



# ACTTBA Constitution

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## for the Australian Capital Territory Tenpin Bowling Association Incorporated

Accepted at a General Meeting of the Association on 23 May 2020.

Amended at a General Meeting of the Association on 8 May 2021.

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## ACTTBA at a glance

### Incorporation information

The **Australian Capital Territory Tenpin Bowling Association** (ACTTBA or the Association as appropriate) is incorporated under the Associations Incorporation Act of the Australian Capital Territory.

Date of Incorporation:	23 Dec 2003
Association Number:	A04055
ABN:	32 906 680 197
Internet Domain Name:	<a href="http://www.acttba.org.au">www.acttba.org.au</a>
Postal Address:	PO Box 1632, Fyshwick, Australian Capital Territory, 2609

### Mission

To be dedicated to the development of Tenpin Bowling in its promotion, practice of sportsmanship, fair play and competitive spirit whilst continuing to meet the needs of our membership base.

### ACTTBA objectives

The objectives of the ACTTBA are to:

- Under approval of TBA, conduct, encourage, promote, advance and administer the sport of Tenpin Bowling in the ACT;
- Affiliate and otherwise liaise with TBA and adopt its rule and policy framework to further Tenpin Bowling
- Further develop Tenpin Bowling into an organised institution and foster, regulate, organise and manage examinations, competitions (e.g. local tournaments), coaching and other educational programs, displays and other activities;
- Strive for Government, commercial and public recognition of the Association as the controlling body for Tenpin Bowling in the ACT;
- Act on behalf of, and in the interests of, the Members and Tenpin Bowling in the ACT in any appropriate forum;
- Conduct annual championships in categories determined by the Association from time to time;
- Promote, organise and conduct ACT Representative Team selection events, including the selection of ACT Representative Teams, having provided equally the opportunity to all eligible Members;
- Promulgate, enforce and secure uniformity in the application of the rules of Tenpin Bowling as may be determined from time to time by TBA or the World Tenpin Bowling Association and as may be necessary for the management and control of Tenpin Bowling and related activities in the ACT;
- Act as arbiter (if required) on all matters pertaining to the conduct of Tenpin Bowling in the ACT, including disciplinary matters;
- Encourage good fellowship, good sportsmanship and fair play;

## Comments

Comments have been included for information or clarification of intent. Comments are contained within a comment box such as this paragraph is in. These do not form part of the Constitution.

## References

- A. Template constitution for States and Territories as provided by TBA 22 March 2019
- B. Schedule 1 of the Australian Capital Territory *Associations Incorporation Regulation 1991* made under the Australian Capital Territory *Associations Incorporation Act 1991* (effective 1 July 2019)
- C. The Australian Capital Territory *Associations Incorporation Act 1991* (effective 1 July 2019)
- D. The Australian Capital Territory *Associations Incorporation Regulation 1991* (effective 1 July 2019)
- E. Tenpin Bowling Australia Ltd League, Tournament and General Playing Rules V12.4 issued 1 January 2020.

This Constitution are based on Reference A above, cognisant of the requirements laid down in the other References.

## Definitions

Term	Meaning
absolute majority, of the Board	a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a Board meeting)
Act	Reference C and includes any regulations made under that Act
Board	Equivalent to the “committee” under Reference A; the governing body for the ACTTBA; .the Committee having management of the business of the Association and is used interchangeably with the terms Committee, Directors or Board of Directors
Close Family Member	Those family members who may be expected to influence, or be influenced by, that person in their dealings with the Association and include: <ul style="list-style-type: none"> <li>a) that person’s children and spouse or domestic partner;</li> <li>b) children of that person’s spouse or domestic partner; and</li> <li>c) dependents of that person or that person’s spouse or domestic partner.</li> </ul>
Director	a natural person who has been elected or appointed to the Board in accordance with this Constitution.
Financial Year (FY)	period of 12 months ending on 31 December each year.
League	A competition as defined in Rule 301 of the TBA Rules (Reference E or as amended) and where all the active participants in the competition are registered with TBA regardless of the locale of their registration.
Member	A natural person that has applied and been accepted for membership in accordance with this Constitution.
MPP	The Tenpin Bowling Australia Member Protection Policy as amended from time to time.
Registrar	The Registrar of Incorporated Associations
Tenpin Bowling	The Sport known as Tenpin Bowling
TBA Sports Registration Fee	The registration fee as determined by TBA for registration with TBA.
Centre Association	Centre Association which is affiliated with the Association and registered with TBA

Term	Meaning
Registered Centre	a centre which is affiliated with the Association but does not have a local association registered with TBA

Words importing the masculine gender will include the feminine gender; words importing the feminine gender will include the masculine gender. Words importing the singular shall include the plural; words importing the plural shall include the singular.

