

Constitution

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The Billiards & Snooker Association of South Australia Incorporated

Contents

1.	NAME, DEFINITIONS AND INTERPRETATIONS	3
2.	OBJECTS	6
3.	POWERS	8
4.	INCOME AND PROPERTY OF ASSOCIATION	10
5.	MEMBERSHIP	10
6.	CESSATION OF MEMBERSHIP	13
7.	GRIEVANCES AND DISCIPLINE OF MEMBERS	14
8.	FEEES AND SUBSCRIPTIONS	15
9.	GENERAL MEETINGS.....	16
10.	PROCEEDINGS AT GENERAL MEETING	19
11.	VOTES OF MEMBERS.....	23
12.	COMMITTEE.....	25
13.	POWERS AND DUTIES OF COMMITTEE.....	29
14.	PROCEEDINGS OF COMMITTEE	31
15.	TELECOMMUNICATION MEETINGS OF THE ASSOCIATION	34
16.	SUB-COMMITTEES.....	36
17.	AFFILIATION.....	36
18.	POLICIES & BY-LAWS.....	37
19.	INSPECTION OF RECORDS.....	38
20.	ACCOUNTS	38
21.	SERVICE OF DOCUMENTS	38
22.	INDEMNITY	40
23.	WINDING UP	41

Constitution

The Billiards & Snooker Association of South Australia Incorporated

1. NAME, DEFINITIONS AND INTERPRETATIONS

1.1. Name of the Association

The name of the Association is **The Billiards & Snooker Association of South Australia Incorporated.**

1.2. Definitions

In this Constitution unless the context requires otherwise:

AGM or **Annual General Meeting** means the annual General Meeting of the Association required to be held by the Association in each calendar year in the month of July.

the Association means The Billiards & Snooker Association of South Australia Incorporated.

By-Law means a by-law made under **clause 18.**

Committee means the committee elected under **clause 11.**

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Committee Person means both an elected member of the Committee and an appointed member of the Committee.

the Committee mean, as the case requires, all or some of the Committee acting together in accordance with their powers and authority under this Constitution.

EGM or **Extraordinary General Meeting** means an extraordinary General Meeting of the Association required to be held by the Association pursuant to

clause 9.

General Meeting means a general meeting of Members and includes the AGM and any EGM.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

Life Member means a person admitted to the Association as a life member under **clause 5**.

Member means a person admitted to the Association as an individual member under **clause 5**.

Objects means the objects of the Association in **clause 2**.

Official Position means, a person who holds a position, whether elected or appointed, as President or Vice President:

The Operator means H Cue Pty Ltd.

Policy means a policy made under **clauses 7 and 18**.

Resolution, means a general resolution passed by a majority of votes

Sport means all **cue sports** and includes those cue sports recognized and regulated by Australian Billiards & Snooker Council from time to time.

Telecommunications Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), which permits each Committee Person at a meeting of the Committee or each Member at a meeting of the Members to communicate with any other participant.

1.3. Interpretation

In this Constitution unless the context requires otherwise:

(presence of a Member) a reference to a Member present at a General Meeting means the Member present in person;

(document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(gender) words importing any gender include all other genders;

(person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(successors) a reference to an organisation includes a reference to its successors;

(singular includes plural) the singular includes the plural and vice versa;

(amendments to legislation) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

(include) the words include, includes, including and for example are not to be interpreted as words of limitation;

(signed) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee;

(writing) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic

communication or form or otherwise; and

(**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

2. OBJECTS

The Objects of the Association shall be to:

- 2.1. conduct, encourage, foster, promote, advance, control and manage all levels in the games of billiards, snooker and cue sports generally in South Australia interdependently with Members and others;
- 2.2. endeavour to maintain a high standard of science and sportsmanship in the playing of cue sports;
- 2.3. promote the culture of the games of cue sports in any way the Association shall think proper including the maintenance and support of other Associations, Clubs and Organisations for promoting and playing said games;
- 2.4. adopt, formulate, issue, interpret and amend Policies and By-laws for the control and conduct of cue sports in South Australia;
- 2.5. encourage the provision and development of appropriate facilities for participation in cue sports;
- 2.6. maintain and enhance standards, quality and reputation of cue sports for the collective and mutual benefit and interests of Members and cue sports;
- 2.7. promote the sport of cue sports for commercial, government and public recognition and benefit;
- 2.8. promote and hold, either alone or jointly with any other Association or persons, cue sports' contests, tournaments, competitions and matches and to offer, give or contribute towards

prizes, medals and awards, and to give or guarantee any prize money and expenses whether for Members or for professionals or other persons, and by these or like means to encourage the culture of cue sports and to promote, give or support dinners, balls, social gatherings or other entertainments;

