

**BILLIARDS & SNOOKER ASSOCIATION OF WESTERN AUSTRALIA
INCORPORATED ARTICLES OF CONSTITUTION**

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Article 1 - Name and Address

- 1.1** The name of the incorporated association is: 'Billiards & Snooker Association of WA'
- 1.2** The address of the Association shall be determined by the Board.

Article 2 - Definitions

- 2.1** In these articles unless the contrary intention appears:-
- 'Association' means the 'Billiards & Snooker Association of WA Inc
- 'Billiards & Snooker' means all recognised games played on a standard table as defined in the Billiards & Snooker Control Council Handbook.
- 'Board' means the Board of Directors, and includes the President, Vice-President, 4 Directors and the Executive Director if appointed.
- 'Council' includes the Board of Directors and the delegates.
- 'Affiliate' means any body or Organisation accepted by the Board as an affiliate under Article 17.
- 'Notice' may mean word of mouth, phone call, fax message, or letter.
- 'The Act' means the Associations Incorporation Act 1987 and the regulations made under that Act.
- 'Executive Director' means the person appointed by the six elected members of the Board on behalf of the Association to conduct the affairs of the Association and carry out the duties as outlined in Article 8.
- 'Registration Fee' means membership fee.
- 'Special Resolution' means a motion passed at a meeting by a two-thirds majority of members present, and entitled to vote.
- 'Delegate' means a Registered or Life Member of the Association, who is the representative of an affiliate for Council Meetings. The onus is on the affiliate to inform the Board of the identity of their delegate.
- 'By-Laws' means rules set by the Board to govern certain activities of the Association, which are binding on members.

Article 3 - Objects and Activities

- 3.1** The object of the Association is to promote, foster, encourage and stimulate interest in the games of Billiards and Snooker.
- 3.2** The activities of the Association include:
- (a) Organising and conducting Billiards and Snooker team competitions.
 - (b) Organising and conducting various Billiards and Snooker Championships - local, state, national and international.
 - (c) Engaging in any other activity which the Board of Directors considers appropriate in achieving the object mentioned in 3.1.

Article 4 - Organisation

- 4.1** The Organisation of the Association shall consist of a Board of Directors, a Council and subcommittees. The Organisation of the Association shall be defined as follows:
- 4.1.1 Board of Directors**
The Board shall consist of the President, the Vice-President, 4 Directors and the Executive Director if appointed
- 4.1.2 Council**
The Council consists of the Board, together with one delegate from each affiliate. The business of the Council is to raise and discuss matters for investigation and decision by the Board.
- 4.1.3 Sub-Committees**
The Board may appoint Sub-Committees to investigate any issues on behalf of the Board and those sub-committees will make recommendations to the Board, but the recommendations will not be mandatory on the Board.

Article 5 - Powers

- 5.1** The Board may subject to these articles and the Act:
- 5.1.1** Exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required to be exercised by the Council or a General Meeting of the Association.
- 5.1.2** Review the position of the Executive Director in January each year.
- 5.1.3** Establish By-Laws to govern any activities of the Association.

Article 6 - Officers of the Association

- 6.1** Officers:
- 6.1.1** The Officers of the Association shall be:
- Elected:
 - (i) President
 - (ii) Vice-President
 - (iii) 4 Directors
 - Appointed:
 - (iv) Executive Director
 - (v) Patron
 - (vi) Vice Patrons (any number)
 - (vii) Auditor
 - (viii) Solicitor