Where used, the letters TBA or TBAL refer to Tenpin Bowling Australia Limited, ACN 085 023 721.

Headings within this document are provided for convenience and provide context for the rules within a section.

### Version history

Date	Explanation
23 May 2020	New version in total. Adopted at the 2020 ACTTBA AGM
8 May 2021	Addition of new Rule 189, existing Rule 189 moved to Rule 190. Identifies the limits of a Member's liabilities. Adopted at the 2021 AGM.

# ACTTBA Constitution

## Powers of Association

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve the ACTTBA objectives (see page 4).
2. Without limiting Rule 1, the Association may:
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. invest its money in any security in which trust monies may lawfully be invested;
  - d. raise and borrow money on any terms as approved or directed by resolution passed at a general meeting;
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability as approved or directed by resolution passed at a general meeting;
  - f. appoint agents to transact business on its behalf;
  - g. enter into any other contract it considers necessary or desirable.
3. The Association may only exercise its powers and use its income and assets (including any surplus) for the ACTTBA objectives.
4. The profits (if any) or other income and the property of the Association, however derived, must be applied solely towards the promotion of the objectives of the Association as set out in this Constitution. The Association must not distribute any surplus, income or assets directly or indirectly to Members, other than for the purposes of distributing prize money.
5. Rule 4 does not prevent the Association from paying a Member, in good faith on terms no more favourable than if the Member was not a Member:
  - a. for reimbursement for expenses properly incurred by the Member; or
  - b. for goods or services provided by the Member.

## Members

### Eligibility to be a Member

6. Any person who has a current TBA Sports Registration with a nominated home centre within the ACT is eligible for membership.

The nominated home centres are Zone Bowling Belconnen and Zone Bowling Tuggeranong

### Categories of membership

7. Membership of the Association will consist of the following classes of Members:
  - a. Adult members (a member who has attained the age of 18);

- b. Junior members (a member who has not attained the age of 18); or
- c. any other category of Member as determined by special resolution at a general meeting.

### **General rights of Members**

- 8. All Members have the right to:
  - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b. to attend general meetings; and
  - c. to inspect the register of members.
- 9. A person is a Member entitled to vote if:
  - a. the person is an Adult Member as defined in Rule 7; and
  - b. more than 10 business days have passed since he or she paid the relevant TBA Sports Registration fee; and
  - c. the person's membership rights are not suspended for any reason; and
  - d. That person has been formally nominated by their League to be the voting representative (delegate) at the General Meeting – or the person is a Director on the ACTTBA Board.

The limitation of a nominated League representative is a transition arrangement from the old constitution and addresses a risk of low bowler turn-out for the AGM (not making quorum) – the majority of bowlers are interested in their league and not the general running of bowling as a broader sport.

- 10. In addition to the rights described in Rule 8, a Member entitled to vote has the right:
  - a. to submit items of business for consideration at a general meeting; and
  - b. to vote at a general meeting (pursuant to Rule 9.d above); and
  - c. to have access to the minutes of general meetings and other documents of the Association as provided under Rules 180 to 184.

### **Rights not transferable**

- 11. The rights of a Member are not transferable and end when membership ceases.

### **Ceasing membership**

- 12. Membership ceases on resignation, termination or death.
- 13. If a person ceases to be a Member of the Association, the Secretary must, as soon as practicable, notify TBA and TBA must then enter the date the person ceased to be a Member in the register of members.
- 14. A Member may resign at any time.
- 15. A Member is taken to have resigned if the Member's TBA Sports Registration fee(s) is more than 30 days in arrears.

The grace period of 30 days is based on the typical start of the league season following the Christmas break. However, in accordance with Rule 6, eligibility for membership includes having a current TBA registration.

## Appeal of rejection or termination of membership

16. A Member who has their membership terminated or application for membership rejected may appeal such decision in writing to the Board. The Board is to make a decision regarding the termination or rejection at the following Board meeting.

