

POOL VICTORIA INCORPORATED

CONSTITUTION

1 Name

The name of the incorporated association is Pool Victoria Incorporated (in these Rules called "the Association").

2 Purposes

The purposes of the Association are to:

- a) promote the game of Eight Ball "*a friendly and safe sport that anyone can play*"
- b) appoint a Committee of Management to represent and act on behalf of its Members in accordance with the Rules and good management practices.
- c) provide for the promotion, encouragement and administration of the sport of Eight Ball in Victoria
- d) encourage participation and enjoyment for all in the Sport of Eight Ball as a means of improving health and the quality of life.
- e) encourage improvement in the standard of Eight Ball and Sportsmanship generally and endeavour to ensure a high standard of sportsmanship is maintained.
- f) Promote and hold, either alone or jointly, with any other Association, club or person, Eight Ball competitions, championships, exhibitions, meetings and other activities of the Association generally.
- g) invest and deal with moneys of the Association not immediately required
- h) constantly strive for best working methods, to ensure the service we provide is the best available.

3 Definitions

(1) In these Rules, unless the contrary intention appears—

Affiliate League is any League/Organisation that has sought and been granted membership to the Association;

Associate League: is any League that joins after 2013 that is at least 250kms in distance from the Melbourne GPO and joins at Associate League Rates. An

Associate League must not vote but may have other rights as determined by the Committee or by resolution at a general meeting;

Delegate is a person appointed by an affiliate league to represent them at meetings of the Association;

Executive Committee consists of Officers of the Association and four Ordinary Members;

financial year means the year ending on 30 November;

general meeting means a general meeting of members convened in accordance with these rules;

member means a member of the Association;

ordinary member of the executive committee means a member of the committee who is not an officer of the Association under rule 23;

committee member means any general member and or executive committee member;

Regulations means regulations under the Act;

relevant documents has the same meaning as in the Act;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012**.

- (2) In these Rules, a reference to the Secretary of an Association is a reference—
- (a) if a person holds office under these Rules as Secretary of the Association—
to that person; and
 - (b) in any other case, to the public officer of the Association.

4 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

5 Membership, entry fees and subscription

- (1) A league who applies and is approved for affiliation as provided in these Rules is eligible to be an affiliated League of the Association on payment of the annual member's subscription for all its registered members.
- (2) A league who is not a affiliate at the time of the incorporation of the Association (or who was affiliated at that time but has ceased to be a affiliated) must not be admitted to affiliated unless—

- (a) the league applies for affiliation in accordance with subrule (3); and
 - (b) the admission as a affiliate League is approved by the executive committee.
- (3) An application of a league for membership of the Association must—
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the executive committee.
- (5) The executive committee must determine whether to approve or reject the application.
- (6) If the executive committee approves an application for membership, the Secretary must, as soon as practicable—
 - (a) notify the League in writing of the approval for membership; and
 - (b) request payment of the sum payable under these Rules as the first year's annual subscription for each of their registered members.
- (7) The Secretary must, enter the affiliates name and each of its registered member's names in the register of ordinary members.
- (8) An applicant for membership becomes affiliated and is entitled to exercise the rights of affiliate league when their name is entered in the register of members.
- (9) If the executive committee rejects an application, the executive committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The annual ordinary member's subscription is the relevant amount set at the annual general meeting of the Association and is payable on or before a date determined at the annual general meeting of the Association.

- (12) The associate Leagues subscription is the relevant amount set at the annual general meeting of the Association and is payable on or before a date determined at the annual general meeting of the Association.

6 General Rights of members

- (1) A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association; and
 - (f) to inspect the register of members.

7 Register of ordinary members

- (1) The Secretary must keep and maintain a register of all affiliated leagues and their members containing—
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member or ordinary member upon request.
- (3) A member or ordinary member may make a copy of entries in the register.

8 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by an ordinary member to the Association may resign from the Association by giving one month's notice in writing to the Secretary their intention to resign.
- (2) After the expiry of the period referred to in sub rule (1)—
- (a) the ordinary member ceases to be a member; and
 - (b) the Secretary must record in the register of ordinary members the date on which the ordinary member ceased to be a member.

