



**Australian Government**  
**Australian Sports Commission**



*Patron: Ian Chappell*

*President*

**Frank Dewens**

PO Box 756

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[president@absc.com.au](mailto:president@absc.com.au)

*Secretary:*

**Narelle Adams**

0433 411 273 (Mob)

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Website: [www.absc.com.au](http://www.absc.com.au)

## **Notice of the 88<sup>th</sup> Annual General Meeting of the Australian Billiards & Snooker Council Inc.**

Notice is hereby given pursuant to clauses 10.1 and 10.3 of the Constitution that the Annual General Meeting of the Australian Billiards & Snooker Council Incorporated will be held on Saturday, 26<sup>th</sup> October, 2019 commencing 9.00 am at Mounties Club, 101 Meadows Road, Mt. Pritchard, NSW

Please ensure you are in attendance by 8.50 am to enable us to start on time.

Voting Members, being the Member States as defined in clauses 1.1, 5.1 and 5.3 of the Constitution shall provide to the ABSC Secretary by email by no later than **Wednesday 23<sup>rd</sup> October 2019** an instrument appointing a Representative, Proxy or Attorney to attend and vote at the General Meeting on behalf of the appointing Member under clause 10 of the Constitution.

The Board requests that as many Ordinary Members as possible attend this General Meeting.

### **BUSINESS**

1. Welcome and Official Opening.
2. Attendance and quorum.
3. Apologies.
4. Vale.
5. Approval of the minutes of the AGM held on 20 October 2018 (see attached).
6. Noting the ABSC Board meeting of 19 February 2019 (see attached).
7. President's Report (see attached).
8. Treasurer's Report.
9. ABSC Financials (see attached).
10. Secretary's Report.
11. Election of a Patron – Ian Chappell.
12. Election of a Life Member.

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13. Election of a President – clause 12.2 of the Constitution. Frank Dewens has been nominated by the NSWBSA.
14. Nominated Directors – clause 12.3 of the Constitution. It was noted that the following directors have been nominated by their respective States:-
  - (i) Alex Render for New South Wales;
  - (ii) Kim Ivett for Victoria; and
  - (iii) Adam Wyard for Western Australia.
15. Elected Directors. It is noted that the following directors were elected pursuant to clause 12.4 of the Constitution:-
  - (i) Kurt Dunham;
  - (ii) Jenny Budd; and
  - (iii) Simon Fortune.
16. Honoraria. Clause 13.7 of the Constitution. The Board advised that:-
  - (i) under the Constitution honoraria cannot be paid until such time as the payment has been approved at an Annual General Meeting.
  - (ii) The ABSC had in place existing arrangements for the 2018/19 year before the new constitution. These arrangements were reached years ago.
  - (iii) Whilst the Board should honour the exiting arrangements they cease effectively on 30 June 2019.
  - (iv) The honoraria paid to each of the President, Treasurer and Secretary in the year ending 30 June 2019 was \$800 each
17. Notices of motion  
To consider, and if thought fit pass, the following resolution as a Special Resolution:
  1. *That the Association's Constitution be repealed and replaced in its entirety forthwith with the new Constitution attached to this notice and signed for identification.*
18. Matters arising out of the the minutes of the AGM held on 20 October 2018.
19. General Business.
20. Close of Meeting

This Notice is given for and on behalf of the Board and is dated Friday 27<sup>th</sup> September 2019.



**Barry Jenner**  
**Director**  
**Australian Billiards & Snooker Council Inc.**



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**87th Annual General Meeting of the Australian Billiards & Snooker Council held on Saturday 20<sup>th</sup> October 2018 at 10am at the Mounties Club, 101 Meadows Road, Mt. Pritchard, NSW**

**1. Attendance**

Attendees		
Frank Dewens	SA	ABSC President
Paul Cosgriff	VIC	ABSC Executive Member VIC
Alex Render	NSW	ABSC Executive Member NSW
Adam Wyard	WA	ABSC Executive Member WA
Rex Swain	TAS	ABSC Executive Member TAS
Mark O'Neill	ACT	ABSC Executive Member ACT and ABSC Public Officer
Barry Jenner	SA	ABSC Executive Member SA

David Waller	NSW	Delegate	Graham Baker	QLD	
Jeff Farrugia	NSW	Delegate	Graham McNeil		
David Jackson	NSW		Don Stewart	NSW	
Kim Ivett	Vic	Delegate	Tommy Watson	Tas	Delegate
John Ivett	Vic	Delegate	Warwick Loton	Vic	

**Apologies**

**Welcome to Delegates, Life Members and Observers**

The President welcomed Delegates, Life Members and Observers to the AGM.

**Adoption of the Minutes of the 2017 Annual General Meeting**

Moved – David Waller

Seconded: Mark O' Neill

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## **Business arising from the 2017 Minutes, required to be dealt with by the AGM**

### **Presence of ordinary members rather than observers at AGM**

Due to the changes to our Constitution which be discussed at the meeting later today, ordinary members are now invited to attend the AGM and will 'have a voice'

By laws passed in February allow ordinary members to be present and speak to the Notices of Motion.

### **2016 Financials**

Were presented to auditor last year and were duly passed.

Retrospect in treasurers report regarding 2016 financials

### **200 Club**

Very disappointing this year raising just over \$3000. Only sold 76 out of 200 tickets.

Board decided it would now become a 100 club.

Now to be a 100 club 5 draws per year if all tickets sold– 100 tickets at \$100

### **WSF, WPBSF, IBSF – update**

re talks between ABSC and WSF, communication open regularly, FD on board of IBSF since Barrie Jones resignation, working closely on a resolution between all parties. Discussion being held this week and in agreement is in draft for consideration by the WPBSF. 16<sup>th</sup> December is deadline for an agreement / resolution go be reached before the World Confederation will not accept snooker as a sport.

### **2017 President's Report**

Read to the meeting by the President, Frank Dewens. The report was received with acclamation.

Moved – Alex Render

Seconded - Barry Jenner

### **Correspondence Report by the Secretary**

The President, Frank Dewens, informed the meeting that all the year's correspondence is visible in electronic format for perusal. The Secretary has it on file for anyone who would like to view.

#### **Acting secretary report – Barry Jenner**

25<sup>th</sup> Aug – 20<sup>th</sup> Oct Electronic files transferred to Barry for ABSC. Barry also acknowledged Theresa Whitten's work and commitment as Secretary up to 28 August 2018. It was noted that the Executive were moving to an online file system in G Suite for better collaboration and record keeping.

Oceania discussion (PC/FD) dates and format discussed. PC queried referee's. FD discussed proposal using local referee's and players etc (payment per match rather than accommodation) – discussions continuing – no decision made yet.



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### **Treasurer's report, including presentation of the Financial Statements to the Meeting**

Adam Wyard tabled his report.

Moved: Mark O'Neill

Seconded: Barry Jenner

Passed

### **Consideration of the election of one Life Member.**

The President advised that there will be a 5 minute break in the meeting to consider and discuss the nomination of Life Members.

On return, there was one nomination for Life Member proposed – Max Williams of South Australia

Nominated by Barry Jenner

Seconded by Rex Swain

Passed unanimously.

### **Election and/or Ratification of Executive Members and Office Bearers**

- Election of Executive Member **South Australia - Barry Jenner** (two year term)
- Election of Executive Member **Queensland - Graham Baker** (two year term)
- Election of Executive Member **Australian Capital Territory - Mark O'Neill** (two year term)
- Election of Executive Member **Tasmania - Rex Swain** (two year term)

It was proposed to treat all four Executive Member nominations as a block as there was only one received per position

Moved - John Ivett

Seconded - Tommy Watson

Passed unanimously.

### **Secretary (1 year term)**

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Nomination received and accepted: Narelle Adams

Nominated by: BSAWA

Moved – Alex Render

Seconded – Paul Cosgriff

**Elected unopposed**

**Treasurer (1 year term)**

Nomination received and accepted: Adam Wyard

Nominated by: BSAWA

Moved – Paul Cosgriff

Seconded – Rex Swain

**Elected unopposed**

**Auditor (1 year term) (Current Incumbent: Frank Galanos)**

Frank Galanos subject to his confirmation of acceptance of the role

Nominated by: Frank Dewens

Seconded by: Mark O'Neill

**Elected unopposed**

**Public Officer (1 year term)**

Nomination received from the floor and accepted: Mark O'Neill

Nominated by: Adam Wyard

Seconded by: Barry Jenner

**Elected unopposed**

**7. Such other business as may be brought before the meeting by the Executive Committee)**

**Notices of Motion**

**MOTION 1**

1. Special Resolution No.1 – Amendments to the Constitution

To consider, and if thought fit pass, the following resolution as a Special Resolution under clause 16.1:

*That the Association's Constitution be amended as follows:-*

1. *That the definition of **Executive Committee** in clause 1.1 be amended to add the words underlined as follows:-*

***“Executive Committee”** mean those persons elected or otherwise appointed under clause 13 as Executive Members, together with the President and Vice-President, in accordance with clauses 9.1, 9.2, 9.3 and 9.4 of this Constitution;*





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2. *That clause 9.1.4 be deleted.*
3. *That clause 9.11 be added:-*
  - 9.11 *That in respect of the 2018 AGM that:-*
    - 9.11.1 *Warwick Loton be appoint to the position of players advocate.*
    - 9.11.2 *that the positions of Women's Delegate and the second players advocate be declared as vacant and that the Executive may fill the positions by the appointment.*
4. *That clause 13.1 be amended to add the words underlined as follows:-*
  - 13.1 *The management of the business of the Council shall be vested in the Executive Committee, which shall consist of a President, Immediate Past President (for 1 year from the end of his tenure as President), Vice-President, Secretary, Treasurer (or Secretary-Treasurer), Women's Delegate, Two Players Delegates and the other Executive Members.*
5. *That clause 16.1 be amended to add the words underlined as follows:-*
  - 16.1 *This Constitution may be altered, varied, amended, substituted or added to by a resolution passed and confirmed at any General Meeting or as provided in clause 16.2 in the manner following and not otherwise: -*
    - (a) *notice shall be given to all members of the Council at least twenty-eight (28) days prior to the meeting at which it is proposed that the resolution shall be put, specifying the exact alteration, variation, addition, amendment or substitution as the case may be;*
    - (b) *a quorum of the said meeting shall be a number representing one half of the total number of Delegates currently accredited at the time of the meeting together with one further person;*
    - (c) *the said resolution shall be duly passed if and only if not less than three-quarters of the Members then present and entitled to vote signify their assent to the resolution;*
    - (d) *provided that if not less than three-quarters of the Members entitled to be present and to vote determine that an amendment relevant to the proposals before the meeting should be considered, the meeting may by vote of at least three-quarters of those present adjourn the meeting for a period of not less than one hour whereupon the matter shall be further considered and voted upon and determined in accordance with the provision of (b) above.*

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6. *That clause 16.2 be added:-*

*16.2 That a new constitution for the Council tabled at the 2018 AGM be circulated to the Affiliates to permit publication and public consultation by them with the Ordinary Members in their respective States and the ACT. The Executive may if so advised pass a special resolution within not less than 2 months and not more than 4 months of the 2018 AGM “that the*

*The Council’s Constitution be repealed and replaced in its entirety with the new Constitution signed for identification by the President”.*

Proposed Barry Jenner

Seconded by Paul Cosgriff

Passed unanimously.

A proposed new Constitution was tabled by Barry Jenner

**8. General Business:**

**Women’s Delegate (1 year term)**

Narelle Adams confirmed she was willing to accept an appointment as the women’s advocate.

Moved – Kim Ivett

Seconded – Paul Cosgriff

Passed unanimously.

**The President** thanked Barry Jenner for his work on the constitution.

**Alex Render** - Media update. Team update app, lots of opportunity to work with the State media officers in the promotion of social media. State officers to continue to assist by providing Alex with stats, report, photo’s etc from each tournament to assist with the promotion on the ABSC Facebook page. Initiative for next year is a central database for media contacts for the whole region.

**David Waller** – conditions of entry forms (tournaments) clarification of entry to tournaments - ABSC affiliates. Open tournament confirmed as open to all

**Jeff Farrugia** - Coaching accreditation question – Theresa to continue to administer the system. Frank to clarify with Theresa on the process moving forward.

**Barry Jenner** – Welcomed Warwick Loton as the elected ‘players delegate’.

Constitution to be circulated for consultation from players, delegates.





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**Rex Swain** – request for ordinary members database now that ordinary members are ABSC members. Some members in Tasmania do not want to provide details.

Barry Jenner explained the reason behind wanting details to communicate focused only on Council and snooker related matters ie notice of meetings etc. as a way of streamlining communications. Privacy concerns addressed by stating the intent of the email communication on membership forms (tick box) advising them of the right to opt in/out of communications.

**Paul Cosgriff**- Constitution consultation time

**Warwick Loton** – query regarding airline discount for interstate players/referees. BJ explained he had looked at historical travel data and the ABSC are ready to start looking at travel related agencies and business to look at options/sponsorship etc

Media officers/journalists club – to provide results pennants etc to newspapers re-open exposure

**Kim Ivett** – continuing exposure through social media and grants, great school program in Vic through Yarraville Club, looking to expand to other schools in the next 12 months, pursuing Vic govt grants.

**Jeff Farrugia** – advised that State govt has money allocated to junior sport. Suggested each State should have a junior academy. Wants ABSC to appoint a person to pursue funding with governments, liaise with each State and oversee the setup of these academy's in each.

**John Ivett** – two tournaments being held next weekend – Reventon finals event and Women's Open, referee's want to be able to referee both events as they are seen as 'prestigious' events to referee. FD advised that the date change to tournament (Reventon) was outside of the ABSC decision.

Referee's questioned the ABSR in developing referee's and collegiate spirit JI to raise at ABSR meeting on Sunday.

**Jeff Farugia** – referee accreditation – he seeks ABSR curriculum or set guideline for members and prospective referee's to use as a guide. How does one progress from different Classes of referee's?

To be raise at the ABSR meeting.

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**Don Stewart** – acknowledged the commitment of Frank Dewens nationally and internationally

**The Annual General Meeting closed at 11.45am**



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Barry Jenner

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## 2018 ABSC PRESIDENT'S REPORT

We have experienced a year full of changes on the International scene with the formation of World Snooker Federation. (WSF) This body has been formed by the World Professional Billiards & Snooker Association, (WPBSA) as a means for amateur players to qualify for a two year main tour spot. It, as yet, is not recognised by the World Confederation of Billiard Sports, (WCBS) but there is progress being made to form an agreement with the International Billiards & Snooker Federation, (IBSF) to work together within the WCBS. Once this happens we will have a direct pathway into the 2024 Olympic Games which will be held in Paris. Let us hope that this can be achieved.

Last year I lodged a motion at the AGM of the IBSF which stated:-

*“That the member countries of the Oceania Billiards & Snooker Federation strongly desire that the World Professional Billiards and Snooker Association (WPBSA) and the International Billiards and Snooker Federation (IBSF) should be working in total accord, and to this end, requires that our IBSF Representatives make every effort to reunite the parties, and be on record as voting accordingly”.*

I read the motion which was received with thunderous applause.

Jason Ferguson was at the meeting and reported that the IBSF and WPBSA were close to finding a resolution and as a result of his remarks I withdrew the motion.

We are now nine months down the track and still no resolution but hopefully a meeting between the two bodies in October prove to be fruitful.

My discussions with the Australian Eight Ball Federation, (AEBF) and Australian Players Pool Federation, (APPF) have not produced the outcome I wanted. I am still working on the project and hope to have some positive news soon.

Juniors were in the spotlight again in 2018 with the Mitchell Junior Teams Challenge and Australian junior championships held at Snooker SA, Adelaide.

- Queensland A team defeated Victoria in the Teams challenge
- Mark Fridman (Vict) defeated Kyle Thomson (Qld) in the U/18 Snooker
- Hayden Goode (Qld) defeated Kyle Thomson in the U/18 Billiards
- Harry Mok (Qld) defeated Rory Jowett (SA) in the U/15 Snooker

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- Harry Mok (Qld) defeated Jack Green (Vic) in the U/15 Billiards
- Ambrose Adeney (Qld) defeated Lily Meldrum (Qld) in the U/12 Snooker
- Teah Raeburn (Vic) defeated Sarah Moeahu in the U/18 girls Snooker

Huge thanks to Bob Turpin and all the parents for their assistance in running these events.

I wish to congratulate all those who took part in the championships hope to see them all at Albury next year.

Matt Curwood won both the U/21 Snooker and Billiards this year at the Brunswick Club.

Matt, a relative newcomer, is predominately an eight-ball player but demonstrates enormous potting skills. I hope Matt continues to play both billiards and snooker as he has proved to be one of our outstanding prospects.

Steve Mifsud is again proving to be one of our greatest players. He won the RACV Club National Snooker for the eighth time defeating Charlie Chafe 6-5 in the final. Steve has now equalled Max Williams long standing record in winning eight national snooker championships. More recently Steve came to Adelaide to play in the Pot Black where he met Max for the first time. A real highlight for Steve and a rare occasion for us to see Max once again.

Matt Bolton once again proved that he is one of the greatest billiard players Australia has produced. Matt continues to dominate billiards nationally and his focus now is to become the #1 player in the world. Good luck Matt and I am sure you will achieve your dream sooner rather than later.

We continue to enjoy sponsorship from our Sponsor of Record, Consolidated Leisure and Sport. Ray Atwell and his company CL&S have been supplying Strachan cloth and sponsorship money for many years now and we are truly thankful for their continued support.

Chris Christofi and his company the Reventon Group has also been a great supporter of our game. Chris supports the National Snooker Championships, City of Melbourne, Lance Pannell Classic and the Reventon rankings finals

Venues which have supported us during the year are, Launceston Worker Club: Mounties; Mingara; Blacktown Workers Club; Snooker SA; Commercial Club Albury; RACV Club Melbourne; The Brunswick Club; Yarraville Club; Club Marconi; Pot Black Family Pool Centre; Bribie Island Sports Club, Redcliffe Snooker Club, the Builders Club Illawarra and the Brisbane Tattersall's Club. A huge thank you to these clubs and to all ABSC affiliated states for their support.

The Oceania Championships will be split up next year giving member countries an opportunity to host some events.

The Open, Women's and 6 Red will be held at Mounties from March 9<sup>th</sup> to 17<sup>th</sup> inclusive. The winner of the Open will be offered a two-year main tour spot and the winner of the 6 Reds will qualify to play in the Sangsom 6 Red Championships in Thailand later next year.

New Zealand has offered to run the Masters and U/21 snooker in February and the Billiards in September. It will be interesting to see what support the players give to these events.

Thanks to all the referees and officials who have given their time and efforts in making the year a success. Thanks to Adam Wyard in providing us with our website and the extra work he contributes behind the scene in programming and completing the draws of ranking tournaments. I would like to take this opportunity to also thank Theresa Whitten for the enormous workload she has taken on for



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the ABSC and the professional way she handles it. Unfortunately we lost the services of Theresa a couple of months ago due to an employment change. I take this opportunity to thank her for her support and friendship.

Barry Jenner has stepped into the role as “acting secretary” and has contributed enormously. Barry has rewritten our constitution and many other documents and has been a major contributor in making a pathway for our sport to go forward. Many thanks Barry for the hard work you have given us.

Thanks to Executive Members for their contribution over the past year. This coming year we will see some changes in the Board with the retirement of some members. I would like to thank those retiring for their contribution and wish them well in their time away from the ABSC. To the incoming Board members I welcome you and thank you for putting your hand up to assist us in growing our sport.

