

Constitution

Queensland Billiards & Snooker Association (QBSA) Incorporated

Prepared By	Version	Date Finalised	Date Adopted & Effective
Hugh Grant (Secretary)	1	24 March 2021	
Hugh Grant (Secretary)	2	13 May 2021	
Hugh Grant	3	4 November 2021	
Hugh Grant	4	4 December 2021	
	(Amendment to Records and Accounts 41.6)	4 December 2023 (change submitted to OFT)	Adopted at SGM 23 rd November 2023

Special Resolution of the Queensland Billiards & Snooker Association Incorporated (QBSA) dated 8th day of September 2022.

Board resolution under clause 25.17 of the Constitution:

- The Board noted clauses 5.2(m) and 18 of the Constitution.
- The Board resolved to pursuant to clause 23.1 (e) of the Constitution to publish forthwith the following Regulations:-
 - The QBSA adopts all of the policies, by-laws and regulations published from time to time.
 - by the Australian Billiards & Snooker Council Limited (ABSC) including (but not limited to) member protection, anti-doping, health and safety, junior sport and infectious diseases.
 - In so far as there is an inconsistency in terminology (eg Secretary rather than Secretary General) the adopted policies, by-laws and regulations are to be read in a manner which is consistent with the terminology used in the QBSA Constitution.
 - If there is an existing QBSA policy, by-law or regulation that will take precedence over any ABSC policy, by-laws or regulation which might otherwise have been adopted under Regulation 1.

To view the relevant policies, please visit the Australian Billiards and Snooker Council website <https://absc.com.au/governance>

1 Table of Contents

1	Table of Contents	2
2	Name Of Association	4
3	Definitions	4
4	Interpretations:.....	6
5	Objects	6
6	Membership Categories.....	7
7	Individual Members.....	8
8	Life Members	9
9	Junior Members	9
10	Clubs.....	10
11	Private Clubs	10
12	Regional Associations.....	11
13	Social Members	11
14	Membership Applications and Fees.....	122
15	Membership Terms.....	122
16	Admission of Members.....	13
17	Cessation and Discontinuance of Membership.....	13
18	Discipline of Membership.....	14
19	Termination Of Membership.....	14
20	Appeal Against Rejection or Termination of Membership.....	14
21	Resolution of Disputes	155
22	Register of Members and Documents of Association.....	155
23	The Board.....	15
24	Appointment of Sub Committees.....	199
25	Meetings of The Board.....	19
26	Invitation Of Delegates To Board Meetings.....	20
27	Invitation Of Sub Committee Members To Board Meetings.....	20
28	Special Meeting Of The Board	20
29	Minutes Of Board Meetings.....	21
30	Annual General Meetings.....	21
31	Annual General Meetings - Notice and Quorum Requirements.....	22
32	Election Of Life Membership.....	22
33	Proceedings Of Annual General Meetings.....	23
34	Proxies At Annual General Meetings (AGMs).....	24

35	Special General Meetings.....	24
36	Proxies At A Special General Meeting	266
37	Proceedings Of Special General Meetings.....	26
38	Minutes Of General Meetings.....	27
39	Regulations and By-Laws.....	27
40	Finances.....	27
41	Records and Accounts	28
42	Winding Up and Liability of Members	28
43	Changes to This Constitution.....	29
44	Patron	29

2 Name Of Association

The name of the Association is *Queensland Billiards & Snooker Association (QBSA) Incorporated*.

3 Definitions

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

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

'**Act**' means the Associations Incorporation Act 1981 - Queensland

'**Annual General Meeting**' means the Annual General Meeting of the Association held in accordance with the requirements of the Corporations Act and this constitution.

'**Association**' means *Queensland Billiards & Snooker Association*.

'**Associations Regulation**' means the Associations Incorporation Regulation 1999 - Queensland

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

'**By-Laws**' means rules determined by the QBSA Board to control the actions of its members.

'**QBSA**' means the Queensland Billiards & Snooker Association.

'**Club**' has the meaning set out in clause 10.

'**Constitution**' means this Constitution as amended from time to time. A reference to any particular clause is a reference to a clause in this constitution.

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

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

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

'**Elected Director**' means a Director elected in accordance with clause 23.4.

'**Financial Year**' means a period of 12 months commencing 1 January and ending on 31 December each year.

'**Game**' means "*all billiard and snooker games*".

'**General Meeting**' means a general meeting of the Association and includes the Annual General Meeting (AGM) and any Special General Meetings.

'International Billiards & Snooker Federation' means the *International Billiards and Snooker Federation (IBSF)*.

'Individual Member' has the meaning set out in clause 7.

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

'Junior Member' has the meaning set out in clause 9.

'Life Member' has the meaning set out in clause 8.

'Meeting' means any meeting of the Association including the Annual General Meeting (AGM), Special General Meetings and meetings of the Board and Sub-Committees.

'Member' means an approved current member of the Association.

'NSO' means the National Sporting Organisation, being the Australian Billiards & Snooker Council (ASBC), the organisation recognised by governments and the majority of playing participants as the national representative for snooker & billiards.

'Objects' means the objects of the Association as outlined in clause 5.

'Person' means a natural person.

'Private Club' has the meaning set out in clause 11.

'Public Officer' means the person appointed to be the Public Officer of the Association in accordance with the Associations Incorporations Act 1981.

'Region' means a Snooker & Billiards regional or district association, which is a Member or is otherwise affiliated with the Association.

'Register' means a register of Members kept and maintained in accordance with clause 22.

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

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

'Snooker & Billiards' means the sport regulated by the International Billiards & Snooker Federation (IBSF) and the Australian Billiards & Snooker Council (ABSC), and may refer to snooker and billiards collectively, or to either snooker or billiards.

'Social Member' has the meaning set out in clause 13.

'Special General Meeting' means a Special General Meeting of the Association held in accordance with clause 35.