- 2.9. encourage and promote widespread participation in cue sports and physical activity;
- 2.10. determine, from time to time, the qualifications of Referees and Officials and to conduct examinations and issue certificates of qualifications accordingly, subject to such conditions as may be determined;
- 2.11. serve as a central organisation of cue sports in South Australia, the Association shall, for so long as it desires affiliate with the Australian Billiards and Snooker Council or any other Body, Organisation or Association, do or cause to be done from time to time all such things as shall be necessary to effect and continue such affiliation in accordance with the requirements of the Australian Billiards and Snooker Council or such Body, Organisation or Association as the case may be;
- 2.12. examine claims for and certify records;
- 2.13. determine any differences arising between players with regard to the interpretation of the rules of the game and to take all such steps as the Association may deem necessary for enforcing a correct interpretation of the rules and to prevent any infringement thereof or the introduction of improper methods or practices in such games from abuse thereby;
- 2.14. promote, manage and control matches for State championships and to make, adopt and vary rules, regulations, by-laws and conditions for the conduct and regulations of such matches;
- 2.15. use and promote the Intellectual Property;

- 2.16. have regard to the public interest in its operations; and
- 2.17. undertake other actions or activities necessary, incidental or conducive to advance these Objects.

3. POWERS

- 3.1. Solely for furthering the Objects under **clause 2**, the Association has the legal capacity and powers of an Association as set out under the *Associations Incorporation Act 1985*.

Patron

- 3.2. The Association may at a General Meeting appoint one or more Patrons of the Association for such period as it may determine. A Patron shall be entitled to receive notice to attend all General Meetings of the Association but shall not be entitled to vote unless otherwise a Member of the Association. The privileges of membership shall be extended to every Patron even if the Patron is not a Member of the Association.

Vice-Patrons

- 3.3. The Association may at a General Meeting appoint one or more Vice-Patrons on an annual basis. A Vice-Patron shall be entitled to receive notice to attend all General Meetings of the Association but shall not be entitled to vote unless otherwise a Member of the Association. The privileges of membership shall be extended to every Vice-Patron even if the Vice-Patron is not a Member of the Association.

Other Powers

- 3.4. The Association may from time to time borrow or secure the payment of sums of money for the purpose of the operation of the Association, from banks or other financial institutions, upon such terms and conditions as the Committee see fit, and may secure the repayments thereof by charging the assets of the Association.

- 3.5. To organise funds for the working of the Association; to render monetary assistance if considered advisable for the welfare of the Association's employees or persons connected with the playing of cue sports and to subscribe and contribute to any charity or benevolent or useful object of a public character and to employ salaried officers if necessary to work for the Association and to fix and provide for their remuneration.
- 3.6. To provide cue sports rooms or club rooms and to obtain any licence or licences for the sale of spirituous or fermented liquor or tobacco or otherwise as may be thought desirable for the same, and to lay out, prepare and maintain the same for cue sports and social purposes of the Association and to provide lavatories, kitchens, bars, refreshment rooms, workshops and other conveniences in connection therewith, and to furnish, conduct and maintain the same and to permit the same to be used by Members and other persons either gratuitously or for payment in accordance with the law applicable thereto.
- 3.7. To hire, employ and dismiss secretaries, clerks, assistants or managers and to pay them, in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- 3.8. To purchase, hire, make, provide and maintain furniture, tools, utensils, linen and books, papers, periodicals, stationery, cards, games and other things required or which may be conveniently used in connection with cue sports and/or club rooms or other premises of the Association by persons frequenting the same whether Members of the Association or not.
- 3.9. To buy, prepare, make, supply, sell and deal in all kinds of cue sports tables, cues, balls and all pieces of apparatus used in connection with cue sports, and all kinds of provisions and refreshments required or used by the Members of the Association or other persons frequenting its premises.

- 3.10. Subject in the case of games played on an English billiards table to the rules from time to time of the International Billiards and Snooker Federation and the Australian Billiards and Snooker Council to make, adopt, vary, register and copyright, rules, regulations, by-laws and conditions for the regulations of the said games and to fix standards for all or any of the implements used in such games.
- 3.11. To purchase the freehold of or take on lease or license, or in exchange, or otherwise acquire any lands, buildings, easements or rights of property, real or personal, which may be requisite for the purposes or conveniently used in connection with the objects of the Association, and to sell, convey, transfer, assign, mortgage, lease, give in exchange or dispose of the same.

