

Snooker and Billiards NSW Inc

Established 1917

Notice of Annual General Meeting 2019

Notice is hereby given that the Annual General Meeting of Snooker and Billiards New South Wales Inc will be held at:

**Ramsgate RSL, 181 Ramsgate Rd, Ramsgate . NSW 2219
on Monday 2nd December 2019 commencing at 7:00pm.**

NOTE: The meeting will take place in the Ramsgate RSL Club **Kokoda Room** which has been booked from **6:30pm**.

Please ask at Club reception for directions to the allocated meeting room.

Please ensure you are in attendance by **6:45pm** to enable us to start on time.

BUSINESS

1. Welcome and Official Opening
2. Attendance and quorum
3. Apologies
4. Confirmation of the previous A.G.M 2018 Minutes- Held at the Cove Room
(Ramsgate RSL Club)
181 Ramsgate Rd, Sans Souci NSW 2219
Date: Monday 6th November 2018
5. *Board members Report- Alex Render*
6. *Financial Report- Alex Render*
7. *Sub Committee Reports.*
8. *General Business.*

*9. Nominations for positions on the board of directors for Snooker and Billiards NSW Inc.
Nomination form is attached as part of this notice.*

10. Vote- Directors to the board of Snooker and Billiards NSW Inc.

11. Inductions to the board of directors of Snooker and Billiards NSW Inc.

12. Set date for next Board meeting.

13. Close of Meeting

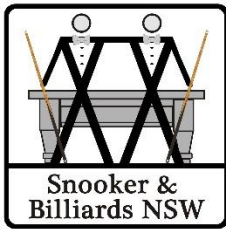
The Constitution provides that all Ordinary Members, Life Members and accredited Delegates of all affiliated Clubs and Regional Associations will have full voting rights at the Annual General Meeting.

The committee requests that as many financial members and affiliated Delegates as possible attend the Annual General Meeting.

This Notice is given for and on behalf of the board and is dated 25th September 2019.

Jeff Farrugia

Board Member- Snooker and Billiards NSW Inc.



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Nomination Form

Appointment to the Board of Directors of Snooker and Billiards NSW Inc.

Notice is hereby given that I

of..... NSW

Herby Nominate myself as a worthy applicant to the Board of directors of Snooker and Billiards New South Wales Inc.

I am a an Individual Member or Life Member of the association YES or NO

List of Qualifications for the position on the board of Directors that I believe will benefit and assist Snooker and Billiards NSW Inc.

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Nominations will be forwarded to a board member of the SBA NSW (Jeff Farrugia) at least 7 days prior to the day of the A.G.M 2019 personally delivered or via email to buildlec147@gmail.com

The A.G.M for 2019 will be held at:

**Ramsgate RSL, 181 Ramsgate Rd, Ramsgate . NSW 2219
on Monday 2nd December 2019 commencing at 7:00pm.**

NOTE: The meeting will take place in the Ramsgate RSL Club **Kokoda Room** which has been booked from **6:30pm**.

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Please ensure you are in attendance by **6:45pm** to enable us to start on time.

NOTE: Please see below the Explanatory Notes taken directly from the constitution regarding the Board and what the responsibilities are as a member of the Directors

Explanatory Notes regarding the Board of directors to Snooker and Billiards NSW Inc.

1. The Board

- 1.1 Subject to the Act, the Associations Regulation, this Constitution and any resolution passed by the Association in a General Meeting, the Board:
- (a) Shall act in accordance with the Objects and operate for the benefit of Members and the community throughout New South Wales;
 - (b) Is to control and manage the affairs of the Association;
 - (c) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association;
 - (d) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
 - (e) May formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Association, and the advancement of the purposes of the Association and Snooker & Billiards in New South Wales as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board, with all such Regulations being binding on the Association and its Members;
 - (f) Will be indemnified by the Association against any liability, damages or losses incurred by them whilst acting in their capacity as a Director, except in the case of wilful misconduct; and
 - (g) Subject to the Act, employ any reasonably qualified Person for any role that may be deemed necessary to facilitate the operations of the Association.

1.2 The Board is to consist of:

- (a) Seven (7) Directors, who must be elected in accordance with this Constitution, and who must be Individual Members or Life Members of the Association; and
- (b) A maximum of two (2) Appointed Directors, who must be appointed in accordance with this Constitution, and who do not need to be Members of the Association prior to appointment. For the avoidance of doubt, the appointment of Appointed Directors is not compulsory and is at the discretion of the Elected Directors in accordance with the provisions of this Constitution.
- (c) A Director cannot also be a Delegate.
- (d) The offices of the Association may be set out in the Regulations, and must include any offices required by the Act or the Associations Regulation.
- (e) The Board will allocate portfolios and/or titles to Directors to suit the internal and external operating environment, and according to the skills, expertise, experience and qualifications of Directors at any given time.
- (f) Each member of the Board is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (g) There is no maximum number of consecutive terms for which a Board member may hold office.
- (h) The members of the governing body who were in office immediately prior to approval of this Constitution under the Act, will continue in office until the next Annual General Meeting following the approval of this Constitution. After that Annual General Meeting, the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

2. **Elected Directors**

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

2.2 Candidates for election must:

- (a) Be an Individual Member or Life Member of the Association;
- (b) Complete the prescribed nomination form provided for that purpose, as determined from time to time by the Board;

- (c) Declare any other position that they hold in a Club, Private Club or Regional Association, including but not limited to as an office bearer (however described) or as a Delegate;
 - (d) Deliver the fully completed nomination form to the Association not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.
- 2.3 The election process will be carried out in accordance with the processes determined from time to time by the Board and as set down in the Regulations.
- 2.4 The duties of Directors may be prescribed by the Regulations.