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

4 Interpretations:

In this Constitution:

- (a) Words importing any **gender** include the other genders;
- (b) References to **persons** include corporations, partnerships, joint ventures, body corporates and unincorporated associations;
- (c) A reference to **writing** shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (d) Words importing the singular include the plural and vice versa;
- (e) Any provision or part thereof that is invalid or unenforceable is to be read down if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution;
- (f) Except where the contrary intention appears in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act; and
- (g) Model rules under the Act are expressly displaced by this Constitution.

5 Objects

5.1 The Association is established solely for the Objects.

5.2 The Objects of the Association are to

- (a) Foster, encourage and provide where possible the facilities for the playing of the Game, stimulate interest in the Game, endeavour to maintain a high standard of sportsmanship in the playing of the Game and to promote the welfare of the Game and that of the players;
- (b) Participate as a member of the Australian Billiards & Snooker Council (ASBC) so that Snooker & Billiards can be conducted, encouraged, promoted, advanced and administered in Queensland;
- (c) Be the accredited representative of all snooker and billiards players in Queensland, and of all snooker and billiards clubs, associations, groups or organisations;
- (d) Affiliate and otherwise liaise with the Australian Billiards & Snooker Council (ABSC) and adopt its rule and policy framework to further these Objects and Snooker & Billiards;
- (e) Promote mutual trust and confidence between the Association, the Australian Billiards & Snooker Council (ABSC) and the Members in pursuit of these Objects;
- (f) At all times act on behalf of, and in the interest of, the Members and Snooker & Billiards in Queensland;
- (g) Provide rules and regulations applicable to the Game in general, its players and their conduct, the terms and conditions subject to which players may participate in competitive play of the Game in Queensland and where applicable in other States or Countries;
- (h) Determine, adopt or ratify such rules and playing conditions as may from time to time be laid down by the International Billiards and Snooker Federation (IBSF) and/or the Australian Billiards and Snooker Council (ABSC) as they shall apply to the playing of the Game in Queensland;
- (i) Facilitate consistency in the rules and playing conditions in respect of any tournament or competition of the Game played in Queensland;

- (j) Apply the property and capacity of the Association towards the fulfillment and achievement of these Objects;
- (k) Strive for government, commercial and public recognition of the Association as the controlling body for Snooker & Billiards in Queensland;
- (l) Act as arbiter (as required) on matters pertaining to the conduct of Snooker & Billiards in Queensland, including disciplinary matters;
- (m) Adopt and implement such policies as may be developed by the Australian Billiards & Snooker Council (ABSC)), including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Snooker & Billiards; and
- (n) Manage invest and deal with all funds and assets of the Association in such manner as the Association may consider necessary, appropriate, incidental or conducive to the furtherance of the objects and aims of the Association.

6 Membership Categories

6.1 The Memberships of the Association shall consist of the following categories:

- a) Individual Members;
- b) Life Members;
- c) Junior Members;
- d) Clubs;
- e) Private Clubs;
- f) Regional Associations; and
- g) Social Members.

6.2 A Person, Club or Private Club is entitled to one (1) membership, notwithstanding that they may be eligible for more than one (1) membership category.

6.3 The establishment of new or other categories of Members would constitute a change to the rules and require approval of members of the Association at a general meeting.

6.4 The conditions, obligations, rights and privileges of all categories of membership will be as prescribed within this Constitution.

6.5 Annual membership subscriptions (if any), fees and any levies payable by Members, including the time for and manner of payment, will be as determined by the Board.

6.6 All Members that are, prior to the approval of this Constitution under the Act, members of the Association, will be deemed Members from the time of approval of this Constitution under the Act. For the avoidance of doubt, this includes Life Members.

6.7 All members whose membership category changes as a result of the adoption of this Constitution will be notified of their updated membership category.

6.8 Any Club or Private Club that is deemed to be a Member pursuant to clause 16 must provide copies of any documents required under this Constitution within one (1) calendar month of this Constitution taking effect.

7 Individual Members

- 7.1 Individual Members are Persons (non-gender specific) who are fully registered, financial Members of the Association and are at least eighteen (18) years of age.
- 7.2 To be eligible for admission as an Individual Member, a person must:
- a) apply to be an Individual Member in accordance with clause 16;
 - b) be of good character and repute; and
 - c) pay any applicable fees.
- 7.3 Subject to this Constitution, an Individual Member is:
- a) entitled to receive notice of any General Meeting;
 - b) entitled to attend, speak at and vote at any General Meeting;
 - c) entitled to receive notice of any election of Board members;
 - d) entitled to stand for election to the Board;
 - e) **not** a member for life; and
 - f) required to pay annual membership subscriptions.

8 Life Members

- 8.1 Any Individual Member who has rendered outstanding service to the Association or snooker and billiards over an extended period, where such service is deemed to have assisted the advancement of Snooker & Billiards in Queensland, may be elected to Life Membership in accordance with Clause 32.
- 8.2 Eligibility for election to Life Membership shall generally be restricted to those whose Association membership and activities extend for at least ten (10) consecutive years.
- 8.3 Notwithstanding this, an Individual Member with outstanding service amounting to less than ten (10) years, and whom the Board unanimously recommends, shall also be eligible for election to Life Membership.
- 8.4 Subject to this Constitution, a Life Member is:
- a) entitled to receive notice of any General Meeting;
 - b) entitled to attend, speak at and vote at any General Meeting;
 - c) entitled to receive notice of any election of Board members;
 - d) entitled to stand for election to the Board;
 - e) a member for life;
 - f) **not** required to pay annual membership subscriptions; and
 - g) eligible for certain benefits as may be determined by the Board from time to time in Regulations, provided that such benefits are not in contravention of the Act, the Associations Regulation or this Constitution.