## Register of Members

17. TBA must, on behalf of the Association, keep and maintain a register of Members that includes:

- a. for each current Member:
  - i. the Member's name;
  - ii. the address for notice last given by the Member (private information, not generally releasable);
  - iii. the date of becoming a Member;
  - iv. any other information determined by the Board
- b. for each former Member, the date of ceasing to be a Member.

18. Any Member may, at a reasonable time and free of charge, inspect the register of members with due consideration of the Privacy Principles.

As at February 2020, the list of TBA registered members, including their centre of registration, is available through [www.tenpinresults.com.au](http://www.tenpinresults.com.au). Under this arrangement, no Member need directly request access to the register of members.

19. The Secretary is responsible for ensuring the register of members is up to date and accurate at all times.

## Disciplinary Procedures and Grievances

20. Any Member who contravenes the TBA Code of Ethics, as amended from time to time, will be dealt with in accordance with that Code.

21. Any Member who contravenes the Member Protection Policy (MPP) either due to discrimination, harassment, abuse or any other conduct which the Board is satisfied there are reasonable grounds for disciplinary action under the MPP, will be dealt with in accordance with the MPP.

22. Any Member who contravenes the TBA Rule Book, as amended from time to time, shall be dealt with in accordance with Chapter 5 of the TBA Rule Book.

23. If a Member contravenes these Rules, Rule 24 shall apply.

24. Treatment of grievances shall be dealt with in accordance with MPP (as applicable), Code of Ethics or the TBA rulebook. These grievances may include between a:

- a. Member and another Member;
- b. Member and a League Committee;
- c. Member and a Centre Association/Registered Centre;
- d. Member and the Board;
- e. Centre Association and the Board; and
- f. Centre Association/Registered Centre and the Association.

25. If this Constitution or the Act fail to provide for a sufficient disciplinary and/or grievance procedure in the circumstances, the matter shall be referred to TBA who will determine an appropriate and reasonable disciplinary and/or grievance procedure as applicable.

## **General Meetings of the Association**

### **Annual general meetings**

26. The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each Financial Year.

27. The Board will determine the date, time and place of the annual general meeting.

28. The ordinary business of the annual general meeting is as follows:

- a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- b. to receive and consider:
  - i. the annual report of the Board on the activities of the Association during the preceding Financial Year; and
  - ii. the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with the Act (where applicable);
- c. to elect the members of the Board;
- d. to confirm or vary the amounts (if any) of the annual membership and joining fee.

29. The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

### **Special general meetings**

30. Any general meeting of the Association, other than an annual general meeting, is a special general meeting.

31. No business other than that set out in the notice under Rule 38 may be conducted at the meeting.

32. The Board may convene a special general meeting whenever it thinks fit.

33. The Board must convene a special general meeting if a request to do so is made by the Board or in accordance with Rule 34 by at least 4 Members or 5% of the total number of Members, whichever is greater.

34. A request for a special general meeting must:

- a. be in writing; and
- b. state the business to be considered at the meeting and any resolutions to be proposed; and
- c. include the names and signatures of the Members requesting the meeting; and
- d. be given to the Secretary.

35. If the Board does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.

36. A special general meeting convened by Members under Rule 35:

- a. must be held within 3 months after the date on which the original request was made; and



- b. may only consider the business stated in that request.

37. The Association must reimburse all reasonable expenses incurred by the Members convening a special general meeting under Rule 35.

### **Notice of general meetings**

38. The Secretary (or, in the case of a special general meeting convened under Rule 35, the Members convening the meeting) must give to each member of the Association:

- a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- b. at least 14 days' notice of a general meeting in any other case.

39. The notice must:

- a. specify the date, time and place of the meeting; and
- b. indicate the general nature of each item of business to be considered at the meeting; and
- c. if a special resolution is to be proposed:
  - i. state in full the proposed resolution; and
  - ii. state the intention to propose the resolution as a special resolution; and
- d. comply with Rule 44.

### **Proxies**

40. A Member entitled to vote may appoint another person as his or her proxy to vote and speak on his or her behalf at a general meeting.

41. The appointment of a proxy must be in writing and signed by the Member entitled to vote who is making the appointment.

42. The Member entitled to vote who is appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member entitled to vote in any matter as he or she sees fit.

43. If the Board has not approved a form for the appointment of a proxy, the Member entitled to vote who is appointing a proxy may use any other form that clearly identifies the person appointed as the Member entitled to vote's proxy and that has been signed by the Member entitled to vote.