9 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the executive committee is of the opinion that a member or ordinary member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or ordinary member or prejudicial to the interests of the Association, the executive committee may by resolution—
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association; or
 - (c) fine that member an amount.
- (2) A resolution of the executive committee under sub rule (1) does not take effect unless—
 - (a) at a meeting held in accordance with sub rule (3), the executive committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the executive committee to confirm or revoke a resolution passed under sub rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub rule (4).
- (4) For the purposes of giving notice in accordance with sub rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the executive committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;

- (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

10 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) an ordinary member and another ordinary member; or
 - (b) an ordinary member and the Association.
 - (c) an affiliated League and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between an ordinary member and another ordinary member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a ordinary member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11 Annual general meetings

- (1) The executive committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The executive committee may determine the date, time and place of the annual general meeting of the Association.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the executive committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee.
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The executive committee may, whenever it thinks fit, convene a special general meeting of the Association.

- (4) If, but for this sub rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The executive committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the executive committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

14 Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—

- (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

15 Proxies

- (1) Voting by proxy is not permitted at general meetings of the association.

16 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Fifty percent plus one of the affiliated leagues and fifty percent plus one of the executive committee personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
- (i) in the case of a meeting convened upon the request of ordinary members—the meeting must be dissolved; and
 - (ii) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

17 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

18 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19 Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, an affiliated league can have two votes each and each member of the executive committee has one vote.
- (2) All votes must be given personally.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by that member or their affiliated league to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

20 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and

the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

21 Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands—

- (a) a declaration by the Chairperson that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association—

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22 Executive Committee

- (1) The affairs of the Association shall be managed by the executive committee.
- (2) The executive committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

- (3) The committee shall consist of—
 - (a) the officers of the Association; and
 - (b) four ordinary members—each of whom shall be elected at the annual general meeting of the Association in accordance with these rules.

23 Office holders

- (1) The officers of the Association shall be—
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).
- (3) Each officer of the Association shall hold office for a two year term but is eligible for re-election. The Officers term will be staggered. i.e. President and Treasurer elections will be held one year and Vice President and Secretary will be held to next.
- (4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

24 Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill

the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

25 Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the executive committee must be—
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

26 Vacancies

The office of an officer of the Association, or of an ordinary member of the executive committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or

(c) resigns from office by notice in writing given to the Secretary.

27 Meetings of the executive committee

- (1) The executive committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the executive committee may be convened by the President or by any 4 members of the committee.

28 Notice of executive committee meetings

- (1) Written notice of each executive committee meeting must be given to each member of the executive committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the executive committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29 Quorum for executive committee meetings

- (1) Any 5 members of the executive committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The executive committee may act notwithstanding any vacancy on the executive committee.

30 Presiding at executive committee meetings

At meetings of the executive committee—

- (a) the President or, in the President's absence, the Vice-President presides; or

- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

31 Voting at executive committee meetings

- (1) Questions arising at a meeting of the executive committee, or at a meeting of any subcommittee appointed by the executive committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the executive committee, or at a meeting of any subcommittee appointed by the executive committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32 Removal of executive committee member

- (1) The Association in general meeting may, by resolution, remove any member of the executive committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

34 Funds

- (1) The Treasurer of the Association must—
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the executive committee determines.

35 Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the executive committee or, of one member of the executive committee and of the public officer of the Association.

36 Notice to members

Except for the requirement in rule 14, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

37 Winding up

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

38 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may not make a copy of any accounts, books, securities and any other relevant documents of the Association unless specific authority has been granted by the executive committee and the relevant affiliated league, member or ordinary member if required.
- (4) A member may on request inspect the minutes of general meetings of the Association free of charge.
- (5) A member may request to inspect the minutes of meetings of the executive committee. Upon receiving such a request, the executive committee may at their discretion, permit or refuse the request.

39 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF POOL VICTORIA INCORPORATED

I, _____ of _____ being the
(*name and occupation*) (address)

secretary of _____
(*name of League wishing to Affiliate*)

In the event of my admission as an affiliate league, we agree to be bound by the rules of the Association for the time being in force. We also agree to submit a list of all registered members of our League

Signature of Secretary of League

Signature of President of League

Date

I, _____, a member of the Association,
(*name*)

nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____, a member of the Association, second
(*name*)

the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Seconder

Date