9 Junior Members

- 9.1 Junior Members are Persons (non-gender specific) under eighteen (18) years of age on the first day of January in any year, who are fully registered, financial members of the Association.
- 9.2 To be eligible for admission as a Junior Member, a person must:
- a) apply to be a Junior Member in accordance with clause 16;
 - b) intend to be an active Snooker & Billiards playing participant within Queensland;
 - c) be of good character and repute; and
 - d) pay any applicable fees.
- 9.3 Subject to this Constitution, a Junior Member is:
- a) entitled to receive notice of any General Meeting;
 - b) entitled to attend any General Meeting;
 - c) **not** entitled to speak at or vote at any General Meeting;
 - d) entitled to receive notice of any election of Board members;
 - e) **not** entitled to stand for election to the Board;
 - f) **not** a member for life; and
 - g) required to pay annual membership subscriptions.

10 Clubs

10.1 Clubs are Snooker and Billiards Clubs which the QBSA may recognise as being fully registered, financial members of the Association.

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

- a) apply to be a Club Member in accordance with clause 16;
- b) fully intend for the club and its facilities to be actively involved in Snooker & Billiards within Queensland; and
- c) pay any applicable fees.

10.3 Subject to this Constitution, a Club is:

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

11 Private Clubs

11.1 Private Clubs are privately owned and operated Snooker & Billiards clubs, or similar operations which QBSA may recognise as being fully registered, financial members of the Association.

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

- a) apply to be a Private Club Member in accordance with clause 16;
- b) fully intend for the private club (or similar) and its facilities to be actively involved in Snooker & Billiards within Queensland; and
- c) pay any applicable fees.

11.3 Subject to this Constitution, a Private Club is:

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

12 Regional Associations

12.1 Regional Associations are Snooker & Billiards regional, district or local area associations which the Association may recognise and which are fully registered, financial members of the Association.

12.2 To be eligible for admission as a Regional Association Member, an organisation must:

- (a) apply to be a Regional Association Member in accordance with clause 16;
- (b) fully intend for the Region and its facilities to be actively involved in Snooker & Billiards within Queensland; and
- (c) pay any applicable fees.

12.3 Subject to this Constitution, a Regional Association is:

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

13 Social Members

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

13.2 To be eligible for admission as a Social Member, it is not necessary for a person to make a membership application, as their details will be provided as part of the membership process of the Club, Private Club or Regional Association concerned, and will be passed on to the QBSA for registration.

13.3 Subject to this Constitution, a Social Member is:

- (a) entitled to receive notice of any General Meeting;
- (b) entitled to attend any General Meeting;
- (c) **not** entitled to speak at or vote at any General Meeting;
- (d) entitled to receive notice of any election of Board members;
- (e) entitled to stand for election to the Board;
- (f) **not** a member for life; and
- (g) required to pay annual membership subscriptions, which will be invoiced to the Club, Private Club or Regional Association concerned.

14 Membership Applications and Fees

14.1 An application for membership of the Association must be:

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

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

14.3 The Association is entitled to require new Members to pay a joining fee, which is set from time to time by the Board, subject to approval at a General Meeting.

14.4 The Association is entitled to require all Members to pay an annual membership fee, which is set from time to time by the Board, subject to approval at a General Meeting.

15 Membership Terms

15.1 The Members acknowledge and agree that the Association shall:

- (a) Be or remain incorporated in Queensland;
- (b) Apply its property and capacity solely in pursuit of the Objects;
- (c) Do all that is reasonably necessary to enable the Objects to be achieved;
- (e) At all times act in the interests of the Members and Snooker & Billiards.

15.2 Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations
- (b) They shall comply with and observe this Constitution and the Association's Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) By submitting to this Constitution they are subject to the jurisdiction of the Association and the Australian Billiards & Snooker Council (ABSC);
- (d) The Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Snooker & Billiards in Queensland; and
- (e) They are entitled to all benefits, advantages, privileges and services of Association membership.
- (f) No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from the cessation or termination of membership.
- (g) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person. Any attempt to do so shall be void.
- (h) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or the Sport, or both.

15.3 Clubs, Private Clubs and Regional Associations acknowledge and agree that they will:

- (a) take all reasonable steps necessary to ensure that their constituent documents conform to this Constitution, including the provision of similar Objects;
- (b) provide to the Association a copy of their constituent documents and all amendments to these documents as and when required and requested;
- (c) nominate a maximum of two (2) Delegates annually to attend Annual General Meetings and Special General Meetings, and will inform the Association of the details of those Delegates in writing within the timeframes outlined in this Constitution;
- (d) provide the Association with copies of their annual membership register and other associated documents upon annual membership renewal or as otherwise requested;
- (e) recognise the Association as the authority for Snooker & Billiards in Queensland, and the Australian Billiards & Snooker Council (ABSC) as the National authority for Snooker & Billiards; and
- (f) adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or the Australian Billiards & Snooker Council (ABSC) from time to time.

16 Admission of Members

- 16.1 A person will become a Member upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided that the Member has submitted an application, which is accepted by the Directors.
- 16.2 Upon acceptance or rejection of a membership application, the member will be notified of such acceptance or rejection.

17 Cessation and Discontinuance of Membership

- 17.1 A Member ceases to be a Member of the Association if they:
 - (a) Die;
 - (b) Resign;
 - (c) Are removed from the Association;
 - (d) Fail to pay any fees that are due and owing within three (3) months after the fee is due; or
 - (e) Cease to operate as a duly recognised Club/Private Club/Regional Association.
- 17.2 The Regulations may also prescribe additional circumstances under which memberships may be discontinued.
- 17.3 Membership rights are not capable of being transferred or transmitted to another Person or entity, and terminate on the cessation of membership.
- 17.4 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, whereby it shall take effect on that later date.
- 17.5 A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Association or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

18 Discipline of Membership

18.1 Where the Board is advised or considers, for whatever reason, that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Australian Billiards and Snooker Council (ABSC) constitution or regulations, or any resolution or determination of the Board
- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Australian Billiards and Snooker Council (ABSC) and/or Snooker & Billiards; or
- (c) brought the Association, the Australian Billiards and Snooker Council (ABSC), or any other Member or Snooker & Billiards into disrepute;

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

18.2 The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. The Judiciary Committee will operate in accordance with the procedures expressed in the Regulations.