6.1.2 Election and Appointment of Officers:

- (i) (a) The President shall be appointed at the AGM for a three year term and remain in office until the AGM three years hence.
- (b) The Vice President and two Directors will be elected for a two year term, and two Directors elected initially for one year and subsequently bi-yearly.
- (i i) The Executive Director if appointed shall be appointed / re-appointed by the 6 elected members of the Board at their first meeting in January each year. The appointment must be governed by an employment contract signed and sealed at a duly constituted Board meeting.
- (iii) The Patron, Vice-Patrons, Auditor and Solicitor shall be appointed by the Board at their first meeting in January each year and shall normally hold office until the conclusion of the first Board Meeting in January of the following year, subject to the Board's discretion.
- (iv) In regard to the President, Vice-President and the 4 Directors elected at the AGM, the following shall apply:
 - (a) Nominees must be registered or life members.
 - (b) At least 6 weeks before the date of an AGM a notice by letter is sent to every registered and life member calling for written nominations for the three different positions.
 - (c) Written nominations must specify the positions the candidate is standing for, should be accompanied by information concerning the candidate and signed by a minimum of 3 members.
 - (d) Nominators may nominate any number of nominees.
 - (e) Written nominations close with the Association 21 days prior to the date of the AGM.
 - (f) At least 14 days before the date of the AGM all registered and life members shall be informed by letter of the written nominations received and the position's each candidate is standing for.
 - (g) If the number of written nominations is less than the number of positions, then nominations may also be taken from the floor at the AGM
 - (h) The elections shall be held in the following order :
 - President
 - Vice-President
 - 4 Directors
 - (i) Where there is more nominations than positions for elected offices, voting shall be by ballot. Voting shall be recorded on the ballot paper by placing the Figure opposite the first preference, Figure 2 opposite the second preference, and so on. Each candidate must be given a number or that voting shall be invalid. The scrutineers (2 or more) to be appointed by the Chairman of the AGM shall tally for each candidate the number opposite the candidate's number and the candidate with the least tally shall be elected first. Then the candidate with the next least shall be next elected, and so on.

Article 7 - Membership

7.1 New Membership and Membership Renewals:

Application for membership must be made on the form prescribed by the Board. The Board has the right to refuse any application for membership or any renewal of membership without giving a reason.

7.2 Membership shall be divided into the following categories:

Life Member, Full Registered Member, Associate Member, Referee Member, Junior Member and Honorary Member and each is defined as follows:

7.2.1 Life Members

Members of long standing and of exemplary character who have made valuable contributions to the sport may be granted Life Membership at an AGM on the recommendation of the Board, with the proviso that not more than two (2) Life Memberships can be granted at the AGM. Life members do not pay registration fees.

7.2.2 Full Registered Member

Persons aged 18 or more who have been accepted as members of the Association and who have paid the annual full registration fee.

7.2.3 Associate Member

Persons aged 18 or more who have been accepted as members of the Association and who have paid the annual Associate registration fee.

7.2.4 Referee Member

Persons aged 18 or more who have been accepted as members of the Association and who have paid the annual Associate registration fee and fulfilled the prescribed allocated duties during the year.

7.2.5 Junior Member

Persons 17 years of age or less on January 1 of each membership year who have been accepted as junior members of the Association and who have paid the annual junior registration fee.

7.2.6 Honorary Member

Visiting players, officials and other important citizens may have honorary membership conferred on them by the Board.

Article 8 - Duties

8.1 The duties of the members of the Board are:

8.1.1 The President shall chair Board Meetings, Council Meetings and General meetings, ensure a quorum is present and that the proceedings are conducted with decorum, are within the limits of this Constitution and that they comply with the Rules of Debate. In his absence or by his direction, he may arrange for his control of a meeting to be delegated. The President shall be one of the two signatories to Association cheques.

8.1.2 The Vice-President and the four Directors of the Board, shall respectively discharge such duties as the President shall request or the Board shall determine.

8.1.3 The Executive Director shall be the chief operative officer of the Association and he should:

- (a) receive and conduct the general correspondence of the Association subject to the directions of the Board
- (b) record the minutes of all Board and Council Meetings and duly present such minutes for subsequent confirmation.
- (c) keep and maintain a register of members, Board members, delegates, affiliated bodies and conditions of affiliation.
- (d) keep updated copies of the Constitution and By-Laws on hand.
- (e) convene all Board, Council and General Meetings as provided for in this Constitution.
- (f) receive all monies and issue proper receipts.
- (g) keep records of receipts and payments, assets and liabilities.
- (h) present to the Board a report showing receipts and payments since last meeting, accounts due for payment and monies due to the Association.
- (i) present an Audited Profit & Loss Statement and Balance Sheet for each AGM, and any interim reports if so requested by the President.
- (j) be a joint signatory with the President on all Association cheques.
- (k) be a joint signatory with the President and one other Director on all contracts, excluding the employment contract, which should be signed by the President and Vice-President.
- (l) perform such other duties as may reasonably be expected under the terms of the contract.

