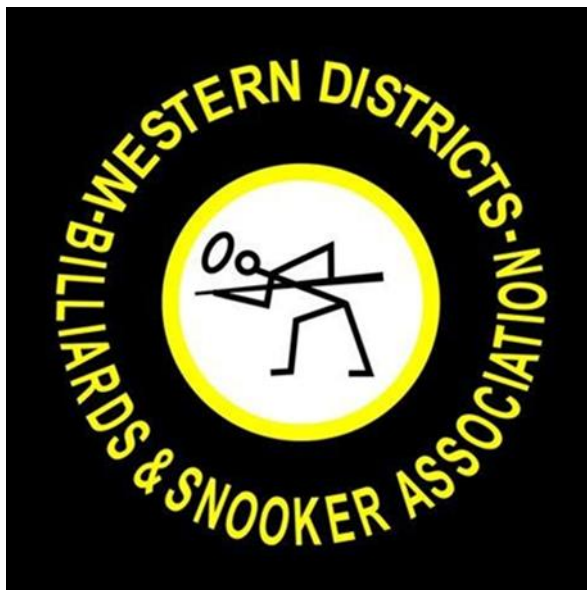


**Western Districts Billiards & Snooker
Association**

Constitution

Issue A



11/02/2017

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1. Introductory Provisions

1.1 Interpretation

In this Constitution unless the context otherwise requires:

“Act” means the NSW Associations Incorporation Act (2009) as required.

“Affiliate” means any organisation or body affiliated to the Association in accordance with these articles.

“Association” means the Western Districts Billiards and Snooker Association.

“Board” means the Executive Committee of the Association, usually relating to meetings of the Executive Committee members.

“By-Laws” means any by-laws made by the Association.

“Club” means and includes those organisations admitted to this category of membership.

“Committee” means the Executive Committee of the Association elected or appointed as detailed in this Constitution.

“Constitution” means the Constitution for the time being of the Association.

“Delegate” means the person elected or appointed from time to time by a Club to represent and act for and on behalf of a Club at General Meetings.

“Division” refers to the player category Divisions. These include Division 1, Division 2, and Division 3 and may also include a Division 4 should the Executive Committee and members feel appropriate.

“Fee” means a payment of money due to the association by its members.

“Forfeit” is the awarding of a game “won by forfeit” to a team due to non-attendance of one or more players. The full game points will be awarded to the team as if they had won the game.

“Game” means one frame of snooker and or one game of billiards set to a specific time or point limit.

“General Meeting” means the annual or any special general meeting of the Association.

“Individual Member” means a registered financial member of a Club.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registerable) relating to the Association or any event, competition, championship, meeting or activity of or conducted, promoted or administered by or under the control of the Western Districts Billiards and Snooker Association.

“Life Member” means an individual Member who is elected to receive life membership of the Association.

“Match” means the day of competition between two club teams.

“Member” means a member for the time being of the Association.

“Objects” means the objects of the Association in Clause 2.

“Play Offs” refers to the final series of the competition which may include any of the following - Semi Finals, Finals and a Grand Final.

“Policy” means the policies made by the Association.

“President” means the president for the time being of the Association.

“Registered Player” means any player nominated to play and registration has been accepted by the Executive Committee.

“Secretary” means the person holding office under this constitution as secretary of the Association.

“Special Resolution” means a resolution passed; (a) by a General Meeting of the Association of which twenty one (21) days’ notice of intention to move the motion has been given in accordance with this Constitution, and (b) by at least 75% of the persons present and voting at that meeting.

“Team” means a Billiards and/or Snooker team comprising at least four (4) playing members.

“The game” means any recognized game played on a billiard table or any table which resembles a billiard table.

1.2 Name

The name of the association is the Western Districts Billiards and Snooker Association.

2. Objects and Powers

2.1 Objects

The primary object of the Association will be to promote the sports of billiards & snooker and to conduct such competitions as deemed necessary by the Committee of the Western Districts Billiards & Snooker Association.

The Association shall use all income generated by the Association solely towards the promotion of the objects of the Association.