Finally, thanks to those members who have supported me during my tenure as President.

It has, and always will be, a most challenging role. Building strong relationships with our sponsors, but still having to spend considerable time attempting to resolve complaints from players which we continually face.

Let us all contribute in making 2019 the most successful year in the history of the ABSC.

**Frank Dewens**

**President ABSC 2014 - 2018**

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## Electronic Minute

### Background

- A. At the ABSC Annual General Meeting on 20 October 2018 the current constitution was amended to include this clause:-
- 16.2 That a new constitution for the Council tabled at the 2018 AGM be circulated to the Affiliates to permit publication and public consultation by them with the Ordinary Members in their respective States and the ACT. The Executive may if so advised pass a special resolution within not less than 2 months and not more than 4 months of the 2018 AGM “that the Council’s Constitution be repealed and replaced in its entirety with the new Constitution signed for identification by the President”
- B. The consultation process has occurred.
- C. The Council have unanimously voted in favour of the resolution set out below.

### Special Resolution

1. The Council’s Constitution be repealed and replaced in its entirety with the new Constitution signed for identification and attached to this minute.

Barry Jenner

19 February 2019

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# AUSTRALIAN BILLIARDS & SNOOKER COUNCIL



## FINANCIAL REPORT

For the period ending 30 June 2018

# FRANK GALANOS

## Chartered Accountant

Liability Limited by a Scheme approved under Professional Standards Legislation

“Rinaldi” 11 Toocooya Road, Hunters Hill, NSW, 2110. Telephone: 9879 6988 Fax: 9879 6570

Email: frankgalanos@gmail.com

### **AUSTRALIAN BILLIARDS & SNOOKER COUNCIL.**

### **REPORT TO MEMBERS - YEAR ENDED 30 JUNE 2018.**

I have reviewed the attached Financial Statements for the Australian Billiards & Snooker Council for the year ended 30 June 2018 which have been prepared by the Council from records maintained by the Council.

The Council Committee is responsible for the production of the financial statements and has determined the accounting policies are consistent with the financial reporting requirements of the Council's constitution and are appropriate to the needs of the members. I have conducted an independent audit of these statements in order to express an opinion on them to members. No opinion is expressed as to whether the accounting policies are appropriate to the members needs.

This report has been prepared for the purpose of fulfilling the Committee's financial reporting requirements under its constitution. No responsibility is accepted to any other party for reliance placed on this report, other than members.

In my opinion the Balance Sheet represents fairly the financial position of the Council as at 30 June 2018 and the accompanying Profit & Loss Statement properly reflects the business conducted during that year.

Based on the information provided and explanations received, the accounting records and books of account of the Council have been properly maintained during the year.

Dated this 15th Day of October 2018.



FRANK GALANOS. FCA.

## Profit and loss

### Australian Billiards & Snooker Council

Accrual mode

01 Jul 2017 - 30 Jun 2018

ABN: 82853571497

Compared to Last Year

	Actual	Last Year
<b>Income</b>		
ABSC 200 Club	6,700.00	6,800.00
ABSR Ties	-	140.00
Administration Support Sponsor	10,000.00	10,000.00
Affiliation Fees	13,850.00	13,600.00
Balls	1,463.00	330.00
Coaches	300.00	120.00
Entry Fees	829.70	25,180.00
Income from Cloth Sponsorship	-	288.00
Insurance Premiums Recovered	6,000.00	6,800.00
Interest Received	34.96	59.41
Junior Development	7,750.00	4,000.00
Other	-	47.30
Other	-	5,363.80
Pot Black Income	4,000.00	-
Referee Renewals	2,840.00	3,200.00
Rule Books	235.00	215.00
Sanction Fees	4,007.50	2,335.00
Sponsorship Income	49,000.00	51,250.00
Sponsorship Oceania	3,827.06	-
<b>Total Income</b>	<b>110,837.22</b>	<b>129,728.51</b>
<b>Less Cost of Sales</b>		
Balls	2,068.00	-
Cloth	795.08	-
Other	163.48	385.00
<b>Total Cost of Sales</b>	<b>3,026.56</b>	<b>385.00</b>
<b>Gross Profit</b>	<b>107,810.66</b>	<b>129,343.51</b>

<b>Less Expense</b>		
ABSC 200 Club Prizes	4,000.00	-
ABSC Executive Travel	7,561.90	4,893.27
ABSC Honorariums	5,700.00	6,400.00
ABSR Referee Badges	687.50	-
ABSR Travel Subsidy	2,196.19	1,233.95
AGM Costs	1,860.00	-
ASIC fees	82.00	-
Accommodation	6,167.30	23,553.88
Accommodation & Travel Oversea	1,916.74	-
Affiliation Fees	577.13	-
Badges expensed	679.60	255.20
Bank Charges	146.80	526.19
Cloth Fitting	-	4,170.00
Coaching	680.00	-
Computer Expenses	42.00	497.00
Computer Software	420.75	541.83
Cue Ball TV	-	1,750.00
Entertainment	2,299.58	705.44
Entertainment	-	0.00
Entry Fees	100.00	-
Freight	471.00	218.90
Functions	945.90	1,772.90
Insurance Expense	5,876.20	5,935.00
Interest Paid	-	0.69
Meals	1,134.60	-
Non-Tournament Travel	478.91	-
Photocopying & Printing	1,770.40	983.63
Player Support Overseas Tourn.	16,190.35	13,600.00
Postage	302.30	129.00
Prize Money	21,300.00	8,000.00
Prizemoney	-	16,500.00
Referees	1,980.25	1,700.00
Sponsorships	19,779.00	17,245.92
Ties Expensed	30.00	150.00
Tournament Director	-	1,665.00
Tournament Sundry Expenses	1,350.00	3,513.10
Tournament Travel	5,344.55	4,493.11
Trophies	4,995.30	2,058.25
Vehicle Hire	626.91	3,815.88
Website Expenses	720.00	-
<b>Total Expense</b>	<b>118,413.16</b>	<b>126,308.14</b>
<b>Operating Profit</b>	<b>-10,602.50</b>	<b>3,035.37</b>
<b>Net Profit</b>	<b>-10,602.50</b>	<b>3,035.37</b>

# Balance Sheet

## Australian Billiards & Snooker Council

Accrual mode  
30 Jun 2018  
ABN: 82853571497

	Total
<b>Asset</b>	
<b>Banking</b>	
General Cheque Account	14,319.37
ABSC 200s Club Account	5,633.00
ANZ Referees Account	2,087.11
CBA Referees Account	20,500.00
ANZ - Tournament account	2.69
<b>Total Banking</b>	<b>42,542.17</b>
<b>Current Assets</b>	
Accounts Receivable	17,850.00
Bob Marshall Medals on hand	510.40
Ties on hand	420.00
<b>Total Current Assets</b>	<b>18,780.40</b>
<b>Total Asset</b>	<b>61,322.57</b>
<b>Liability</b>	
<b>Current Liabilities</b>	
<b>Total Current Liabilities</b>	<b>0.00</b>
<b>Total Liability</b>	<b>0.00</b>
<b>Net Assets</b>	<b>61,322.57</b>
<b>Equity</b>	
<b>Current Earnings</b>	
Current year earnings	-10,602.50
<b>Total Current Earnings</b>	<b>-10,602.50</b>
<b>Retained Earnings</b>	
Retained earnings	51,778.59
<b>Total Retained Earnings</b>	<b>51,778.59</b>
Funds From ABSR	20,146.48
<b>Total Equity</b>	<b>61,322.57</b>

## Australian Billiards & Snooker Council

### Unpaid Invoices Detail Report

As at 30<sup>th</sup> June 2018

ID #	Date	Total Due	Current	1 - 30	31 - 60	61+
<b>BSAACT</b>						
00001193	01/07/2016	750.00	0.00	0.00	0.00	750.00
00001202	08/02/2017	500.00	0.00	0.00	0.00	500.00
00001231	31/07/2017	800.00	0.00	0.00	0.00	800.00
00001246	03/01/2018	550.00	0.00	0.00	0.00	550.00
00001259	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$3,350.00</b>	<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$2,600.00</b>
<b>BSANSW</b>						
00001241	03/01/2018	1,075.00	0.00	0.00	0.00	1,075.00
00001256	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$1,825.00</b>	<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$1,075.00</b>
<b>BSAWA</b>						
00001261	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$750.00</b>	<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>Consolidated Leisure &amp; Sport P</b>						
00001248	02/03/2018	7,000.00	0.00	0.00	0.00	7,000.00
Total:		<b>\$7,000.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$7,000.00</b>
<b>H Cue Pty Ltd</b>						
00001263	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$750.00</b>	<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>QBSA</b>						
00001258	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$750.00</b>	<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>TBSA</b>						
00001243	03/01/2018	1,075.00	0.00	0.00	0.00	1,075.00
00001253	21/05/2018	380.00	0.00	380.00	0.00	0.00
00001260	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$2,205.00</b>	<b>\$750.00</b>	<b>\$380.00</b>	<b>\$0.00</b>	<b>\$1,075.00</b>
<b>VBSA</b>						
00001252	08/05/2018	470.00	0.00	470.00	0.00	0.00
00001257	27/06/2018	750.00	750.00	0.00	0.00	0.00
Total:		<b>\$1,220.00</b>	<b>\$750.00</b>	<b>\$470.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>Total:</b>		<b>\$17,850.00</b>	<b>\$5,250.00</b>	<b>\$850.00</b>	<b>\$0.00</b>	<b>\$11,750.00</b>



**Australian Billiards & Snooker Council****Unpaid Bills Detail Report**As at 30<sup>th</sup> June 2018

<b>ID #</b>	<b>Date</b>	<b>Total Due</b>	<b>Current</b>	<b>1 - 30</b>	<b>31 - 60</b>	<b>61+</b>
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## 2019 PRESIDENT'S REPORT

This past year we have seen exciting changes to billiards and snooker in Australia. Since joining the World Snooker Federation, (WSF) some of our elite women players gained enormous experience in playing in World Women's Snooker tournaments.

Last year we were privileged to have Ng On Yee and Reanne Evans compete in the World Women's Australian Open Snooker ranking tournament. Reanne made a 137 break whilst On Yee had a 139. Ng On Yee went on to become the 2018 Australian Women's Snooker Champion by defeating Katrina Wan 4 frames to 2.

Kurt Dunham gained a spot in the Sangsom World 6 Red Championship while Steve Mifsud, in winning the 2019 Oceania Open Snooker, won the rights to a two year main tour spot on the professional circuit.

Our juniors competed in the U/18 World Snooker in China while our U/16's travelled to Russia to play in the World U/16 Snooker Championships. I am pleased to report that all of our juniors represented Australia with dignity and performed at their very best.

Cale Barrett and Alex Pace gained spots in the Malaysian Open. The President of the Malaysian Association will be bringing three players to play in this year's Bob Hawke AC Memorial Open Snooker.

We hope to have a strong international flavour to both our Open events this year with at least six countries entering players. The ABSC are committed to provide the best tournaments possible for our players and by opening up our Women's and Open Snooker Championships we are bringing the world's best players to our shores.

The Australian Confederation of Cue Sports has been finally formed after attempting this for twenty or so frustrating years. Barry Jenner has been elected as Chairman and the ABSC, AEBF are the first two National sporting bodies to join with the APPF and Black Ball considering their positions.

The Confederation will structure calendars to minimise clashes and importantly seek Federal Government sponsorship.

Results of the 2019 National Junior Championships were:-

- |                          |                  |
|--------------------------|------------------|
| • Junior Teams Challenge | Queensland       |
| • U/12 Snooker           | Lilly Meldrum    |
| • U/15 Snooker           | Xavier Daw       |
| • U/18 Snooker           | Kyle Thomson     |
| • U/15 Billiards         | Josh Hands       |
| • U/18 Billiards         | Denzel Nicholson |
| • U/18 Girls Snooker     | Lilly Meldrum    |
| • U/21 Snooker           | Matt Curwood     |
| • U/21 Billiards         | Marc Fridman     |

Results of National Championships were:-

- |                              |                 |
|------------------------------|-----------------|
| • National Masters           | Peter McCullagh |
| • National Women's           | Jessica Woods   |
| • National Billiards         | Matthew Bolton  |
| • National Women's Billiards | Anna Lynch      |

Chris Christofi CEO of the Reventon Group supported many of our tournaments again and this year contributed prize money in excess of \$150K. Chris has been instrumental in arranging the first \$50K tournament in Australia. The Reventon Group went hand in hand with the Commercial Club at Albury staging the Reventon Commercial Club International. James Mifsud defeated Matthew Bolton 4 frames to two taking away the first prize of \$16,000.

We continue to enjoy sponsorship from our Sponsor of Record, Consolidated Leisure and Sport. Ray Atwell and his company CL&S have been supplying Strachan cloth and sponsorship money for many years now and we are truly thankful for their continued support.

Chris Christofi and his company the Reventon Group has also been a great supporter of our game. Chris supports the National Snooker Championships, Reventon Classic, Lance Pannell Classic, Ian Chappell Open, Ron Atkins Open and the Reventon rankings finals

Venues which have supported us during the year are:-

- Launceston Worker Club;
- Mounties Community Club;
- Mingara Recreation Club;
- Blacktown Workers Club;
- Snooker SA;
- Commercial Club Albury;
- RACV Club Melbourne;
- The Brunswick Club;
- Yarraville Club;
- Club Marconi;
- Pot Black Family Pool Centre;
- Bribie Island Sports Club
- The Illawarra Club

My sincere thanks go out to all the above clubs and sponsors for their valuable contribution in making 2019 the most successful year on record.

This year the ABSC accepted the enormous task of hosting the 2019 World Billiards. We spent a considerable amount of time and effort in getting both the World Billiards Limited and the International Billiards & Snooker Federation to agree to support a joint

venture. I am pleased to report that Australia was instrumental in achieving this and we now have an agreement in place for two years. Thanks to the WCOC for their great work in putting this event together.

My thanks to the following;

The referees and officials for their contribution in making the year successful.

Adam Wyard and Alex Render for providing us with our new website and their contribution behind the scenes in programming, completing the draws of ranking tournaments and importantly communicating through Face book and our website.

I would like to take this opportunity to also thank Barry Jenner for the enormous workload he has taken on for the ABSC and the professional way he handles it. Barry has been an enormous support to me personally and has rewritten our constitution and many other documents and has been a major contributor in providing a pathway for our sport to go forward.

Thanks to Executive Members for their contribution and support over the past year. This coming year we will see some changes in the Board with the retirement of some members. I would like to wish them well in their time away from the ABSC. To the incoming Board members I welcome you and thank you for putting your hand up to assist us in growing our sport.

Finally, thanks to those members who have supported me during my tenure as President. I have enjoyed the past twelve months and pleased that the year has been a success. We have continued to build strong relationships with venues and sponsors and will continue to do so in the coming year.

I hope 2020 will be another successful year and we all continue to enjoy the sport we have a passion for.

**Frank Dewens**  
**President ABSC 2014-2019**

# FRANK GALANOS

Chartered Accountant

Liability Limited by a Scheme approved under Professional Standards Legislation

"Rinaldi" 11 Toocooya Road, Hunters Hill, NSW, 2110. Telephone: 02 9879 6988 Fax: 02 9879 6570

Email: frankgalanos@gmail.com

## AUSTRALIAN BILLIARDS & SNOOKER COUNCIL

### REPORT TO MEMBERS - YEAR ENDED 30 JUNE 2019.

I have reviewed the attached Financial Statements for the Australian Billiards & Snooker Council for the year ended 30 June 2019 which have been prepared by the Council from records maintained by the Council.

The Council Committee is responsible for the production of the financial statements and has determined the accounting policies are consistent with the financial reporting requirements of the Council's constitution and are appropriate to the needs of the members. I have conducted an independent audit of these statements in order to express an opinion on them to members. No opinion is expressed as to whether the accounting policies are appropriate to the members needs.

This report has been prepared for the purpose of fulfilling the Committee's financial reporting requirements under its constitution. No responsibility is accepted to any other party for reliance placed on this report, other than members.

In my opinion the Balance Sheet represents fairly the financial position of the Council as at 30 June 2019 and the accompanying Profit & Loss Statement properly reflects the business conducted during that year.

Based on the information provided and explanations received, the accounting records and books of account of the Council have been properly maintained during the year.

Dated this 25th Day of September 2019.



FRANK GALANOS. FCA.



 **Profit and loss**

Australian Billiards & Snooker Council  
PO Box 223, North Perth WA 6906, Australia  
Compared to Last Year

Accrual mode  
01 Jul 2018 - 30 Jun 2019  
ABN: 82853571497  
Generated 23 Sep 2019

	Total	
	Actual	Last Year
<b>Income</b>		
ABSC 200 Club	5,700.00	6,700.00
ABSR Ball Markers	22.50	-
ABSR Ties	175.00	-
Administration Support Sponsor	10,000.00	10,000.00
Affiliation Fees	14,975.00	13,850.00
Balls	-	1,463.00
Coaches	220.00	300.00
Entry Fees	11,950.00	829.70
Insurance Premiums Recovered	-	6,000.00
Interest Received	-	34.96
Junior Development	9,750.00	7,750.00
Other	1,161.08	-
Pot Black Income	4,000.00	4,000.00
Referee Renewals	3,300.00	2,840.00
Rule Books	320.00	235.00
Sanction Fees	5,551.50	3,627.50
Sponsorship Income	46,000.00	49,000.00
Sponsorship Oceania	234.50	3,827.06
<b>Total Income</b>	<b>113,359.58</b>	<b>110,457.22</b>
<b>Less Cost of Sales</b>		
Balls	88.00	2,068.00
Cloth	-	795.08
Other	977.57	163.48
<b>Total Cost of Sales</b>	<b>1,065.57</b>	<b>3,026.56</b>
<b>Gross Profit</b>	<b>112,294.01</b>	<b>107,430.66</b>
<b>Less Expense</b>		
ABSC 200 Club Prizes	4,000.00	4,000.00
ABSC Executive Travel	5,758.06	7,561.90
ABSC Honorariums	6,600.00	5,700.00
ABSR Referee Badges	-	687.50
ABSR Travel Subsidy	1,842.20	2,196.19
AGM Costs	-	1,860.00
ASIC fees	-	82.00
Accommodation	13,898.62	6,167.30
Accommodation & Travel Oversea	-	1,916.74
Affiliation Fees	1,591.21	577.13
Badges expensed	176.37	679.60
Bank Charges	456.96	146.80
Coaching	-	680.00
Computer Expenses	-	42.00
Computer Software	578.60	420.75
Entertainment	1,690.48	2,299.58
Entry Fees	786.45	100.00



Freight	88.00	471.00
Functions	2,316.00	945.90
Insurance Expense	-	5,876.20
Meals	2,483.49	1,134.60
Non- Tournament Trophies	550.00	-
Non-Tournament Travel	-	478.91
Photocopying & Printing	1,050.27	1,770.40
Player Support Overseas Tourn.	12,070.00	16,190.35
Postage	356.00	302.30
Prize Money	26,050.00	21,300.00
Promotion	545.00	-
Referees	4,116.20	1,980.25
Sponsorships	6,230.00	19,779.00
Ties Expensed	-	30.00
Tournament Director	1,000.00	-
Tournament Sundry Expenses	-	1,350.00
Tournament Travel	4,309.09	5,344.55
Travel & Accommodation	5,299.44	-
Trophies	2,673.50	4,995.30
Vehicle Hire	-	626.91
Website Expenses	5,049.12	720.00
<b>Total Expense</b>	<b>111,565.06</b>	<b>118,413.16</b>
<b>Operating Profit</b>	<b>728.95</b>	<b>-10,982.50</b>
Plus Other Income		
<b>Total Other Income</b>	<b>0.00</b>	<b>-</b>
Less Other Expense		
<b>Total Other Expense</b>	<b>0.00</b>	<b>-</b>
<b>Net Profit</b>	<b>728.95</b>	<b>-10,982.50</b>