44. Notice of a general meeting given to a Member under Rule 38 must:

- a. state that any Member entitled to vote may appoint another person as a proxy for the meeting; and
- b. include a copy of any form that the Board has approved for the appointment of a proxy.

45. A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.

46. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **Use of technology**

47. A Member entitled to vote, not physically present at a general meeting, may be permitted to participate in the meeting by the use of technology that allows that Member entitled to vote and the

Members entitled to vote who are present at the meeting to clearly and simultaneously communicate with each other.

48. A Member entitled to vote who is participating in a general meeting as permitted under Rule 47 is taken to be present at the meeting and is taken to have voted as though they attended the meeting in person.

### **Quorum at general meetings**

49. No business may be conducted at a general meeting unless a quorum of Members entitled to vote is present.

50. The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 47) of 4 Members entitled to vote or 5% of the Members entitled to vote, whichever is greater.

51. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- a. in the case of a meeting convened by, or at the request of, Members under Rule 33 —the meeting must be dissolved;
- b. in any other case:
  - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

52. If a quorum is not present within 30 minutes after the time and date to which a general meeting has been adjourned under Rule 51.b, the Members entitled to vote who are present at the meeting (if not fewer than 4) may proceed with the business of the meeting as if a quorum were present.

### **Adjournment of general meeting**

53. The Chair of a general meeting at which a quorum is present may, with the consent of a majority of Members entitled to vote who are present at the meeting, adjourn the meeting to another time at the same place or at another place.

54. Without limiting Rule 26, a meeting may be adjourned:

- a. if there is insufficient time to deal with the business at hand; or
- b. to give the Members entitled to vote more time to consider an item of business.

55. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

56. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 38.

### **Voting at general meeting**

57. On any question arising at a general meeting:

- a. subject to Rule 59, each Member who is entitled to vote has one vote; and
- b. a Member entitled to vote may vote personally or by proxy; and

- c. except in the case of a special resolution, the question must be decided on a majority of votes.

58. If votes are divided equally on a question, the Chair of the meeting will not be entitled to a casting vote and the motion will not be carried. Any resolution must be carried by a majority in order for the motion to be carried.

59. If the question is whether or not to confirm the minutes of a previous meeting, only Members entitled to vote who were present at that meeting may vote.

60. No motion shall be determined by a postal ballot or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under the procedures set by the Board from time to time.

61. If a poll (where votes are cast in writing) is demanded by three or more Members entitled to vote on any question:

- a. the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
- b. the Chair must declare the result of the resolution on the basis of the poll.

62. A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

63. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

### **Determining whether resolution carried**

64. The Chair of a general meeting may, on the basis of a show of hands or the results of a poll in accordance with Rule 61, declare that a resolution has been:

- a. carried; or
- b. carried unanimously; or
- c. carried by a particular majority; or
- d. lost.

65. A special resolution is passed if not less than three quarters of the Members entitled to vote at a general meeting (whether in person or by proxy) vote in favour of the resolution.

66. An entry to that effect in the minutes of the meeting is conclusive proof of the determination of the resolution.

### **Minutes of general meeting**

67. The Board must ensure that minutes are taken and kept of each general meeting.

68. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

69. In addition, the minutes of each annual general meeting must include:

- a. the names of the Members entitled to vote who attend the meeting; and
- b. proxy forms given to the Chair of the meeting under Rule 45; and
- c. the financial statements submitted in accordance with Rule 28.b.ii; and

- d. the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **Board**

### **Role and powers**

- 70. The business of the Association must be managed by or under the direction of a Board.
- 71. The Board may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by general meetings of the Members of the Association.
- 72. The Board may:
  - a. appoint and remove staff and/or volunteers (as applicable);
  - b. establish subcommittees consisting of Members with terms of reference it considers appropriate.

### **Delegation**

- 73. The Board may delegate to a Director, or a subcommittee, any of its powers and functions other than:
  - a. this power of delegation; or
  - b. a duty imposed on the Board by the Act or any other law.
- 74. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 75. The Board may, in writing, revoke a delegation wholly or in part.

### **Composition of Board**

- 76. The Board must have a minimum of four (4) Directors which shall consist of:
  - a. a President; and
  - b. a Vice President; and
  - c. a Secretary; and
  - d. a Treasurer; and
  - e. an additional Ordinary Director.
- 77. The Board will also include the following non-Director roles who are invited to have full participation in all Board meetings but do not have voting rights:
  - a. centre representatives who are to represent the interests of industry participants as a whole, and
  - b. Local Association representatives who are to represent the interests of their properly constituted local associations.