4. INCOME AND PROPERTY OF ASSOCIATION

Sole Purpose

- 4.1. The income and property of the Association will only be applied towards the promotion of the Objects of the Association.

Payments to Members

- 4.2. No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:
- 4.2.1. in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
 - 4.2.2. of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
 - 4.2.3. of reasonable rent for premises let to the Association by them.

5. MEMBERSHIP

Categories of Members

Members of the Association shall fall into one of the following categories;

- 5.1. Life Members, who subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- 5.2. Members, who subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- 5.3. Junior Members, being persons over the age of 10 and under the age of 18 who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at, General Meetings; or
- 5.4. such other category of Member as may be created by the Committee. Any category of Member created by the Committee under this **clause 5.4** shall not be granted voting rights.

Admission of Members

- 5.5. A person will become a Member, and the Committee will record their name, street address, email address and date on which they became a Member, in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Committee, in which the Member undertakes to:
 - 5.5.1. be bound by this Constitution, the By-laws and the Policies (including Policies specific to the relevant category of membership);
 - 5.5.2. pay the fees and subscriptions determined to apply to the Member under **clause 8**; and
 - 5.5.3. support the Association in the encouragement and promotion of its Objects.

Life Members

- 5.6. Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to cue sports in South Australia.
- 5.7. Any Member may forward a proposed nomination to the Committee for its consideration.
- 5.8. On the nomination of the Committee, any individual may be elected as a Life Member at any AGM by a general resolution.
- 5.9. Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- 5.10. The Policies will set out:
- 5.10.1. the criteria to be met to become a Life Member; and
 - 5.10.2. the privileges and benefits of being a Life Member in addition to those set out in this Constitution.
- 5.11. A person may be posthumously recognised as a Life Member.
- 5.12. At the time of adoption of this Constitution, the current Life Members of the Association shall be the persons listed in Schedule 1 to this Constitution.

General

- 5.13. The Association must keep a register of all Members
- 5.14. No Member whose membership ceases has any claim against the Association or the Committee for damages or otherwise arising from cessation or termination of membership.
- 5.15. Membership is personal to each Member. No Member shall, or

purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

- 5.16. A Member must treat other Members, the Committee, all staff, contractors and representatives of the Association with respect and courtesy at all times.
- 5.17. A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or cue sports, or both.

6. CESSATION OF MEMBERSHIP

Cessation

- 6.1. A person ceases to be a Member on:
- 6.1.1. resignation;
 - 6.1.2. expulsion pursuant to clause 7;
 - 6.1.3. death;
 - 6.1.4. the termination of their membership according to this Constitution or the Policies;

Resignation

- 6.2. For the purposes of **clause 6.1.1**, a Member may resign as a member of the Association by giving 14 days' written notice to the Committee.

Forfeiture of Rights

- 6.3. A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Association or the Committee for damages or otherwise, or claim upon its property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

Jurisdiction

- 7.1. All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the Policies or under this Constitution.

Policies

- 7.2. The Committee may make a Policy or Policies:
- 7.2.1. for the hearing and determination of:
 - 7.2.1.1. grievances by any Member who feels aggrieved by a decision or action of the Association; and
 - 7.2.1.2. disputes between Members relating to the conduct or administration of cue sports;
 - 7.2.2. for the discipline of Members;
 - 7.2.3. for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - 7.2.4. for the termination of Members other than by expulsion under clause 6.
- 7.3. The Committee in their sole discretion may refer an allegation (which in the opinion of the Committee is not vexatious, trifling or frivolous) by a complainant (including a Member) that a Member has:
- 7.3.1. breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Committee or any duly authorised Committee; or

7.3.2. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or cue sports, or both; or

7.3.3. prejudiced the Association or cue sports or brought the Association or cue sports or themselves into disrepute,

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Committee consider appropriate.

7.4. During investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in cue sports, pending the determination of such proceedings (including any available appeal) unless the Committee decide continued participation is appropriate having regard to the matter at hand.

7.5. The Committee may include in any Policy or Policies a final right of appeal to an independent body outside the control of the cue sports.

8. FEES AND SUBSCRIPTIONS

Membership Fee

8.1. The Committee must determine from time to time:

8.1.1. the amount (if any) payable by an applicant for membership;

8.1.2. the amount of the annual subscription fee payable by each Member, or any category of Members;

8.1.3. any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and

8.1.4. the payment method and the due date for payment.