 **Balance Sheet**

Australian Billiards & Snooker Council  
PO Box 223, North Perth WA 6906, Australia

Accrual mode  
30 Jun 2019  
ABN: 82853571497  
Generated 23 Sep 2019

	Total
<b>Asset</b>	
<b>Banking</b>	
ABSC 200s Club Account	3,601.90
ANZ - Tournament account	4.67
ANZ Referees Account	724.91
CBA Referees Account	23,587.50
General Cheque Account	16,154.49
<b>Total Banking</b>	<b>44,073.47</b>
<b>Current Assets</b>	
Accounts Receivable	16,356.50
Bob Marshall Medals on hand	382.80
Life Member Badges on hand	438.75
Ties on hand	420.00
<b>Total Current Assets</b>	<b>17,598.05</b>
<b>Total Asset</b>	<b>61,671.52</b>
<b>Liability</b>	
<b>Current Liabilities</b>	
<b>Total Current Liabilities</b>	<b>0.00</b>
<b>Total Liability</b>	<b>0.00</b>
<b>Net Assets</b>	<b>61,671.52</b>
<b>Equity</b>	
<b>Current Earnings</b>	
Current year earnings	728.95
<b>Total Current Earnings</b>	<b>728.95</b>
<b>Retained Earnings</b>	
Retained earnings	40,796.09
<b>Total Retained Earnings</b>	<b>40,796.09</b>
Funds From ABSR	20,146.48
<b>Total Equity</b>	<b>61,671.52</b>



## Balance Sheet

### Australian Billiards & Snooker Council

Accrual mode

30 Jun 2019

ABN: 82853571497

Generated 23 Sep 2019

	Total	30 6 2018
<b>Asset</b>		
<b>Banking</b>		
ABSC 200s Club Account	3,601.90	5,633.00
ANZ - Tournament account	4.67	2.69
ANZ Referees Account	724.91	2,087.11
CBA Referees Account	23,587.50	20,500.00
General Cheque Account	16,154.49	14,319.37
<b>Total Banking</b>	<b>44,073.47</b>	<b>42,542.17</b>
<b>Current Assets</b>		
Accounts Receivable	16,356.50	17,850.00
Bob Marshall Medals on hand	382.80	510.40
Life Member Badges on hand	438.75	-
Ties on hand	420.00	420.00
<b>Total Current Assets</b>	<b>17,598.05</b>	<b>18,780.40</b>
<b>Total Asset</b>	<b>61,671.52</b>	<b>61,322.57</b>
<b>Liability</b>		
<b>Current Liabilities</b>		
<b>Total Current Liabilities</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Liability</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Assets</b>	<b>61,671.52</b>	<b>61,322.57</b>
<b>Equity</b>		
<b>Current Earnings</b>		
Current year earnings	728.95	-10,602.50
<b>Total Current Earnings</b>	<b>728.95</b>	<b>-10,602.50</b>
<b>Retained Earnings</b>		
Retained earnings	40,796.09	51,778.59
<b>Total Retained Earnings</b>	<b>40,796.09</b>	<b>51,778.59</b>
Funds From ABSR	20,146.48	20,146.48
<b>Total Equity</b>	<b>61,671.52</b>	<b>61,322.57</b>

**Australian Billiards & Snooker Council**  
**Unpaid Invoices Detail Report**  
**As at 30<sup>th</sup> June 2019**

<b>ID #</b>	<b>Date</b>	<b>Total Due</b>	<b>Current</b>	<b>1 - 30</b>	<b>31 - 60</b>	<b>61+</b>
<b>Consolidated Leisure &amp; Sport P</b>						
00001294	27/03/2019	7,000.00	0.00	0.00	0.00	7,000.00
00001302	13/06/2019	6,000.00	6,000.00	0.00	0.00	0.00
<b>Total:</b>		<b>\$13,000.00</b>	<b>\$6,000.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$7,000.00</b>
<b>H Cue Pty Ltd</b>						
00001263	27/06/2018	750.00	0.00	0.00	0.00	750.00
<b>Total:</b>		<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$750.00</b>
<b>QBSA</b>						
00001258	27/06/2018	750.00	0.00	0.00	0.00	750.00
<b>Total:</b>		<b>\$750.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$750.00</b>
<b>TBSA</b>						
00001267	11/07/2018	25.00	0.00	0.00	0.00	25.00
00001287	05/02/2019	1,250.00	0.00	0.00	0.00	1,250.00
00001299	26/04/2019	350.00	0.00	0.00	350.00	0.00
<b>Total:</b>		<b>\$1,625.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$350.00</b>	<b>\$1,275.00</b>
<b>VBSA</b>						
00001277	11/09/2018	0.50	0.00	0.00	0.00	0.50
00001303	22/06/2019	231.00	231.00	0.00	0.00	0.00
<b>Total:</b>		<b>\$231.50</b>	<b>\$231.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.50</b>
<b>Total:</b>		<b>\$16,356.50</b>	<b>\$6,231.00</b>	<b>\$0.00</b>	<b>\$350.00</b>	<b>\$9,775.50</b>

**Australian Billiards & Snooker Council**  
**Unpaid Bills Detail Report**  
As at 30<sup>th</sup> June 2019

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ID #	Date	Total Due	Current	1 - 30	31 - 60	61+
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### **Notice of Motion – clause 24**

The BSASA proposes that the following resolution be passed as a Special Resolution by the ABSC:

1. *That the Association's Constitution be repealed and replaced in its entirety forthwith with the new Constitution attached to this notice and signed for identification.*

#### **Background**

On 31 July 2019 SportAus granted the ABSC provisional NSO status - see attached. The ABSC needs to become a company limited by guarantee. See attached explanatory note from SportAus.

The new constitution approved on 19 February 2019 was based the SportAus template. There are minimal changes that need to be implemented.

The proposed constitution with the amendments marked up is attached.

A clean version of the constitution which has been signed for identification up is attached

Other changes comprise:-

1. The Secretary is now referred to as the General Secretary.
2. The auditor has been replaced with a Reviewer
3. The list of life members identifies those presently living and proposes a register of Life Members who have passed away

27 September 2019

**Barry Jenner**

**President**

**Billiards and Snooker Association of South Australia Inc.**



## Attention

Mr Frank Dewens  
 President  
 Australian Billiards & Snooker Council  
 Email: kindew1@bigpond.com

31 July 2019

Dear Mr Dewens

On 29 April 2019, I wrote to all National Sporting Organisations (NSO) and National Sporting Organisations for People with Disability (NSOD), advising that Sport Australia had reviewed its NSO/NSOD recognition criteria, and that we would assess all currently recognised NSO/NSODs against this criteria for the upcoming cycle.

I am advised that your organisation has met most of the recognition requirements for the 2019-23 cycle, with the exceptions of criteria 4 and 7(a) as follows:

4. *"The organisation is not for profit and has been a company limited by guarantee for a minimum of three years. If the organisation is an incorporated association a plan for transition to company limited by guarantee status will be required."*
7. *"The organisation is accountable at the national level for establishing and enforcing the key policies that underpin integrity in their sport, including:
 
  - a. *A current policy for harassment, discrimination, bullying, abuse, child safe and complaints that at a minimum are consistent with Sport Australia policy templates."**

### **Company Limited by Guarantee**

As advised in my original letter of 29 April 2019, a key change to the criteria is that NSOs and NSODs are required to be [or become] a company limited by guarantee. This requirement is outlined within the Sport Governance Principles, which were first introduced in 2012. This principle of good governance is underpinned by the Sport Australia's strong belief that it is appropriate that national organisations be incorporated under Commonwealth legislation, being the *Corporations Act 2001* (Cth).

Sport Australia received feedback from a number of unfunded NSOs advising they do not currently have the capability or financial capacity to undertake a transition from an incorporated association to a company limited by guarantee under the *Corporations Act*. Accordingly, Sport Australia will apply an exemption to unfunded NSOs and recognise your organisation as an incorporated association under a state/territory Act on the condition that you become a **registrable Australian body with an Australian Registered Body Number (ARBN)**.

If your organisation is a registrable Australian body, please email a copy of the Certificate of Registration with your ARBN to [recognition@sportaus.gov.au](mailto:recognition@sportaus.gov.au).

If your organisation is not a registrable Australian body, Sport Australia will grant you provisional recognition until **30 June 2020** to enable you to apply to the Australian Securities & Investment Commission (ASIC) to become a registered Australian body. The steps to register can be found on ASIC's website:

<https://www.asic.gov.au/for-business/registering-a-company/steps-to-register-a-company/registrable-australian-bodies/>

Sport Australia recommends that all NSO/NSODs take steps to become a company limited by guarantee at the earliest available opportunity. Details of how to transition your organisation to a company limited by guarantee are in the enclosed 'Information Sheet – Company Limited by Guarantee'. For further information, please contact [SportsGovernance@sportaus.gov.au](mailto:SportsGovernance@sportaus.gov.au).

Further, Sport Australia recommends that, if your organisation is considering constitutional review to transition to a company limited by guarantee, it also explores the benefits and implications of the National Sports Tribunal (the Tribunal) and makes changes to its constitution to access the jurisdiction of the



Tribunal at the same time. The recommended matters for advice on this issue are in the enclosed 'National Sport Tribunal – NSO Access Information Tool'. For further information, please contact the Sports Integrity Taskforce in the National Integrity of Sport Unit on [SportsIntegrityTaskforce@Health.gov.au](mailto:SportsIntegrityTaskforce@Health.gov.au) (and copy [Donna.Furniss@Health.gov.au](mailto:Donna.Furniss@Health.gov.au)).

### **Member Protection Policy and/or Similar Policy Documents**

It is the responsibility of every recognised NSO/NSOD to regularly review policies that address issues relating to safe and inclusive sport including harassment, discrimination, bullying, abuse, child safety and complaints. A member protection policy and/or similar policy documents is an important tool to ensure your organisation complies with the law and facilitates a safe and positive environment for all those involved in your sport and activities.

The most recent Member Protection Policy template, revised in April 2016, can be found on the Sport Australia website [www.sportaus.gov.au/integrity\\_in\\_sport/integrity\\_templates\\_and\\_principles](http://www.sportaus.gov.au/integrity_in_sport/integrity_templates_and_principles). The template provides a general framework to address certain key legal and organisational requirements. The template is intended to be adapted to meet the specific needs and requirements of your organisation.

As an NSO/NSOD that has not recently updated its member protection policy and/or similar policy documents, your organisation will receive provisional recognition until 30 June 2020, by which time updated and board endorsed policy documents must be in place. For further information or to send a copy of your organisation's updated policy documents, please contact [integrity@sportaus.gov.au](mailto:integrity@sportaus.gov.au).

In addition to the framework provided by the Member Protection Policy, the National Principles for Child Safe Organisations give effect to the recommendations of the Royal Commission into Institutional Responses to Child Sex Abuse relating to the child safe standards, provide guidance on the key actions and performance measures in implementing the standards. They provide a nationally consistent approach to cultivating organisational cultures and practices that foster child safety and wellbeing across all sectors in Australia.

Therefore Sport Australia also recommends that your organisation considers developing a Child Safe Framework. To assist with this process resources are available on the Sport Australia website [www.sportaus.gov.au/integrity\\_in\\_sport/child\\_safe\\_sport](http://www.sportaus.gov.au/integrity_in_sport/child_safe_sport).

### **Recognition**

On the basis of the information outlined above, your organisation will receive **provisional recognition to 30 June 2020**, by which time the following must be in place:

- Provide an ARBN or a detailed plan of the steps your organisation will take to become company limited by guarantee; and
- Provide an updated and board endorsed member protection policy and/or similar policy documents.

Please find enclosed your Recognition Agreement (the Agreement) for your review and signature. The Agreement outlines the benefits that your organisation can access from Sport Australia as a recognised NSO/NSOD and will take effect from the date it is signed and returned to Sport Australia and will remain in place until 30 June 2020.

Please arrange for a copy of the Agreement to be signed by an authorised officer, then scan a copy and return to Sport Australia by email at [recognition@sportaus.gov.au](mailto:recognition@sportaus.gov.au) by **31 October 2019**.

Sport Australia will review your provisional recognition status once the relevant action areas have been completed in line with Sport Australia requirements, which must be finalised by 30 June 2020. If you have any questions regarding recognition, please contact the NSO Engagement team at [recognition@sportaus.gov.au](mailto:recognition@sportaus.gov.au).

On behalf of Sport Australia, I wish you continued success with developing your sport into the future.

Yours sincerely

**Andrew Larratt**  
General Manager  
Sport Business



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**Australian Government**  
**Australian Sports Commission**

**SPORTAUS**

**Attention**

Mr Frank Dewens  
President  
Australian Billiards & Snooker Council  
Email: kindew1@bigpond.com

Dear Mr Dewens

**Australian Sports Commission Provisional Recognition Agreement 2019-2020**

I am pleased to advise that the Australian Sports Commission (**ASC**), incorporating Sport Australia and the Australian Institute of Sport, offers provisional recognition of Australian Billiards & Snooker Council (**your organisation**) as the National Sporting Organisation (**NSO**) for billiards & snooker until 30 June 2020, subject to the terms and conditions in this letter.

Provisional recognition is offered to organisations that have yet to satisfy all of the ASC's eligibility criteria, but have demonstrated the potential to satisfy the outstanding requirements in the near future.

Accordingly, your organisation will be offered provisional recognition until 30 June 2020 to comply with the outstanding eligibility criteria specified below. Please note that your organisation's recognition as an NSO expires on 30 June 2020 and may not be extended by the ASC if progression towards compliance, to the ASC's satisfaction, has not been made.

As at the date of this letter, your organisation has not satisfied the following criteria:

- 4) The organisation is not for profit and has been a company limited by guarantee for a minimum of three years. If the organisation is a Sport Australia unfunded NSO and is an incorporated association provide evidence your organisation is a registrable Australian body with an Australian Registered Body Number (ARBN) or provide a plan for transition to company limited by guarantee status will be required.
- 7) The organisation is accountable at the national level for establishing and enforcing the key policies that underpin integrity in their sport, including
  - a) A current board endorsed policy for harassment, discrimination, bullying, abuse, child safe and complaints that at a minimum are consistent with Sport Australia policy templates.

This letter outlines the benefits that your organisation can access from the ASC as a provisionally recognised NSO, as well as your organisation's obligations to the ASC in return.

This letter forms a legally binding agreement between your organisation and the ASC upon your organisation signing this letter and returning it to the ASC. References in this letter to "**this agreement**" mean the agreement formed in such manner.

Provisional recognition of your organisation as a NSO will become effective, and the benefits specified in this letter will become available, from the date this agreement is formed and will continue until 30 June 2020.



## 1. Recognition benefits

The ASC will provide the following benefits to your organisation as a recognised NSO:

- (a) the right, subject to any directions or guidelines given by the ASC, to refer to your organisation as a NSO recognised by Sport Australia and, on your organisation's documents and website, to use the Sport Australia logo in conjunction with the following supporting text:  

"The Australian Government through Sport Australia recognises Australian Billiards & Snooker Council to develop billiards & snooker in Australia";
- (b) the opportunity to apply to use the Commonwealth Coat of Arms on playing and dress uniforms of Australian representative sports persons and by accompanying officials on their dress uniforms (requests must be made in writing to the Department of Prime Minister and Cabinet);
- (c) entry in the ASC's online Australian Sports Directory as the NSO for billiards & snooker;
- (d) access to the ASC's grant programs available to recognised NSOs;
- (e) invitations to attend workshops, seminars and other ASC forums conducted for recognised NSOs; and
- (f) access to NSO services and information from the National Sport Information Centre and the Clearinghouse for Sport.

## 2. NSO obligations

Nothing in this agreement limits, or will limit, any obligation of your organisation under any Sport Investment Agreement you have entered with the ASC or may enter during the term of this agreement. If any of the terms and conditions of a Sport Investment Agreement in effect during the term of this agreement is inconsistent with this agreement, the terms and conditions of the Sport Investment Agreement will prevail.

As a recognised NSO, your organisation must:

- (a) provide the ASC with a copy of your organisation's financial statements, produced in accordance to your organisation's legal requirements, for the year within four months of the end of each financial year for your organisation;
- (b) within 30 days following your organisation's annual general meeting each year, provide the ASC with written notice of the contact details for the President or equivalent, principal contact of your organisation, and gender representation on your organisation's governing board;
- (c) comply with all Commonwealth, state and territory laws applicable to your organisation's operations, including child protection and anti-discrimination legislation;
- (d) adopt, implement and enforce policies that address issues relating to safe and inclusive sport including harassment, discrimination, bullying, abuse, child safety, complaints to the satisfaction of the ASC and keep such policies updated to ensure compliance with all applicable laws;
- (e) adopt and comply with sound policies and practices in relation to your organisation's corporate governance and financial management;
- (f) act in accordance with Australian Government directives issued by the Department of Foreign Affairs and Trade regarding contact with or in relation to foreign states, including any sanctions with respect to foreign sporting organisations which may from time to time be imposed;
- (g) subject to any confidentiality obligations that your organisation owes to a third party, promptly respond to any reasonable request for information made by the ASC relating to your organisation NSO, your organisation's sport or this agreement;
- (h) advise the ASC promptly of any matter that might affect your organisation's entitlement to recognition (including, without limitation, failing to meet the ASC's recognition eligibility criteria);



- (i) allow the ASC to archive your organisation's annual reports, with public accessibility, in the Australian Sport Publication Archive on the Clearinghouse for Sport website and your organisation hereby consents to such use; and
- (j) in relation to anti-doping, your organisation must:
  - (i) acknowledge ASADA's functions and powers under the ASADA Act and the NAD Scheme (including the Sporting Administration Body Rules) and facilitate the execution of ASADA's functions and powers as reasonably required by ASADA;
  - (ii) adopt, implement and comply with an anti-doping policy and rules that are approved by ASADA and conform with the Code, the NAD Scheme and applicable International Federation anti-doping requirements;
  - (iii) assist, co-operate, and liaise with ASADA, including in relation to the conduct of any investigations or hearings into an alleged or suspected anti-doping rule violation;
  - (iv) have in place and maintain an executed confidentiality undertaking with ASADA to facilitate ASADA's ability to lawfully share protected information with your organisation,

and for the purposes of this clause 2(j):

- (v) "**ASADA**" means the Australian Sports Anti-Doping Authority as established by the ASADA Act or any successor Commonwealth agency carrying out equivalent statutory functions;
  - (vi) "**ASADA Act**" means the *Australian Sports Anti-Doping Authority Act 2006* as amended from time to time;
  - (vii) "**Code**" means the World Anti-Doping Code as amended from time to time;
  - (viii) "**International Federation**" means an international federation recognised by the International Olympic Committee or the Global Association of International Sports Federations as the entity responsible for governing your organisation's sport internationally;
  - (ix) "**NAD Scheme**" has the same meaning as defined in section 4 of the ASADA Act; and
  - (x) "**Sporting Administration Body Rules**" means the sporting administration body rules specified in the NAD Scheme, as amended from time to time.
- (k) in relation to anti-match fixing, your organisation must:
    - (i) adopt, maintain and apply, to the satisfaction of the NISU, an NSO Anti-Match Fixing Policy that complies with the National Policy on Match Fixing in Sport and applicable legislation;
    - (ii) submit your organisation's Policy to the NISU upon request by the NISU; and
    - (iii) implement an ongoing education program available to relevant persons as defined in your organisation's Policy to the satisfaction of the NISU,

and for the purposes of this clause 2(k):

- (iv) "**NISU**" means the National Integrity of Sport Unit or any successor Commonwealth body carrying out equivalent functions.