The objects of the Association are to:

- conduct, encourage, promote, advance and administer relevant billiards and snooker activities;
- apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- collect, distribute and publish information in connection with billiards and snooker to its members;
- promote competitions and championships;
- promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of billiards and snooker related activities; and
- affiliate with billiards and snooker clubs and or associations and other relevant bodies as the Association deems fit.

2.2 Powers of the Association

Solely for furthering the objects, the Association, in addition to any powers it has under the Act, may with the approval of its members, adopt its own rules which may provide for:

- the election of officers to control event competitions;
- the election of a committee to provide training and conduct examinations for the qualification of members as technical officials;
- the conduct of championships;
- the appointment of officials to control competitions;
- the control of its own finances; and
- the making of By-Laws which are not contrary to the constitution.

3. Membership

3.1 Classes of Members

Members of the Association

The Members of the Association shall consist of:

(a) Affiliated Clubs, which subject to this Constitution, shall be represented by its Delegates who have the right to attend, debate and vote at General Meetings for and on behalf of the Club.

- any snooker and/or billiards club, which supports the objects of the Association and comprises at least one (1) team, is eligible to be an affiliated club; each affiliated club is entitled to nominate two (2) Club Delegates to act as the representatives of the affiliated club, both of whom are entitled to vote at general meetings of the Association;
- nomination of Club Delegates must be in writing and signed by the president or secretary of the affiliated snooker and or billiards club;
- Club Delegates may not simultaneously serve as an Association Committee member;
- the number of affiliated clubs is unlimited.

(b) Individual Members who may attend General Meetings but otherwise have no right to debate or vote at General Meetings (unless also a Delegate).

- Individual Members must be an individual person at least 18 years of age and support the objects of the Association;
- financial members of their affiliated clubs;
- Individual members of affiliated clubs are eligible for nomination by their affiliated club to be a club Delegate to the Association;
- Individual Members are not entitled to vote at general meetings of the Association. A club Delegate is entitled to vote on behalf of their affiliated club;
- fees payable by an Individual Member can be waived or discounted by the Committee;
- Individual Members are eligible for election to the Executive Committee Board;
- the number of Individual Members is unlimited.

The Association will have unlimited membership and any such membership will be elected by payment of a nominal fee to be set by members at the Annual General Meeting each year. Following the year 1978, membership will also be subject to the approval of the Executive Committee of the Association.

(c) Life Members of the Association, who may attend and debate but not vote at General Meetings of the Association (unless also a club Delegate).

Life Membership is not transferable.

Life Members

Life membership may be conveyed upon any Member at any Annual General Meeting for service to the Association, providing at least 75% of the Members present at such an Annual General Meeting approve.

- (a) The Association may, from among persons who have provided long and meritorious service with the Association, appoint Life Members in recognition of their efforts in furthering the interests of the Association.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.
- (c) A nomination for life membership may only be made by the Committee or a Club.
- (d) Nominations for life membership must be submitted to the Association and must be received by the Secretary sixty (60) days prior to the relevant Annual General Meeting.
- (e) Nominations for life membership shall be examined by the Committee. After reviewing the nomination and completing any relevant enquiries, the Committee shall make a recommendation to the Annual General Meeting in relation to the nomination.
- (f) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced.

Cessation of membership

A person ceases to be a member of the Association if the person:

- dies, or
- resigns membership, or
- is expelled from the Association, or
- fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- is not capable of being transferred or transmitted to another person, and
- terminates on cessation of the person's membership.

Resignation of membership

A member of the Association may resign from membership of the Association by first giving written notice to the Secretary of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

If a member of the Association ceases to be a member under subclause (1), and in every

other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.2 New Membership

An applicant for membership of the Association must be proposed by one (1) member of the Association (the proposer) and seconded by another member (the seconder).

Any ordinary Member, Life Member or affiliated club may propose or second an application for membership.

An application for membership must be:

- in writing; and
- signed by the applicant and the applicant's proposer and seconder; and
- in the form decided by the Board.

3.3 Fees

The membership fee for each class of membership, other than life membership, is:

- the amount decided by the Committee; and
- payable when, and in the way, the Committee decides.

The funds of the Association are to be derived from annual membership fees and such additional fees as decided at a General Meeting of the Association.

Fees including annual membership fees payable by Members (or any category of Member) to the Association, the basis of, the time for and the manner of payment shall be as decided at a General Meeting of the Association.

