Executive Committee*. He or she shall be responsible for managing the staff and the day-to-day operations of the Hockey Association Zimbabwe, for administering its affairs, and for implementing the decisions and policies of the *Annual General Meeting* and the *Executive Committee*.

7.5. Official statements and acts

- (a) All official announcements, statements and correspondence (in all forms) on behalf of HAZ may only be made by the President, the Secretary or *CEO* or any other person duly authorised by them.
- (b) Only the President and/or the Secretary and/or *CEO* (or another person holding the written mandate of the President) has authority to enter into contracts or otherwise make legally binding commitments on behalf of HAZ.

7.6. Indemnity

HAZ shall indemnify every member of the *Executive Committee*, every member of a committee or working group, the Disciplinary Commissioner, the Appeal Commissioner, members of the Judicial

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Commission, every person appointed by HAZ to perform a special assignment, the *CEO* and every employee, official and officer of HAZ in respect of any claim (whether civil or criminal) that is made against him or her and/or any liability that he or she incurs as a result of his or her office or the exercise of his or her powers or the execution of his or her duties, whether or not judgment is given in his or her favour or he or she is acquitted, provided that he or she has acted at all times in good faith.

ARTICLE 8 – COMMITTEES

- 8.1. *Committees* may be created by the *Executive Committee* for the purpose of advising the *Annual General Meeting*, the *Executive Committee* or the President, Office Bearers or *CEO* as the case may be. They may be standing or ad hoc *Committees* but in each case the *Executive Committee* shall establish their terms of reference, decide upon their membership, and dissolve them when he considers their mandate to be completed. All *Committees* will be dissolved at the termination of the Annual General Meeting, and may be reappointed thereafter.
- 8.2. No meeting of any *Committee* may be held without the prior notice to the Hon Secretary and the notice of the President. The President is a member *ex officio* of every *Committee* and shall have precedence whenever he attends one of its meetings.
- 8.3. The Chairs of the Committees are responsible to and report to the *Executive Committee* through the *Hon Secretary* or *CEO* on all deliberations and discussions that take place at meetings of their respective Committees and shall be responsible for the production of minutes of the meeting to act as an official record of the meeting
- 8.4. Unless stated otherwise, all discussions at meetings of *Committees* are confidential. Members of *Committees* must not disclose any discussions that take place at meetings to any third parties without the prior permission of the President.
- 8.5. The *Executive Committee* shall appoint at least the following *Committees*
- 7.5.1 Hockey Officials
 - 7.5.2 Hockey Coaching and Development
 - 7.5.3 National Competitions

ARTICLE 9 – DISPUTE RESOLUTION

- 9.1. **Disciplinary matters**
- (a) The *Executive Committee* shall appoint from time to time a suitably qualified Disciplinary Commissioner to hear and determine allegations of breach of the HAZ's regulations, and a suitably qualified Appeal Commissioner to hear appeals from the decisions of the Disciplinary Commissioner.
 - (b) Each of the Disciplinary Commissioner and the Appeal Commissioner shall be independent of the HAZ, and shall hold office for four (4) years (one retiring every two years). During that term, the Disciplinary Commissioner and/or Appeal Commissioner may be removed from office only by a resolution of the *Annual General Meeting* passed by an *Absolute Majority*.
 - (c) The *Executive Committee* shall issue regulations setting out the procedures to be followed in matters referred to the Disciplinary Commissioner and Appeal Commissioner, or else the Disciplinary Commissioner or Appeal Commissioner (as applicable) shall determine the procedures to be followed in such matters. In either case, such procedures must respect the parties' rights to a fair and impartial process.
- 9.2. **Disputes between HAZ and one or more *Members* or other persons under its jurisdiction**
- (a) The *Executive Committee* shall appoint suitably qualified and independent persons to sit, together or alone, as the Judicial Commission.
 - (b) The Judicial Commission shall have exclusive jurisdiction to sit as an arbitration panel to hear and determine any dispute of any kind, howsoever arising, between:

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- (i) HAZ and any one or more of its *Members*;
- (ii) HAZ and any other person who is subject to the jurisdiction of HAZ, including any person participating in any way in activities controlled and/or sanctioned by HAZ, such as (without limitation) any person who is involved in organising and/or participating as a player, umpire, tournament official or team official in any *Event* or match organised or sanctioned by HAZ; or
- (iii) HAZ and any other person who agrees to submit to the jurisdiction of the Judicial Commission;

provided always that if the dispute is as to whether the *Member* or person has breached the regulations of HAZ, it shall not be subject to the jurisdiction of the Judicial Commission but instead shall be subject to the jurisdiction of the Disciplinary Commissioner and the Appeal Commissioner in accordance with Article 8.1, above.

- (c) The Judicial Commission shall also have jurisdiction to sit as an arbitration panel to hear and determine any other matter referred to it by the *Executive Committee* or the *Annual General Meeting*.
- (d) All disputes and matters referred to the Judicial Commission shall be governed by and determined in accordance with the laws of Zimbabwe.
- (e) Decisions of the Judicial Commission may be appealed to the Sports and Recreation Commission of Zimbabwe in accordance with its rules. Otherwise, however, to the greatest extent permitted by the laws of Zimbabwe, there shall be no right to challenge or appeal from a decision of the Judicial Commission.

9.3. Time-limit for challenge

Save where expressly provided to the contrary in the *Constitution* or by applicable law, any complaint, claim or challenge of any kind based on any alleged act or omission of HAZ or of any constituent body, official, employee or representative of HAZ must be filed with the Judicial Commission within thirty (30) days of the aggrieved party acquiring actual or constructive knowledge of such act or omission. Any complaint, claim or challenge brought after this deadline shall be summarily dismissed.

ARTICLE 10 – DISSOLUTION

- 10.1. HAZ may only be dissolved at a meeting of the *Annual General Meeting* convened for the purpose and by a resolution supported by a *Special Majority*.
- 10.2. If HAZ is dissolved, all debts and liabilities legally incurred on behalf of HAZ shall be fully discharged and its remaining assets, if any, shall be donated to the *Provinces*.
- 10.3. In the event of dissolution, no distribution of assets will take place without the prior approval of the Commissioner-General of the Zimbabwe Revenue Authority.

ARTICLE 11 – HONORARY MEMBERS

- 10.1 Honorary Life Members shall only be nominated by the Executive Committee or Member for election at an Annual General Meeting if, in the opinion of the Executive Committee or Member, the person or persons so nominated are worthy of the honour and have rendered service to the cause of hockey in Zimbabwe.
- 10.2 The number of Life Members shall be limited to two (2) a year.
- 10.3 Nominations must be made in writing thirty (30) days prior to the Annual General Meeting.
- 10.4 Honorary Life membership shall require at least two-thirds majority of the delegates present and entitled to vote.

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- 10.5** All Honorary Life Members of the previous men's Hockey Association of Zimbabwe and the Zimbabwe Women's Hockey Association, and the combined Hockey Association of Zimbabwe (1995) respectively, shall be deemed to be Honorary Life Members of the Hockey Association of Zimbabwe.

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APPENDIX 1 – DEFINITIONS AND INTERPRETATION

A.1 In this [founding document], the following words and expressions have the meanings set out opposite them:

<i>Absolute Majority</i>	More than ½ of those present in the room at the time of the vote and entitled to vote.
<i>Africa Hockey Federation</i>	A continental Hockey Federation established in accordance with Article 5 of the FIH Constitution
<i>Affiliated Member</i>	A member of the association as defined who does not constitute a full hockey province, and has been admitted as an affiliated member.
<i>Association</i>	The Hockey Association of Zimbabwe
<i>Athletes Representative</i>	A current or former national player, still playing in either national or provincial hockey, elected by his or her fellow athletes to represent their interests on the <i>Executive Committee</i> , but not entitled to a vote at either Executive Committee Meetings or General Meetings of the Association.
<i>Constitution</i>	As defined in Article 1.3, above.
<i>Country</i>	The Republic of Zimbabwe.
<i>Event</i>	Any indoor or outdoor <i>Hockey</i> match, tournament or competition or other event, at whatever level played, and including age group events such as “Masters” events.
<i>Executive Committee</i>	The <i>Executive Committee</i> of HAZ established in accordance with Article 5, above.
<i>FIH</i>	The International Hockey Federation.
<i>Annual General Meeting</i>	The <i>Annual General Meeting</i> of HAZ referred to in Article 4, above.
<i>Chief Executive Officer / CEO</i>	The Chief Executive Officer of HAZ referred to in Article 6.2, above.
<i>Hockey</i>	The game of hockey, including both field and indoor hockey and other derivatives of the game as decided from time to time by the <i>FIH</i> .
<i>International Event</i>	A duly-sanctioned match or event contested by national representative teams.
<i>Member</i>	A party that has been admitted as a member of HAZ in accordance with Article 3, above.
<i>National Association</i>	A national governing body of <i>Hockey</i> recognised as a full or provisional member of the <i>FIH</i> .
<i>Office Bearer</i>	An Office Bearer is defined as either the President, The Hon Secretary, or the Hon Treasurer, either collectively or individually
<i>Regulations</i>	The codes, rules or regulations made by or on behalf of the <i>FIH</i> , including all amendments thereto and re-enactments thereof.
	An elected office bearer with a defined office and responsibilities related to the

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<i>Secretary</i>	general secretariat of the association
<i>Simple Majority</i>	More than ½ of the votes validly cast on the resolution in question.
<i>Special Majority</i>	More than ¾ of those present in the room at the time of the vote and entitled to vote.
<i>Sports and Recreation Commission Act</i>	The Sports and Recreation Act Chapter 25:15 of 1991.
<i>Treasurer</i>	An elected office bearer with a defined office and responsibilities related to the general financial affairs of the Association
<i>Constitution</i>	The Constitution of the HAZ.

- A.2** This Constitution shall be interpreted and applied in the manner most consistent with the purposes of HAZ set out at Article 1.3 of this *Constitution*.
- A.3** For convenience and clarity, the masculine gender is used in this Constitution and shall be interpreted to include the feminine gender as appropriate. Words importing the singular shall include the plural and vice versa.
- A.4** The *Executive Committee* shall have the final decision on any matter not provided for in the *Constitution*, or in cases of force majeure.
- A.5** If any provision of this Constitution is determined to be unlawful or unenforceable for any reason, the remainder of this Constitution will remain intact and enforceable.
- A.6** Departures from the requirements of this Constitution (including but not limited to departures from procedural requirements) may be cured by the *Annual General Meeting* at its next meeting by ratifying the act(s) and/or decision(s) in issue.

APPENDIX 2 – INTERIM MEASURES

The Financial Year of the Association currently runs from 1 July to 30 June. The new Constitution as outlined above provides for a Financial Year that runs from 1 January to 31 December. In order to facilitate this change the following shall apply –

The first year end under the new Constitution shall be 31st December 2017. The Annual General Meeting shall be held within three (3) months of this date, that is by 31st March 2018.

Elections for a new Executive shall be held at this Annual General Meeting in accordance with this Constitution. Current Executive Committee members continue in office until this Annual General Meeting.

Accounts shall be prepared for the six month period ending 31st December 2017.

Members of the Association who were not in good standing as at 30 June 2017 shall have to comply with Statute 3.3.a.(v). above, but may pay their outstanding affiliation fees and registration fees for the 2017 year by 31st December 2017 to secure the right to vote at the Annual General Meeting to be held by 31st March 2018.