

Constitution

Snooker & Billiards Central Coast Incorporated



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ASSOCIATIONS INCORPORATIONS ACT 2009 (NSW)

CONSTITUTION

of

SNOOKER & BILLIARDS CENTRAL COAST INCORPORATED

1. Name of Association

- 1.1 The name of the Association is Snooker & Billiards Central Coast Incorporated ("**Association**").

2. Definitions and Interpretation

- 2.1 The following definitions will apply for the purpose of this Constitution:

'ABSC' means the *Australian Billiards and Snooker Council*.

'Act' means the *Associations Incorporation Act 2009 (NSW)*.

'Affiliate Member' has the meaning set out in clause 4.

'Annual General Meeting' means the Annual General Meeting of the Association held in accordance with clause 16.

'Appointed Director' means a Director appointed in accordance with clause 13.

'Association' means *Snooker & Billiards Central Coast Incorporated*.

'Associations Regulation' means the *Associations Incorporation Regulation 2010*.

'Board' means the official group of people, being the Directors, empowered through this Constitution to oversee the running of the Association.

'BSA NSW' means the *Billiards & Snooker Association of NSW*.

'Club' has the meaning set out in clause 4.

'Committee' has the same meaning as Board.

'Constitution' means this Constitution of the Association and any amendments.

'Delegate' means the person(s) appointed from time to time to act for and on behalf of a Club or Private Club and to represent the Club or Private Club at General Meetings.

'Director' means a person who acts on the Board of the Association from time to time, either by being elected or by being appointed in accordance with this Constitution.

'Documents' means records, books and other financial documents of the Association, this Constitution, and minutes of all committee meetings and general meetings of the Association.

'Elected Director' means a Director elected in accordance with clause 12.

'Financial Year' means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

'General Meeting' means the Annual General Meeting or any Special General Meeting of the Association.

'IBSF' means the *International Billiards and Snooker Federation*.

'Individual Member' has the meaning set out in clause 4.

'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 in the Region.

'Junior Member' has the meaning set out in clause 4.

'Life Member' has the meaning set out in clause 4.

'Member' means an approved member for the time being of the Association under clause 4.

'NSO' means the National Sporting Organisation, being the *Australian Billiards & Snooker Council*, the organisation recognised by government and the majority of playing participants as the National representative for Snooker & Billiards.

'Objects' means the objects of the Association in clause 3.

'Person' means a natural person.

'Private Club' has the meaning set out in clause 4.

'Public Officer' means the person appointed to be the Public Officer of the Association in accordance with the Act.

'Region' means the geographical area for which the Association is responsible and as recognised by the SSO.

'Register' means a register of Members kept and maintained in accordance with clause 8.

'Registered Club' means a registered club pursuant to *Registered Clubs Act 1976*.

'Regulations' means any Regulations made by the Board pursuant to this Constitution.

'Secretary' means the person holding office under this Constitution as Secretary of the Association, or if no such person holds that office then the Public Officer of the Association.

'Snooker & Billiards' means the sport regulated by the SSO and the NSO.

'Social Member' has the meaning set out in clause 4.

'Special General Meeting' means a Special General Meeting of the Association held in accordance with clause 17.

'Special Resolution' means a Special Resolution defined in the Act.

'SSO' means the State Sporting Organisation being *Billiards & Snooker Association of New South Wales*, the organisation recognised by government and the majority of playing participants as the State representative for Snooker & Billiards.

'Unincorporated Body' means the unincorporated association known as Central Coast Billiards and Snooker Association.

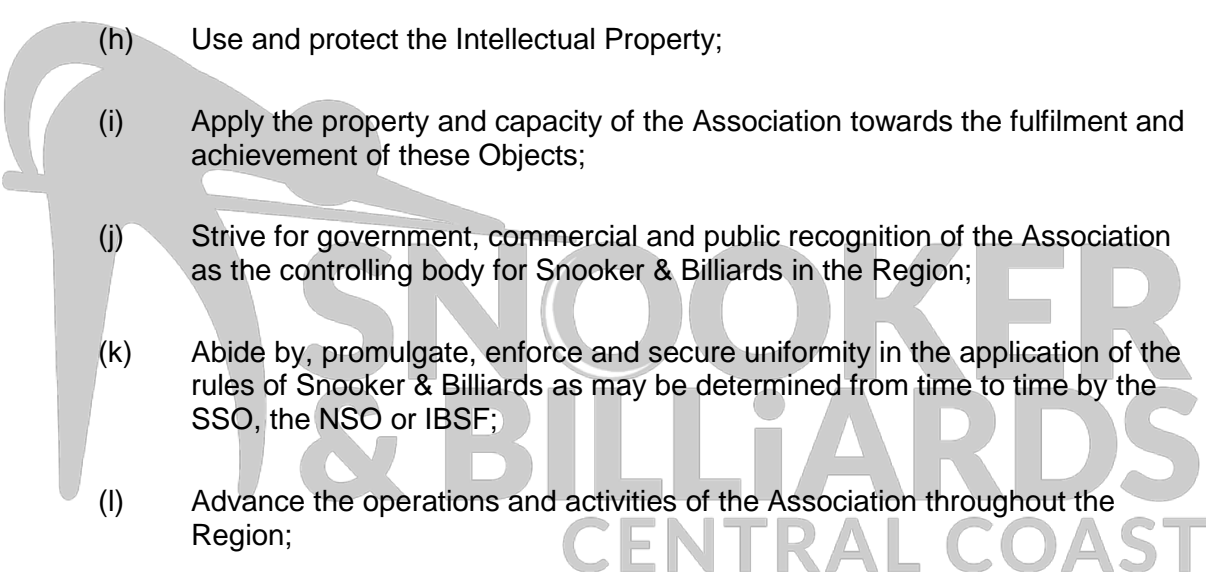
2.2 In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