8.2. Each Member must pay to the Association the amounts determined under

this **clause 8** in accordance with **clause 8.1.4** .

Non-Payment of Fees

- 8.3. The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 8** is in arrears greater than 60 days.

Deferral or reduction of subscriptions

- 8.4. The Committee may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Committee are satisfied that:
- 8.4.1. there are reasonable grounds for doing so;
 - 8.4.2. the Association will not be materially disadvantaged as a result;
and
 - 8.4.3. the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Committee.
- 8.5. If the Committee defer or reduce a subscription or other amount payable by a Member under this **clause 8.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Committee.

9. GENERAL MEETINGS

Annual General Meeting

- 9.1. AGMs of the Association are to be held:
- 9.1.1. in accordance with these Rules; and
 - 9.1.2. save as provided in clause 9.2, at a date and venue determined by

the Committee in July each year.

- 9.2. There shall be an AGM at a date and venue determined by the Committee in February 2018. No AGM will be held in July 2018. The next AGM after the one held in February 2018 will be held in July 2019.

Power to convene General Meeting

- 9.3. The Committee may convene an Extraordinary General Meeting when they think fit.
- 9.4. The Committee shall convene an Extraordinary General Meeting on receiving a requisition signed by six Members of the Association and specifying the proposed resolutions for consideration at that meeting.

Notice of a General Meeting

- 9.5. Notice of a General Meeting of Members must be given to all Members entitled to attend the General Meeting:
- 9.6. At least 28 days prior to the proposed date of the AGM, the President will request from Members notices of motions, which must be received no less than 21 days prior to the AGM.
- 9.7. At least 14 calendar days' notice of the time and place of a General Meeting must be given, together with:
- 9.7.1. all information required to be included;
 - 9.7.2. in the case of a proposed Resolution, the intention to propose the Resolution and the terms of the Resolution;
 - 9.7.3. where applicable, any notice of motion received from any Member; and
 - 9.7.4. where applicable, a list of all nominations received for

positions to be elected at the relevant General Meeting.

No other business

9.8. No business other than that stated in the notice of meeting may be transacted at a General Meeting.

Cancellation or postponement of General Meeting

9.9. Where a General Meeting (including an AGM) is convened by the Committee they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

9.9.1. the Committee at the request of Members; or

9.9.2. a Court.

Written notice of cancellation or postponement of General Meeting

9.10. Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

9.10.1. each Member entitled to attend the General Meeting; and

9.10.2. each other person entitled to notice of a General Meeting under these Rules.

Contents of notice postponing General Meeting

9.11. A notice postponing a General Meeting must specify:

9.11.1. the new date and time for the meeting;

9.11.2. the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and

- 9.11.3. if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

Number of clear days for postponement of General Meeting

- 9.12. The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 9.7**.

Business at postponed General Meeting

- 9.13. The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

Non-receipt of notice

- 9.14. The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

10. PROCEEDINGS AT GENERAL MEETING

Number for a quorum

- 10.1. The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is ten.

Requirement for a quorum

- 10.2. An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

Quorum and time

10.3. If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

10.3.1. if convened by, or on requisition of, Members, is dissolved; and

10.3.2. in any other case stands adjourned to such other day, time and place as the Chair determines.

Adjourned meeting

10.4. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Members then present shall constitute a quorum.

Chairperson to preside over General Meetings

10.5. The President when present shall preside at all General Meetings of the Association but if the President be absent, then the Members present shall elect an Officer as Chairman.

10.6. If a General Meeting is convened and there is no Chairperson, or the Chairperson is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):

10.6.1. a Committee Person (or other person) chosen by a majority of the Committee present;

10.6.2. the only Committee Person present; or

10.6.3. a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

Conduct of General Meetings

10.7. The chair:

- 10.7.1. has a deliberative vote, and in addition, a casting vote;
 - 10.7.2. has charge of the general conduct of the meeting and of the procedures to be adopted;
 - 10.7.3. may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - 10.7.4. may, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- 10.8. A decision by the chair under this **clause 10.7** is final.

Adjournment of General Meeting

- 10.9. The chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- 10.10. The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.
- 10.11. Only unfinished business is to be transacted at a meeting resumed after an adjournment.

Notice of adjourned meeting

- 10.12. It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

- 10.13. In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

Questions decided by majority

- 10.14. Subject to the requirements of this Constitution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

Equality of votes

- 10.15. Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried.