### 3. Term and termination

Recognition of your organisation as an NSO will continue until 30 June 2020, subject to early termination.

The ASC may, at any time following one month's written notice to your organisation, terminate this agreement (including withdrawal of recognition of your organisation as an NSO).

Additionally, this agreement may be terminated at any time in writing:

- (a) by either the ASC or your organisation if there has been a breach of this agreement by the other party, or
- (b) by mutual agreement of both the ASC and your organisation.

Please arrange for an authorised officer of your organisation to sign a copy of this letter, scan a copy and return to the ASC by email at [recognition@ausport.gov.au](mailto:recognition@ausport.gov.au).

Should you have any further queries regarding the above, please contact Project Officer, Nat Smith by telephone (02) 6214 1545 or by e-mail at [recognition@ausport.gov.au](mailto:recognition@ausport.gov.au).

Yours sincerely



**Andrew Larratt**  
General Manager  
Sport Business

31 July 2019

---

**Australian Billiards & Snooker Council** agrees to recognition as an NSO by the ASC on the above terms and conditions.

Signature:

.....

Name:

.....

Position:

.....

Date:

.....





## Company Limited by Guarantee

In order for a National Sporting Organisation (**NSO**) to be recognised by Sport Australia, the organisation must be incorporated under the *Corporations Act 2001* (Cth) as a company limited by guarantee.

This Information Sheet provides the reasoning as to why a NSO must be a company limited by guarantee, as well as the process organisations may take to transition from an incorporated association.

### Reasoning

A company limited by guarantee is incorporated under the *Corporations Act 2001* (Cth) and can carry out its activities anywhere in Australia.

The law relating to incorporated associations is state- and territory-based. Accordingly, an organisation incorporated as an association under, eg, the *Associations Incorporation Act 1981* (Qld) can operate anywhere in Queensland, however, it cannot substantially operate in other states without taking further legal steps. There are increased and duplicative administrative processes associated with the following further legal steps:

- Registering the organisation as a Registered Australian Body with the Australian Securities and Investments Commission (**ASIC**) and obtaining an Australian Registered Body Number (ARBN) – Being regulated by ASIC as well as the relevant state regulatory body means extra forms will need to be prepared and lodged by your organisation each year and when certain changes occur.
- Incorporating separately as an association in all other states and territories – Incorporation in multiple states can be difficult to manage and you may end up having to comply with multiple state and territory laws and report to multiple regulators. Additionally, being incorporated under a state or territory law usually means that the association's Public Officer needs to reside in the same state or territory in which the association is incorporated, which is not always possible.

In addition to the above obvious advantages, there are a number of other benefits to incorporating as a company limited by guarantee.

### Benefits

- Regulation – Organisations with larger turnover, and which are seeking to become a significant national organisation are better positioned to be regulated by ASIC under the Commonwealth Act. The greater resources of the Commonwealth regulator means they are better able to monitor operations, and are more vigilant in addressing non-compliance of organisations.
- Understanding the relevant law – Although more complex, the principles of the *Corporations Act 2001* that apply to organisations are straightforward and are widely understood by legal professionals from all parts of Australia, unlike the various state and territory associations incorporations Acts.
- Company Secretary – The role of the Company Secretary of a company limited by guarantee is better defined in practice and in law than that of a Public Officer of an incorporated association.
- Culture – Anecdotal evidence leads to a suggestion that directors of a company limited by guarantee take their responsibilities more seriously than when these same directors were committee members of an association.





## Differences

The below table provides an overview of a number of key differences your organisation may face as a company limited by guarantee or an incorporated association.

	Company limited by guarantee	Incorporated Association
Structure	Public company constituted by members and governed by a board; registered and regulated by the <i>Corporations Act 2001</i> , administered by ASIC; registration recognised Australia wide; does not have shares and therefore has no means for distributing earnings to members (thus not-for-profit).	Body corporate with legal personality separate from members; registered and regulated by the relevant state or territory Act, administered by state or territory government; not-for-profit prohibited from distributing income or assets.
Trade	Can operate anywhere in Australia; may conduct trade with the public as a primary purpose.	Without further steps, confined to trade within the state/territory it is registered; may only trade with the public if that trade is ancillary to the association's purpose; limited liability protection may not apply for activities conducted outside the state or territory.
Financial Reporting	Required to prepare an audited financial report in accordance with Australian Accounting Standards.	Required to prepare an audited financial report in accordance with relevant state or territory Act.
Auditor	Must be audited by a Registered Company Auditor or an Authorised Audit Company.	For organisations with turnover over a specified sum, the auditor needs to be a registered company auditor.
Directors' Reporting	Required to prepare a director's report as specified by the <i>Corporations Act 2001</i> .	Required to prepare a director's report as specified by the state or territory Act.
Annual Reporting	Required to be subject to a process for distributing the annual report, as specified by the <i>Corporations Act 2001</i> .	Required to be subject to a process for distributing the annual report, as specified by the state or territory Act.
Ongoing Compliance	Required to advise ASIC of any specified changes to the company.	Required to advise the relevant state or territory department of any specified changes to the association.
Duties	Directors owe a common law, fiduciary duty to the company to act in the best interests of the company as a whole; Directors have requirements under ss180-184 of the <i>Corporations Act 2001</i> .	Directors owe a common law, fiduciary duty to the association to act in the best interests of the association as a whole.
Liabilities	The liability of members is limited to the amount of their guarantee (the amount they agreed to contribute), and is only called in a winding up situation.	Subject to personal protection provided by the state or territory Act, the liability of members is limited to amounts due to the association by way of unpaid subscriptions, joining fees or other amounts payable under the constitution.



## Transition

The process to be taken to transition an organisation from being an incorporated association to a company limited by guarantee differs slightly for each state and territory.

All state and territory Acts allow for associations to 'transfer' to be registered as a company limited by guarantee. Transferring does not affect the identity of your organisation; the association will be the same organisation for the purpose of contracts and liabilities, and any contracts or agreements that the association has continue to have effect after the association's transfer to a company limited by guarantee.

Notwithstanding this, Sport Australia recommends that associations obtain independent legal advice to assist with transition. This is particularly important if your association receives funding from a third party, or owns assets that require registration, eg real property, as care must be taken to ensure the third party's requirements are met, and all legal and regulatory steps are taken.

To assist, the below table provides a guide on the process in each state/territory. More information, including more detailed directions can be found at: <https://www.nfplaw.org.au/changingstructure>.

State/Territory	Process
ACT	<p>The <i>Associations Incorporation Act 1991</i> (ACT) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Propose a new constitution and new directors of the company.</li> <li>2. Pass a special resolution of the association's members.</li> <li>3. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> <li>4. Lodge documents with Access Canberra to apply for transfer.</li> <li>5. Lodge documents and pay fees with ASIC to register the company and receive an Australian Company Number (<b>ACN</b>).</li> <li>6. Notify Access Canberra of the registration.</li> <li>7. Write to the Australian Business Registry (<b>ABR</b>) to either retain old or apply for a new ABN.</li> <li>8. Notify the ATO, banks, titles office etc of the transition.</li> </ol>
NSW	<p>The <i>Incorporated Associations Act 2009</i> (NSW) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Propose a new constitution and new directors of the company.</li> <li>2. Pass a special resolution of the association's members.</li> <li>3. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> <li>4. Lodge application for transfer with NSW Fair Trading.</li> <li>5. Lodge documents and pay fees with ASIC to register the company and receive an ACN.</li> <li>6. Notify NSW Fair Trading of the registration.</li> <li>7. Write to the ABR to either retain old or apply for a new ABN.</li> <li>8. Notify the ATO, banks, titles office etc of the transition.</li> </ol>
NT	<p>The <i>Associations Act</i> (NT) provides that an incorporated association may apply to 'transfer' its registration to become incorporated under another Act, including a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Confirm if your association holds "prescribed property" and, if so, obtain written consent from Licensing NT (<b>LNT</b>) to transfer that property.</li> <li>2. Propose a new constitution and new directors of the company.</li> <li>3. Pass a special resolution of the association's members.</li> <li>4. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> </ol>



	<ol style="list-style-type: none"> <li>5. Lodge documents with LNT to notify of resolution, and publish intention to transfer property, if relevant.</li> <li>6. Lodge documents and pay fees with ASIC to register the company and receive an ACN.</li> <li>7. Lodge further documents to notify LNT of the registration.</li> <li>8. Write to the ABR to either retain old or apply for a new ABN.</li> <li>9. Notify the ATO, banks, titles office etc of the transition.</li> </ol>
QLD	<p>The <i>Associations Incorporation Act 1981</i> (Qld) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Propose a new constitution and new directors of the company.</li> <li>2. Pass a special resolution of the association's members.</li> <li>3. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> <li>4. Lodge documents and pay fees with ASIC to register the company and receive an ACN.</li> <li>5. Notify the Office of Fair Trading of the registration.</li> <li>6. Write to the ABR to either retain old or apply for a new ABN.</li> <li>7. Notify the ATO, banks, titles office etc of the transition.</li> </ol>
SA	<p>The <i>Associations Incorporation Act 1985</i> (SA) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Notify Consumer and Business Services (CBS) of your intention to transfer.</li> <li>2. Propose a new constitution and new directors of the company.</li> <li>3. Pass a special resolution of the association's members.</li> <li>4. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> <li>5. Lodge documents and pay fees with ASIC to register the company and receive an ACN.</li> <li>6. Notify CBS of the registration and continued intention to transfer.</li> <li>7. Write to the ABR to either retain old or apply for a new ABN.</li> <li>8. Notify the ATO, banks, titles office etc of the transition.</li> </ol>
TAS	<p>The <i>Associations Incorporation Act 1964</i> (Tas) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Propose a new constitution and new directors of the company.</li> <li>2. Pass a special resolution of the association's members.</li> <li>3. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> <li>4. Lodge documents with Consumer Affairs and Fair Trading (<b>CAFT</b>) to register the resolution.</li> <li>5. Lodge documents and pay fees with ASIC to register the company and receive an ACN.</li> <li>6. Notify CAFT of the registration.</li> <li>7. Write to the ABR to either retain old or apply for a new ABN.</li> <li>8. Notify the ATO, banks, titles office etc of the transition.</li> </ol>
VIC	<p>The <i>Associations Incorporation Reform Act 2012</i> (Vic) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the <i>Corporations Act 2001</i> (Cth). The key steps are as follows:</p> <ol style="list-style-type: none"> <li>1. Propose a new constitution and new directors of the company.</li> <li>2. Pass a special resolution of the association's members.</li> <li>3. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.</li> <li>4. Lodge documents and pay fees with ASIC to register the company and receive an ACN.</li> </ol>



- 
5. Notify Consumer Affairs Victoria (CAV) of the registration.
  6. Write to the ABR to either retain old or apply for a new ABN.
  7. Notify the ATO, banks, titles office etc of the transition.
- 

WA

The *Associations Incorporation Act 2015* (WA) provides that an incorporated association may 'transfer' its registration to become a company limited by guarantee under the *Corporations Act 2001* (Cth). The key steps are as follows:

1. Propose a new constitution and new directors of the company.
  2. Pass a special resolution of the association's members.
  3. Confirm whether current members agree to automatically become members of the new company, or if they need to apply afresh.
  4. Lodge application with the Department of Commerce.
  5. Lodge documents and pay fees with ASIC to register the company and receive an ACN.
  6. Notify the Department of Commerce of the registration.
  7. Write to the ABR to either retain old or apply for a new ABN.
  8. Notify the ATO, banks, titles office etc of the transition.
- 

For additional information or assistance, please contact the Sport Governance & Strategy team of Sport Australia via email at [SportsGovernance@sportaus.gov.au](mailto:SportsGovernance@sportaus.gov.au).





## Constitution

Australian Billiards & Snooker Council ~~Limited~~Incorporated

Date:

## Constitution

### Australian Billiards & Snooker Council Limited Incorporated

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## 1. DEFINITIONS AND INTERPRETATIONS

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### 1.1 Definitions

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

**ACBS** means the Australian Confederation of Billiard Sports or such other body as may be formed in the future to represent all cue sport disciplines nationally;

**Act** ~~means the Corporations Act 2001 (Cth)~~ ~~means the Associations Incorporation Act 1991 (ACT)~~ as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Council;

**AGM** or **Annual General Meeting** means the annual General Meeting of the Council required to be held by the Council in each calendar year under the Act;

**Board** means the **Directors** acting in the discharge of their responsibilities under this Constitution;

**By-law** means a by-law made under **clauses 7** and **18**;

**Chairperson** or **Chair** means the President;

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

**Council** means the Australian Billiards & Snooker Council Incorporated;

**Director** means a Director of the Council and comprises the President, Nominated Directors and Elected Directors;

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

**Elected Director** means a Director elected under **clause 13**;

~~**First Elected Directors** mean the persons referred to in **clause 13**;~~

**First Nominated Directors** mean the persons referred to in **clause 13**;

**General Meeting** means a general meeting of the Members and includes the AGM;

**General Secretary** means a person appointed as a company secretary of the Council by the Directors under **clause 15**

**IBSF** means the International Billiards & Snooker Federation;

**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 Council or any activity of or conducted, promoted or administered by the Council;

**Life Member** means a person admitted to the Council as a life member under **clause 5**;

**Member** means a member of the Council under **clause 5**;

**Member State** means a legal entity recognised by the Council under **clause 5** as representing a State;

**Nominated Director** means a Director nominated under **clause 13**;

**Objects** mean the objects of the Council in **clause 2**;

**Ordinary Member** means a person admitted to the Council as an Ordinary Member under **clause 5**;

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

**President** means the President of the Council elected pursuant to **clause 12**;

**Registration** means registration of a Member, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Ordinary Members, their consent to membership of the Council as required by **clause 5**. **Registered** has a corresponding meaning;

**Resolution** means a general resolution passed by a majority of votes;

~~**Secretary** means a person appointed as a secretary of the Council by the Board under **clause 5**;~~

~~**Special Resolution** has the same meaning as that given to it in the Act ~~namely a resolution passed by at least 75% of the votes of those members of the Council who, being entitled to vote, vote in person or, if the Constitution permits voting by representative, proxy or attorney, vote by representative, proxy or attorney at a General Meeting;~~~~

**the Sport** means the sports of Billiards and Snooker as recognised and regulated by the World Bodies from time to time;

**the Sporting Power** means that power delegated to the Council by the Australian Sports Commission for the exclusive control and management of the Sport in Australia;

**State** means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory;

**Statutes and Regulations** mean the statutes and regulations of the World

Bodies in force from time to time;

**Sub-committee** means a sub-committee established by the Board under **clause 19**;

**Telecommunication Meeting** means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of the Board or each Voting Member at a meeting of Members to communicate with any other participant;

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5**;

**WCBS** means the World Confederation of Billiards Sports;

**World Bodies** means the WCBS, the WPBSA and the IBSF; and

**WPBSA** means the World Professional Billiards & Snooker Association.

## 1.2 Interpretation

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by Proxy, Attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (h) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (i) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in

any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;

- (j) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (k) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

### 1.3 Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a provision of the Act, the same meaning as in that provision of the Act.
- (b) ~~The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Council. If the model rules under the Act make provision in relation to any matter not provided for in this Constitution, the Constitution is taken to include the provision of the model rules in relation to that matter.~~

## 2. OBJECTS

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The World Bodies are the international sporting authorities entitled to make and enforce regulations for the encouragement and control of the Sport. So that the authority may be exercised in a fair and equitable manner, the World Bodies have drawn up Statutes and Regulations governing the Sport.

Each national federation, including the Council, belonging to the World Bodies, is presumed to acquiesce to and be bound by the Statutes and Regulations.

Subject to such acquiescence and restraint, one single national entity in each country is recognized by the World Bodies as the sole national Sporting Power for the enforcement of the Statutes and Regulations and control of the Sport in that country. The Council has been so recognised by the World Bodies as exercising the Sporting Power in Australia.

The Objects of the Council shall be to:

- (a) adopt and exercise the Sporting Power as the national body for the Sport in Australia and to act as the sole Australian affiliated member of the World Bodies in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, control and manage all levels of the Sport in Australia interdependently with Members and others;
- (c) to foster, encourage and provide where possible the facilities for the playing of the Sport and stimulate interest in the Sport;



- (d) to endeavour to maintain a high standard of sportsmanship in the playing of the Sport;
- (e) to provide an on-line centre of information, training, learning research and advice on all matters pertaining to the Sport;
- (f) where applicable to be the accredited representative of persons in Australia who play the Sport and of all clubs, associations, groups or organisations of such persons and to promote the welfare of the Sport and that of the players;
- (g) to take such action as may be deemed expedient to promote the Sport in Australia and elsewhere;
- (h) adopt, formulate, issue, interpret and amend Policies and By-laws for the control and conduct of the Sport in Australia;
- (i) encourage the provision and development of appropriate facilities for participation in the Sport;
- (j) maintain and enhance standards, quality and reputation of the Sport for the collective and mutual benefit and interests of members and the Sport;
- (k) promote the Sport for commercial, government and public recognition and benefits;
- (l) be the only body entitled to prepare and enter Australian players and teams in international competitions in the Sport;
- (m) to control and be responsible for the playing of the Sport in Australia and for championship tournaments whether locally or through Member States or other bodies and to promote, control, manage and conduct the other events and competitions as determined by the Board;
- (n) to administer the Sport in Australia and to assist it by way of membership, and provision or delegation of representatives to meetings, of other bodies associated with and engaged in the administration of the Sport elsewhere and for those purposes to pay membership fees to other bodies and to affiliate with such international bodies as the Board may recognize;
- (o) to affiliate with or form part of any body established to promote and develop any sport played on a Billiard Table or similar table including a Pool Table;
- (p) to provide rules and regulations applicable to the Sport in general, its players and their conduct, the terms and conditions subject to which players may participate in competitive play of the Sport of whatsoever nature in Australia and where applicable in other countries;
- (q) when necessary to enter into contracts of whatsoever nature with players, sponsors, promoters, or other persons or bodies;
- (r) to accept the authority and requirements of the World Bodies as they

apply directly or indirectly to the conduct of the Sport in Australia and in National and International competitions;

- (s) to remain a member of the ACBS;
- (t) to determine, adopt or ratify such rules and playing conditions as may from time to time be laid down by the World Bodies as they shall apply to the playing of the Sport in Australia;
- (u) to determine rules and playing conditions in respect of any tournament or competition of the Sport played in Australia provided that the Council may permit any Member State to determine rules and playing conditions in respect of a particular tournament or competition;
- (v) to lay down experimental rules for playing conditions for use in tournaments or competitions of the Sport in Australia and to determine the period of application of such rules;
- (w) to impose penalties on Members and players for infringement of this Constitution, its Policies and By-laws or of the rules and regulations as laid down by the Board.
- (x) encourage and promote widespread participation in the Sport and physical activity;
- (y) to devote any part of the funds of the Council towards the expenses of tournaments and the provision of prizes and trophies;
- (z) to organise funds for the working of the Council;
- (aa) to render monetary assistance if considered advisable for the welfare of the Council's employees or persons connected with playing the Sport and to subscribe and contribute to any charitable, benevolent or useful object of a public character;
- (bb) to employ salaried officers, if necessary, to work for the Council and to fix and provide for their remuneration;
- (cc) to manage, invest and deal with all funds and assets of the Council in such manner as the Board may consider necessary, appropriate, incidental or conducive to the furtherance of these Objects;
- (dd) to borrow or raise or secure payment of money in such manner as the Council shall think fit and in particular by mortgage or lien or by issue of debentures or debenture stock perpetual or otherwise, charges upon all or any of the Council's property both present and future and to purchase redeem or pay off any such securities;
- (ee) to purchase, take on lease or in exchange, or otherwise acquire or dispose of any real or personal property or otherwise deal with all or any part of the properties or finances of the Council;
- (ff) to remunerate any person for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the

debentures or other securities of the Council;

- (gg) to draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange, Debentures and other negotiable or transferable instruments;
- (hh) use and promote the Intellectual Property;
- (ii) to own and preserve the records of the Council
- (jj) have regard to the public interest in its operations; and
- (kk) undertake other actions or activities necessary, incidental or conducive to advance these Objects

### **3. POWERS**

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- 3.1** Solely for furthering the Objects under **clause 2**, the Council, in addition to the Sporting Power and any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act~~in incorporated body as set out in the Act.~~
- 3.2** The Council may at a General Meeting appoint one or more Patrons of the Council for such period as it may determine. A Patron need not be a Member of the Council. A Patron shall be entitled to receive notice to attend all General Meetings of the Council but shall not be entitled to vote. The privileges of membership shall be extended to every Patron even if the Patron is not a Member of the Council.
- 3.3** From the time of the decision to conduct any Australian Championship in any State or Territory until the completion or abandonment of such event, the President for the time being of Member State shall be deemed to be a Vice-Patron of the Council with authority to act for the Council in respect of such event or such functions and to conduct such correspondence as may be reasonably necessary and proper for the purposes of such event subject to such action being reported to the President forthwith.