- (c) Words importing any gender include the other genders;
- (d) Words importing the singular include the plural and vice versa;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) A reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (i) Any provision or part thereof that is invalid or unenforceable is to be read down if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution;
- (j) Except where the contrary intention appears in this Constitution, an expression that deal with a matter under the Act has the same meaning as that provision of the Act.
- (k) Model rules under the Act are expressly displaced by this Constitution.

3. **Objects**

- 3.1 The Association is established solely for the Objects.
- 3.2 The Objects of the Association are to:
 - (a) Participate as a member of the SSO so Snooker & Billiards can be conducted, encouraged, promoted, advanced and administered in the Region and New South Wales;
 - (b) Conduct, encourage, promote, advance and administer Snooker & Billiards throughout the Region;

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- (c) Ensure the maintenance and enhancement of the Association, the SSO, the NSO, the Members and Snooker & Billiards, along with its standards, quality and reputation for the benefit of the Members and Snooker & Billiards;
 - (d) At all times promote mutual trust and confidence between the Association, the SSO, the NSO and the Members in pursuit of these Objects;
 - (e) At all times act on behalf of, and in the interest of, the Members and Snooker & Billiards in the Region;
 - (f) Promote the economic and community service success, strength and stability of the Association, the Members and Snooker & Billiards in the Region;
 - (g) Affiliate and otherwise liaise with the SSO and adopt its rule and policy framework to further these Objects and Snooker & Billiards;
 - (h) Use and protect the Intellectual Property;
 - (i) Apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
 - (j) Strive for government, commercial and public recognition of the Association as the controlling body for Snooker & Billiards in the Region;
 - (k) Abide by, promulgate, enforce and secure uniformity in the application of the rules of Snooker & Billiards as may be determined from time to time by the SSO, the NSO or IBSF;
 - (l) Advance the operations and activities of the Association throughout the Region;
 - (m) Further develop Snooker & Billiards into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
 - (n) Review and/or determine any matters relating to Snooker & Billiards which may arise, or be referred to it, by any Member;
 - (o) Recognise any penalty imposed by any Member;
 - (p) Act as arbiter (as required) on all matters pertaining to the conduct of Snooker & Billiards in the Region, including disciplinary matters;

- (q) Pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Snooker & Billiards in the Region;
- (r) Adopt and implement such policies as may be developed by the SSO, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Snooker & Billiards;
- (s) Represent the interests of its Members and of Snooker & Billiards generally in any appropriate forum in the Region;
- (t) Have regard to the public interest in its operations;
- (u) Do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (v) Promote the health and safety of Members and all other participants in Snooker & Billiards in the Region;
- (w) Seek and obtain improved facilities for the enjoyment of Snooker & Billiards in the Region; and
- (x) Undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3.3 Solely for the purpose of furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

4. **Membership**

4.1 The Membership of the Association shall consist of the following categories:

- (a) Individual Members;
- (b) Life Members;
- (c) Junior Members;
- (d) Clubs;

- (e) Private Clubs;
 - (f) Affiliate Members; and
 - (g) Social Members.
- 4.2 A Person, Club or Private Club is entitled to one (1) membership, notwithstanding that they may be eligible for more than one (1) membership category.
- 4.3 The Board may establish new or other categories of Members at its discretion. However, any new category of Member established by the Board cannot be granted voting rights without an amendment to this Constitution approved by the Association in General Meeting.
- 4.4 The conditions, obligations, rights and privileges of all categories of membership will be as prescribed in the Regulations, unless otherwise provided by, and always subject to, this Constitution.
- 4.5 Annual membership subscriptions (if any), fees and any levies payable by Members, including the time for and manner of payment, will be as determined by the Board from time to time.
- 4.6 Any Person, Club or Private Club who was a Member of the Unincorporated Body immediately before the registration of the Association is taken to be a Member of the Association. For the avoidance of doubt, this includes Life Members.
- 4.7 All Members that are, prior to the approval of this Constitution under the Act, members of the Association, will be deemed Members from the time of approval of this Constitution under the Act. For the avoidance of doubt, this includes Life Members.
- 4.8 Any Club or Private Club that is deemed to be a Member pursuant to clause 4.6 or 4.7 must provide copies of any documents required under this Constitution within one (1) calendar month of this Constitution taking effect.