Monies payable to the Association by the Clubs shall be forwarded to the Association for the Association's use by such dates as are prescribed by the Committee.

Any Club which has not paid all monies due and payable by that Club to the Association, shall (subject to the Committee's discretion), have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or otherwise in the Committee's discretion. The Club shall be dealt with in the Committee's discretion.

Where the Committee exercises its discretion and imposes a penalty on a Club which or who has not paid all monies due and payable by that Club to the Association, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

The Rules of natural justice

There are two fundamental rules for natural justice:

- all sides of an argument should be given a fair opportunity to be heard before a decision is made;
- the decision maker must not have predetermined the matter or be perceived as having predetermined the matter.

3.4 Members' Liabilities

The liability of a member of the Association to contribute towards the payment of the 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 clause 3.3.

3.5 Admission & Rejection of New Members

The Committee must consider an application for membership at the next Committee meeting held after it receives:

- the application for membership; and
- the appropriate membership fee for the application.

The Committee must ensure that, as soon as possible after the applicant applies to become a member of the Association, and before the Committee considers the application, the applicant is advised:

- The Committee must decide at the meeting whether to accept or reject the application.

If a majority of the members of the Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

The Secretary of the Association must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant written notice of the decision.

3.6 When Membership Ends

A member may resign from the Association by giving a written notice of resignation to the Secretary.

The resignation takes effect at:

- the time the notice is received by the Secretary; or
- if a later time is stated in the notice, the later time.

The Committee may terminate a member's membership if the member:

- does not comply with any of the provisions of this constitution; or
- has membership fees in arrears for at least two (2) months; or
- conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association.

Before the Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

If, after considering all representations made by the member, the Committee decides to terminate the membership, the Secretary of the Association must give the member a written notice of the decision.

3.7 Appeal Against Rejection or Termination of Membership

An applicant whose application for membership has been rejected, or a member whose membership has been terminated, may give the Secretary written notice of their intention to appeal against the decision.

A notice of intention to appeal must be given to the Secretary within seven (7) days after the applicant or member receives written notice of the decision.

If the Secretary receives a notice of intention to appeal, the Secretary must, within fourteen (14) days after receiving the notice, call a general meeting to decide the appeal.

3.8 General Meeting to Decide Appeal

The general meeting to decide an appeal must be held within twenty eight (28) days after the Secretary receives the notice of intention to appeal.

At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

The Committee and the members of the Committee who rejected the application or terminated the membership must also be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

An appeal must be decided by a majority vote of the Members present and entitled to vote at the meeting.

If an applicant whose application for membership has been rejected does not appeal against the decision within seven (7) days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the applicant.

3.9 Register of Members

The Committee must keep a register of members of the Association for club, individual and life memberships.

The Individual Member register (Including Life Members) must include the following particulars for each member:

- the full name of the individual member;
- Contact number for individual or club representative
- email address of the member;
- the date of admission as a member;
- the date of resignation of the member;
- details about the termination or reinstatement of membership;
- any other particulars the Committee or the members at a general meeting decide.

The Club register must include:

- Full name of club
- Club Representative information including contact details
- Team Captains' information including contact details
- Current information on the Club's Snooker & Billiards Club Committee, i.e.

- President and contact information.
- Host Club contact
- any other particulars the Committee or the members at a general meeting decide.

The register must be open for inspection by members of the Association at all reasonable times applicable to the club they are registered to.

A member must contact the Secretary to arrange an inspection of the registers.

However, the Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

3.10 Prohibition on Use of Information on Register of Members

Inspection of Registers

Having regard to privacy and confidentiality considerations, an extract of the register, excluding the address of any Member, shall be available for inspection (but not copying), upon reasonable request.

The extract of the register can only be inspected by Clubs and only in relation to Individual Members in their Club.

A member of the Association must not:

- use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

The above requirements do not apply if the use or disclosure of the information is approved by the Association.

3.11 Disciplining of Club Team and or Individual Members

Discipline of Clubs

The Committee may take disciplinary action against a Club Team if the Club Team:

- does not comply with any of the provisions of this Constitution, or
- acts in a way considered to be injurious or prejudicial to the objectives or interest of the Association, or
- has membership fees in arrears for at least three months.