### **4. INCOME AND PROPERTY OF COUNCIL**

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#### **4.1 Sole Purpose**

The income and property of the Council will only be applied towards the promotion of the Objects of the Council.

#### **4.2 Payments to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) As prizes won in any event conducted by the Council;
- (b) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Council; or

- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let to the Council by them.

## **5. MEMBERSHIP**

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### **5.1 Categories of Members**

**Members of the Council shall fall into one of the following categories:-**

- (a) Members States which, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings;
- (c) Ordinary Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings; and
- (d) such other category of Member as may be created by the Board. Any category of Member created by the Board under this **clause 5.1** shall not be granted voting rights.

### **5.2 Admission of Members**

A person or body will become a Member, only upon:-

- (a) meeting the criteria applicable to the relevant category of membership set out in this Constitution; and
- (b) submitting an application, which is accepted by Board, or otherwise acknowledging in a manner approved by the Board that the Member undertakes to:
  - (i) be bound by this Constitution, the Statutes and Regulations and the Policies and By-laws (including Policies and By-laws specific to the relevant category of Membership);
  - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
  - (iii) support the Council in the encouragement and promotion of the Objects.

The Board will direct the General Secretary to record the names of the Members and the date on which they became a member, in a register of Members kept by the Board together with some or all of such details as it may require including, a street address, an email address and a contact telephone number,

### **5.3 Members States**

- (a) The Council will recognise only one entity in each State (**Member State**)

as the controlling body responsible for ensuring the efficient administration of the Sport in that State in accordance with the Objects. Member States must be legal entities.

- (b) Unless otherwise determined by the Council, and subject always to **clause 5.2**, at the time of adoption of this Constitution, the Member States of the Council are those entities which are currently recognised by the Council as the recognised controlling body for the Sport in their respective State namely:-
- (i) The Queensland Billiards and Snooker Association Incorporated in Queensland;
  - (ii) The Billiards & Snooker Association of New South Wales Incorporated in New South Wales;
  - (iii) The Billiards & Snooker Association of the Australian Capital Territory in the Australian Capital Territory;
  - (iv) The Victorian Billiards & Snooker Association Incorporated in Victoria;
  - (v) The Tasmanian Billiards & Snooker Association Incorporated in Tasmania;
  - (vi) The Billiards and Snooker Association of South Australia Incorporated in South Australia; and
  - (vii) The Billiards and Snooker Association of Western Australia Incorporated in Western Australian.
- (c) Each Member State will:
- (i) have objects that align with those of the Council as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
  - (ii) effectively promulgate and enforce the Constitution and Policies and By-laws of the Council and the Statutes and Regulations;
  - (iii) at all times act in the best interests of the Council, the Members and the Sport;
  - (iv) be responsible and accountable to the Council for fulfilling its obligations under the Council's strategic plan as revised from time to time;
  - (v) provide the Council with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
  - (vi) provide the Council with copies of its business plans and budgets from time to time and within 14 days of a request by the Board;

- (vii) be bound by this Constitution and the Policies and By-laws and the Statutes and Regulations;
- (viii) act in good faith and loyalty to maintain and enhance the Council and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
- (ix) at all times operate with and promote mutual trust and confidence between the Council and the Members, promoting the economic and the Sporting success, strength and stability of each other and working cooperatively with each other in the pursuit of the Objects;
- (x) maintain a database of all clubs, officials and members registered with it in accordance with the Policies and By-laws and provide a copy to the Council upon request from time to time by the Board by such means as may be required;
- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development; and
- (xii) advise the Council as soon as practicable of any serious administrative, operational or financial difficulties, assist the Council in investigating those issues and cooperate with the Council in addressing those issues in whatever manner, including by:
  - (A) allowing the Council to appoint an administrator to conduct and manage its business and affairs; or
  - (B) allowing the Council itself to conduct all or part of the business or affairs of the relevant Member State,

and on such conditions as the Council considers appropriate.

- (d) Constitutions of Member States
  - (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Members State.
  - (ii) If the constituent documents do not conform to this Constitution or the Policies, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.
  - (iii) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the Policies or By-laws, then this Constitution



and the Policies and By-laws shall prevail to the extent of that inconsistency.

- (iv) The constituent documents of a Member State must require the Member State to:
  - (A) advise the Council as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
  - (B) assist the Council in investigating those issues; and
  - (C) cooperate with the Council in addressing those issues in whatever manner, including by allowing the Council to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow the Council itself to conduct all or part of the business or affairs of the Member State and on such conditions as the Council considers appropriate.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Member States and the obligations, privileges and benefits of Member State membership in addition to those set out in this Constitution.
- (f) The Board must:
  - (i) adopt a Privacy Policy.
  - (ii) periodically review the Privacy Policy in light of the general principles of good corporate governance;
  - (iii) handle the personal information it receives in respect of Ordinary Members in accordance with its Privacy Policy; and
  - (iv) in formulating and maintaining the Privacy Policy have due regard to the Member State's Privacy Policies.

#### 5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Council for longstanding and valued service to the Sport in Australia.
- (b) Any Member may forward a proposed nomination to the Board for its consideration.
- (c) On the nomination of the Board, any individual may be nominated as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.

- (e) The Policies and By-laws will set out:
  - (i) the categories of Life Membership which exist;
  - (ii) the criteria to be met by each category of Life Member; and
  - (iii) the obligations, privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.
- ~~(g)~~ Subject to **clause 5**, at the time of adoption of this Constitution, the ~~first~~ current living Life Members of the Council ~~shall beare~~ the persons listed in Schedule 1 to this Constitution.
- ~~(g)~~(h) The Council shall maintain and publish from time to time a Register of Life Members who have passed away.

### 5.5 Ordinary Members

- (a) No individual shall be Registered with the Council as an Ordinary Member except in accordance with this **clause 5**. The Board may in its absolute discretion:-
  - (i) refuse to accept a person as an Ordinary Member and shall not be required or compelled to provide any reason for such rejection; and/or
  - (ii) revoke a person's status as an Ordinary Member and shall not be required or compelled to provide any reason for such revocation.
- (b) Subject to **clause 5.5(a)**, every individual member of a Member State is deemed to be an Ordinary Member of the Council and is subject to the provisions of this Constitution, its Policies and By-laws.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Ordinary Member must comply with this Constitution and the Policies and By-laws and support the Council and the Objects.
- (d) An Ordinary Member is entitled to any benefits of membership prescribed to apply to Ordinary Members in the Policies and By-laws.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Ordinary Members and the obligations, privileges and benefits of Ordinary Members' membership in addition to those set out in this Constitution.

### 5.6 General

- (a) The Council must keep a register of all Members in accordance with the Act and as otherwise determined by the Board.
- (b) No Member whose membership ceases has any claim against the Council

or the Board for damages or otherwise arising from the cessation or termination of that Member's membership.

- (c) Membership is personal to each Member. No Members shall, or shall purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must always treat all other Members, Directors, and all the staff, contractors and representatives of the Council with respect and courtesy.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects or to the interests of the Council or the Sport, or both.

### **5.7 Limited Liability**

Members have no liability in that capacity except as set out in **clause 23**.

## **6. CESSATION OF MEMBERSHIP**

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### **6.1 Cessation**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies or By-laws;
- (d) if it is a body corporate then upon being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing:
  - (i) in the case of Members who are not Members States, that Member no longer meeting the requirements for membership according to **clause 5**; and
  - (ii) in the case of Members who are Members States, that Member ceasing to be a Member in accordance with **clause 8**.

### **6.2 Resignation**

For the purposes of **clause 6.1(a)**, a Member may resign as a member of the Council by giving 14 days written notice to the Secretary. Where a Member State seeks to resign as a member of the Council the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from the Council.

### **6.3 Forfeiture of Rights**

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Council, the Board or a Director for damages or otherwise, or claim upon the Council's property including the Intellectual Property.

## **7. GRIEVANCES AND DISCIPLINE OF MEMBERS**

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### **7.1 Jurisdiction**

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

### **7.2 Policies and By-laws**

- (a) The Board may make Policies and By-laws:
- (i) for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the Council, a Member State or an Ordinary Member;
  - (ii) for the hearing and determination of grievances disputes between Members relating to the conduct or administration of the Sport;
  - (iii) for the discipline of Members;
  - (iv) for the formation and administration of an appeals tribunal which must be independent of any party before it, on the matter which is the subject of the appeal in question; and
  - (v) for the termination of the membership of a Member (except in respect of Member States).
- (b) The Board in their sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or By-laws or any other resolution or determination of the Board or any duly authorised sub-committee; or
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Council or the Sport, or both; or
  - (iii) prejudiced the Council or the Sport or brought the Council or the Sport or themselves into disrepute,
- for investigation or determination either under the procedures set down in the Policies or By-laws or by such other procedure and/or persons as the Board considers appropriate.
- (c) During any investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in the Sport, pending the

determination of such proceedings (including any available appeal) unless the Board decide that their continued participation is appropriate having regard to the matter at hand.

- (d) The Board may include in any Policy or Policies or By-laws a final right of appeal to itself or to an independent body outside the control of the Sport.

## **8. TERMINATION OF MEMBERSHIP OF A MEMBER STATE**

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### **8.1 Sanctions for Discipline of Member States**

Without limiting matters that may be referred to in the Policies or By-laws, any Member State that is determined by the Board to have acted in a manner set out in **clause 7.2(b)** shall be liable to the sanctions set out in that Policy or By-law, including termination of membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

### **8.2 Termination of Membership of Member States**

- (a) No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member State under the Policies and By-laws have been exhausted.
- (b) Subject to compliance with clause 8.2(a) (and the Policies and By-laws), the Board may recommend to a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Board under clause 8.2(b), a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) The Member State and the Director nominated by that Member State that is the subject of the recommendation of termination shall not be entitled to vote on the motion.
- (e) Where the membership of a Member State is terminated in accordance with this clause 8.2, the Board may admit another body, which meets the requirements in clause 5.3(a), as the Member State to represent the relevant State.

## **9. FEES AND SUBSCRIPTIONS**

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### **9.1 Membership Fee**

- (a) The Board must determine from time to time:
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and

- (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Council the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

## **9.2 Non-Payment of Fees**

The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears by greater than 30 days.

## **9.3 Deferral or reduction of subscriptions**

- (a) The Board may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board is satisfied that:
  - (i) there are reasonable grounds for doing so;
  - (ii) the Council will not be materially disadvantaged as a result; and
  - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- (b) If the Board defers or reduces a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

## **10. GENERAL MEETINGS**

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### **10.1 Annual General Meeting**

AGMs of the Council are to be held:

- (a) according to the Act; and
- (b) at a date and venue determined by the Board, but in any event by no later than 30 November in any given year.

### **10.2 Power to convene General Meeting**

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) If at least two State Members request a General Meeting, then the Board must convene the meeting as soon as possible.

### **10.3 Notice of a General Meeting**

- (a) Notice of a General Meeting of Members must be given:
  - (i) to all Members entitled to attend the General Meeting, the



Directors, and the auditor of the Council; and

- (ii) in accordance with **clause 21** and the Act.
- (b) At least 42 days prior to the proposed date of the AGM, the General Secretary will request from Voting Members and Directors notices of motion, which must be received no less than 28 days prior to the AGM.
- (c) At least 28 days' notice of the time and place of a General Meeting must be given to the Members, together with:
  - (i) all information required to be included in accordance with the Act;
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - (iii) where applicable, any notice of motion received from any Voting Member or Director; and
  - (iv) where applicable, a list of all nominations received for positions to be filled at the relevant General Meeting.

#### **10.4 No other business**

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

#### **10.5 Cancellation or postponement of General Meeting**

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

- (a) Members according to the Act;
- (b) the Board at the request of Members; or
- (c) a Court.

#### **10.6 Notice of cancellation or postponement of General Meeting**

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

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Act.

#### **10.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

#### **10.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 11.8** or the Act.

#### **10.9 Business at postponed General Meeting**

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

#### **10.10 Representative, Proxy or Attorney at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, Proxy or Attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Council in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **10.11 Non-receipt of notice**

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

#### **10.12 Right to appoint a Representative**

Each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings (provided that the Voting Member has not appointed a Proxy under **clause 10.13**) and to exercise the powers of the Voting Member in relation to resolutions to be passed at that meeting.

#### **10.13 Right to appoint Proxy**

- (a) A Voting Member entitled to attend a General Meeting of the Council is entitled to appoint a person as their Proxy to attend the meeting in their place in accordance with the Act.
- (b) A Proxy may be revoked by the appointing Member at any time by notice in writing to the General Secretary.

#### **10.14 Form of Proxy**

The instrument appointing a Proxy shall be in a form determined by the Board from time to time provided it complies with the requirements of the Act.

#### **10.15 Attorney of Member**

A Member may appoint an Attorney to act on the Member's behalf at all or any meetings of the Council.

#### **10.16 Lodgement of Proxy or Attorney documents**

- (a) A Proxy or Attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the Proxy or Attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the General Secretary:
  - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
  - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Council.

#### **10.17 Authority given by appointment**

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a Proxy, Attorney or Representative:
  - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
  - (ii) to speak to any proposed resolution; and
  - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the Proxy, Attorney or Representative on how to vote on those resolutions, the

appointment is taken to confer authority:

- (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (ii) to vote on any procedural motion; and
  - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
- (i) at the postponed or adjourned meeting; or
  - (ii) at the new venue.
- (d) An appointment of a Proxy may be a standing Proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a Proxy may provide for the Chairperson to act as Proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a Proxy may direct the manner in which the Proxy is to vote in respect of a particular resolution.
- (g) A Director may be appointed as a Proxy, Attorney or Representative of a Member State for the purposes of a General meeting and will hold two votes - their own and their Member State's - at that meeting.

## **11. PROCEEDINGS AT GENERAL MEETING**

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### **11.1 Number for a quorum**

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is four.

### **11.2 Requirement for a quorum**

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

### **11.3 Quorum and time**

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

- (a) if convened by, or on requisition of, Members, is dissolved; and

- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

#### **11.4 Adjourned meeting**

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

#### **11.5 President to preside over General Meetings**

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
  - (i) The Vice-President;
  - (ii) a Director (or other person) chosen by a majority of the Board present;
  - (iii) the only Director present; or
  - (iv) a Representative, Proxy or Attorney of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

#### **11.6 Conduct of General Meetings**

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 11.6** is final.

#### **11.7 Adjournment of General Meeting**

- (a) The Chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to

an adjourned meeting at any time and place agreed by vote of the Voting Members present.

- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### **11.8 Notice of adjourned meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) If meeting is adjourned for 30 days or more then, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **11.9 Questions decided by majority**

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **11.10 Equality of votes**

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

#### **11.11 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Council, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against a resolution.

#### **11.12 Poll**

- (a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.



- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

#### **11.13 Objection to voting qualification**

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

#### **11.14 Chair to determine any poll dispute**

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

#### **11.15 Electronic voting**

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

### **12. VOTES OF MEMBERS**

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#### **12.1 Votes of Members**

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (b) Each Member State shall have one vote.
- (c) The President and the other Directors shall each be entitled to one vote.
- (d) No Member other than Member States, Directors and the President shall be entitled to vote at General Meetings.

#### **12.2 Election of a President**

- (a) The Voting Members shall elect the President of the Council for a term as set out (e), who shall, subject to the Constitution, preside until the election of a new President. The President of the Council is a Director.
- (b) Any Ordinary Member shall be eligible for election as President.
- (c) The President shall, on expiry of his term, be eligible for re-election as President as set out in (e), providing that no person shall hold office of President for more than a total of ten consecutive years.
- (d) In the event that there is no successful nomination for the office of President at an AGM, the Board shall fill the casual vacancy and shall

appoint one of the Board as the President for a term not to exceed one (1) year and/or until the next Annual General Meeting.

- (e) If any Nominated Director or Elected Director of the Council is elected as President under the previous sub-clause he shall forthwith resign as a Nominated Director or Elected Director.
- (f) A President may be elected for up to ten years with terms of three years, three years, two years and two years (in that order).
- (g) The First President shall be Frank Dewens who shall hold the office until the 2019 AGM. He shall only be entitled to be elected for further terms of two years and two years
- (h) The Immediate Past President may attend at Board meetings at their own expense (unless that expense is otherwise approved by the Board) in an ex officio capacity for a period of one year after the conclusion of his/her term of office. The Immediate Past President shall not be entitled to vote at any Board meeting.

### **12.3 Nomination of Directors**

- (a) Nominated Directors shall be appointed in accordance with this **clause 12.3** at the relevant Annual General Meeting.
- (b) Each Member State shall be entitled to nominate one Director for its State.
- (c) In the event that there is no nomination by a Member State, the Board may fill the casual vacancy for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (d) A Nominated Director is nominated for a term of two years.
- (e) Each of the Member States of New South Wales, Victoria, Western Australia and the Northern Territory may nominate a Director in odd numbered years.
- (f) Each of the Member States of Queensland, Australian Capital Territory, Tasmania and South Australia may nominate a Director in even numbered years.
- (g) The First Nominated Directors shall be:-
  - (i) Graham Baker for Queensland until the 2020 AGM;
  - (ii) Alex Render for New South Wales until the 2019 AGM;
  - (iii) Mark O'Neill for the Australian Capital Territory until the 2020 AGM;
  - (iv) Paul Cosgriff for Victoria until the 2019 AGM;
  - (v) Rex Swain for Tasmania until the 2020 AGM;

- (vi) Barry Jenner for South Australia until the 2020 AGM; and
- (vii) Adam Wyard for Western Australia until the 2019 AGM.