Individual Members

- 4.9 Individual Members are Persons (non-gender specific) who are fully registered, financial Members of the Association and are at least eighteen (18) years of age.
- 4.10 To be eligible for admission as an Individual Member, a person must:
- (a) apply to be an Individual Member in accordance with clause 5;
 - (b) be of good character and repute; and

(c) pay any applicable fees.

4.11 Subject to this Constitution, an Individual Member is:

- (a) entitled to receive notice of any General Meeting;
- (b) entitled to attend, speak at and vote at any General Meeting;
- (c) entitled to receive notice of any election of Board members;
- (d) entitled to stand for election to the Board;
- (e) not a member for life; and
- (f) required to pay annual membership subscriptions.

Life Members

4.12 Any Individual Member who has rendered outstanding service to the Association or Snooker & Billiards over an extended period, where such service is deemed to have assisted the advancement of Snooker & Billiards in the Region, may be elected to Life Membership.

4.13 Eligibility for election to Life Membership shall generally be restricted to those whose Association membership and activities extend for at least ten (10) consecutive years.

4.14 Notwithstanding this, an Individual Member with outstanding service amounting to less than ten (10) years, and who is unanimously recommended by the Board, shall also be eligible for election to Life Membership.

4.15 All nominations for Life Membership must be in writing, include an overview of the service provided, and be signed by at least two (2) Members of the Association (who must each be Individual Members or Life Members), and also be signed by the nominee consenting to the nomination.

4.16 The nomination must be lodged with the Association and referred to the Board for consideration.

4.17 If the Board, at its sole discretion, determines by a 75% majority (or 100% should another provision in this Constitution require a unanimous vote) that the nomination is fit and worthy, they must refer the nomination to the next Annual General Meeting by way of inclusion as business on the Notice of Annual General Meeting, which will confirm their recommendation of support.

- 4.18 All such nominations will be determined by election at the Annual General Meeting, with the election special resolution required to be carried by at least a 75% majority of those Members present and eligible to vote.
- 4.19 No more than two (2) Life Members may be elected at any one Annual General Meeting.
- 4.20 A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written acceptance, the person's details must be entered into the Register, and from that time the person will be a Life Member.
- 4.21 Subject to this Constitution, a Life Member is:
- (a) entitled to receive notice of any General Meeting;
 - (b) entitled to attend, speak at and vote at any General Meeting;
 - (c) entitled to receive notice of any election of Board members;
 - (d) entitled to stand for election to the Board;
 - (e) a member for life (subject to this Constitution);
 - (f) not required to pay annual membership subscriptions; and
 - (g) eligible for certain benefits as may be determined by the Board from time to time in Regulations, provided that such benefits are not in contravention of the Act or the Associations Regulation.

Junior Members

- 4.22 Junior Members are Persons (non-gender specific) under eighteen (18) years of age on the first day of January in any year, who are fully registered, financial members of the Association.
- 4.23 To be eligible for admission as a Junior Member, a person must:
- (a) apply to be a Junior Member in accordance with clause 5;
 - (b) intend to be an active Snooker & Billiards playing participant within the Region;
 - (c) be of good character and repute; and

(d) pay any applicable fees.

4.24 Subject to this Constitution, a Junior Member is:

(a) entitled to receive notice of any General Meeting;

(b) entitled to attend any General Meeting;

(c) not entitled to speak at or vote at any General Meeting;

(d) entitled to receive notice of any election of Board members;

(e) not entitled to stand for election to the Board;

(f) not a member for life; and

(g) required to pay annual membership subscriptions.

Clubs

4.25 Clubs are Snooker & Billiards clubs which the Association may recognise as being officially part of a Registered Club, and which are fully registered, financial members of the Association.

4.26 To be eligible for admission as a Club Member, an organisation must:

(a) apply to be a Club Member in accordance with clause 5;

(b) fully intend for the club and its facilities to be actively involved in Snooker & Billiards within the Region; and

(c) pay any applicable fees.