As at February 2020, relevant Local Associations are Holt, ATBSO and Disabilities.
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- 78. Centre and Local Association representatives are nominated by their respective organisations and are not elected to the Board.

79. The Board has the power to appoint up to 2 additional Directors for special duties that are time limited.
- a. These positions will be dissolved at the AGM following their creation regardless of any time provisions noted in their creation.
  - b. These Directors will only have voting rights on the Board relevant to their specific duties and do not count towards the quorum.

### **General Duties**

80. As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these rules and the Act.
81. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with these rules.
82. Directors must exercise their powers and discharge their duties with reasonable care and diligence.
83. Directors must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.
84. Directors and former Directors must not make improper use of their position or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
85. In addition to any duties imposed by these rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

### **President**

86. Subject to Rule 87, the President:
- a. is the Chair for any general meetings and for any board meetings;
  - b. supervises the enforcement of the objectives, provisions and purposes of this Constitution;
  - c. represents the Association in its dealings with others unless this role is delegated to other members of the Board
87. If both the President and Vice President are absent, or are unable to preside, the Chair of the meeting must be:
- a. in the case of a general meeting—a Member entitled to vote who is elected by the other Members entitled to vote who are present; or
  - b. in the case of a board meeting—a Director elected by the other Directors present.

### **Vice President**

88. The Vice President is to assist the President in carrying out his/her/their duties under this constitution and to act as President in his/her/their absence.

### **Secretary**

89. The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated Association.
90. The Secretary must:
- a. ensure the register of Members is up to date and accurate in accordance with Rule 19; and

- b. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rules 170 to 172, all books, documents and securities of the Association in accordance with Rules 180 to 184; and
- c. subject to the Act and these rules, provide Members with access to the register of Members, the minutes of general meetings and other books and documents; and
- d. perform any other duty or function imposed on the Secretary by these rules.

91. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

92. The Secretary shall be the Public Officer of the Association, if required by the Act.

- a. If the Secretary does not reside in the ACT, then the Board shall nominate another willing Member (preferably a Director) to be the Public Officer

### **Treasurer**

93. The Treasurer must:

- a. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- b. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt or as reasonably practicable; and
- c. make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- d. ensure cheques are signed, electronic funds transactions and other electronic payments have signed approval, by at least 2 Directors, provided they are not Close Family Members.

94. The Treasurer must:

- a. ensure that the financial records of the Association are kept in accordance with the Act; and
- b. coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

95. The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Association.

### **Eligibility to be a Director**

96. A Member is eligible to be elected or appointed as a Director if the Member is a Member entitled to vote as defined in Rule 9 (Rule 9.a to Rule 9.c). Rule 9.d is not relevant to the Member's eligibility to be a Director.

### **Positions to be declared vacant**

97. At the annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chair of the meeting must declare the relevant positions on the Board vacant per the terms of office ascribed in Rule 118 and hold elections for those positions in accordance with Rules 98 to 117.

### **Nominations**

98. An eligible Member may:



- a. nominate himself or herself; or
- b. with the Member's consent, be nominated by a Member entitled to vote.

A nomination from a 'Member entitled to vote' This means that the nomination comes from the league under how "entitle to vote" is defined.

99. Nominations of candidates for election as a specified office bearer of the Association or as ordinary Directors:

- a. must be made in writing, signed by 1 eligible Member (Rule 96) and, if the nomination is made by another Member entitled to vote (Rule 98.b), accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- b. must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

100. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting;

101. An eligible Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which nominations are called.

102. An eligible Member whose nomination does not comply with Rule 99 is not eligible for election to the Board, unless nominated pursuant to Rule 100 above.

### **Election of President, Vice President, Secretary & Treasurer**

103. At the annual general meeting of every two (2) years, separate elections must be held for each of the following positions:

- a. President;
- b. Vice President;
- c. Secretary; and
- d. Treasurer.

104. If only one eligible member is nominated for the position, the Chair of the meeting must declare the eligible member elected to the position.

105. If more than one eligible member is nominated, a ballot must be held in accordance with Rules 107 to 117.

106. On his or her election, the new Chair may take over as Chair of the meeting.

### **Ballot**

107. If a ballot is required for the election for a position, the Chair of the meeting must appoint a Member entitled to vote to act as returning officer to conduct the ballot.