18.3 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

19 Termination Of Membership

19.1 If a member conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the Board will consider whether the membership shall be terminated.

19.2 The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Board resolves to terminate the membership it shall advise the member in writing accordingly.

20 Appeal Against Rejection or Termination of Membership

20.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her decision to appeal against the decision of the Board.

20.2 Upon receipt of a notification of intention to appeal against the rejection or termination of membership, the Secretary shall convene within three months of the date of receipt of such notice, a General Meeting to determine the appeal.

20.3 At any such meeting the appellant shall be given the opportunity to fully present his/her case and the Board shall likewise have the opportunity of presenting its case. The appeal shall be determined by the vote of the members present and entitled to vote at such meeting.

21 Resolution of Disputes

Unless otherwise prescribed by the Regulations, the QBSA will adopt the *Queensland Office of Fair Trading* model rules for internal grievance and dispute resolution.

22 Register of Members and Documents of Association

- 22.1 The Association shall keep and maintain a Register (in written or electronic form) in which shall be entered (as a minimum), the full name, address, email address, category of membership and date of entry to membership of each Member and, where applicable, the date of termination of membership.
- 22.2 The Board may, at its discretion, require additional details to be recorded in the Register.
- 22.3 Members must provide notice of any change in the details recorded in the Register within one (1) month of the change occurring.
- 22.4 An extract of the Register, excluding the address or other direct contact details of any Person who is a Member, shall be available for inspection (but not copying) by Members who make a reasonable request. If the Association has a reasonable belief that a Member is requesting access to the Register for an improper purpose, it may refuse to make the extract available for inspection.
- 22.5 The Documents of the Association must be open to inspection, free of charge, by a Member of the Association at any reasonable hour. A Member of the Association may obtain a copy of any Documents on payment of a fee determined by the Board.
- 22.6 The Board may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 22.7 The Australian Billiards & Snooker Council (ABSC) will have full access to the Register for the purpose of incorporating members' details in the ABSC membership register.
- 22.8 The Association must ensure that the Register is used and maintained in accordance with the Privacy Act 1988 (Cth) and any other relevant laws.

23 The Board

23.1 Board Authorities And Responsibilities

Subject to the Act, the Associations Regulation, this Constitution and any resolution passed by the Association at a General Meeting, the Board:

- a) Is to control and manage the affairs, property and funds of the Association;
- b) Shall act in accordance with the Objects and operate for the benefit of Members and the snooker and billiards community throughout Queensland;
- c) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association;
- d) Has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;

- e) May formulate, issue, adopt, interpret and amend Regulations and By-Laws for the proper advancement, management and administration of the Association, and the advancement of the purposes of the Association and Snooker & Billiards in Queensland as it considers necessary or desirable. Such Policies, Regulations and By-Laws must be consistent with this Constitution; and
- f) May, subject to the Act, employ any reasonably qualified Person for any role that may be deemed necessary to facilitate the operations of the Association.

23.2 Indemnification Of Board Directors

Board Directors will be indemnified by the Association against any liabilities, damages or losses incurred by them whilst acting in their capacity as a Board Director, except in the case of willful misconduct.

23.3 Board Composition

The Board is to consist of a total of seven (7) Elected Directors, who must be elected in accordance with this Constitution, and who must be Individual Members or Life Members of the Association.

23.4 Elected Directors

- a) The seven (7) Elected Directors are to comprise:
 - (i) A President
 - (ii) A Treasurer
 - (iii) A Secretary; and
 - (iv) Four (4) General Board Members
- b) The appointment terms for the President, Treasurer and Secretary roles will be for a maximum of two (2) years. The appointment terms for each vacant role will be determined by the Board and specified in the AGM notice.
- c) The appointment terms for the General Board Member roles will be one (1) year.
- d) The Board may allocate portfolios and/or titles to each Director role to suit the internal and external operating environment, and according to the skills, expertise, experience and qualifications of the Board Of Directors at any given time.
- e) Each member of the Board is, subject to this Constitution, to hold office until the conclusion of their appointment term, and will be eligible for re-election.
- f) There is no maximum number of consecutive terms for which a Board member may hold office.
- g) Elected Directors are prohibited from performing the role of Delegate of a Club or Private Club during the term of their Directorship.

23.5 Election Of Board Members

- a) At each Annual General Meeting (AGM) of the association, all members of the Board who have completed the term of their Board appointment must retire from office, but are eligible, on nomination, for re-election.
- b) Nominations for Elected Director positions must be called for twenty eight (28) days prior to the relevant Annual General Meeting (AGM).

- c) The call for nominations may include details of the necessary qualifications for each vacant position (if any) together with any role descriptions for the vacant positions that have been developed by the Board.
- d) Candidates for election must:
 - (i) Be an Individual Member, Life Member, or Social Member of the Association
 - (ii) Declare any other position that they hold in a Club, Private Club or Regional Association.
 - (iii) Provide a completed nomination form to the Secretary, not less than fourteen (14) days before the date fixed for the Annual General Meeting at which the election is to take place.
 - (iv) A list of the candidates' names, with the proposers' and seconders' names, shall be provided to all Members of the Association at least seven (7) days prior to the Annual General Meeting (AGM).
- e) The election process will be carried out at the Annual General Meeting (AGM) in accordance with the process determined by the Board, and/or as set down in the Regulations.
- f) If, at the start of the Annual General Meeting (AGM) meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- g) Each member of the Association present and eligible to vote at the Annual General Meeting (AGM) may vote for 1 candidate for each vacant position on the Board
- h) Members who are candidates for a specific board vacancy are **not** eligible to vote for that vacant position.
- i) The Board must ensure that that, before a candidate is elected as a member of the Board, the candidate is advised:
 - (i) Whether or not the association has public liability insurance; and
 - (ii) If the association has public liability insurance - the amount of that insurance.