Article 9 - Meetings

9.1 The Meetings conducted by the Association shall be as follows:

9.2 General Meetings

9.3

9.2.1 Annual General Meeting (AGM)

- (a) The AGM shall be held **within 3 months of the end of the financial year being 30th June**
- (b) Notice by letter to all registered and life members shall be posted at least 14 days before the date of the AGM, specifying the date, time and venue and the list of candidates who have been nominated in writing.
- (c) The business of the AGM shall be:
 - (i) to create an electoral role for the meeting by listing the names of all registered **voting** members and life members present.
 - (ii) to confirm the minutes of the last AGM and of any General Meeting held since,
 - (iii) to receive the President's Report.
 - (iv) to receive the Executive Director's report which includes the audited Profit and Loss and Balance Sheet for the year ending **30th June**.
 - (v) to elect the President, Vice-President and the 4 Directors.
 - (vi) to attend to any other matter in which written notice has been received 21 days before the date of the AGM.

9.2.2 Extra-Ordinary General Meeting (EGM)

An EGM may be convened by the President whenever he thinks fit but must be called within 30 days of a petition signed by not less than 33% of the total combined number of registered and life members.

Where an EGM is called on petition, one of the signatories shall introduce the subject and move the motion.

The Executive Director shall, at least 14 days before the date fixed for holding an EGM, cause to be sent to each member at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted. No business other than as set out in the notice convening an EGM shall be transacted at the EGM.

9.3 Board Meetings

9.3.1 There shall be a minimum of 7 Board meetings a year.

9.3.2 The President may call for a Board Meeting at any reasonable time.

9.3.3 The Executive Director will give each Board member at least 3 days notice of a Board Meeting.

9.4 Council Meetings

9.4.1 There shall be a minimum of 3 Council meetings a year.

9.4.2 The President may call for a Council Meeting at any reasonable time.

9.4.3 The Executive Director will give each delegate at least 14 days notice of Council Meetings.

9.5 Sub-Committee Meetings held under rules and given powers that the Board deems appropriate.

Article 10 - Quorum

10.1 The quorum for a Board Meeting is **4**.

10.2 The quorum for Council Meetings must include delegates from at least one more than half the number of affiliates.

10.3 The quorum for an AGM is **15** persons present and entitled to vote.

10.4 Where an EGM is called on petition the quorum must include **75%** of the petitioners.

10.5 If within half an hour after the appointed time for the commencement of any meeting the quorum is not present, the meeting, if an EGM convened upon the requisition of members, shall be dissolved, and in any other case shall stand adjourned to a time and place specified by the President.

Article 11 - Elections

Elections for all members of the Board shall be held either:

11.1 At the AGM.

11.2. At a properly constituted EGM called:

11.2.1 to move a no confidence motion in the Board, if such motion is passed .

11.2.2 following the resignation of 4 or more Board Members during any period of thirty (30) days.

Article 12 - Voting Rights and Procedures

12.1 Board and Council Meetings: Voting shall usually be decided on the voices, but by the direction of the President , or at the request of a Board member or delegate present, a division may be called and the vote decided by a show of hands.

12.2 Board Meetings:

12.2.1 The Vice-President, the 4 Directors and the Executive Director are entitled to one vote each.

12.2.2 The President shall be entitled to a casting, but not a deliberative vote.

12.2.3 A Board Member who has a financial or other beneficial interest in any matter which comes before the Board is obliged to declare that interest prior to the matter being discussed. A Board Member who has disclosed a conflict of interest may take part in the debate but may not vote in relation to the matter. A Board Member who fails to disclose a conflict of interest will be dealt with by the Board.