Before the Committee makes such a recommendation, the Committee must give a full and fair opportunity to the Club to show why the recommendation should not be made.

If, after considering all representations made, the Committee decides to recommend the taking of disciplinary action against a Club Team, the Committee must give a written notice

of the decision to the Club Team.

Discipline of Members

Where the Committee is advised or considers that a member has allegedly:

- breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the policies and the rules or any resolution or determination of the Committee; or
- acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Association and or billiards and or snooker; or
- brought the Association or billiards and or snooker into disrepute;

the Committee may commence or cause to be commenced disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in its Constitution and/or By-Laws.

Any member reporting any misdemeanour by another member shall do so in writing and such correspondence shall be kept confidential within the Committee.

For the purposes of this Clause the term “member” includes any person participating in any capacity in any billiards and or snooker event or other activity held under the auspices of the Association but does not include a Club.

3.12 Right of Appeal of Disciplined Member

A member who is part of a disciplinary process will be given the opportunity to present to a Disciplinary Subcommittee appointed by the Committee to give a full and fair opportunity to show cause why action should not be taken against them.

This shall be voted on by the Disciplinary Subcommittee who will recommend suitable action to be taken back to the Committee.

4. The Executive Committee

4.1 Powers of the Executive Committee

Subject to the Act and this Constitution, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Committee.

The Committee shall act in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association, the Members and billiards and snooker.

4.2 Composition of the Executive Committee

The Committee is to consist of;

- the office-bearers of the Association,
- and may include up to three (3) Individual Members elected at the Annual General Meeting of the Association.

The office-bearers of the Association are to be:

- President,
- Vice-President,
- Secretary,
- Treasurer,
- Match Secretary

4.3 Election of Executive Committee Members

A member of the Executive Committee Board may only be elected as follows:

Any one (1) affiliated club may nominate an eligible member (the candidate) to serve as a member of the Board;

The nomination must be:

- 1) in writing; and
- 2) signed by the candidate and the president and another management committee member of the affiliated club who nominated him or her; and
- 3) given to the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to be held.

Each member present and entitled to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Board. Any equality in voting is resolved as follows:

- 1) if there are two candidates and both candidates receive an equal number of votes, voting is resolved by lot, such as a 'draw from a hat' conducted by the returning officer;
- 2) if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is resolved by lot, such as a 'draw from a hat' conducted by the returning officer;

Voting for the election of Committee members will be by secret ballot at the Annual General Meeting of the Association, but where a vote is called for on any decision at any meeting to be made by the members, then this vote may be by show of hands if agreed upon by members.

In the event of a tie in voting, a second ballot will be held, if still tied, a third ballot will be conducted with one Delegate from each club permitted to vote.

4.4 President

- Promote the image of the Association at all times;
- Lead the pursuit of the objects and carry out such duties as requested by a General Meeting and the Committee;
- Be responsible for the leadership and overall administration of the Association;
- Be the delegate of the Association and represent the Association to external bodies as determined by the Committee; and
- Coordinate the Committee activities and ensure that the Committee properly undertakes its governance role.
- Attend Board meetings and general meetings of the Association;
- Preside as chair at general meetings and Board meetings, and in doing so, ensure that all business is conducted in a proper manner in accordance with the Association's Constitution, By-Laws and standing orders;
- Prepare a report to be given to the Secretary prior to the Annual General Meeting to be presented at such;
- Endeavour at all times to ensure the general wellbeing of the Association and act as spokesperson for the Association when appropriate;
- Serve as an ex-officio member on all subcommittees of the Association.

4.5 Vice President

- Attend Board meetings and general meetings of the Association;
- Assist the President to achieve the objects of the Association and to ensure its general wellbeing;
- In the absence or incapacity of the President, exercise all the powers, authorities and duties of the President;
- Perform other duties as the Board may direct.