23.6 Resignation Of Board Members

- a) Any member of the Board may resign by giving written notice of their resignation to the Secretary.
- b) Such resignations shall take effect at:
 - (i) the time that the notice of resignation is received by the Secretary; or
 - (ii) if a later time is stated in the notice of resignation, the later time.

23.7 Removal Of Office Of Board Members

- a) A Director may be removed from office at a General Meeting of the Association if the majority of the members present and eligible to vote at the meeting vote in favour of removing the Director.
- b) Before a vote of members is taken about removing a Director from office, the Director must be given a full and fair opportunity to show cause why he/she should not be removed from office.
- c) A Board Member has no right of appeal against his/her removal from office under this rule.

23.8 Absence Or Temporary Unavailability Of The President

- a) In the event of the absence or unavailability of the President to fulfill his/her duties, the Board may appoint another member of the Board to serve as Acting President for a period of up to three (3) consecutive months.
- b) The period of such an appointment (or the total periods of all such appointments) during the President's then current term of office shall not exceed a total of nine (9) months.
- c) The Acting President shall exercise only those powers of the President as the Board may direct.

23.9 Vacancies On The Board (Casual Vacancies)

- a) In addition to the circumstances under which the office of a Director becomes vacant by virtue of the Act, the office of a Director and one appointed to fill a casual vacancy, becomes vacant, if the Director:
 - (i) Dies;
 - (ii) Resigns from their Director role;
 - (iii) Is absent without the consent of the Board for three (3) consecutive meetings of the Board;
 - (iv) Is determined by the Board to have an unmanageable conflict of interest in performing his/her role as Board Director;
 - (v) Has a direct or indirect interest in any contract or proposed contract with the Association and fails to declare the nature of their interest;
 - (vi) In the opinion of the Board, but subject always to this Constitution:
 - a. Has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - b. Has brought the Association in to disrepute;
 - (vii) Is removed by a Special Resolution; or
 - (viii) Would otherwise be prohibited from being a Director of a corporation under the Corporations Act 2001 (Cth).
- b) In the event of a casual vacancy or vacancies on the Board, the remaining Directors may act, provided that the number of remaining Directors is sufficient to constitute a quorum at a meeting of the Board.
- c) If the number of remaining Directors is insufficient to constitute a quorum at a meeting of the Board, the remaining Directors may act only for the purpose of:
 - (i) Increasing the number of Board members to the number required for a quorum; or
 - (ii) Calling a general meeting of the association.
- d) If a casual vacancy occurs on the Board, other than the role of President, the continuing members of the board may appoint another member of the Association to fill the vacancy until the next Annual General Meeting (AGM).

23.10 Vacancy Of The President

- a) If the President role becomes vacant during the term of the President's appointment, the President position shall be filled at a Special General Meeting called for that purpose.

- b) If the term of the vacant President position extends beyond the date of the next Annual General Meeting (AGM), the person appointed to the role of President will perform the role for the remaining term of the appointment.

24 Appointment of Sub Committees

- 24.1 The Board may appoint Sub Committees consisting of members of the association considered appropriate by the Board to assist with the conduct of the Association's operations.
- 24.2 Sub Committee may meet and adjourn as they considers appropriate.
- 24.3 Sub Committees may elect a chairperson to chair any of their meetings.
- 24.4 If a Sub Committee Chairperson is not elected, or if the Chairperson is not present within ten (10) minutes after the time fixed for a Sub Committee meeting, the Sub Committee members present may choose a member of the Sub Committee to act as the Chairperson of the meeting.
- 24.5 Question arising and proposals put to a vote at Sub Committee meetings are to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the questions or proposals are decided in the negative.

25 Meetings of The Board

- 25.1 The Board must meet at least six (6) times in each Financial Year, or as otherwise required under the Act, at such place and time as the Board may determine.
- 25.2 Additional meetings of the Board may be convened as often as is deemed necessary for the dispatch of business, as the Board considers appropriate.
- 25.3 The Secretary shall provide a notice of a Board Meeting to all Board Members at least fourteen (14) days before the time appointed for the meeting, unless otherwise unanimously agreed by the Board.
- 25.4 Notices of Board meetings will be provided in the manner decided by the Board.
- 25.5 At Board meetings, the minimum number of Directors required to form a quorum is four (4).
- 25.6 If there is no quorum within 30 minutes after the time fixed for a Board meeting:
 - a) the meeting is to be adjourned for at least 1 day; and
 - b) the members of the Board who are present are to decide the day, time and place of the adjourned meeting.
- 25.7 Unless otherwise determined by the Board, the President will perform the role of Chairperson at Board Meetings
- 25.8 If there is no President or if the President is not present within 10 minutes after the time fixed for the commencement of a Board meeting, the Board will choose another Board Member to preside as Chairperson at the meeting.
- 25.9 A Director is present at a meeting where they are physically present, or where they

are participating in the meeting by any form of technology that provides them with a reasonable opportunity to participate.

25.10 Subject to this Constitution, questions arising and resolutions put to the vote at any meeting of the Board will be decided by a majority of votes of the Directors present.

25.11 All Directors, with the exception of the Chairperson, will have one (1) vote on any question or resolution at Board meetings.

25.12 Where voting is equal, the Chairperson can cast a discretionary casting vote. The Chairperson is not obliged to use his/her casting vote.