4.27 Subject to this Constitution, a Club is:

(a) entitled to receive notice of any General Meeting;

(b) entitled to receive notice of any election of Board members;

(c) entitled to nominate two (2) Delegates who shall have the right to represent the Club and attend any General Meeting;

- (d) entitled to speak at and vote at any General Meeting via the rights of its two (2) nominated Delegates;
- (e) not entitled to stand for election to the Board - including its nominated Delegates;
- (f) not a member for life; and
- (g) required to pay annual membership subscriptions.

Private Clubs

4.28 Private Clubs are privately owned and operated Snooker & Billiards clubs, or similar operations which the Association may recognise, but which are not part of a Registered Club, and are fully registered, financial members of the Association.

4.29 To be eligible for admission as a Private Club Member, an organisation must:

- (a) apply to be a Private Club Member in accordance with clause 5;
- (b) fully intend for the private club (or similar) and its facilities to be actively involved in Snooker & Billiards within the Region; and
- (c) pay any applicable fees.

4.30 Subject to this Constitution, a Private Club is:

- (a) entitled to receive notice of any General Meeting;
- (b) entitled to receive notice of any election of Board members;
- (c) entitled to nominate two (2) Delegates who shall have the right to represent the Private Club and attend any General Meeting;
- (d) entitled to speak at and vote at any General Meeting via the rights of its two (2) nominated Delegates;
- (e) not entitled to stand for election to the Board - including its nominated Delegates;
- (f) not a member for life; and
- (g) required to pay annual membership subscriptions.

Affiliate Members

4.31 Affiliate Members are Persons (non-gender specific) or organisations who are directly associated with, or may be so recognised by, the Association from time to time, but are not Individual Members, Clubs or Private Clubs.

4.32 To be eligible for admission as an Affiliate Member, a person or organisation must:

- (a) apply to be an Affiliate Member in accordance with clause 5;
- (b) be of good character and repute; and
- (c) pay any applicable fees.

4.33 Subject to this Constitution, an Affiliate Member is:

- (a) entitled to receive notice of any General Meeting;
- (b) entitled to attend any General Meeting;
- (c) not entitled to speak at or vote at any General Meeting;
- (d) entitled to receive notice of any election of Board members;
- (e) not entitled to stand for election to the Board;
- (f) not a member for life; and
- (g) required to pay annual membership subscriptions.

Social Members

4.34 Social Members are Persons (non-gender specific) who are registered, financial Members of a Club or Private Club which itself is a fully registered, financial member of the Association.

4.35 To be eligible for admission as a Social Member, it is not necessary for a person to make application, as their details will be provided as part of the membership process of the Club or Private Club concerned.

4.36 Subject to this Constitution, a Social Member is:

- (a) not entitled to receive notice of any General Meeting;

- (b) not entitled to attend any General Meeting;
- (c) not entitled to speak at or vote at any General Meeting;
- (d) not entitled to receive notice of any election of Board members;
- (e) not entitled to stand for election to the Board;
- (f) not a member for life; and
- (g) not required to pay annual membership subscriptions.

5. **Membership Applications and Fees**

5.1 An application for membership of the Association must be:

- (a) in writing in the form prescribed by the Board from time to time;
- (b) accompanied by any fee prescribed by the Board from time to time; and
- (c) otherwise in compliance with the requirements set out in the Regulations

5.2 Applications for membership are accepted or rejected by the Board at its absolute discretion.

5.3 The Association is entitled to require new Members to pay a joining fee, which is set from time to time by the Board.

5.4 The Association is entitled to require all Members to pay an annual fee, which is set from time to time by the Board.

6. **Membership Terms**

6.1 The Members acknowledge and agree that the Association shall:

- (a) Be or remain incorporated in New South Wales;
- (b) Apply its property and capacity solely in pursuit of the Objects and Snooker & Billiards;

- (c) Do all that is reasonably necessary to enable the Objects to be achieved;
- (d) Act in good faith and loyalty to ensure the maintenance and enhancement of Snooker & Billiards, its standards, quality and reputation for the benefit of the Members and Snooker & Billiards; and
- (e) At all times act in the interests of the Members and Snooker & Billiards.

6.2 Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations and the SSO's constitution and regulations;
- (b) They shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) By submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association and the SSO;
- (d) The Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Snooker & Billiards in the Region; and
- (e) They are entitled to all benefits, advantages, privileges and services of Association membership.