#### 12.4 Elected Directors

- (a) There shall be three Directors elected by the Ordinary Members comprising two Players' Delegates and a Women's Delegate.
- (b) None of the positions are gender specific.
- (c) The appointment as an Elected Director is for the period from the end of one AGM to the end of the next AGM.
- (d) Elected Directors can re-elected from year to year but must be nominated for election.
- (e) The Elected Directors will have full voting rights and will have the same rights, roles and general responsibilities of the other Directors.
- (f) The Elected Directors will be elected by the Ordinary Members in a secret electronic ballot to be concluded prior to the AGM from which their election will take effect.
- (g) The Elected Directors will be elected by votes received from Ordinary Members who are adult financial members of a Member State and whose membership has not been suspended.
- (h) There can only be one Elected Players' Delegate from any Member State.
- (i) The Women's Delegate can be elected from any State.
- (j) An Ordinary Member can nominate a person for election from any Member State and is not limited to their own Member State.
- (k) Only Ordinary Members who are adult financial members of a Member State may be elected or may nominate a person for election.
- (l) Written nominations signed by the nominee and the nominator shall be submitted in writing by email to the General Secretary no less than 49 days prior to the relevant AGM in the form provided by the General Secretary. No seconder is necessary.
- (m) The nomination must also include a one-page biography of the nominee to be included in the announcement of the nominations by the General Secretary 45 days prior to the AGM.
- (n) If there is only one nominee for the Women's Delegate position that person will be elected unopposed. If there are no nominees, then the position may be filled as a casual vacancy by the Board from any State after the next AGM is concluded.
- (o) If the casual vacancy of the Women's Delegate position is filled by an existing Director, that Director will not hold an additional vote by reason

of the appointment as Women's Delegate.

- (p) If there are only 2 nominees for the Players' Delegate positions, they will be elected unopposed. If there are less than two nominees, then the position/s may be filled as a casual vacancy/vacancies by the Board from any State after the relevant AGM is concluded.
- (q) Voting for the Elected Director positions will be by email (or such other means as may be approved by the Board) and shall be open for a period of seven days from 45 days to 38 days prior to the AGM at midnight AWST on each day.
- (r) Only one vote is permitted by each Ordinary Member.
- (s) If voting is by email, then Ordinary Members must vote using the email they have provided to their Member State. A vote received from an email address that differs from that recorded with a Member State is invalid and will be an invalid vote at the election.
- (t) The appointments as Elected Directors take effect at the end of the next AGM.
- (u) The ballot will be secret ballot and the votes will be scrutinised by the President, the Vice President and the General Secretary.

## 12.5 Resolutions not in General Meeting

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Council held at the time on which the document was signed by the last Voting Member entitled to vote.
- (b) For the purposes of **clause 12.5(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Voting Member for the purpose of this clause.

## 13. DIRECTORS

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### 13.1 Number of Directors

- (a) There must be not less than five Directors and not more than eleven Directors.
- (b) Subject to **clause 13.1(a)**, not more than eight Directors are to be nominated by the State Members, and not more than three Directors are

to be elected under **clause 12.4**.

### 13.2 Eligibility & Roles

- (a) For the period from the date of this Constitution a person who is an employee of the Council or a Member State (each a disqualifying position) may not hold office as a Director:
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director from the date of the acceptance of the disqualifying position.
- (c) A person nominated or elected as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or resign as a Director.
- (d) The Board may determine position or role descriptions and the necessary qualifications for Director positions.

### 13.3 Office held until end of meeting

A retiring Director holds office until the end of the Annual General Meeting at which that Director retires but, subject to the requirement of this Constitution, is eligible for re-nomination or re-election as the case may be.

### 13.4 Casual vacancy in ranks of Nominated Directors

- (a) A Member State may at any time appoint a person to fill a casual vacancy of its Nominated Director.
- (b) A person appointed under **clause 13.4(a)** holds office for the remainder of the vacating Director's term.

### 13.5 Elected Directors

~~(a) The First Elected Directors are:-~~

~~(i) Warwick Loton as a Players' Delegate;~~

~~(ii) Kurt Dunham as a Players' Delegate; and~~

~~(iii) Narelle Adams as the Women's Delegate.~~

~~(a)~~ An Elected Director holds office on such terms as the Board may determine.

~~(b)~~ A person may only serve six consecutive years as an Elected Director but, subject to the other requirements of this Constitution, are otherwise eligible to be nominated to a Nominated Director position.

~~(c)~~ Subject to this Constitution, the Board may at any time appoint a person to fill a casual vacancy in the rank of the Elected Directors from any State and on whatever terms the Board decide.

### 13.6 Remuneration of Directors

Subject to **clause 13.7**, a Director must not be paid for services as a Director but, with the prior minuted approval of the Board and subject to the Act, may be:

- (a) paid by the Council for services rendered to it other than as a Director; and
- (b) reimbursed by the Council for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Council, the Board, or a sub-committee; or
  - (ii) otherwise engaged in the affairs of the Council.

### 13.7 Honorarium

The Council may in General Meeting by ordinary resolution determine to pay a Director in arrears an ex-gratia payment, but no payment shall be made until the same has been expressly authorized by the Council.

### 13.8 Removal of Director

- (a) A Director may be removed by the State Member who appointed him/her at any time and for any reason.
- (b) The State Member shall deliver a written notice to the General Secretary accompanied by a copy of the resolution passed by the Member State's Board or Executive resolving that the Director's appointment be terminated.

### 13.9 Vacation of office

The office of a Director becomes vacant when the Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 13.8**;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Council;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.2** and does not resign from that position within 30 days;
- (f) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (g) is directly or indirectly interested in any contract or proposed contract



with the Council and fails to declare the nature of the interest.

### **13.10 Alternate Director**

A Director cannot appoint an alternate.

## **14. POWERS AND DUTIES OF DIRECTORS**

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### **14.1 Directors to manage the Council**

The Board is to manage the Council's business and may exercise those of the Council's powers that are not required, by the Act or by this Constitution, to be exercised by the Council in General Meeting.

### **14.2 Specific powers of Directors**

Without limiting **clause 14.1**, the Board may exercise all the Council's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Council or of any other person.

### **14.3 Time, etc.**

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit both prospectively and retrospectively.

### **14.4 Appointment of Attorney**

The Board may appoint any person to be the Council's Attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions it thinks fit.

### **14.5 Provisions in power of Attorney**

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the Attorney that the Board think fit and may also authorise the Attorney to delegate (including by way of appointment of a substitute Attorney) all or any of the powers, authorities and discretions of the Attorney.

### **14.6 Delegation of powers**

- (a) Without limiting **clause 14.4** the Board may, by resolution or by power of attorney delegate any of its powers to any person as it thinks fit.
- (b) Any delegation by the Board of its powers:
  - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
  - (ii) may be either general or limited in any way provided in the

terms of the delegation;

- (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
  - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the Attorney on the Attorney's opinion, belief or state of mind about that matter.
- (d) Any power exercised by an Attorney is as effective as if it had been exercised by the Board.

#### **14.7 Code of Conduct**

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

### **15. PROCEEDINGS OF THE BOARD**

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#### **15.1 Board meetings**

- (a) Subject to **clause 15.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least twice in each calendar year.

#### **15.2 Questions decided by majority**

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

#### **15.3 Chair's casting vote**

The Chair of the Board meeting will not have a casting vote.

#### **15.4 Quorum**

Five Directors present constitutes a quorum.

#### **15.5 Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling an Elected Director vacancy to the extent necessary to bring their

number up to that required for a quorum or to convene a General Meeting.

#### 15.6 Convening meetings

- (a) Two Directors may, and the General Secretary on the request of the two Directors must, convene a Board meeting as soon as possible.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect to the General Secretary in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a Board meeting.

#### 15.7 Election of Vice-President, Treasurer, General Secretary and Public Officer

- (a) The Board must at the first Board meeting after the AGM, annually elect by a majority vote three of their number to be respectively:-
  - (i) the Vice-President;
  - (ii) the Treasurer; and
  - (iii) the General Secretary.
- (b) The positions held at the date this Constitution was adopted were filled by the following Directors :-
  - (i) Alex Render as the Vice-President;
  - (ii) Adam Wyard as the Treasurer; and
  - (iii) Narelle Adams as the General Secretary.
- (c) The Board must at the first Executive meeting after the AGM, annually appoint a Public Officer.
- (d) The First Public Officer shall be Mark O'Neill.
- (e) If at any meeting the President is not present or is not willing to chair the meeting, then the Vice-President shall chair the meeting.
- (f) If at any meeting neither the President nor the Vice-President are

present or are not willing to chair the meeting, then the Directors present may elect one of their number to be Chair of the meeting.

#### **15.8 Circulating resolutions**

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document referred to in (a) may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of an Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.8(a)** and is taken to be signed when received by the General Secretary in legible form.
- (c) The resolution is passed when the last Director signs or abstains from voting.

#### **15.9 Validity of acts of Directors**

Everything done at a Board meeting or a sub-committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated their office.

#### **15.10 Directors' Interests**

- (a) Every Director shall declare to the Board any material personal interest or related party transaction, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Board's meeting papers relating to the matter and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise permitted by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The General Secretary shall maintain a register of declared interests.

#### **15.11 Minutes**

The Board must cause minutes of meetings to be made and kept in accordance with s.251A *Corporations Act 2001 (Cwth)*.

#### **15.12 Appointment of Company Secretary**

There must be at least one Company Secretary who is to be appointed by the Directors.

### **15.13 Suspension and removal of Company Secretary**

The Directors may suspend or remove a Company Secretary from that office.

### **15.14 Powers, duties and authorities of Company Secretary**

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

## **16. TELECOMMUNICATION MEETINGS**

---

### **16.1 Telecommunication Meeting**

- (a) A General Meeting or a Board meeting may be held as a Telecommunication Meeting, provided that:
  - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 16**.

### **16.2 Conduct of Telecommunication Meeting**

The following provisions apply to a Telecommunication Meeting:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and

- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

## **17. SUB-COMMITTEES**

---

### **17.1 Sub-Committees**

The Board may delegate any of its powers to sub-committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation at any time and for any reason.

### **17.2 Powers delegated to Sub-Committees**

- (a) A sub-committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a sub-committee are taken to have been exercised by the Board.

### **17.3 Committee meetings**

Unless otherwise determined by the Board, sub-committee meetings are governed by the provisions of this Constitution dealing with Board's meetings, as far as they are capable of application.

## **18. POLICIES & BY-LAWS**

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### **18.1 Making and amending Policies and By-laws**

- (a) In addition to Policies and By-laws made under **clause 7.2**, the Board may from time to time make, amend, repeal and replace Policies and By-laws:
  - (i) that are required to be made under this Constitution; or
  - (ii) which, in their opinion, are necessary or desirable for the control, administration and management of the Council's affairs.
- (b) The Policies and By-laws referred to in **clause 7** and this **clause** take effect 24 hours after the publication of the Policy or By-law on the Council's website and shall be of full force and effect from that date.

### **18.2 Effect of Policies and By-laws**

Each Policy and By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and



- (d) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.

## **19. INSPECTION OF RECORDS**

---

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

## **20. ACCOUNTS**

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### **20.1 Accounting Records**

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

### **20.2 ~~Auditor~~ Reviewer**

- (a) A properly qualified ~~auditor or auditors~~reviewer shall be appointed by the Board and the remuneration of such ~~auditor or auditors~~reviewer fixed and duties regulated in accordance with the Act.

~~(b) — The First Auditor shall be Frank Galanos.~~

## **21. SERVICE OF DOCUMENTS**

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### **21.1 Document includes notice**

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

### **21.2 Methods of service on a Member**

The Council may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

### **21.3 Methods of service on the Council**

A Member may give a document to the Council:

- (a) by delivering it to the nominated address;
- (b) by sending it by post to the nominated address; or
- (c) by sending it to a facsimile number or electronic address nominated by the Council.

### **21.4 Post**

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

### **21.5 Facsimile or electronic transmission**

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

## **22. INDEMNITY**

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### **22.1 Indemnity of officers**

- (a) This **clause 22** applies to every person who is or has been:
  - (i) a Director, the President, and the Public Officer of the Council; and
  - (ii) to any other officers, employees, former officers or former employees of the Council as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 22**.

- (b) The Council will indemnify each Indemnified Officer out of the property of the Council against:
  - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs whilst acting for the Council or as part of the Board; and
  - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved whilst acting for the Council or as part of the Board,

unless:

- (iii) the Council is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Council of the person against the liability

or legal costs would, if given, be made void by statute.

## **22.2 Insurance**

The Council may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs whilst acting for the Council or as part of the Board including a liability for legal costs, unless:

- (a) the Council is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Council paid the premium, be made void by statute.

## **22.3 Deed**

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

## **23. WINDING UP**

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### **23.1 Contributions of Members on winding up**

- (a) Each Member State must contribute on an equal basis to the Council's property if the Council is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Council's debts and liabilities contracted before their membership ceased; and
  - (ii) the costs of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Council's property if the Council is wound up.

### **23.2 Excess property on winding up**

- (a) If on the winding up or dissolution of the Council, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (i) having objects similar to those of the Council; and
  - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is

imposed under this Constitution.

- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

## **24. AMENDMENT OF THE CONSTITUTION**

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### **24.1 Notice of proposed amendment**

Any Voting Member may propose an alteration to, or the replacement of, this Constitution. Any notice proposing an alteration to, or the replacement of, this Constitution must be given in accordance with clause 10.3(c).

### **24.2 Voting on a proposed amendment**

The Constitution may only be amended or replaced by a Special Resolution.

## **SCHEDULE 1 – LIFE MEMBERS**

Life Members (at the date of the ~~conclusion~~ commencement of the ~~2018-2019~~ AGM)

~~Bob Hawke AC~~

Rex Swain

John Sallis

John Williams

Frank Dewens

Paul Lawler

Barrie Jones

Don Stewart

Steve Mifsud

Max Williams



## **Constitution**

**Australian Billiards & Snooker Council Limited**

**Date: 26 October 2019**

*Barry Lane*

## Constitution

### Australian Billiards & Snooker Council Limited

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## 1. DEFINITIONS AND INTERPRETATIONS

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### 1.1 Definitions

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

**ACBS** means the Australian Confederation of Billiard Sports or such other body as may be formed in the future to represent all cue sport disciplines nationally;

**Act** means the *Corporations Act 2001* (Cth) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Council;

**AGM** or **Annual General Meeting** means the annual General Meeting of the Council required to be held by the Council in each calendar year under the Act;

**Board** means the **Directors** acting in the discharge of their responsibilities under this Constitution;

**By-law** means a by-law made under **clauses 7** and **18**;

**Chairperson** or **Chair** means the President;

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

**Council** means the Australian Billiards & Snooker Council Incorporated;

**Director** means a Director of the Council and comprises the President, Nominated Directors and Elected Directors;

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

**Elected Director** means a Director elected under **clause 13**;

**First Nominated Directors** mean the persons referred to in **clause 13**;

**General Meeting** means a general meeting of the Members and includes the AGM;

**General Secretary** means a person appointed as a company secretary of the Council by the Directors under **clause 15**

**IBSF** means the International Billiards & Snooker Federation;

**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 Council or any activity of or conducted, promoted or administered by the Council;

**Life Member** means a person admitted to the Council as a life member under **clause 5**;

**Member** means a member of the Council under **clause 5**;

**Member State** means a legal entity recognised by the Council under **clause 5** as representing a State;

**Nominated Director** means a Director nominated under **clause 13**;

**Objects** mean the objects of the Council in **clause 2**;

**Ordinary Member** means a person admitted to the Council as an Ordinary Member under **clause 5**;

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

**President** means the President of the Council elected pursuant to **clause 12**;

**Registration** means registration of a Member, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Ordinary Members, their consent to membership of the Council as required by **clause 5**. **Registered** has a corresponding meaning;

**Resolution** means a general resolution passed by a majority of votes;

**Special Resolution** has the same meaning as that given to it in the Act;

**the Sport** means the sports of Billiards and Snooker as recognised and regulated by the World Bodies from time to time;

**the Sporting Power** means that power delegated to the Council by the Australian Sports Commission for the exclusive control and management of the Sport in Australia;

**State** means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory;

**Statutes and Regulations** mean the statutes and regulations of the World Bodies in force from time to time;

**Sub-committee** means a sub-committee established by the Board under **clause 19**;

**Telecommunication Meeting** means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of the Board or each Voting Member at a meeting of Members to communicate with any other participant;



**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5**;

**WCBS** means the World Confederation of Billiards Sports;

**World Bodies** means the WCBS, the WPBSA and the IBSF; and

**WPBSA** means the World Professional Billiards & Snooker Association.

## 1.2 Interpretation

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by Proxy, Attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (h) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (i) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (j) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (k) **(headings)** headings are inserted for convenience and do not affect the



interpretation of this Constitution.

### 1.3 Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a provision of the Act, the same meaning as in that provision of the Act.
- (b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Council.

## 2. OBJECTS

---

The World Bodies are the international sporting authorities entitled to make and enforce regulations for the encouragement and control of the Sport. So that the authority may be exercised in a fair and equitable manner, the World Bodies have drawn up Statutes and Regulations governing the Sport.

Each national federation, including the Council, belonging to the World Bodies, is presumed to acquiesce to and be bound by the Statutes and Regulations.

Subject to such acquiescence and restraint, one single national entity in each country is recognized by the World Bodies as the sole national Sporting Power for the enforcement of the Statutes and Regulations and control of the Sport in that country. The Council has been so recognised by the World Bodies as exercising the Sporting Power in Australia.