25.13 If the overall votes are equal, the proposal or question is decided in the negative.

25.14 A member of the Board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract.

25.15 A Director must declare interests in any contractual, selection, disciplinary, financial or other matter in which an actual or perceived conflict of interest arises or may arise, and must, unless otherwise determined by the Board, be absent from discussions and voting on such matter.

25.16 If a Director fails to disclose such an interest, the Director may be removed from office under clause 26.8.

25.17 A resolution not made in a meeting, but made in writing, signed or assented to by any form of visible or other communication, including electronic communication, by all the Directors will be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

26 Invitation Of Delegates To Board Meetings

26.1 The Board may invite the Delegates of Clubs and Private Clubs to Board Meetings to provide perspectives and feedback on issues and decisions being considered by the Board.

26.2 The Delegates of Clubs and Private clubs are **not** entitled to vote at Board meetings.

27 Invitation Of Sub Committee Members To Board Meetings

27.1 The Board may invite the Members Of Sub Committees to Board Meetings to provide perspectives and feedback on issues and decisions being considered by the Board

27.2 Members of Sub Committee who are not members of the Board are **not** entitled to vote at Board meetings

28 Special Meeting Of The Board

28.1 Any three (3) members of the Board may require the Secretary to convene a Special Meeting of the Board

28.2 A notice calling for a Special Board Meeting shall clearly state the reasons for the

calling of the meeting and the nature of the business to be transacted at the meeting.

- 28.3 Upon receipt of such notice, the Secretary must call a Special Meeting of the Board by giving each Board Member notice of the meeting. The meeting must be held within 14 days of the date that the above notice was provided to the Secretary
- 28.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 28.5 No business other than the business specified in the notice of the Special Meeting is to be transacted at the meeting, except for business which all Board members present at the meeting unanimously agree to treat as urgent business.
- 28.6 At Special Meetings of the Board, the minimum number of Directors required to form a quorum is four (4).
- 28.7 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on by a request of members of the Board, the meeting lapses.

29 Minutes Of Board Meetings

- 29.1 The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are recorded.
- 29.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the Chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

30 Annual General Meetings

30.1 The Association must hold its Annual General Meetings:

- (a) Within six (6) months after the close of the Association's Financial Year; or
- (b) Within such later time as may be allowed by the Director-General or as prescribed by the Associations Regulation; and
- (c) Otherwise, at such time that the Board considers appropriate.

30.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include:

- a) Confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
- b) Business arising from the previous Annual General Meeting (AGM), or any Special General Meetings held since the previous Annual General Meeting (AGM), which is required to be dealt with by the Annual General Meeting;
- c) Receiving from the Board any reports on the activities of the Association during the preceding Financial Year, including the consideration of audited end of year financial accounts;
- d) Electing Directors of the Association;

- e) Consideration of Election of a Life Member; and
- f) Appointments.

31 Annual General Meetings - Notice and Quorum Requirements

- 31.1 At least twenty-eight (28) days before the date of each Annual General Meeting the Secretary shall provide each Member with a notice of meeting.
- 31.2 The business to be transacted at an Annual General Meeting (AGM) must be specified in the notice convening it.
- 31.3 Members entitled to vote may bring any business before an Annual General Meeting by giving notice of that business to the Association, for inclusion as special business at the Annual General Meeting (AGM).
- 31.4 All such notices must be submitted in writing to the Association not less than twenty one (21) days prior to the Annual General Meeting (excluding the receiving date and meeting date).
- 31.5 Each Club and Private Club shall provide the Association with the details of their appointed Delegates for the Annual General Meeting, at least fourteen (14) days before the date of the meeting.
- 31.6 No business other than that specified in the notice convening an Annual General Meeting (AGM) is to be transacted at the meeting.
- 31.7 At any Annual General Meeting (AGM) of the Association, the number of Members required to constitute a quorum shall be double the number of Members presently on the Board plus one.
- 31.8 In the event of there not being a quorum present within thirty (30) minutes after the time appointed for an Annual General Meeting, the meeting shall stand adjourned to a date and place to be fixed by the Board. If at such adjourned meeting a quorum is not present, the matter(s) before the meeting shall be determined by the Board.

32 Election Of Life Membership

- a) At each Annual General Meeting (AGM) of the Association, the Association may consider whether a Life Member should be elected in that year.
- b) The Association may elect to Life Membership, members any persons who in the opinion of the Association have given outstanding service to the Association and/or the games of billiards and snooker.
- c) Eligibility for election to Life Membership shall generally be restricted to those whose Association membership and activities extend for at least ten (10) consecutive years.
- d) Notwithstanding this, an Individual Member with outstanding service amounting to less than ten (10) years, and whom the Board unanimously recommends, shall also be eligible for election to Life Membership.
- e) No more than one Life Member shall be elected in any one year.
- f) If it is decided by the Association to elect a Life Member, nominations shall be called and if more than one person is nominated, a ballot shall be held to determine the issue.

- g) All nominations for Life Membership must be in writing, include an overview of the service provided, and be signed by at least two (2) Members of the Association (who must each be Individual Members, Life Members, or Social Members), and also be signed by the nominee consenting to the nomination.
- h) The nomination must be lodged with the Association and referred to the Board for consideration.
- i) If the Board, at its sole discretion, determines by a 75% majority (or 100% should another provision in this Constitution require a unanimous vote) that the nomination is fit and worthy, they must refer the nomination to the Annual General Meeting by way of inclusion as business on the Notice of Annual General Meeting, which will confirm their recommendation of support.
- j) All such nominations will be determined by election at the Annual General Meeting, with the election special resolution required to be carried by at least a 75% majority of those Members present and eligible to vote.
- k) A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written acceptance, the person's details must be entered into the Register, and from that time the person will be a Life Member.