6.3 Clubs and Private Clubs acknowledge and agree that they will:

- (a) take all reasonable steps necessary to ensure that their constituent documents conform to this Constitution, including the provision of similar Objects;
- (b) provide to the Association a copy of their constituent documents and all amendments to these documents as and when required and requested;
- (c) nominate a maximum of two (2) Delegates annually to attend General Meetings, and will inform the Association of the details of those Delegates in writing;
- (d) provide the Association with copies of their annual membership register and other associated documents upon annual membership renewal or as otherwise requested;

- (e) recognise the Association as the authority for Snooker & Billiards in the Region, the SSO as the authority in New South Wales and the NSO as the National authority for Snooker & Billiards;
- (f) adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or the SSO from time to time; and
- (g) have regard to the Objects in any matter of the Club or Private Club pertaining to Snooker & Billiards.

6.4 The Association and the Members acknowledge and agree:

- (a) That they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Snooker & Billiards are to be conducted, promoted, encouraged, advanced and administered throughout the Region;
- (b) To ensure the maintenance and enhancement of Snooker & Billiards, its standards, quality and reputation for the benefit of the Members and Snooker & Billiards;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Snooker & Billiards and its maintenance and enhancement;
- (d) To promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of Snooker & Billiards and the Members;
- (f) That should a Member have administrative, operational or financial difficulties then the Association may act to assist the Member in whatever manner the Association considers appropriate.

7. **Cessation and Discontinuance of Membership**

7.1 A Member ceases to be a Member of the Association if they:

- (a) Die;
- (b) Resign;

- (c) Are expelled from the Association;
 - (d) Fail to pay fees that are due and owing within three (3) months after the fee is due;
 - (e) Cease to operate as a duly recognised Club/Private Club; or
 - (f) Cease to function in the capacity recognised as an Affiliate.
- 7.2 The Regulations may also prescribe additional circumstances in which memberships may be resigned or discontinued.
- 7.3 Membership rights are not capable of being transferred or transmitted to another Person or entity, and terminate on the cessation of membership.

8. Register of Members and Documents of Association

- 8.1 The Association shall keep and maintain a Register (in written or electronic form) in which shall be entered (as a minimum), the full name, address, category of membership and date of entry to membership of each Member and, where applicable, the date of termination of membership.
- 8.2 The Board may, at its discretion, require additional details to be recorded in the Register.
- 8.3 Members must provide notice of any change in the details recorded in the Register within one (1) month of the change occurring.
- 8.4 The Register must be kept in New South Wales at the main premises of the Association. If the Association has no premises, then the Register must be kept at the Association's official address.
- 8.5 A hard copy extract of the Register, excluding the address or other direct contact details of any Person who is a Member, shall be available for inspection (but not copying) by Members who make a reasonable request. If the Association has a reasonable belief that a Member is requesting access to the Register for an improper purpose, it may refuse to make the extract available for inspection.
- 8.6 The Documents of the Association must be kept in New South Wales at the main premises of the Association. If the Association has no premises, then the Documents must be kept at the Association's official address.

- 8.7 The Documents of the Association must be open to inspection, free of charge, by a Member of the Association at any reasonable hour. A Member of the Association may obtain a copy of any Documents on payment of a fee of not more than \$1 for each page copied.
- 8.8 Despite clause 8.7, the Board may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 8.9 The Association must ensure that the Register is used and maintained in accordance with the Act, *Privacy Act 1988 (Cth)* and any other relevant laws.
- 8.10 Subject to this Constitution, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

9. Discipline of Membership

- 9.1 Where the Board is advised or considers, for whatever reason, that a Member has allegedly:
- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the SSO's or the NSO's constitution or regulations, or any resolution or determination of the Board or a duly authorised committee; or
 - (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association, SSO, NSO and/or Snooker & Billiards; or
 - (c) brought the Association, SSO, NSO, any other Member or Snooker & Billiards into disrepute;

then the Board may commence, or cause to be commenced, disciplinary proceedings against that Member. That Member will be subject to, and submits unreservedly to, the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

- 9.2 The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. The Judiciary Committee will operate in accordance with the procedures expressed in the Regulations, and subject always to the Act.
- 9.3 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- 9.4 The Association may adopt and apply a Code of Conduct based on sportsmanship, fair play, ethical behaviour and consideration for the efforts and responsibilities of others. The fundamentals of the Code of Conduct processes may be set from time to time by the Board and contained within the Regulations.

10. Resolution of Disputes

- 10.1 Unless otherwise prescribed by the Regulations, any disputes between a Member and another Member (in their capacity as Members) of the Association, or between a Member and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 10.2 If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration. Arbitration is to be conducted in accordance with the Law Society of New South Wales Rules for the Conduct of Commercial Arbitrations, or any replacement rules made by the Law Society of New South Wales from time to time.