108. The returning officer must not be a person nominated for the position.

109. Before the ballot is taken, each candidate may make a short speech in support of his or her election.

110. The election must be by secret ballot.

111. The returning officer must give a blank piece of paper to:

- a. each Member entitled to vote who is present in person; and



- b. each proxy appointed by a Member entitled to vote.

112. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

113. If the ballot is for more than one position:

- a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- b. the voter must not write the names of more candidates than the number to be elected.

114. Ballot papers that do not comply with Rule 113.b are not to be counted.

115. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

116. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

117. If the returning officer is unable to declare the result of an election under Rule 116 because 2 or more candidates received the same number of votes, the returning officer must:

- a. conduct a further election for the position in accordance with Rules 111 to 116 to decide which of those candidates is to be elected; or
- b. with the agreement of those candidates, decide by lot which of them is to be elected.

### **Term of office**

118. Subject to Rule 126, a Director elected under Rule 103 shall be elected for a term of 2 years and may not hold office beyond the second annual general meeting following the Director's election without submitting for re-election.

119. Directors appointed by the Board during the year, either to fill a casual vacancy, or as an additional Director, must not hold office past the next annual general meeting following the Director's appointment without submitting to the Association for election;

120. At each annual general meeting, at least 1 but no more than 3 Directors elected under Rule 103 must retire from office by rotation, and being eligible, may seek re-election.

121. Retiring Directors may act until the conclusion of the meeting at which the Director retires.

122. A person who is the subject of a proposed special resolution under Rule 126.a 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 at least 48 hours prior to the vote taking place.

123. The Secretary or the President may give a copy of the representations developed under Rule 122 to each Member entitled to vote of the Association or, if they are not so given, the person may require that they be read out at the meeting at which the special resolution is to be proposed.

124. A Director can serve a maximum of 4 consecutive terms only from the commencement of this Constitution.

### **Vacation of office**

125. A Director may resign from the Board by written notice addressed to the Board.

126. A general meeting of the Association may:

- a. by special resolution remove a Director from office;
- b. elect an eligible person of the Association to fill the vacant position in accordance with these Rules.

127. Under specific circumstances, the Board may resolve to remove a Director from the Board. These circumstances are:

- a. The Director is demonstrably in breach of their obligations under the law (Rules 82 to 84 are relevant but not exclusive); or
- b. The Director is derelict in their responsibilities by missing two properly constituted and notified Board meetings without notice; or
- c. The Director is derelict in their responsibilities by missing three properly constituted Board meetings without good cause, regardless of whether notice has been given; or
- d. The Director is no longer an eligible Member under these Rules.

128. The resolution to remove a Director under Rule 127 must be held in a properly constituted Board meeting.

- a. The motion to remove the Director must be included in the Agenda for that meeting; and
- b. The Director in question continues to have the right to be at that meeting and address the concerns of the Board; and
- c. If the vote to remove is in the affirmative, the Director in question ceases to be a Director and no longer has the right to be at the Board meeting.

129. A person ceases to be a Director if he or she:

- a. ceases to be a paid member of TBA;
- b. is removed from office by special resolution (Rule 126);
- c. is removed from office through dereliction of duty (Rule 127)
- d. has served 4 consecutive terms from the date of the commencement of this Constitution (Rule 124);
- e. dies; or
- f. otherwise ceases to be a Director in accordance with the Act.

### **Filling casual vacancies**

130. The Board may appoint an eligible person of the Association to fill a position on the Board that:

- a. has become vacant under Rule 129; or
- b. was not filled by election at the last annual general meeting.

131. If the position of Secretary becomes vacant, the Board must appoint an eligible person to the position within 14 days after the vacancy arises.

132. Rules regard the Term of office apply to any Director appointed by the Board under Rules 130 and 131.

133. The Board may continue to act despite any vacant Board position.



## **Meetings of Board**

134. The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.

135. Special board meetings may be convened by the President or by any 3 Directors.

## **Notice of meetings**

136. Notice of each board meeting must be given to each Director no later than 7 days before the date of the meeting.

137. Notice may be given of more than one board meeting at the same time.

138. The notice must state the date, time and place of the meeting.

139. If a special board meeting is convened, the notice must include the general nature of the business to be conducted.

140. The only business that may be conducted at the special board meeting is the business for which the meeting is convened.

## **Urgent meetings**

141. In cases of urgency, a meeting can be held without notice being given in accordance with Rule 136 provided that as much notice as practicable is given to each Director by the quickest means practicable.