33 Proceedings Of Annual General Meetings

Unless otherwise stated in this Constitution, the Act, or the Association's Regulations, the Proceedings of Annual General Meetings shall be as follows:

- 33.1 The President shall preside as Chairperson of the Annual General Meeting, except:
 - (i) in relation to any election for which the Chairperson is a nominee; or
 - (ii) where a conflict of interest exists.
- 33.2 If the President is absent, the Board will appoint a Chairperson
- 33.3 If the Board does not appoint a Chairperson, the Members present at the meeting shall elect the Chairperson from those Members present;
- 33.4 Questions arising and ordinary resolutions put to the vote at an Annual General Meeting (AGM) shall be decided by a majority of votes of the Members present;
- 33.5 All Members, with the exception of the Chairperson, will have one (1) vote on such questions or resolutions.
- 33.6 Where voting is equal, the Chairperson can cast a discretionary casting vote. The Chairperson is not obliged to use his/her casting vote.
- 33.7 If the overall votes are equal, the proposal or question is decided in the negative.
- 33.8 Members who are in arrears of all or some of the membership fees levied against them are **not** permitted to attend or vote at Annual General Meetings.
- 33.9 Voting shall be by a show of hands, unless 20% (or more) of the members present demand a ballot, in which event there shall be a secret ballot.
- 33.10 If voting is to be performed by means of a secret ballot, the Chairperson shall appoint two (2) Members to conduct the secret ballot in such manner as he/she determines
- 33.11 The result of the ballot, as declared by the Chairperson, shall be deemed to be the resolution of the meeting at which the ballot was demanded.

33.12 All special resolutions put to the vote at any Annual General Meeting are to be determined by a 75% majority of the eligible Members who cast a valid vote at the meeting.

33.13 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal, other than an appeal. A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Associations Regulation, or any equivalent replacement regulation.

33.14 A Special Resolution may only be passed by the Association in accordance with the requirements of the Act.

34 Proxies At Annual General Meetings (AGMs)

- a) An instrument appointing a proxy at an Annual General Meeting (AGM) must be in writing and be in the form prescribed by the Board.
- b) The instrument appointing a proxy must be signed by the appointer, or the appointer's attorney, properly authorised in writing.
- c) The proxy must be a voting member of the Association
- d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- e) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- f) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- g) If a member requires the proxy to vote for or against a resolution, the instrument appointing the proxy must clearly state that requirement.

35 Special General Meetings

35.1 Special General Meetings Convened By The Board – Notice And Quorum Requirements

- a) The Board may, whenever it considers appropriate, convene a Special General Meeting of the Association.
- b) For Special General Meetings convened by the Board the Secretary shall provide each member with a notice of meeting at least twenty-eight (28) days prior to the date on which the meeting is to be held.
- c) If the purpose of the Special General meeting is deemed by the Board to be of an emergency nature such period of Notice may be reduced to fourteen (14) days.
- d) The notice of meeting will set out and clearly define the business to be transacted at the meeting.
- e) If the nature of the business proposed to be dealt with requires a Special Resolution of the Association, this must be specified within the notice of the meeting, and be in accordance with the Act, the Associations Regulations and/or the Regulations, if applicable.
- f) Members entitled to vote may bring any business before a Special General Meeting by giving notice of that business to the Association, for inclusion as special business at the Special General Meeting.

- g) All such notices must be submitted in writing to the Association not less than twenty one (21) days prior to the Special General Meeting.
- h) Each Club and Private Club shall advise the Association of the details of their appointed Delegates for the Special General Meeting, at least fourteen (14) days before the date of the meeting.
- i) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting
- j) At any Special General Meeting of the Association convened by the Board, the number of Members required to constitute a quorum shall be double the number of Members presently on the Board plus one.
- k) In the event of there not being a quorum present within thirty (30) minutes after the time appointed for any Special General Meeting convened by the Board, the meeting shall stand adjourned to a date and place to be fixed by the Board. If at such adjourned meeting a quorum is not present the matter(s) before the meeting shall be determined by the Board.

35.2 Special General Meetings Requested By Members – Notice And Quorum Requirements

- a) The Board must, on the requisition in writing of at least twenty percent (20%) of the total number of Members eligible to vote, convene a Special General Meeting of the Association.
- b) A requisition of Members for a Special General Meeting:
 - (i) Must state the purpose or purposes of the meeting; and
 - (ii) Must be signed by the Members making the requisition; and
 - (iii) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- c) If the nature of the business proposed to be dealt with requires a Special Resolution of the Association, this must be specified within the notice of the meeting, and be in accordance with the Act, the Associations Regulations and/or the Regulations, if applicable.
- d) Members entitled to vote may bring any business before a Special General Meeting by giving notice of that business to the Association, for inclusion as special business at the Special General Meeting.
- e) All such notices must be submitted in writing to the Association not less than twenty one (21) days prior to the Special General Meeting.
- f) A Special General Meeting convened in response to a request by members must be convened as nearly as is practicable in the same manner as General Meetings convened by the Board.
- g) If the Board fails to convene a Special General Meeting to be held within 28 days after the date on which the requisition of Members for the meeting is lodged, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- h) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting
- i) Each Club and Private Club shall advise the Association of the details of their appointed Delegates for the Special General Meeting, at least fourteen (14) days before the date of the meeting.

- j) At Special General Meetings convened on the request of Members, the number of voting Members whose presence is required to constitute a quorum shall be double the number of Members presently on the Board plus one.
- k) In the event that a quorum is not present within thirty (30) minutes after the time appointed for a Special General Meeting, the meeting will be adjourned to the time and place determined by the Chairperson. If at such adjourned meeting the quorum is not present, then the meeting shall lapse.

36 Proxies At A Special General Meeting

- a) An instrument appointing a proxy at a Special General Meeting must be in writing and be in the form prescribed by the Board
- b) The instrument appointing a proxy at a Special General Meeting must be signed by the appointer or the appointer's attorney properly authorised in writing; or
- c) The proxy must be a voting member of the Association
- d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- e) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- f) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- g) If a member requires the proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form prescribed by the Board.