11. The Board

- 11.1 Subject to the Act, the Associations Regulation, this Constitution and any resolution passed by the Association in a General Meeting, the Board:
- (a) Shall act in accordance with the Objects and operate for the benefit of Members and the community throughout the Region;
 - (b) Is to control and manage the affairs of the Association;
 - (c) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association;
 - (d) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
 - (e) May formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Association, and the advancement of the purposes of the Association and Snooker & Billiards in the Region as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board, with all such Regulations being binding on the Association and its Members;

- (f) Will be indemnified by the Association against any liability, damages or losses incurred by them whilst acting in their capacity as a Director, except in the case of wilful misconduct; and
- (g) Subject to the Act, employ any reasonably qualified Person for any role that may be deemed necessary to facilitate the operations of the Association.

11.2 The Board is to consist of:

- (a) Five (5) Directors, who must be elected in accordance with this Constitution, and who must be Individual Members or Life Members of the Association; and
- (b) A maximum of two (2) Appointed Directors, who must be appointed in accordance with this Constitution, and who do not need to be Members of the Association prior to appointment. For the avoidance of doubt, the appointment of Appointed Directors is not compulsory and is at the discretion of the Elected Directors in accordance with the provisions of this Constitution.
- (c) A Director cannot also be a Delegate.
- (d) The offices of the Association may be set out in the Regulations, and must include any offices required by the Act or the Associations Regulation.
- (e) The Board will allocate portfolios and/or titles to Directors to suit the internal and external operating environment, and according to the skills, expertise, experience and qualifications of Directors at any given time.
- (f) Each member of the Board is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (g) There is no maximum number of consecutive terms for which a Board member may hold office.
- (h) The members of the governing body, by whatever name, of the Unincorporated Association, who were in office immediately prior to approval of this Constitution under the Act, will continue in office until the next Annual General Meeting following the approval of this Constitution. After that Annual General Meeting, the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

12. **Elected Directors**

12.1 Nominations for elected Director positions must be called for forty-eight (48) days prior to the Annual General Meeting. The call for nominations must include details of the necessary qualifications for each position (if any) and job descriptions for the positions. Qualifications and job descriptions shall be as determined by the Board from time to time.

12.2 Candidates for election must:

- (a) Be an Individual Member or Life Member of the Association;
- (b) Complete the prescribed nomination form provided for that purpose, as determined from time to time by the Board;
- (c) Declare any other position that they hold in a Club or Private Club, including but not limited to as an office bearer (however described) or as a Delegate;
- (d) Deliver the fully completed nomination form to the Association not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.

12.3 The election process will be carried out in accordance with the processes determined from time to time by the Board and as set down in the Regulations.

12.4 The duties of Directors may be prescribed by the Regulations.

13. **Appointed Directors**

13.1 The Elected Directors may appoint up to two (2) Appointed Directors

13.2 The Appointed Directors must have skills which complement the Board composition, including but not limited to skills in commerce, finance, marketing, law, business generally or such other skills as the Board determines from time to time.

13.3 Appointed Directors do not have to be Members, but must be Persons who are not Delegates.

13.4 Appointed Directors may be appointed by the Elected Directors for a term of one (1) year or part thereof, which will commence from the first Board meeting after the latest Annual General Meeting until the conclusion of the next Annual General Meeting following the appointment.

13.5 A person may only be appointed under this provision for a maximum of two (2) terms, which may be served consecutively or separately. However, this does not

subsequently disqualify the person from standing for election to the Board as an Individual Member at a later date subject to this Constitution.

- 13.6 The appointment process will be carried out in accordance with the processes determined from time to time by the Board and as set down in the Regulations.
- 13.7 The duties of Directors may be prescribed by the Regulations.
- 13.8 For the avoidance of doubt, in the event that an Appointed Director leaves office, a casual vacancy does not exist and the Elected Directors may, but are not required to, appoint a new Appointed Director.

14. **Vacancies on the Board**

- 14.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director, including an Appointed Director and one appointed to fill a casual vacancy, becomes vacant if the Director:
- (a) Dies;
 - (b) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) Resigns their office in writing to the Association;
 - (e) Is absent without the consent of the Board from three (3) successive meetings of the Board;
 - (f) Holds any office of employment with the Association;
 - (g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
 - (h) In the opinion of the Board (but subject always to this Constitution):
 - i. Has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - ii. Has brought the Association in to disrepute;

- (i) Is removed by Special Resolution; or
- (j) Would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.

14.2 In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

14.3 Any casual vacancy occurring in the position of a Director may be filled by the remaining Board members from among appropriately suitable persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

15. Meetings of the Board

15.1 The Board must meet at least six (6) times in each Financial Year, or as otherwise required under the Act, at such place and time as the Board may determine.

15.2 Additional meetings of the Board may be convened as often as is deemed necessary for the dispatch of business, and be regulated as the Board thinks fit.

15.3 At meetings of the Board, the number of Directors whose presence is required to constitute a quorum is three (3).

15.4 The Chairperson of Board Meetings will be determined in accordance with the Regulations, or as otherwise determined by the Board.