12.3 Council Meetings

12.3.1 The Vice-President, 4 Directors, Executive Director and the Delegates are entitled to one vote each.

12.3.2 The President shall be entitled to a casting, but not a deliberative vote.

12.4 General Meetings

12.4.1 At every General Meeting of the Association, such delegate, full member, referee member and honorary life member is entitled to one vote and each affiliated association, club or institution may be represented by two (ii) affiliated delegates who shall be entitled to one **vote each. Provided that an unfinancial member shall not be entitled to be a representative or to vote at Meetings while remaining unfinancial.**

12.4.2 The President shall be the Chairman of every General Meeting. In his absence the meeting shall appoint a Vice-President who is present at the meeting to be Chairman. If there is no Vice-President present, the meeting may elect a Chairman from among the members present. The Chairman shall be entitled to a casting as well as a deliberate vote.

Article 13 - Vacancies

13.1 The position of President, Vice-President or Director may be declared vacant if that person:

13.1.1 becomes bankrupt, is convicted of a felony, in the opinion of the Board commits a serious misdemeanor, or for health reasons becomes incapable of continuing in office.

13.1.2 absents himself for three continuous Meetings without obtaining leave of absence.

13.1.3 by notice in writing resigns from office.

13.1.4 is removed from office (along with the other elected members of the board) at a properly constituted EGM when a motion of no confidence is moved and carried against the Board.

13.1.5 has not paid his registration fee by the 31st January in any membership year. This, of course, does not include Life Members who are members of the Board.

13.2 Subject to Article 1.1 casual vacancies resulting from the above, or any other reason, shall be filled by a resolution of the Board.

Article 14 - Disciplinary Action

14.1 The conduct of any member which is considered to be injurious to the Association or the game in general, shall be investigated by the Board and if proven the Board shall take such disciplinary action as it thinks fit. Any member subject to such disciplinary action shall be permitted to present his defense before such action shall be taken. Any member (given 7 days notice) who does not attend a Board meeting called to investigate his **or her** behaviour is automatically suspended for the remainder of the year. The decision taken by the Board shall be final and all communications to or from the Association shall be absolutely privileged in law.

14.2 Any member reporting any misdemeanor by another member shall do so in writing and such correspondence shall be kept confidential within the Board. Article 14 carried with amendment.

Article 15 - Resignations

15.1 Any member may at any time withdraw from the Association by giving notice in writing to the Executive Director, but is liable to pay any dues etc. which may be outstanding.

Article 16 - Fees and Financial Status

16.1 Sub act to Article 7, payment of the annual registration fee for membership shall entitle the person so paying to be a member in his relevant category for the membership year. All annual registration fees for membership shall become due and payable on the 1st January each year. Any member who has not renewed his membership by paying his annual registration fee by the 30th June in any year shall cease to **be** a member of the Association and the Executive Director shall remove his name from the register of members. Such person may only **be** readmitted as a member **by** application to the Board in accordance with Article 7.

16.2 Registration and Match Fees are set by the Board at the meeting in January each year.

Article 17 - Affiliation to the Association

- 17.1** The Board may approve either unconditionally or conditionally the affiliation to the Association of any group and upon such approval that body shall thereupon become an affiliated body subject to such conditions (if any) that the Board may impose.
- 17.2** The affiliation shall specify whether the affiliate is entitled to delegates to Council Meetings. The usual criterion is that an affiliate fields teams in the pennant competitions run by the Association.
- 17.3** Where the Board has approved affiliation of a body, then that body is entitled to nominate a delegate to attend a Council Meeting so long as the body shall continue to pay its **affiliation. Including any other prescribed fees and comply with any other conditions of affiliation which the Board may from time to time impose.**
- 17.4** The affiliated group or body must list the names of their delegate on the prescribed form.
- 17.5** In addition to any other conditions which the Board may impose upon particular affiliation the following conditions shall apply to each affiliation:
- 17.5.1** that the affiliate will observe and comply with all rules and regulations of the Association.
- 17.5.2** that the affiliate will not conduct itself nor cause or permit any of its members to conduct themselves in contravention of the Constitution of the Association or any rules, regulations, or by-laws of the Association.
- 17.6** The Board may by resolution from time to time specify the duration of any affiliation, in particular or of all affiliations in general.
- 17.7** Any former affiliate may make application for re-affiliation. Such application may be granted by the Board on such terms and subject to such conditions as the Board thinks fit.
- 17.8** The Board may, at any time, with or without assigning reason therefore, cancel any affiliation or refuse or decline renewal of any affiliation.