The Objects of the Council shall be to:

- (a) adopt and exercise the Sporting Power as the national body for the Sport in Australia and to act as the sole Australian affiliated member of the World Bodies in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, control and manage all levels of the Sport in Australia interdependently with Members and others;
- (c) to foster, encourage and provide where possible the facilities for the playing of the Sport and stimulate interest in the Sport;
- (d) to endeavour to maintain a high standard of sportsmanship in the playing of the Sport;
- (e) to provide an on-line centre of information, training, learning research and advice on all matters pertaining to the Sport;
- (f) where applicable to be the accredited representative of persons in Australia who play the Sport and of all clubs, associations, groups or organisations of such persons and to promote the welfare of the Sport and that of the players;
- (g) to take such action as may be deemed expedient to promote the Sport in Australia and elsewhere;



- (h) adopt, formulate, issue, interpret and amend Policies and By-laws for the control and conduct of the Sport in Australia;
- (i) encourage the provision and development of appropriate facilities for participation in the Sport;
- (j) maintain and enhance standards, quality and reputation of the Sport for the collective and mutual benefit and interests of members and the Sport;
- (k) promote the Sport for commercial, government and public recognition and benefits;
- (l) be the only body entitled to prepare and enter Australian players and teams in international competitions in the Sport;
- (m) to control and be responsible for the playing of the Sport in Australia and for championship tournaments whether locally or through Member States or other bodies and to promote, control, manage and conduct the other events and competitions as determined by the Board;
- (n) to administer the Sport in Australia and to assist it by way of membership, and provision or delegation of representatives to meetings, of other bodies associated with and engaged in the administration of the Sport elsewhere and for those purposes to pay membership fees to other bodies and to affiliate with such international bodies as the Board may recognize;
- (o) to affiliate with or form part of any body established to promote and develop any sport played on a Billiard Table or similar table including a Pool Table;
- (p) to provide rules and regulations applicable to the Sport in general, its players and their conduct, the terms and conditions subject to which players may participate in competitive play of the Sport of whatsoever nature in Australia and where applicable in other countries;
- (q) when necessary to enter into contracts of whatsoever nature with players, sponsors, promoters, or other persons or bodies;
- (r) to accept the authority and requirements of the World Bodies as they apply directly or indirectly to the conduct of the Sport in Australia and in National and International competitions;
- (s) to remain a member of the ACBS;
- (t) to determine, adopt or ratify such rules and playing conditions as may from time to time be laid down by the World Bodies as they shall apply to the playing of the Sport in Australia;
- (u) to determine rules and playing conditions in respect of any tournament or competition of the Sport played in Australia provided that the Council may permit any Member State to determine rules and playing conditions in respect of a particular tournament or competition;





- (v) to lay down experimental rules for playing conditions for use in tournaments or competitions of the Sport in Australia and to determine the period of application of such rules;
- (w) to impose penalties on Members and players for infringement of this Constitution, its Policies and By-laws or of the rules and regulations as laid down by the Board.
- (x) encourage and promote widespread participation in the Sport and physical activity;
- (y) to devote any part of the funds of the Council towards the expenses of tournaments and the provision of prizes and trophies;
- (z) to organise funds for the working of the Council;
- (aa) to render monetary assistance if considered advisable for the welfare of the Council's employees or persons connected with playing the Sport and to subscribe and contribute to any charitable, benevolent or useful object of a public character;
- (bb) to employ salaried officers, if necessary, to work for the Council and to fix and provide for their remuneration;
- (cc) to manage, invest and deal with all funds and assets of the Council in such manner as the Board may consider necessary, appropriate, incidental or conducive to the furtherance of these Objects;
- (dd) to borrow or raise or secure payment of money in such manner as the Council shall think fit and in particular by mortgage or lien or by issue of debentures or debenture stock perpetual or otherwise, charges upon all or any of the Council's property both present and future and to purchase redeem or pay off any such securities;
- (ee) to purchase, take on lease or in exchange, or otherwise acquire or dispose of any real or personal property or otherwise deal with all or any part of the properties or finances of the Council;
- (ff) to remunerate any person for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the debentures or other securities of the Council;
- (gg) to draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange, Debentures and other negotiable or transferable instruments;
- (hh) use and promote the Intellectual Property;
- (ii) to own and preserve the records of the Council
- (jj) have regard to the public interest in its operations; and
- (kk) undertake other actions or activities necessary, incidental or conducive to advance these Objects



### **3. POWERS**

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- 3.1** Solely for furthering the Objects under **clause 2**, the Council, in addition to the Sporting Power and any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.
- 3.2** The Council may at a General Meeting appoint one or more Patrons of the Council for such period as it may determine. A Patron need not be a Member of the Council. A Patron shall be entitled to receive notice to attend all General Meetings of the Council but shall not be entitled to vote. The privileges of membership shall be extended to every Patron even if the Patron is not a Member of the Council.
- 3.3** From the time of the decision to conduct any Australian Championship in any State or Territory until the completion or abandonment of such event, the President for the time being of Member State shall be deemed to be a Vice-Patron of the Council with authority to act for the Council in respect of such event or such functions and to conduct such correspondence as may be reasonably necessary and proper for the purposes of such event subject to such action being reported to the President forthwith.

### **4. INCOME AND PROPERTY OF COUNCIL**

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#### **4.1 Sole Purpose**

The income and property of the Council will only be applied towards the promotion of the Objects of the Council.

#### **4.2 Payments to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) As prizes won in any event conducted by the Council;
- (b) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Council; or
- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let to the Council by them.

### **5. MEMBERSHIP**

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#### **5.1 Categories of Members**

**Members of the Council shall fall into one of the following categories:-**

- (a) Members States which, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members who, subject to this Constitution, shall have the right to



receive notice of and attend, but not vote at General Meetings;

- (c) Ordinary Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings; and
- (d) such other category of Member as may be created by the Board. Any category of Member created by the Board under this **clause 5.1** shall not be granted voting rights.

## 5.2 Admission of Members

A person or body will become a Member, only upon:-

- (a) meeting the criteria applicable to the relevant category of membership set out in this Constitution; and
- (b) submitting an application, which is accepted by Board, or otherwise acknowledging in a manner approved by the Board that the Member undertakes to:
  - (i) be bound by this Constitution, the Statutes and Regulations and the Policies and By-laws (including Policies and By-laws specific to the relevant category of Membership);
  - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
  - (iii) support the Council in the encouragement and promotion of the Objects.

The Board will direct the General Secretary to record the names of the Members and the date on which they became a member, in a register of Members kept by the Board together with some or all of such details as it may require including, a street address, an email address and a contact telephone number,

## 5.3 Members States

- (a) The Council will recognise only one entity in each State (**Member State**) as the controlling body responsible for ensuring the efficient administration of the Sport in that State in accordance with the Objects. Member States must be legal entities.
- (b) Unless otherwise determined by the Council, and subject always to **clause 5.2**, at the time of adoption of this Constitution, the Member States of the Council are those entities which are currently recognised by the Council as the recognised controlling body for the Sport in their respective State namely:-
  - (i) The Queensland Billiards and Snooker Association Incorporated in Queensland;
  - (ii) The Billiards & Snooker Association of New South Wales Incorporated in New South Wales;



- (iii) The Billiards & Snooker Association of the Australian Capital Territory in the Australian Capital Territory;
  - (iv) The Victorian Billiards & Snooker Association Incorporated in Victoria;
  - (v) The Tasmanian Billiards & Snooker Association Incorporated in Tasmania;
  - (vi) The Billiards and Snooker Association of South Australia Incorporated in South Australia; and
  - (vii) The Billiards and Snooker Association of Western Australia Incorporated in Western Australian.
- (c) Each Member State will:
- (i) have objects that align with those of the Council as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
  - (ii) effectively promulgate and enforce the Constitution and Policies and By-laws of the Council and the Statutes and Regulations;
  - (iii) at all times act in the best interests of the Council, the Members and the Sport;
  - (iv) be responsible and accountable to the Council for fulfilling its obligations under the Council's strategic plan as revised from time to time;
  - (v) provide the Council with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
  - (vi) provide the Council with copies of its business plans and budgets from time to time and within 14 days of a request by the Board;
  - (vii) be bound by this Constitution and the Policies and By-laws and the Statutes and Regulations;
  - (viii) act in good faith and loyalty to maintain and enhance the Council and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
  - (ix) at all times operate with and promote mutual trust and confidence between the Council and the Members, promoting the economic and the Sporting success, strength and stability of each other and working cooperatively with each other in the pursuit of the Objects;
  - (x) maintain a database of all clubs, officials and members registered with it in accordance with the Policies and By-laws



and provide a copy to the Council upon request from time to time by the Board by such means as may be required;

- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development; and
- (xii) advise the Council as soon as practicable of any serious administrative, operational or financial difficulties, assist the Council in investigating those issues and cooperate with the Council in addressing those issues in whatever manner, including by:
  - (A) allowing the Council to appoint an administrator to conduct and manage its business and affairs; or
  - (B) allowing the Council itself to conduct all or part of the business or affairs of the relevant Member State,

and on such conditions as the Council considers appropriate.

(d) Constitutions of Member States

- (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Member State.
- (ii) If the constituent documents do not conform to this Constitution or the Policies, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.
- (iii) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the Policies or By-laws, then this Constitution and the Policies and By-laws shall prevail to the extent of that inconsistency.
- (iv) The constituent documents of a Member State must require the Member State to:
  - (A) advise the Council as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
  - (B) assist the Council in investigating those issues; and
  - (C) cooperate with the Council in addressing those issues in whatever manner, including by allowing the Council to appoint an administrator to conduct and manage the



Members State's business and affairs, or to allow the Council itself to conduct all or part of the business or affairs of the Member State and on such conditions as the Council considers appropriate.

- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Member States and the obligations, privileges and benefits of Member State membership in addition to those set out in this Constitution.
- (f) The Board must:
  - (i) adopt a Privacy Policy.
  - (ii) periodically review the Privacy Policy in light of the general principles of good corporate governance;
  - (iii) handle the personal information it receives in respect of Ordinary Members in accordance with its Privacy Policy; and
  - (iv) in formulating and maintaining the Privacy Policy have due regard to the Member State's Privacy Policies.

#### 5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Council for longstanding and valued service to the Sport in Australia.
- (b) Any Member may forward a proposed nomination to the Board for its consideration.
- (c) On the nomination of the Board, any individual may be nominated as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies and By-laws will set out:
  - (i) the categories of Life Membership which exist;
  - (ii) the criteria to be met by each category of Life Member; and
  - (iii) the obligations, privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.
- (g) Subject to **clause 5**, at the time of adoption of this Constitution, the current living Life Members of the Council are the persons listed in Schedule 1 to this Constitution.



- (h) The Council shall maintain and publish from time to time a Register of Life Members who have passed away.

### 5.5 Ordinary Members

- (a) No individual shall be Registered with the Council as an Ordinary Member except in accordance with this **clause 5**. The Board may in its absolute discretion:-
- (i) refuse to accept a person as an Ordinary Member and shall not be required or compelled to provide any reason for such rejection; and/or
  - (ii) revoke a person's status as an Ordinary Member and shall not be required or compelled to provide any reason for such revocation.
- (b) Subject to **clause 5.5(a)**, every individual member of a Member State is deemed to be an Ordinary Member of the Council and is subject to the provisions of this Constitution, its Policies and By-laws.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Ordinary Member must comply with this Constitution and the Policies and By-laws and support the Council and the Objects.
- (d) An Ordinary Member is entitled to any benefits of membership prescribed to apply to Ordinary Members in the Policies and By-laws.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Ordinary Members and the obligations, privileges and benefits of Ordinary Members' membership in addition to those set out in this Constitution.

### 5.6 General

- (a) The Council must keep a register of all Members in accordance with the Act and as otherwise determined by the Board.
- (b) No Member whose membership ceases has any claim against the Council or the Board for damages or otherwise arising from the cessation or termination of that Member's membership.
- (c) Membership is personal to each Member. No Members shall, or shall purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must always treat all other Members, Directors, and all the staff, contractors and representatives of the Council with respect and courtesy.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects or to the interests of the Council or the Sport, or both.

*Sandy Fane*



### 5.7 Limited Liability

Members have no liability in that capacity except as set out in **clause 23**.

## 6. CESSATION OF MEMBERSHIP

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### 6.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies or By-laws;
- (d) if it is a body corporate then upon being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing:
  - (i) in the case of Members who are not Members States, that Member no longer meeting the requirements for membership according to **clause 5**; and
  - (ii) in the case of Members who are Members States, that Member ceasing to be a Member in accordance with **clause 8**.

### 6.2 Resignation

For the purposes of **clause 6.1(a)**, a Member may resign as a member of the Council by giving 14 days written notice to the Secretary. Where a Member State seeks to resign as a member of the Council the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from the Council.

### 6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Council, the Board or a Director for damages or otherwise, or claim upon the Council's property including the Intellectual Property.

## 7. GRIEVANCES AND DISCIPLINE OF MEMBERS

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### 7.1 Jurisdiction

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

### 7.2 Policies and By-laws

- (a) The Board may make Policies and By-laws:



- (i) for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the Council, a Member State or an Ordinary Member;
  - (ii) for the hearing and determination of grievances disputes between Members relating to the conduct or administration of the Sport;
  - (iii) for the discipline of Members;
  - (iv) for the formation and administration of an appeals tribunal which must be independent of any party before it, on the matter which is the subject of the appeal in question; and
  - (v) for the termination of the membership of a Member (except in respect of Member States).
- (b) The Board in their sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or By-laws or any other resolution or determination of the Board or any duly authorised sub-committee; or
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Council or the Sport, or both; or
  - (iii) prejudiced the Council or the Sport or brought the Council or the Sport or themselves into disrepute,
- for investigation or determination either under the procedures set down in the Policies or By-laws or by such other procedure and/or persons as the Board considers appropriate.
- (c) During any investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in the Sport, pending the determination of such proceedings (including any available appeal) unless the Board decide that their continued participation is appropriate having regard to the matter at hand.
- (d) The Board may include in any Policy or Policies or By-laws a final right of appeal to itself or to an independent body outside the control of the Sport.

## **8. TERMINATION OF MEMBERSHIP OF A MEMBER STATE**

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### **8.1 Sanctions for Discipline of Member States**

Without limiting matters that may be referred to in the Policies or By-laws, any Member State that is determined by the Board to have acted in a manner set out in **clause 7.2(b)** shall be liable to the sanctions set out in that Policy or By-law,



including termination of membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

## **8.2 Termination of Membership of Member States**

- (a) No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member State under the Policies and By-laws have been exhausted.
- (b) Subject to compliance with clause 8.2(a) (and the Policies and By-laws), the Board may recommend to a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Board under clause 8.2(b), a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) The Member State and the Director nominated by that Member State that is the subject of the recommendation of termination shall not be entitled to vote on the motion.
- (e) Where the membership of a Member State is terminated in accordance with this clause 8.2, the Board may admit another body, which meets the requirements in clause 5.3(a), as the Member State to represent the relevant State.

## **9. FEES AND SUBSCRIPTIONS**

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### **9.1 Membership Fee**

- (a) The Board must determine from time to time:
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Council the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

### **9.2 Non-Payment of Fees**

The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears by greater than 30 days.

### **9.3 Deferral or reduction of subscriptions**

- (a) The Board may defer the obligations of a Member to pay a subscription



or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board is satisfied that:

- (i) there are reasonable grounds for doing so;
  - (ii) the Council will not be materially disadvantaged as a result; and
  - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- (b) If the Board defers or reduces a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

## **10. GENERAL MEETINGS**

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### **10.1 Annual General Meeting**

AGMs of the Council are to be held:

- (a) according to the Act; and
- (b) at a date and venue determined by the Board, but in any event by no later than 30 November in any given year.

### **10.2 Power to convene General Meeting**

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) If at least two State Members request a General Meeting, then the Board must convene the meeting as soon as possible.

### **10.3 Notice of a General Meeting**

- (a) Notice of a General Meeting of Members must be given:
  - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Council; and
  - (ii) in accordance with **clause 21** and the Act.
- (b) At least 42 days prior to the proposed date of the AGM, the General Secretary will request from Voting Members and Directors notices of motion, which must be received no less than 28 days prior to the AGM.
- (c) At least 28 days' notice of the time and place of a General Meeting must be given to the Members, together with:
  - (i) all information required to be included in accordance with the Act;



- (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- (iii) where applicable, any notice of motion received from any Voting Member or Director; and
- (iv) where applicable, a list of all nominations received for positions to be filled at the relevant General Meeting.

#### **10.4 No other business**

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

#### **10.5 Cancellation or postponement of General Meeting**

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

- (a) Members according to the Act;
- (b) the Board at the request of Members; or
- (c) a Court.

#### **10.6 Notice of cancellation or postponement of General Meeting**

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

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Act.

#### **10.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

#### **10.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to



be given by **clause 11.8** or the Act.

#### **10.9 Business at postponed General Meeting**

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

#### **10.10 Representative, Proxy or Attorney at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, Proxy or Attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Council in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **10.11 Non-receipt of notice**

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

#### **10.12 Right to appoint a Representative**

Each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings (provided that the Voting Member has not appointed a Proxy under **clause 10.13**) and to exercise the powers of the Voting Member in relation to resolutions to be passed at that meeting.

#### **10.13 Right to appoint Proxy**

- (a) A Voting Member entitled to attend a General Meeting of the Council is entitled to appoint a person as their Proxy to attend the meeting in their place in accordance with the Act.
- (b) A Proxy may be revoked by the appointing Member at any time by notice in writing to the General Secretary.

#### **10.14 Form of Proxy**

The instrument appointing a Proxy shall be in a form determined by the Board from time to time provided it complies with the requirements of the Act.

#### **10.15 Attorney of Member**



A Member may appoint an Attorney to act on the Member's behalf at all or any meetings of the Council.

#### **10.16 Lodgement of Proxy or Attorney documents**

- (a) A Proxy or Attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the Proxy or Attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the General Secretary:
  - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
  - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Council.

#### **10.17 Authority given by appointment**

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a Proxy, Attorney or Representative:
  - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
  - (ii) to speak to any proposed resolution; and
  - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the Proxy, Attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
  - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (ii) to vote on any procedural motion; and
  - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to





attend and vote:

- (i) at the postponed or adjourned meeting; or
  - (ii) at the new venue.
- (d) An appointment of a Proxy may be a standing Proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a Proxy may provide for the Chairperson to act as Proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a Proxy may direct the manner in which the Proxy is to vote in respect of a particular resolution.
- (g) A Director may be appointed as a Proxy, Attorney or Representative of a Member State for the purposes of a General meeting and will hold two votes - their own and their Member State's - at that meeting.

## **11. PROCEEDINGS AT GENERAL MEETING**

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### **11.1 Number for a quorum**

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is four.

### **11.2 Requirement for a quorum**

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

### **11.3 Quorum and time**

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

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

### **11.4 Adjourned meeting**

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

### **11.5 President to preside over General Meetings**

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the



President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):

- (i) The Vice-President;
- (ii) a Director (or other person) chosen by a majority of the Board present;
- (iii) the only Director present; or
- (iv) a Representative, Proxy or Attorney of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

#### **11.6 Conduct of General Meetings**

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 11.6** is final.

#### **11.7 Adjournment of General Meeting**

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

#### **11.8 Notice of adjourned meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) If meeting is adjourned for 30 days or more then, at least the same period



of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **11.9 Questions decided by majority**

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **11.10 Equality of votes**

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

#### **11.11 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Council, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against a resolution.

#### **11.12 Poll**

- (a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

#### **11.13 Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the Chair, whose decision is final.



- (b) A vote not disallowed under the objection is valid for all purposes.

#### 11.14 Chair to determine any poll dispute

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

#### 11.15 Electronic voting

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

### 12. VOTES OF MEMBERS

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#### 12.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (b) Each Member State shall have one vote.
- (c) The President and the other Directors shall each be entitled to one vote.
- (d) No Member other than Member States, Directors and the President shall be entitled to vote at General Meetings.

#### 12.2 Election of a President

- (a) The Voting Members shall elect the President of the Council for a term as set out (e), who shall, subject to the Constitution, preside until the election of a new President. The President of the Council is a Director.
- (b) Any Ordinary Member shall be eligible for election as President.
- (c) The President shall, on expiry of his term, be eligible for re-election as President as set out in (e), providing that no person shall hold office of President for more than a total of ten consecutive years.
- (d) In the event that there is no successful nomination for the office of President at an AGM, the Board shall fill the casual vacancy and shall appoint one of the Board as the President for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (e) If any Nominated Director or Elected Director of the Council is elected as President under the previous sub-clause he shall forthwith resign as a Nominated Director or Elected Director.
- (f) A President may be elected for up to ten years with terms of three years, three years, two years and two years (in that order).
- (g) The First President shall be Frank Dewens who shall hold the office until the 2019 AGM. He shall only be entitled to be elected for further terms of two years and two years



- (h) The Immediate Past President may attend at Board meetings at their own expense (unless that expense is otherwise approved by the Board) in an ex officio capacity for a period of one year after the conclusion of his/her term of office. The Immediate Past President shall not be entitled to vote at any Board meeting.