15.5 A Director is present at a meeting where they are physically present, or where they are participating in the meeting by any form of technology that provides them with a reasonable opportunity to participate. The Board may, at its discretion, make Regulations regarding the participation in meetings through technology.

15.6 A resolution not made in a meeting, but made in writing, signed or assented to by any form of visible or other communication, including electronic communication, by all the Directors for the time being present in Australia will be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolutions may be signed in counterparts.

15.7 Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least fourteen (14) days before the time appointed for the meeting, unless otherwise unanimously agreed.

- 15.8 Notice of a meeting given under clause 15.7 must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting, except for business which the Board members present unanimously agree to treat as urgent business.
- 15.9 Subject to this Constitution, questions arising and resolutions put to the vote at any meeting of the Board will be decided by a majority of votes of Directors present, which will be for all purposes deemed to be a determination of the Board.
- 15.10 All Directors will have one (1) vote on any question or resolution, and where voting is equal the Chairperson does not have a discretionary casting vote.
- 15.11 A Director is disqualified from holding any place of profit or position of employment in the Association, or any business or entity in which the Association has an interest or has a contractual arrangement in, except with the express resolution of approval of the Board.
- 15.12 A Director must declare interests in any contractual, selection, disciplinary, financial or other matter in which an actual or perceived conflict of interest arises or may arise, and must, unless otherwise determined by the Board, be absent from discussions and voting on such matter.
- 15.13 The Regulations may prescribe additional rules regarding Board meetings, the conduct of Directors, and related matters.

16. **Annual General Meetings**

- 16.1 The Association must hold its first Annual General Meeting within eighteen (18) months after its registration under the Act.
- 16.2 The Association must hold its Annual General Meetings:
- (a) Within six (6) months after the close of the Association's Financial Year; or
 - (b) Within such later time as may be allowed by the Director-General or prescribed by the Associations Regulation; and
 - (c) Otherwise, at such place and time as the Board thinks fit.
- 16.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) Confirming the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) Receiving from the Board any reports on the activities of the Association during the preceding Financial Year, including the consideration of audited end of year financial accounts; and
 - (c) Electing Directors of the Association.
- 16.4 An Annual General Meeting must be specified as such in the notice convening it.
- 16.5 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting.
- 16.6 Members entitled to vote may bring any business before a General Meeting by giving notice of that business to the Association, which must then include that notice of motion for inclusion as special business at a General Meeting. All such notices must be submitted in writing to the Association not less than thirty five (35) days prior to the General Meeting (excluding the receiving date and meeting date).
- 16.7 Members who are in arrears of all or some of the membership fees levied against them are not permitted to attend or vote at Annual General Meetings.
17. **Special General Meetings**
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- 17.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 17.2 The Board must, on the requisition in writing of at least twenty percent (20%) of the total number of Members eligible to vote, convene a Special General Meeting of the Association.
- 17.3 A requisition of Members for a Special General Meeting:
- (a) Must state the purpose or purposes of the meeting; and
 - (b) Must be signed by the Members making the requisition; and
 - (c) Must be lodged with the Board; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition; and

- (e) May be in electronic form and a signature may be transmitted, and a requisition may be lodged, by electronic means.
- 17.4 If the Board fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 17.5 A Special General Meeting convened by a member or members as referred to in clause 17.4 must be convened as nearly as is practicable in the same manner as General Meetings convened by the Board.
- 17.6 Members who are in arrears of all or some of the membership fees levied against them are not permitted to attend or vote at Special General Meetings.

18. **Notice of General Meeting**

- 18.1 The Board must, at least twenty one (21) days before the date fixed for the holding of a General Meeting, cause notice to be given to each fully paid Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 18.2 If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, this must be specified within the notice of the General Meeting, and be in accordance with the Act, the Associations Regulations and/or the Regulations, if applicable.
- 18.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to this Constitution.

19. **Quorum and Voting**

- 19.1 At Board meetings, the number of Board members whose presence is required to constitute a quorum is three (3).
- 19.2 At General Meetings, the number of voting Members whose presence is required to constitute a quorum is twelve (12).