Article 18 - Affiliation to a National Body

- 18.1** The Association shall, so long as it desires affiliation with the Australian Billiards and Snooker Council or any other Body, Organisation or Association, do or cause to be done from time to time all such things as shall be necessary to effect and continue such affiliation in accordance with the requirements of the Australian Billiards and Snooker Council or such Body, Organisation or Association as the case may be.
- 18.1.1** The Billiards & Snooker Association of WA shall be deemed to desire affiliation with the Australian Billiards and Snooker Council and to have duly affiliated until dis-affiliation as hereinafter provided in this clause.
- 18.1.2** The Billiards & Snooker Association of WA shall be deemed to desire affiliation with any other Body, Organisation or Association, as soon as it has passed at a General Meeting, a motion to seek such affiliation.
- 18.1.3** If a motion to dis-affiliate shall have been duly passed at a General Meeting of the Billiard and Snooker Association, the Association shall (subject to the provisions of the Constitution of the Australian Billiards & Snooker Council or such other Body, Organisation or Association to which the affiliation relates) be deemed to have ceased to desire such affiliation and to have dis-affiliated as at the end of the said General Meeting.
- 18.1.4** Following dis-affiliation whether pursuant to this Clause or otherwise, the Billiards & Snooker Association may at a subsequent General Meeting pass a motion to seek re-affiliation with the relevant Body, Organisation or Association and shall thereafter be deemed to desire affiliation with that Body, Organisation and Association.

Article 19 - Seal

- 19.1** The Common Seal of the Association shall be kept in the custody of the Executive Director.
- 19.2** The Common Seal can only be affixed to any instrument at a duly constituted Board meeting and must be accompanied by three signatures including the President and the Executive Director.

Article 20 - Book Inspection

- 20.1** Any registered or Life Member of the Association may inspect books, documents and securities of the Association in conjunction with the Executive Officer by giving written notice 14 days prior to any such inspection.

Article 21 - Additions and Amendments

- 21.1** Subject to the provisions of the Act, any alteration of or addition to these Articles of Constitution shall be made by a special resolution passed at a General Meeting with the proviso that such alterations or amendments shall have been foreshadowed by a Notice (in writing) of Motion to each registered and life Member at least 14 days prior to the meeting.
- 21.2** The Executive Director shall with 28 days of the General Meeting, notify in writing the Corporate Affairs Department (in accordance with the provisions of the Association Incorporation Act) and any other relevant statutory authority of any addition, alteration or amendment to this Constitution approved by a General Meeting.

Article 22 - Transitional Provisions

- 22.1** If this Constitution is/was adopted at the AGM (on December 10 1989) as constituted by the former Constitution, then, notwithstanding that such AGM shall not have been called in accordance with this Constitution, such AGM shall be deemed to be a duly called AGM pursuant to this Constitution.
- 22.2** It follows from 22.1 that the President, Vice-President and 4 Directors elected at the AGM (on December 10 1989) shall be deemed to have been elected in accordance with this Constitution, notwithstanding that this Constitution was not adopted until the said AGM.
- 22.3** The former Constitution shall cease to operate forthwith upon adoption of this Constitution.

Article 23 - Dissolution of Association:

- 23.1** If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions to be determined by the members of the Association at or before the time of dissolution.