Declaration of results

- 10.16. At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- 10.17. A declaration by the chair 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 minutes of the meetings of the Association, is conclusive evidence of the fact.
- 10.18. Neither the chair nor the minutes need state - and it is not necessary to prove - the number or proportion of the votes recorded for or against the resolution.

Poll

- 10.19. If a poll is properly demanded by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 10.20. A poll demanded on the election of a chair or on a question of

adjournment must be taken immediately.

- 10.21. A demand for a poll may be withdrawn.
- 10.22. A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

Objection to voting qualification

- 10.23. An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
- 10.23.1. may not be raised except at that meeting; and
- 10.23.2. must be referred to the chair, whose decision is final.
- 10.23.3. a vote not disallowed under the objection is valid for all purposes.

Chair to determine any poll dispute

- 10.24. If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

Electronic voting

- 10.25. Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Committee may determine and shall be held in accordance with procedures prescribed by the Committee.

11. VOTES OF MEMBERS

Votes of Members

- 11.1. At a General Meeting, on a show of hands and on a poll, each of the Members shall have one vote.

Election of the Committee

- 11.2. Elections for Committee Persons shall be by ballot in accordance with this **clause 11** at the relevant General Meeting on papers prepared by the President.
- 11.3. The ballot for an election to fill the position of President will be conducted in accordance with the following procedure:
 - 11.3.1. if at the close of nominations for an election to the position of President the number of eligible nominees is one, then no election is to take place and that eligible nominee will be taken to be elected President and an Elected Committee Person.
 - 11.3.2. if at the close of nominations for an election to fill the position of President there are more eligible nominees than the number of positions to be filled, a ballot will be conducted and the eligible nominee/s who receives the highest number of votes will be elected to President and an Elected Committee Person.
 - 11.3.3. If two or more nominees get the same number of votes then at the relevant time, then the President at the time being is to draw the name of one of those nominees by lot. That nominee is to be elected as President and an Elected Committee Person.
- 11.4. The ballot for an election to fill the Positions of Vice-President will be conducted in accordance with the following procedure:
 - 11.4.1. if at the close of nominations for an election to the positions of Vice-President the number of eligible nominees is no more than three, then no election is to take place and those eligible nominees will be taken to be Vice-Presidents and Elected Committee Persons.
 - 11.4.2. if at the close of nominations for an election to the positions of Vice-President there are more eligible nominees than the

number of positions to be filled, a ballot will be conducted and the eligible nominee/s who receives the highest number of votes will be elected to fill the Vice-President positions.

- 11.4.3. If two or more nominees get the same number of votes then at the relevant time, the President shall draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Committee Person.

12. COMMITTEE

- 12.1. There must be not less than three but not more than four Elected Committee Persons being the President and up to three Vice-Presidents.
- 12.2. There may be up to two further Appointed Committee Persons.

Nomination for election

- 12.3. At least 28 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Committee Person position, the President will request from Members nominations (which comply with this **clause 12.3**) for elections to positions falling vacant, which must be received no less than 21 days prior to the AGM.
- 12.4. Any Member may nominate a person to fill a vacancy in an Elected Committee Persons position that is to be the subject of an election at the next AGM.
- 12.5. A nomination must:
- 12.5.1. be in the form required by the Committee; and
 - 12.5.2. signed by the nominator and nominee.

Term of office of Committee generally

- 12.6. Subject to **clauses 12.3, 12.7, and 12.13**, an Elected Committee Person will hold office for a nominal term of two years.
- 12.7. At the AGM to be held in January 2018, the Elected Committee Persons will be elected for the period up to the AGM to be held in July 2020.
- 12.8. At the AGM to be held in January 2018, the current Committee Persons will be taken to retire at the conclusion of the meeting, but they may be nominated for re-election subject to **clause 12.13**.

Office held until end of meeting

- 12.9. A retiring Elected Committee Person holds office until the end of the meeting at which that Elected Committee Person retires but, subject to the requirement of this Constitution, including **clause 12.13** is eligible for re-election.

Elected Committee Person elected at General Meeting

- 12.10. At a General Meeting:
- 12.10.1. at which an Elected Committee Person retires; or
- 12.10.2. at the commencement of which there is a vacancy in the office of an Elected Committee Person,
- there will be a vote of the Members conducted in accordance with **clause 12.3** to fill the vacancy by electing someone to that office.
- 12.11. An Elected Committee Person elected under this **clause 12** takes office at the end of the meeting at which they are elected for a nominal period of two years concluding at the AGM in their year of retirement.
- 12.12. An Elected Committee Person elected under **clause 12.10.2** is elected for the remainder of the term of office for the position that they are filling.