- 19.3 In the event that a quorum is not present within thirty (30) minutes after the time appointed for a meeting, the meeting will be adjourned to the time and place determined by the Chairperson. If at such adjourned meeting the quorum is not present, then the meeting shall lapse.
- 19.4 Subject to this Constitution, questions arising and resolutions put to the vote at any meeting of the Board will be decided by a majority of votes of Directors present, which will be for all purposes deemed to be a determination of the Board.
- 19.5 All Directors will have one (1) vote on any question or resolution at Board meetings and General Meetings, and where voting is equal the Chairperson does not have a discretionary casting vote.
- 19.6 The Chairperson of the Board shall preside as Chair at every General Meeting except:
- (a) in relation to any election for which the Chairperson is a nominee; or
 - (b) where a conflict of interest exists.
- 19.7 Questions arising and ordinary resolutions put to the vote at any General Meeting are to be determined by a 50% + one majority of the eligible Members who cast a valid vote at the meeting, by either:
- (a) A show of hands or, if the meeting is one in which use of technology has been approved by the Board in Regulations as determined from time to time, any appropriate corresponding method that the Board may determine; or
 - (b) By written ballot, on the motion of the Chairperson or if decided by at least forty percent (40%) of eligible Members present at the meeting.
- 19.8 Where voting is equal, the Chairperson does not have the discretionary casting vote.
- 19.9 All special resolutions put to the vote at any General Meeting are to be determined by a 75% majority of the eligible Members who cast a valid vote at the meeting.
- 19.10 Proxy voting must not be undertaken at or in respect of a General Meeting.
- 19.11 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal, other than an appeal. A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Associations Regulation, or any equivalent replacement regulation.
- 19.12 A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.

20. Finances

- 20.1 The funds of the Association are to be derived from such resources as the Board determines from time to time, which may include:
- (a) Joining fees payable by Members;
 - (b) Annual fees payable by Members;
 - (c) Donations; and
 - (d) Such other sources as the Board determines, subject to this Constitution and the Regulations.
- 20.2 All money received by the Association must be receipted and deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 20.3 Subject to the Act and the Associations Regulation, the Association must apply its funds and assets solely in pursuance of the Objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- 20.4 Except as prescribed in this Constitution or the Act:
- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association.
- 20.5 Subject to the Act, nothing in this clause shall prevent payment in good faith of or to any Member for:
- (a) any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (b) goods supplied to the Association in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member;

- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (f) any similar good faith payments

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

21. **Records and Accounts**

- 21.1 The Association must establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board, and must produce these as appropriate at each Board or General Meeting.
- 21.2 Proper accounting and other records must be kept in accordance with the Act.
- 21.3 The Association must retain such records for five (5) years after the completion of the transactions or operations to which they relate, or for any such longer period as may be prescribed by the Act or the Associations Regulation.
- 21.4 The Board must submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.
- 21.5 The statements of account when approved or adopted by an Annual General Meeting will be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.
- 21.6 The Association will prepare an Annual Report, comprising of adopted financial statements of account, the Board's report, any other reports and any relevant information on the Association's activities over the preceding Financial Year, and every other document required under the Act (if any).
- 21.7 The accounts of the Association must be examined, and the correctness of the profit and loss accounts and balance sheets ascertained, by an auditor or auditors at the conclusion of each Financial Year. The auditor or auditors must be appointed by the Board, and paid at commercial rates, at the Board's sole discretion,
- 21.8 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted or otherwise endorsed by any two (2) Directors.

22. Winding Up and Liability of Members

- 22.1 Subject to this Constitution, the Association may be wound up in accordance with the Act.
- 22.2 The liability of a Member of the Association to contribute towards the payment of debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by this Constitution.
- 22.3 If, upon winding up or dissolution of the Association, assets or property remain after satisfaction of all of the Association's debts and liabilities, such assets or property shall not be paid to or distributed amongst the Members. It must be given or transferred to another organisation or organisations having objects similar to the Objects of the Association, and which prohibits the distribution of its income and property to its members to the same or greater extent as this Constitution imposed on the Association.
- 22.4 Any such organisation will be determined by the Members in General Meeting at or before the time of dissolution. In the event that a decision cannot be reached at General Meeting, the distribution of the assets or property will be carried out in accordance with the Act. If the distribution cannot be carried out in accordance with the Act, or if the Act does not prescribe any method of distribution, then the distribution will be determined by the Supreme Court of NSW, or any other Court that may have or acquire jurisdiction in the matter.

23. Constitution and Regulations

- 23.1 This Constitution must not be altered except by Special Resolution.
- 23.2 Subject to the Act, the Association will take all reasonable steps to ensure that this Constitution conforms to the SSO Constitution.
- 23.3 The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Association, and the advancement of the purposes of the Association and Snooker & Billiards in the Region as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.
- 23.4 All Regulations are binding on the Association and all Members.

23.5 All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution, insofar as such clauses, rules, by-laws and regulations are not inconsistent with or replaced by this Constitution, will be deemed to be Regulations and continue to apply.

24. Patron

24.1 The Association at its Annual General Meeting may appoint annually, on the recommendation of the Board, a Patron or Patrons as it considers necessary, subject to the approval of that person or persons.

24.2 The Patron may, but does not need to be, a Member of the Association.