37 Proceedings Of Special General Meetings

Unless otherwise stated in this Constitution, the Act, or the Association's Regulations, the Proceedings of Special General Meetings shall be as follows:

37.1 The President shall preside as Chairperson of the Special General Meeting, except:

- a) in relation to any election for which the Chairperson is a nominee; or
- b) where a conflict of interest exists.

37.2 If the president is absent, the Board will appoint a Chairperson

37.3 If the Board does not appoint a Chairperson, the Members present at the meeting shall elect the Chairperson from those Members present;

37.4 Every decision or resolution at a Special General Meeting shall be decided by a majority of votes of the Members present;

37.5 All Members, with the exception of the Chairperson, will have one (1) vote on such questions or resolutions.

37.6 Where voting is equal, the Chairperson can cast a discretionary casting vote. The Chairperson is not obliged to use his/her casting vote.

37.7 If the overall votes are equal, the proposal or question is decided in the negative.

37.8 Members who are in arrears of all or some of the membership fees levied against them are

not permitted to attend or vote at Annual General Meetings.

37.9 Voting shall be by a show of hands, unless 20% (or more) of the members present demand a ballot, in which event there shall be a secret ballot.

37.10 If voting is to be performed by means of a secret ballot, the Chairperson shall appoint two (2) Members to conduct the secret ballot in such manner as he/she determines

37.11 The result of the ballot, as declared by the Chairperson, shall be deemed to be the resolution of the meeting at which the ballot was demanded.

37.12 All special resolutions put to the vote at any Annual General Meeting are to be determined by a 75% majority of the eligible Members who cast a valid vote at the meeting.

37.13 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal, other than an appeal. A postal or electronic ballot is to be conducted in accordance with the Associations Regulation, or any equivalent replacement regulation.

37.14 A Special Resolution may only be passed by the Association in accordance with the requirements of the Act.

38 Minutes Of General Meetings

38.1 The minutes of all general meetings, including Annual General Meetings (AGMs) and Special General Meetings, shall be signed by the Chairperson of the meetings or the Chairperson of the next succeeding meeting.

39 Regulations and By-Laws

39.1 The Board may formulate, issue adopt, interpret and amend Regulations and By-Laws as it may consider appropriate for the administration of the Association and this Constitution and/or to facilitate the Objects of the Association

39.2 All such Regulations and By Laws are binding on the Association and all Members.

40 Finances

40.1 The funds of the Association are to be derived from such resources as the Board determines from time to time, which may include:

- a) Joining fees payable by Members;
- b) Annual fees payable by Members;
- c) Donations; and
- d) Such other sources as the Board determines, subject to this Constitution and the Regulations.

40.2 All money received by the Association must be receipted and deposited as soon as practicable.

40.3 Subject to the Act and the Associations Regulation, the Association must apply its funds and assets solely in pursuance of the Objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

40.4 Except as prescribed in this Constitution or the Act, no portion of the income or

property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member

40.5 Subject to the Act, nothing in this Constitution shall prevent payment in good faith to any Member for:

- a) any services actually rendered to the Association whether as an employee, Director or otherwise;
- b) goods supplied to the Association in the ordinary and usual course of operation;
- c) interest on money borrowed from any Member;
- d) rent for premises demised or let by any Member to the Association;
- e) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- f) any similar good faith payments provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

41 Records and Accounts

41.1 The Association must establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board

41.2 The Association must retain such records for five (5) years after the completion of the transactions or operations to which they relate, or for any such longer period as may be prescribed by the Act or the Associations Regulation.

41.3 The Board must submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

41.4 The statements of account when approved or adopted by an Annual General Meeting (AGM) will be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

41.5 The Association will prepare an Annual Report, comprising of adopted financial statements of account, the Board's report, any other reports and any relevant information on the Association's activities over the preceding Financial Year, and every other document required under the Act (if any).

41.6 **The reporting and examination of accounts must meet the tiered rules as listed by the Office of Fair Trading (OFT) Queensland. (Amendment 23rd November 2023).**

41.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted or otherwise endorsed by any two (2) Directors.

42 Winding Up and Liability of Members

42.1 Subject to this Constitution, the Association may be wound up in accordance with the Act.

42.2 The liability of a Member of the Association to contribute towards the payment of debts and liabilities of the Association, or the costs, charges and expenses of the

winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by this Constitution.

- 42.3 If, upon winding up or dissolution of the Association, assets or property remain after satisfaction of all of the Association's debts and liabilities, such assets or property shall not be paid to or distributed amongst the Members. It must be given or transferred to another organisation or organisations having objects similar to the Objects of the Association, and which prohibits the distribution of its income and property to its members to the same or greater extent as this Constitution imposed on the Association.
- 42.4 Any such organisation will be determined by the Members in General Meeting at or before the time of dissolution. In the event that a decision cannot be reached at a General Meeting, the distribution of the assets or property will be carried out in accordance with the Act. If the distribution cannot be carried out in accordance with the Act, or if the Act does not prescribe any method of distribution, then the distribution will be determined by the Supreme Court of Queensland, or any other Court that may have or acquire jurisdiction in the matter.

43 Changes to This Constitution

- 43.1 This Constitution cannot be altered except by a Special Resolution at a General Meeting of the Association.
- 43.2 Subject to the Act, the Association will take all reasonable steps to ensure that this Constitution aligns with the Constitution of the Australian Billiards & Snooker Council (ABSC).

44 Patron

- 44.1 The Association at its Annual General Meeting may appoint annually, on the recommendation of the Board, a Patron or Patrons as it considers necessary, subject to the approval of that person or persons.
- 44.2 The Patron may, but does not need to be, a Member of the Association.