Maximum consecutive years in office for Committee

- 12.13. A Committee person must not serve more than ten consecutive years as a Committee Person, including where one or more of the years is as an Appointed Committee Person.
- 12.14. For the purpose of **clause 12.13**, where service by a person as a Committee Person under this Constitution is for a period less than two years:
- 12.14.1. if the service is less than one year, it will be treated as one full year;
- 12.14.2. if the service is between one year and two years, it will be treated as two full years; and
- 12.14.3. by a person as a Committee Person takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will be treated as service towards clause 12.13, rounded up to the nearest full year.
- 12.15. A Committee Person who has served the maximum number of years in accordance with **clause 12.13** shall not be eligible to be a Committee Person for two years following the completion of their maximum term.

Casual vacancy in ranks of Elected Committee

- 12.16. The Committee may at any time appoint a person to fill a casual vacancy in the rank of the Elected Committee.
- 12.17. A person appointed under **clause 12.16** holds office for the remainder of the vacating Committee Person's term and, subject to this Constitution, they may offer themselves for re-election.

Appointed Committee Persons

- 12.18. In addition to the Elected Committee, the Operator may appoint up to

two persons to be Appointed Committee Persons because of their special business acumen and/or technical skills. These persons will be known as the Appointed Committee Persons.

- 12.19. An Appointed Committee Person holds office for a term determined by the Operator not to exceed two years and the appointment will be on such other terms as the Operator and the Committee determine.
- 12.20. Subject to this Constitution, the Operator may at any time appoint a person to fill a casual vacancy in the rank of the Appointed Committee Persons on whatever terms the Operator and the Committee decide.

Honorarium

- 12.21. The Association may in General Meeting by ordinary resolution determine to pay a Committee Person an ex-gratia payment.

Removal of an elected Committee

- 12.22. A Committee Person may be removed by the Members in accordance with this Constitution by a General Resolution at a General Meeting.
- 12.23. Unless otherwise resolved at a General Meeting, a Committee Person removed in accordance with **clause 12.22** cannot be re-appointed as a Committee Person within two years of their removal.

Vacation of office

- 12.24. The office of a Committee Person becomes vacant the Committee Person:
- 12.24.1. dies;
 - 12.24.2. becomes bankrupt;
 - 12.24.3. is convicted of a felony
 - 12.24.4. is removed in accordance with **clause 12.22**;

- 12.24.5. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- 12.24.6. resigns from office by notice in writing to the Association;
- 12.24.7. is not present at three consecutive Committee meetings without leave of absence from the Committee; or
- 12.24.8. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by this Constitution and by the *Associations Incorporation Act 1985*.

13. POWERS AND DUTIES OF COMMITTEE

Committee to manage the Association

- 13.1. The Committee are to manage the Association's business and may exercise those of the Association's powers that are not required by this Constitution to be exercised by the Association in General Meeting.

Specific powers of the Committee

- 13.2. Without limiting **clause 13.1**, the Committee may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

Time, etc

- 13.3. Where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Committee may at their absolute discretion extend that time, period or date as they think fit.

Appointment of attorney

- 13.4. The Committee may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

Provisions in power of attorney

- 13.5. A power of attorney granted under **clause 13.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Committee think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

Delegation of powers

- 13.6. Without limiting **clause 13.4** the Committee may, by resolution or by power of attorney or writing under seal, delegate any of their powers to a Member or any employee of the Association or any other person as they think fit.
- 13.7. Any delegation by the Committee of their powers:
- 13.7.1. must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - 13.7.2. may be either general or limited in any way provided in the terms of the delegation;
 - 13.7.3. need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - 13.7.4. may include the power to delegate.

- 13.8. If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- 13.9. Any power exercised by a delegate is as effective as if it had been exercised by the Committee.

Code of Conduct

- 13.10. The Committee must:
 - 13.10.1. Adopt a code of conduct for the Committee; and
 - 13.10.2. Periodically review the code of conduct in light of the general principles of good corporate governance.

14. PROCEEDINGS OF COMMITTEE

Committee meetings

- 14.1. Subject to **clause 14.2**, the Committee may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- 14.2. The Committee must meet at least six times in each calendar year.