4.6 Secretary

- Attend Board meetings and general meetings of the Association;
- Issue notices of meetings in accordance with the Association's Constitution, together with an agenda;
- Keep books containing copies of all the minutes and records of proceedings of all meetings of the Association;
- Conduct all correspondence of the Association as instructed by the Board and keep files of such correspondence, records and reports of subcommittees, officers, delegates and officials;
- Receive and place before the Board all applications for membership;
- Keep a record of names and contact details of all members of the Association, including key contacts such as Snooker Club Committees of all clubs;
- Keep a register of colours and uniforms of clubs;
- Keep a record of all life members;

- Ensure that a current copy of the Association's Constitution is available to each new member;
- Keep updated copies of the Association's Constitution for advice of all members;
- Arrange for the carrying out of clerical work associated with the Association's affairs;
- Oversee maintenance of the Association's website;
- Perform other duties as the Board may direct.

4.7 Treasurer

The Treasurer of the Association must ensure:

- That all money due to the Association is collected and received and that all payments authorised by the Association are made;
- That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- As soon as practicable after the end of each financial year, a statement containing the following is prepared:
 - the income and expenditure for the financial year just ended, and
 - the Association's assets and liabilities at the close of the year.
- Attend Board meetings and general meetings of the Association;
- Keep all books and accounts of the Association and prepare a statement of receipts and expenditure, profit and loss report and balance sheet for presentation to each Board meeting and each general meeting;
- Coordinate the receipt of monies and issuing of receipts for payments, and ensure payment of such money into the bank;
- Produce bank statements at each Board meeting and each general meeting;
- Prepare an annual budget in consultation with the Committee, subcommittees and non-Board personnel;
- Present audited financial statements to the Annual General Meeting, in accordance with the Association's Constitution and the Act;
- Perform other duties as the Board may direct.

4.8 Match Secretary

- Attend Board meetings and general meetings of the Association;
- Manage and keep records for teams competing in competitions
- Be responsible for developing and implementing snooker and/ or billiard competitions
- Be responsible for the recording of game results, and team and player data.
- Manage the Association's website
- Inform clubs of closing dates for registrations and nominations;
- Attend handicap subcommittees where possible to oversee the process and ensure appropriate and fair handicap decisions are being made and approved handicap processes are being implemented.
- Perform other duties as the Board may direct.

4.9 Casual Vacancies

If there is a casual vacancy occurring on the Committee, the continuing members of the Committee may appoint any Member of the Association to fill the vacancy until the conclusion of the next Annual General Meeting following the date of the appointment.

4.10 Remuneration of Executive Committee Member Office-Bearers

The Committee Members shall be paid such remuneration as is determined annually by a remuneration committee comprising the Chairperson, the Secretary and an Independent Member of the Association appointed to the Audit Committee.

The amount determined by the remuneration committee shall be tabled at each Annual General Meeting for approval by the Members by simple majority. In the event that the determination of the remuneration committee is not supported by a majority of the Members then the existing remuneration shall continue until the next Annual General Meeting but if it receives the support of the majority of the Members then it shall apply from the date of approval.

A blazer may be awarded to any member who has served at least four (4) years on the Committee/s of the Association however such persons are to be nominated by the members at the Annual General Meeting.

4.11 Resignation, Removal or Vacation of Executive Committee Member

A member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.

The resignation takes effect at:

- the time the notice is received by the Secretary; or
- if a later time is stated in the notice, the later time.

A member may be removed from office at a general meeting of the Association if a majority of the members present and entitled to vote at the meeting vote in favour of removing the member.

Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.

The Committee has the power to remove from office any Committee member who fails to attend three consecutive Committee meetings without leave of absence first having been granted by the Committee.

4.12 Vacancies on Committee

If a casual vacancy occurs on the Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.

The continuing members of the Committee may act despite a casual vacancy on the Committee however, if the number of Committee members is less than the number fixed as a quorum of the Committee, the continuing members may act only to:

- increase the number of Committee members to the number required for a quorum; or
- call a general meeting of the Association.

4.13 Executive Committee Meetings and Quorum

The Committee shall meet a minimum of twice per season or as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit but a special meeting may be called by either the president or at least five (5) member clubs of the Association, to consider only such business for which the meeting was convened.

Notice of intention to attend a meeting of the Committee shall be given to the Secretary by each Committee member at least three (3) days prior to the scheduled day of meeting. Should the Secretary fail to receive notice that a quorum of members plan to be present at the meeting, the Secretary shall notify all members, by whatever means are appropriate, that the meeting is cancelled and consult the members of the Committee as to the next appropriate date to hold such meeting.