### 12.3 Nomination of Directors

- (a) Nominated Directors shall be appointed in accordance with this **clause 12.3** at the relevant Annual General Meeting.
- (b) Each Member State shall be entitled to nominate one Director for its State.
- (c) In the event that there is no nomination by a Member State, the Board may fill the casual vacancy for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (d) A Nominated Director is nominated for a term of two years.
- (e) Each of the Member States of New South Wales, Victoria, Western Australia and the Northern Territory may nominate a Director in odd numbered years.
- (f) Each of the Member States of Queensland, Australian Capital Territory, Tasmania and South Australia may nominate a Director in even numbered years.
- (g) The First Nominated Directors shall be:-
- (i) Graham Baker for Queensland until the 2020 AGM;
  - (ii) Alex Render for New South Wales until the 2019 AGM;
  - (iii) Mark O'Neill for the Australian Capital Territory until the 2020 AGM;
  - (iv) Paul Cosgriff for Victoria until the 2019 AGM;
  - (v) Rex Swain for Tasmania until the 2020 AGM;
  - (vi) Barry Jenner for South Australia until the 2020 AGM; and
  - (vii) Adam Wyard for Western Australia until the 2019 AGM.

### 12.4 Elected Directors

- (a) There shall be three Directors elected by the Ordinary Members comprising two Players' Delegates and a Women's Delegate.
- (b) None of the positions are gender specific.
- (c) The appointment as an Elected Director is for the period from the end of one AGM to the end of the next AGM.



- (d) Elected Directors can re-elected from year to year but must be nominated for election.
- (e) The Elected Directors will have full voting rights and will have the same rights, roles and general responsibilities of the other Directors.
- (f) The Elected Directors will be elected by the Ordinary Members in a secret electronic ballot to be concluded prior to the AGM from which their election will take effect.
- (g) The Elected Directors will be elected by votes received from Ordinary Members who are adult financial members of a Member State and whose membership has not been suspended.
- (h) There can only be one Elected Players' Delegate from any Member State.
- (i) The Women's Delegate can be elected from any State.
- (j) An Ordinary Member can nominate a person for election from any Member State and is not limited to their own Member State.
- (k) Only Ordinary Members who are adult financial members of a Member State may be elected or may nominate a person for election.
- (l) Written nominations signed by the nominee and the nominator shall be submitted in writing by email to the General Secretary no less than 49 days prior to the relevant AGM in the form provided by the General Secretary. No seconder is necessary.
- (m) The nomination must also include a one-page biography of the nominee to be included in the announcement of the nominations by the General Secretary 45 days prior to the AGM.
- (n) If there is only one nominee for the Women's Delegate position that person will be elected unopposed. If there are no nominees, then the position may be filled as a casual vacancy by the Board from any State after the next AGM is concluded.
- (o) If the casual vacancy of the Women's Delegate position is filled by an existing Director, that Director will not hold an additional vote by reason of the appointment as Women's Delegate.
- (p) If there are only 2 nominees for the Players' Delegate positions, they will be elected unopposed. If there are less than two nominees, then the position/s may be filled as a casual vacancy/vacancies by the Board from any State after the relevant AGM is concluded.
- (q) Voting for the Elected Director positions will be by email (or such other means as may be approved by the Board) and shall be open for a period of seven days from 45 days to 38 days prior to the AGM at midnight AWST on each day.
- (r) Only one vote is permitted by each Ordinary Member.



- (s) If voting is by email, then Ordinary Members must vote using the email they have provided to their Member State. A vote received from an email address that differs from that recorded with a Member State is invalid and will be an invalid vote at the election.
- (t) The appointments as Elected Directors take effect at the end of the next AGM.
- (u) The ballot will be secret ballot and the votes will be scrutinised by the President, the Vice President and the General Secretary.

### 12.5 Resolutions not in General Meeting

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Council held at the time on which the document was signed by the last Voting Member entitled to vote.
- (b) For the purposes of **clause 12.5(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Voting Member for the purpose of this clause.

## 13. DIRECTORS

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### 13.1 Number of Directors

- (a) There must be not less than five Directors and not more than eleven Directors.
- (b) Subject to **clause 13.1(a)**, not more than eight Directors are to be nominated by the State Members, and not more than three Directors are to be elected under **clause 12.4**.

### 13.2 Eligibility & Roles

- (a) For the period from the date of this Constitution a person who is an employee of the Council or a Member State (each a disqualifying position) may not hold office as a Director:
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director from the date of the acceptance of the disqualifying position.
- (c) A person nominated or elected as a Director at the time of holding a disqualifying position must resign from that disqualifying position





within 30 days or resign as a Director.

- (d) The Board may determine position or role descriptions and the necessary qualifications for Director positions.

### **13.3 Office held until end of meeting**

A retiring Director holds office until the end of the Annual General Meeting at which that Director retires but, subject to the requirement of this Constitution, is eligible for re-nomination or re-election as the case may be.

### **13.4 Casual vacancy in ranks of Nominated Directors**

- (a) A Member State may at any time appoint a person to fill a casual vacancy of its Nominated Director.
- (b) A person appointed under **clause 13.4(a)** holds office for the remainder of the vacating Director's term.

### **13.5 Elected Directors**

- (a) An Elected Director holds office on such terms as the Board may determine.
- (b) A person may only serve six consecutive years as an Elected Director but, subject to the other requirements of this Constitution, are otherwise eligible to be nominated to a Nominated Director position.
- (c) Subject to this Constitution, the Board may at any time appoint a person to fill a casual vacancy in the rank of the Elected Directors from any State and on whatever terms the Board decide.

### **13.6 Remuneration of Directors**

Subject to **clause 13.7**, a Director must not be paid for services as a Director but, with the prior minuted approval of the Board and subject to the Act, may be:

- (a) paid by the Council for services rendered to it other than as a Director; and
- (b) reimbursed by the Council for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Council, the Board, or a sub-committee; or
  - (ii) otherwise engaged in the affairs of the Council.

### **13.7 Honorarium**

The Council may in General Meeting by ordinary resolution determine to pay a Director in arrears an ex-gratia payment, but no payment shall be made until the same has been expressly authorized by the Council.



### 13.8 Removal of Director

- (a) A Director may be removed by the State Member who appointed him/her at any time and for any reason.
- (b) The State Member shall deliver a written notice to the General Secretary accompanied by a copy of the resolution passed by the Member State's Board or Executive resolving that the Director's appointment be terminated.

### 13.9 Vacation of office

The office of a Director becomes vacant when the Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 13.8**;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Council;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.2** and does not resign from that position within 30 days;
- (f) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Council and fails to declare the nature of the interest.

### 13.10 Alternate Director

A Director cannot appoint an alternate.

## 14. POWERS AND DUTIES OF DIRECTORS

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### 14.1 Directors to manage the Council

The Board is to manage the Council's business and may exercise those of the Council's powers that are not required, by the Act or by this Constitution, to be exercised by the Council in General Meeting.

### 14.2 Specific powers of Directors

Without limiting **clause 14.1**, the Board may exercise all the Council's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Council or of any other person.

### 14.3 Time, etc.



Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit both prospectively and retrospectively.

#### **14.4 Appointment of Attorney**

The Board may appoint any person to be the Council's Attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions it thinks fit.

#### **14.5 Provisions in power of Attorney**

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the Attorney that the Board think fit and may also authorise the Attorney to delegate (including by way of appointment of a substitute Attorney) all or any of the powers, authorities and discretions of the Attorney.

#### **14.6 Delegation of powers**

- (a) Without limiting **clause 14.4** the Board may, by resolution or by power of attorney delegate any of its powers to any person as it thinks fit.
- (b) Any delegation by the Board of its powers:
  - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
  - (ii) may be either general or limited in any way provided in the terms of the delegation;
  - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
  - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the Attorney on the Attorney's opinion, belief or state of mind about that matter.
- (d) Any power exercised by an Attorney is as effective as if it had been exercised by the Board.

#### **14.7 Code of Conduct**

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles



of good corporate governance.

## **15. PROCEEDINGS OF THE BOARD**

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### **15.1 Board meetings**

- (a) Subject to **clause 15.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least twice in each calendar year.

### **15.2 Questions decided by majority**

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

### **15.3 Chair's casting vote**

The Chair of the Board meeting will not have a casting vote.

### **15.4 Quorum**

Five Directors present constitutes a quorum.

### **15.5 Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling an Elected Director vacancy to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

### **15.6 Convening meetings**

- (a) Two Directors may, and the General Secretary on the request of the two Directors must, convene a Board meeting as soon as possible.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect to the General Secretary in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution)



at a Board meeting.

### 15.7 Election of Vice-President, Treasurer, General Secretary and Public Officer

- (a) The Board must at the first Board meeting after the AGM, annually elect by a majority vote three of their number to be respectively:-
  - (i) the Vice-President;
  - (ii) the Treasurer; and
  - (iii) the General Secretary.
- (b) The positions held at the date this Constitution was adopted were filled by the following Directors :-
  - (i) Alex Render as the Vice-President;
  - (ii) Adam Wyard as the Treasurer; and
  - (iii) Narelle Adams as the General Secretary.
- (c) The Board must at the first Executive meeting after the AGM, annually appoint a Public Officer.
- (d) The First Public Officer shall be Mark O'Neill.
- (e) If at any meeting the President is not present or is not willing to chair the meeting, then the Vice-President shall chair the meeting.
- (f) If at any meeting neither the President nor the Vice-President are present or are not willing to chair the meeting, then the Directors present may elect one of their number to be Chair of the meeting.

### 15.8 Circulating resolutions

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document referred to in (a) may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of an Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.8(a)** and is taken to be signed when received by the General Secretary in legible form.
- (c) The resolution is passed when the last Director signs or abstains from voting.



### 15.9 Validity of acts of Directors

Everything done at a Board meeting or a sub-committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated their office.

### 15.10 Directors' Interests

- (a) Every Director shall declare to the Board any material personal interest or related party transaction, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Board's meeting papers relating to the matter and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise permitted by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The General Secretary shall maintain a register of declared interests.

### 15.11 Minutes

The Board must cause minutes of meetings to be made and kept in accordance with s.251A *Corporations Act 2001 (Cwth)*.

### 15.12 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

### 15.13 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

### 15.14 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

## 16. TELECOMMUNICATION MEETINGS

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### 16.1 Telecommunication Meeting

- (a) A General Meeting or a Board meeting may be held as a Telecommunication Meeting, provided that:
  - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General



Meeting or Board meeting (as applicable); and

- (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 16**.

## **16.2 Conduct of Telecommunication Meeting**

The following provisions apply to a Telecommunication Meeting:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

## **17. SUB-COMMITTEES**

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### **17.1 Sub-Committees**

The Board may delegate any of its powers to sub-committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation at any time and for any reason.

### **17.2 Powers delegated to Sub-Committees**

- (a) A sub-committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a sub-committee are taken to have been exercised by the Board.

*Sandy Fane*



**17.3 Committee meetings**

Unless otherwise determined by the Board, sub-committee meetings are governed by the provisions of this Constitution dealing with Board's meetings, as far as they are capable of application.

**18. POLICIES & BY-LAWS**

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**18.1 Making and amending Policies and By-laws**

- (a) In addition to Policies and By-laws made under **clause 7.2**, the Board may from time to time make, amend, repeal and replace Policies and By-laws:
- (i) that are required to be made under this Constitution; or
  - (ii) which, in their opinion, are necessary or desirable for the control, administration and management of the Council's affairs.
- (b) The Policies and By-laws referred to in **clause 7** and this **clause** take effect 24 hours after the publication of the Policy or By-law on the Council's website and shall be of full force and effect from that date.

**18.2 Effect of Policies and By-laws**

Each Policy and By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.

**19. INSPECTION OF RECORDS**

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

**20. ACCOUNTS**

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**20.1 Accounting Records**

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

**20.2 Reviewer**


- (a) A properly qualified reviewer shall be appointed by the Board and the remuneration of such reviewer fixed and duties regulated in accordance with the Act.

## **21. SERVICE OF DOCUMENTS**

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### **21.1 Document includes notice**

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

### **21.2 Methods of service on a Member**

The Council may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

### **21.3 Methods of service on the Council**

A Member may give a document to the Council:

- (a) by delivering it to the nominated address;
- (b) by sending it by post to the nominated address; or
- (c) by sending it to a facsimile number or electronic address nominated by the Council.

### **21.4 Post**

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

### **21.5 Facsimile or electronic transmission**

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.



## 22. INDEMNITY

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### 22.1 Indemnity of officers

- (a) This **clause 22** applies to every person who is or has been:
- (i) a Director, the President, and the Public Officer of the Council; and
  - (ii) to any other officers, employees, former officers or former employees of the Council as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 22**.

- (b) The Council will indemnify each Indemnified Officer out of the property of the Council against:
- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs whilst acting for the Council or as part of the Board; and
  - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved whilst acting for the Council or as part of the Board,
- unless:
- (iii) the Council is forbidden by statute to indemnify the person against the liability or legal costs; or
  - (iv) an indemnity by the Council of the person against the liability or legal costs would, if given, be made void by statute.

### 22.2 Insurance

The Council may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs whilst acting for the Council or as part of the Board including a liability for legal costs, unless:

- (a) the Council is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Council paid the premium, be made void by statute.

### 22.3 Deed

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



## **23. WINDING UP**

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### **23.1 Contributions of Members on winding up**

- (a) Each Member State must contribute on an equal basis to the Council's property if the Council is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Council's debts and liabilities contracted before their membership ceased; and
  - (ii) the costs of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Council's property if the Council is wound up.

### **23.2 Excess property on winding up**

- (a) If on the winding up or dissolution of the Council, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (i) having objects similar to those of the Council; and
  - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

## **24. AMENDMENT OF THE CONSTITUTION**

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### **24.1 Notice of proposed amendment**

Any Voting Member may propose an alteration to, or the replacement of, this Constitution. Any notice proposing an alteration to, or the replacement of, this Constitution must be given in accordance with clause 10.3(c).

### **24.2 Voting on a proposed amendment**

The Constitution may only be amended or replaced by a Special Resolution.



**SCHEDULE 1 – LIFE MEMBERS****Life Members (at the date of the commencement of the 2019 AGM)****Rex Swain****John Sallis****John Williams****Frank Dewens****Paul Lawler****Barrie Jones****Don Stewart****Steve Mifsud****Max Williams**



## Obligations of companies limited by guarantee

This information sheet (INFO 131) is for companies limited by guarantee and explains:

- financial reporting obligations
- obligations relating to reviewers of financial reports
- obligations of auditors (if applicable), including appointment, and resignation and removal
- the prohibition on the payment of dividends
- requirements relating to the distribution of annual reports to members.

Some of the obligations vary depending on whether the company is a 'small company limited by guarantee' or a 'company limited by guarantee', as defined in the *Corporations Act 2001* (Corporations Act).

A company is a 'small company limited by guarantee' in a particular financial year if:

- it is a company limited by guarantee for the whole of the financial year
- it is not a deductible gift recipient at any time during the financial year
- its revenue (or consolidated revenue if that applies) for the financial year is less than \$250,000.

Commonwealth companies or subsidiaries, subsidiaries of Commonwealth authorities, transferring financial institutions, building and credit societies, and credit unions are excluded from some of these obligations. For full details, see section 45B of the Corporations Act.

### Financial reporting obligations

Companies limited by guarantee have a three-tier reporting framework: see Table 1. These obligations apply to financial years ending on and after 30 June 2010.

**Table 1 The three-tier reporting framework**

Tier	Type of company	Obligations
1	Small company limited by guarantee (as defined in section 45B)	Unless directed by a member or ASIC, the company does not have to: <ul style="list-style-type: none"> <li>• prepare a financial report or have it audited</li> <li>• prepare a directors' report, or</li> <li>• notify members of annual reports.</li> </ul>

Tier	Type of company	Obligations
2	Company limited by guarantee with annual (or consolidated) revenue of less than \$1 million	<p>The company:</p> <ul style="list-style-type: none"> <li>• must prepare a financial report</li> <li>• can elect to have its financial report reviewed, rather than audited unless the company is a Commonwealth company or a subsidiary of a Commonwealth company or Commonwealth authority</li> <li>• must prepare a directors' report, although with less detail than that required of other companies</li> <li>• must give annual reports to any member who elects to receive them.</li> </ul>
3	Company limited by guarantee with annual (or consolidated) revenue of \$1 million or more	<p>The company must:</p> <ul style="list-style-type: none"> <li>• prepare a financial report</li> <li>• have the financial report audited</li> <li>• prepare a directors' report, although with less detail than that required of other companies</li> <li>• give annual reports to any member who elects to receive them.</li> </ul>

## Reviewers of financial reports

A review of a financial report provides a lower level of assurance than an audit, but may result in reduced costs for companies. The review need not be undertaken by a registered company auditor.

However, the reviewer must be a member of and hold a practising certificate issued by:

- Chartered Accountants Australia and New Zealand (formerly the Institute of Chartered Accountants in Australia)
- CPA Australia, or
- the Institute of Public Accountants.

## Obligations relating to auditors

### Appointment

A small company limited by guarantee (Tier 1) or a Tier 2 company limited by guarantee whose directors believe that the financial reports of the company will be reviewed instead of audited does not need to appoint a registered company auditor.

All other companies limited by guarantee must comply with the requirement to appoint an auditor or fill any auditor vacancy.

### Resignation and removal

The auditor of a small company limited by guarantee (Tier 1) does not need ASIC consent to resign.

The auditor must resign by giving the company a written notice of resignation.

A suggested statement, on the auditor's letterhead could contain the following:

*I am resigning from the office of company auditor for [insert company name and ACN], a small company limited by guarantee as defined in s45B of the Corporations Act 2001. I am therefore able to resign without obtaining ASIC consent*

All other companies limited by guarantee that have appointed a registered company auditor must comply with the auditor resignation or removal obligations: see Regulatory Guide 26 *Resignation, removal and replacement of auditors* ([RG 26](#)), Information Sheet 65 *Resignation of an auditor of a public company* ([INFO 65](#)) and Information Sheet 62 *Removal of an auditor of a company* ([INFO 62](#)).

## Payment of dividends

A company limited by guarantee and registered on or after 28 June 2010 cannot pay dividends to its members. Companies limited by guarantee registered before this date are grandfathered and can pay dividends.

## Distribution of annual reports to members

Members wishing to obtain a hard copy or an electronic copy of the company's latest annual report can choose to obtain this from the company free of charge, and the company limited by guarantee must comply with this request.

The choice made by a member to either receive a hard copy or an electronic copy stands for subsequent financial years until the member changes their selection. They do not need to repeat their request for a copy of the report each year.

## Where can I get more information?

Read the [Corporations Act](#).

Download:

- [RG 26](#) Resignation, removal and replacement of auditors
- [INFO 62](#) Removal of an auditor of a company
- [INFO 65](#) Resignation of an auditor of a public company.

Contact ASIC on 1300 300 630.

Submit a question online at [www.asic.gov.au/question](http://www.asic.gov.au/question).

## Important notice

Please note that this information sheet is a summary giving you basic information about a particular topic. It does not cover the whole of the relevant law regarding that topic, and it is not a substitute for professional advice. You should also note that because this information sheet avoids legal language wherever possible, it might include some generalisations about the application of the law. Some provisions of the law referred to have exceptions or important qualifications. In most cases your particular circumstances must be taken into account when determining how the law applies to you.

This is **Information Sheet 131 (INFO 131)**, reissued in June 2015. Information sheets provide concise guidance on a specific process or compliance issue or an overview of detailed guidance.