Questions decided by majority

- 14.3. A question arising at a Committee meeting is to be decided by a majority of votes of the Committee present in person and entitled to vote. Each Committee Person present has one vote on a matter arising for decision by Committee.

Chair's casting vote

- 14.4. The chair of the meeting will have a deliberative vote, and in addition, a casting vote.

Quorum

14.5. Four Committee Persons present constitutes a quorum.

Effect of vacancy

14.6. The continuing Committee may act despite a vacancy in their number.

14.7. However, if the number of Committee is reduced below the number required for a quorum, the remaining Committee may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

Convening meetings

14.8. A Committee Person may, and the President on the request of a Committee Person must, convene a Committee meeting.

14.9. Notice of a meeting of Committee must be given individually to each Committee Person (except a Committee Person on leave of absence approved by the Committee). Notice of a meeting of Committee may be given in person, or by post or by telephone, facsimile or other electronic means.

14.10. A Committee Person may waive notice of a meeting of Committee by giving notice to that effect to the Association in person or by post or by telephone, facsimile or other electronic means.

14.11. A person who attends a meeting of Committee waives any objection that person may have in relation to a failure to give notice of the meeting.

14.12. The non-receipt of a notice of a meeting of the Committee or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Committee.

Election of Chairperson

14.13. The President shall be the Chairperson.

14.14. Despite **clause 14.13**, if:

14.14.1. the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or

14.14.2. the Chairperson is unwilling to act,

the Committee present may elect one of the Elected Committee Persons to be chair of the meeting.

Circulating resolutions

14.15. The Committee may pass a resolution without a Committee meeting being held if notice in writing of the resolution is given to all the Committee and a majority of the Committee entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Committee) sign a document containing a statement that they are in favour of the resolution set out in the document.

14.16. Separate copies of the document may be used for signing by the Committee if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Committee Person with the Committee Person's authority is taken to be a document signed by the Committee Person for the purposes of **clause 14.15** and is taken to be signed when received by the Association in legible form.

14.17. The resolution is passed when the last Committee Person signs.

Validity of acts of Committee

14.18. Everything done at a Committee meeting, or by a person acting as a Committee Person, is valid even if it is discovered later that there was

some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

Committees' Interests

- 14.19. A Committee Person shall declare to the Committee any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Committee Person becomes aware of their interest in the matter.
- 14.20. Where a Committee Person declares a material personal interest or in the event of a related party transaction, that Committee Person is ineligible to receive the Committee's meeting papers related to the matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Committee.
- 14.21. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Committee or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- 14.22. The Committee shall maintain a register of declared interests.

Minutes

- 14.23. The Committee must cause minutes of meetings to be made and kept.

15. TELECOMMUNICATION MEETINGS OF THE ASSOCIATION

Telecommunication Meeting

- 15.1. A General Meeting or a Committee Meeting may be held by means of a Telecommunication Meeting, provided that:
- 15.1.1. the number of Members or Committee (as applicable) participating is not less than a quorum required for a General Meeting or a Committee meeting; and

- 15.1.2. the meeting is convened and held in accordance with this Constitution.
- 15.2. All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 15**.

Conduct of Telecommunication Meeting

- 15.3. The following provisions apply to a Telecommunication Meeting of the Association:
 - 15.3.1. all persons participating in the meeting must be linked by telephone, audio- visual or other instantaneous means for the purpose of the meeting;
 - 15.3.2. each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
 - 15.3.3. at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
 - 15.3.4. a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
 - 15.3.5. a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the chair of leaving the meeting; and

- 15.3.6. a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

16. SUB-COMMITTEES

Committees

- 16.1. The Committee may delegate any of their powers to sub-committees consisting of those persons they think fit (including Committee, individuals and consultants), and may vary or revoke any delegation.

Powers delegated to Committees

- 16.2. A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Committee.
- 16.3. Powers delegated to and exercised by a Committee are taken to have been exercised by the Committee.

Committee meetings

- 16.4. Unless otherwise determined by the Committee, committee meetings are governed by the provisions of this Constitution dealing with Committee meetings, as far as they are capable of application.

17. AFFILIATION

- 17.1. The Association shall be deemed to desire affiliation with the Australian Billiards and Snooker Council and to have duly affiliated until disaffiliation as hereinafter provided in this clause.
- 17.2. The Association shall be deemed to desire affiliation with any other Body, Organisation or Association, as soon as it has passed a resolution at a General Meeting, to seek such affiliation.