At meetings of the Committee the number of Committee members whose presence or participation is required to constitute a quorum is 50% or more of the number of current members of the Committee.

If a quorum is not present within 30 minutes after the time fixed for a Committee meeting, the meeting is to be adjourned to:

- (i) the same day, time and place in the next week; or
- (ii) (ii) a day, time and place decided by the Committee.

The President shall chair any Committee meeting at which he is present. If the President is not present, or is unwilling or unable to preside the vice-president, is to preside as chairperson.

If the President and the vice-president are absent or unwilling to act, the remaining Committee members shall appoint one of their number to preside as chair for that meeting only.

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee members present and entitled to vote shall for all purposes be deemed a determination of the Committee. All Committee members shall have one (1) vote on any question. The chair shall also have a casting vote where voting is equal.

The Secretary shall notify all Clubs in writing of all administrative decisions made at a Committee meeting within 14 days of the conclusion of that meeting.

4.14 Functions of Executive Committee

Subject to this constitution or a resolution of the members of the Association carried at a general meeting, the Committee has the general control and management of the administration of the affairs, property and funds of the Association.

The Committee has authority to interpret the meaning of this constitution and any matter relating to the Association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the Association's constitution is inconsistent with the Act, see section 1B of the Act.

4.15 Minutes of Executive Committee Meetings

The secretary must ensure accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting.

To ensure the accuracy of the minutes, the minutes of each Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

4.16 Appointment of SubCommittees

The Committee may appoint one or more SubCommittees consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Association's operations such as handicapping.

A SubCommittee may meet and adjourn as it considers appropriate, or as requested by the Committee.

4.17 Resolutions of Executive Committee Without Meeting

A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.

A resolution may consist of several documents in like form, each signed by one (1) or more members of the Committee.

5. General Meetings

5.1 Annual General Meetings

The Annual General Meeting shall be held in December or January of each year and 65% of the member clubs shall form a quorum at such a meeting. At that meeting the Secretary and Treasurer shall present a report of the proceeding year's activities and a balance sheet.

The Association's Annual General Meeting must be held:

- a. at least once each year; and
- b. within 6 months after the end date of the Association's reportable financial year.

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

The Members in General Meeting shall act in accordance with the objects and for the mutual and collective benefit of the Members and billiards and snooker.

The Members in General Meetings will act in the best interests of Association and will in addition to its other powers and functions under the Act:

- (i) requisition a General Meeting;
- (ii) convene a General Meeting;
- (iii) elect / dismiss, Committee members and standing Committee members;
- (iv) alter the Constitution;
- (v) consider the annual report;
- (vi) consider Special Resolutions; and
- (vii) be the final arbiter on matters referred to it by the Committee.

5.2 Business to be Conducted at Annual General Meeting

The business to be transacted at the Annual General Meeting includes the following:

- the confirmation of the minutes of the last proceeding Annual General Meeting and of any Special General Meeting held since that meeting;
- to receive from the Committee reports on the activities of the Association during the preceeding financial year;
- to receive and consider the statement which is required by the Act to be submitted to Members;
- to elect members of the Committee and standing committees

All other business that is transacted at a General Meeting shall be Special Business. "Special Business" is business of which a notice of motion has been submitted.

No Other Business

No business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

5.3 Notices of Motion

All notices of motion from Clubs and/or the Committee for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Association Secretary not less than ten (10) days (excluding receiving date and meeting date) prior to the General Meeting. These motions are to be submitted to the Committee Secretary.

5.4 Notice of Meeting

The Secretary may call a general meeting of the Association.

The Secretary must give at least fourteen (14) days' notice of the meeting to each member of the Association.

If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

The Committee may decide the way in which the notice must be given.

However, notice of the following meetings must be given in writing:

- (i) a meeting called to hear and decide an appeal against the Committee's decision:
 - a. to reject an applicant's application for membership of the Association; or
 - b. to terminate a member's membership of the Association.
- (ii) a meeting called to hear and decide a proposed Special Resolution of the Association.

A notice of a General Meeting must state the business to be conducted at the meeting by means of an agenda.

The agenda is to be forwarded five (5) days prior to the meeting to each Committee member.