3. Appointed Directors

- 3.1 The Elected Directors may appoint up to two (2) Appointed Directors
- 3.2 The Appointed Directors must have skills which complement the Board composition, including but not limited to skills in commerce, finance, marketing, law, business generally or such other skills as the Board determines from time to time.
- 3.3 Appointed Directors do not have to be Members, but must be Persons who are not Delegates.
- 3.4 Appointed Directors may be appointed by the Elected Directors for a term of one (1) year or part thereof, which will commence from the first Board meeting after the latest Annual General Meeting until the conclusion of the next Annual General Meeting following the appointment.
- 3.5 A person may only be appointed under this provision for a maximum of two (2) terms, which may be served consecutively or separately. However, this does not subsequently disqualify the person from standing for election to the Board as an Individual Member at a later date subject to this Constitution.
- 3.6 The appointment process will be carried out in accordance with the processes determined from time to time by the Board and as set down in the Regulations.
- 3.7 The duties of Directors may be prescribed by the Regulations.
- 3.8 For the avoidance of doubt, in the event that an Appointed Director leaves office, a casual vacancy does not exist and the Elected Directors may, but are not required to, appoint a new Appointed Director.

4. Vacancies on the Board

- 4.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director, including an Appointed Director and one appointed to fill a casual vacancy, becomes vacant if the Director:
- (a) Dies;
 - (b) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) Resigns their office in writing to the Association;
 - (e) Is absent without the consent of the Board from three (3) successive meetings of the Board;
 - (f) Holds any office of employment with the Association;
 - (g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
 - (h) In the opinion of the Board (but subject always to this Constitution):
 - i. Has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - ii. Has brought the Association in to disrepute;
 - (i) Is removed by Special Resolution; or
 - (j) Would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.
- 4.2 In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.
- 4.3 Any casual vacancy occurring in the position of a Director may be filled by the remaining Board members from among appropriately suitable persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

5. Meetings of the Board

- 5.1 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.
- 5.2 Additional meetings of the Board may be convened as often as is deemed necessary for the dispatch of business, and be regulated as the Board thinks fit.
- 5.3 At meetings of the Board, the number of Directors whose presence is required to constitute a quorum is four (4).
- 5.4 The Chairperson of Board Meetings will be determined in accordance with the Regulations, or as otherwise determined by the Board.
- 5.5 A Director is present at a meeting where they are physically present, or where they are participating in the meeting by any form of technology that provides them with a reasonable opportunity to participate. The Board may, at its discretion, make Regulations regarding the participation in meetings through technology.
- 5.6 A resolution not made in a meeting, but made in writing, signed or assented to by any form of visible or other communication, including electronic communication, by all the Directors for the time being present in Australia will be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolutions may be signed in counterparts.
- 5.7 Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least fourteen (14) days before the time appointed for the meeting, unless otherwise unanimously agreed.
- 5.8 Notice of a meeting given under clause 15.7 must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting, except for business which the Board members present unanimously agree to treat as urgent business.
- 5.9 Subject to this Constitution, questions arising and resolutions put to the vote at any meeting of the Board will be decided by a majority of votes of Directors present, which will be for all purposes deemed to be a determination of the Board.
- 5.10 All Directors will have one (1) vote on any question or resolution, and where voting is equal the Chairperson does not have a discretionary casting vote.
- 5.11 A Director is disqualified from holding any place of profit or position of employment in the Association, or any business or entity in which the Association has an interest or has a contractual arrangement in, except with the express resolution of approval of the Board.
- 5.12 A Director must declare interests in any contractual, selection, disciplinary, financial or other matter in which an actual or perceived conflict of interest arises or may arise, and must, unless otherwise determined by the Board, be absent from discussions and voting on such matter.

- 5.13 The Regulations may prescribe additional rules regarding Board meetings, the conduct of Directors, and related matters.

6. Annual General Meetings

- 6.1 The Association must hold its first Annual General Meeting within eighteen (18) months after its registration under the Act.
- 6.2 The Association must hold its Annual General Meetings:
- (a) Within six (6) months after the close of the Association's Financial Year; or
 - (b) Within such later time as may be allowed by the Director-General or prescribed by the Associations Regulation; and
 - (c) Otherwise, at such place and time as the Board thinks fit.
- 6.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) Confirming the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) Receiving from the Board any reports on the activities of the Association during the preceding Financial Year, including the consideration of audited end of year financial accounts; and
 - (c) Electing Directors of the Association.
- 6.4 An Annual General Meeting must be specified as such in the notice convening it.
- 6.5 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting.
- 6.6 Members entitled to vote may bring any business before a General Meeting by giving notice of that business to the Association, which must then include that notice of motion for inclusion as special business at a General Meeting. All such notices must be submitted in writing to the Association not less than thirty five (35) days prior to the General Meeting (excluding the receiving date and meeting date).
- 6.7 Members who are in arrears of all or some of the membership fees levied against them are not permitted to attend or vote at Annual General Meetings.