- 17.3. If a motion to dis-affiliate shall have been duly passed at a General Meeting of the Association, the Association shall (subject to the provisions of the constitution of the Australian Billiards and Snooker Council or such other Body, Organisation or Association to which the affiliation relates) be deemed to have ceased to desire such affiliation and to have dis-affiliated as at the end of that General Meeting.
- 17.4. Following dis-affiliation whether pursuant to this Clause or otherwise, the Association may at a subsequent General Meeting pass a motion to seek re-affiliation with the relevant Body, Organisation or Association and shall thereafter be deemed to desire affiliation with that Body, Organisation and Association as at the end of that General Meeting.

18. POLICIES & BY-LAWS

Making and amending Policies and By-Laws

- 18.1. In addition to policies made under **clause 7.2**, the Committee may from time to time make policies and by-laws:
- 18.1.1. that are required to be made under this Constitution; and
- 18.1.2. which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and
- 18.1.3. may amend, repeal and replace those policies and by-laws.
- 18.2. The Policies referred to in **clauses 7.2** and **18** take effect 7 days after the service of the Policy on the Members and shall be of force and effect on that date.

Effect of Policies and By-laws

- 18.3. A Policy and a By-law:
- 18.3.1. is subject to this Constitution;

- 18.3.2. must be consistent with this Constitution;
- 18.3.3. when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- 18.3.4. may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

19. INSPECTION OF RECORDS

- 19.1. A Member does not have the right to inspect any document of the Association (including registers kept by the Association) except as required by law.

20. ACCOUNTS

Accounting Records

- 20.1. The Committee will cause proper accounting and other records to be kept and will distribute copies of financial statements at every AGM.

Auditor

- 20.2. A properly qualified auditor or auditors shall be appointed by the Committee and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Associations Incorporation Act 1985*.

21. SERVICE OF DOCUMENTS

Document includes notice

- 21.1. In this **clause 21**, document includes a notice.

Methods of service on a Member

- 21.2. The Association may give a document to a Member:

- 21.2.1. personally;
- 21.2.2. by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- 21.2.3. by sending it to a facsimile number or electronic address nominated by the Member.

Methods of service on the Association

- 21.3. A Member may give a document to the Association:
 - 21.3.1. by delivering it to the Registered Office;
 - 21.3.2. by sending it by post to the Registered Office; or
 - 21.3.3. by sending it to a facsimile number or electronic address nominated by the Association.

Post

- 21.4. A document sent by post if sent to an address:
 - 21.4.1. in Australia, may be sent by ordinary post; and
 - 21.4.2. outside Australia, or sent from an address outside Australia, must be sent by airmail,and in either case is taken to have been received on the second business day after the date of its posting.

Facsimile or electronic transmission

- 21.5. If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:
 - 21.5.1. be effected by properly addressing and transmitting the

facsimile or electronic transmission; and

- 21.5.2. have been delivered on the business day following its transmission.

22. INDEMNITY

Indemnity of officers

- 22.1. This **clause 22** applies to every person who is or has been:

- 22.1.1. An Officer of the Association;
- 22.1.2. A member of the Committee; and
- 22.1.3. to any other officers, employees, former officers or former employees of the Association or of its related bodies corporate as the Committee in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 24**.

- 22.2. The Association will indemnify each Indemnified Officer out of the property of the Association against:

- 22.2.1. every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Association or of a related body corporate of the Association; and
- 22.2.2. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Association or of a related body corporate of the Association,

unless:

- 22.2.3. the Association is forbidden by statute to indemnify the

person against the liability or legal costs; or

- 22.2.4. an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

Insurance

- 22.3. The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Association or of a related body corporate of the Association including a liability for legal costs, unless:

- 22.3.1. the Association is forbidden by statute to pay or agree to pay the premium; or
- 22.3.2. the contract would, if the Association paid the premium, be made void by statute.

Deed

- 22.4. The Association may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 22.1** on the terms the Committee think fit (as long as they are consistent with **clause 22**).

23. WINDING UP

Excess property on winding up

- 23.1. If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
- 23.1.1. having objects similar to those of the Association; and

- 23.1.2. whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- 23.2. That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

SCHEDULE 1
Life Members

(at date of Constitution)

- **R. Adams**
- **T. Babiak**
- **W. Barrie †**
- **C. Daniels**
- **R. Davey**
- **F. Dewens**
- **Q. Monteleone**
- **F. Rigano**
- **J. Sallis**
- **M. Williams**
- **P. Udycz**