5.5 Quorum for General Meetings

At meetings of the Committee the number of Committee members whose presence or participation is required to constitute a quorum is 50% or more of the number of current members of the Committee and 60% of the member club representatives.

If a quorum is not present within 30 minutes after the time fixed for a Committee meeting, the meeting is to be adjourned to:

- (i) the same day, time and place in the next week; or
- (ii) a day, time and place decided by the Committee.

5.6 Presiding Member

The President shall chair any Committee meeting at which he is present. If the President is not present, or is unwilling or unable to preside, the Vice-President, is to preside as chairperson.

If the President and the Vice-President are absent or unwilling to act, the remaining Committee members shall appoint one of their number to preside as chair for that meeting only.

5.7 Conflicts

A Committee member shall declare to the Committee his interest in any:

- contractual matter;
- selection matter;
- disciplinary matter;
- financial matter; or
- other matter;

in which a conflict of interest arises or may arise, shall, unless otherwise determined by the Committee, absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter.

In the event of any uncertainty as to whether it is necessary for a Committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

The Secretary shall maintain a register of declared interests.

5.8 Voting at General Meeting

A question, matter or resolution arising at a General Meeting, other than a Special Resolution, is to be decided by a majority vote of members present and entitled to vote.

For the purpose of voting on any subject, only two (2) votes will be allowed from each club represented at any meeting.

At any General Meeting of the Association a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands):

- (a) directed by the chair; or
- (b) demanded by over half the Delegates present.

The method of voting is to be decided by the Board.

However, if a majority of the members present request a secret ballot, voting must be by secret ballot.

If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.

The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

5.9 Minutes of General Meetings

The minutes of the Committee meeting must be signed by the person presiding at the meeting, or the person presiding at the next Committee meeting, verifying their accuracy.

6. Constitution and By-Laws

6.1 Constitution

Every member Club shall receive a copy of the Constitution and by acceptance of such Constitution will be deemed to be bound by it.

6.2 By-Laws & Policies

The Committee may make, amend or repeal By-Laws, not inconsistent with this Constitution, for the internal management of the Association.

A By-Law may be set aside by a vote of members at a General Meeting of the Association.

Committee to Formulate By-Laws and Policies

The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws and policies for the proper advancement, management and administration of the Association and, the advancement of the objects as it thinks necessary or desirable. Such By-Laws and policies must be consistent with this Constitution.

By-Laws and Policies Binding

All By-Laws and policies made under this clause shall be binding on the Association and Members.

By-Laws and Policies Deemed Applicable

All powers, rules, regulations, policies and By-Laws of the Association in force at the date of the approval of this Constitution under the Act insofar as such powers, rules, regulations, policies or By-Laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and policies under this clause.

6.3 Alteration of the Constitution

Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at a General Meeting.

An amendment, repeal or addition is valid only if it is approved by the members.

Any part of the Constitution, excluding By-Laws, may only be changed at the Annual General Meeting of the Association, or at an extra ordinary meeting of the Association with 21 days' notice.

7. Finance

7.1 Funds and Accounts

The monies & property will be disbursed by the Treasurer for the executive by means deemed fit by the Committee, however all cheques must bear the signature of at least two (2) members of the Committee members.

The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.

Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

All amounts must be deposited in the financial institution account as soon as practicable after receipt.

A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:

- the Secretary;
- the Treasurer;
- or any other members of the Association who have been authorised by the Executive Committee to sign cheques issued by the Association.

However, 1 of the persons who signs the cheque must be the Secretary or the Treasurer.

Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

All expenditure must be approved or ratified by the Committee.

7.2 General Financial Matters

On behalf of the Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

7.3 Documents

The Committee must ensure the safe custody of books, documents, websites, email accounts, instruments of title and securities of the Association.

The Association shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

7.4 Financial Year

The end date of the Association's financial year is 30 November in each year.

Annual financial statements shall be presented at the Annual General Meeting by the Committee's elected Treasurer or responsible representative.

7.5 Winding Up of Association and Liability of Members

Club Team Contributions

Each Club undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1).

Distributions of Property on Winding Up

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Association's objects or to a registered charity of the members' choosing and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association.

Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or Australian Capital Territory as may have or acquire jurisdiction in the matter.

Liability of Members

The liability of the Members of the Association is limited.