142. Any resolution made at the meeting must be passed by an absolute majority of the Board.

143. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **Procedure and order of business**

144. The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.

145. The order of business may be determined by the Directors present at the meeting.

## **Use of technology**

146. A Director who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.

147. A Director participating in a board meeting as permitted under Rule 146 is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

## **Quorum**

148. No business may be conducted at a board meeting unless a quorum is present.

149. The quorum for a board meeting is the presence (in person or as allowed under Rule 146) of a majority of the Directors holding office.

150. If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:

- a. in the case of a special or urgent meeting—the meeting lapses;

- b. in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 136.

### **Voting**

- 151. On any question arising at a board meeting, each Director present at the meeting has one vote.
- 152. A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.
- 153. Rule 152 does not apply to any motion or question which is required by these rules to be passed by an absolute majority of the Board.

### **Conflict of interest**

- 154. A Director who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- 155. The Director:
  - a. must not be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter.
- 156. This rule does not apply to a material personal interest of a Director:
  - a. that exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
  - b. that the Director has in common with all, or a substantial proportion of, the Members of the Association.

### **Minutes of meeting**

- 157. The Board must ensure that minutes are taken and kept of each board meeting.
- 158. The minutes must record the following:
  - a. the names of the Directors in attendance at the meeting;
  - b. the business considered at the meeting;
  - c. any resolution on which a vote is taken and the result of the vote;
  - d. any material personal interest disclosed under Rule 154.

### **Leave of absence**

- 159. The Board may grant a Director leave of absence from board meetings for a period not exceeding 3 months.
- 160. The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

## **Financial Matters**

### **Source of funds**

- 161. The funds of the Association may be derived from donations, fund-raising activities, grants, conducting of tournaments, interest and any other sources approved by the Board.

## **Management of funds**

162. The Association must maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
163. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
164. The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
165. All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed/approved by 2 Directors, provided they are not Close Family Members.
166. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
167. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **Financial records**

168. The Association must keep financial records that:
- correctly record and explain its transactions, financial position and performance; and
  - enable financial statements to be prepared as required by the Act.
169. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
170. The Treasurer must keep in his or her custody, or under his or her control:
- the financial records for the current Financial Year; and
  - any other financial records as authorised by the Board.

## **Financial statements**

171. For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
172. Without limiting Rule 171, those requirements include:
- the preparation of the financial statements;
  - if required, the review or auditing of the financial statements;
  - the certification of the financial statements by the Board;
  - the submission of the financial statements to the annual general meeting of the Association; and
  - the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
173. The Board must review the financial statements of the Association at least [two (2)] times per year to ensure that the requirements under the Act relating to financial statements are met.

## **General Matters**

### **Common seal**

174. The Association may have a common seal.
175. If the Association has a common seal:
- a. the name of the Association must appear in legible characters on the common seal;
  - b. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
  - c. the common seal must be kept in the custody of the Secretary or another person as determined by the Board from time to time.

### **Registered address**

176. The registered address of the Association is:
- a. the address determined from time to time by resolution of the Board; or
  - b. if the Board has not determined an address to be the registered address—the postal address of the Secretary.

### **Notice requirements**

177. Any notice required to be given to a Member or a Director under these rules may be given:
- a. by handing the notice to the Member or Director personally; or
  - b. by sending it by post to the Member or Director at the address recorded for the Member or Director on the Register of Members; or
  - c. by email or facsimile transmission.
178. Rule 177 does not apply to notice given under Rule 141.
179. Any notice required to be given to the Association or the Board may be given:
- a. by handing the notice to a member of the Board; or
  - b. by sending the notice by post to the registered address; or
  - c. by leaving the notice at the registered address; or
  - d. if the Board determines that it is appropriate in the circumstances:
    - i. by email to the email address of the Association or the Secretary; or
    - ii. by facsimile transmission to the facsimile number of the Association (if any).

### **Custody and inspection of books and records**

180. Members may on request inspect free of charge:
- a. the register of members;
  - b. the minutes of general meetings;
  - c. subject to Rule 181, the financial records, books, securities and any other relevant documents of the Association, including minutes of board meetings.



181. The Board may refuse to permit a member to inspect 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.

182. The Board must on request make copies of these rules available to members and applicants for membership free of charge.

These Rules will be publicly available on the Association's website and, as such, Members need not present requests for a copy of the Rules.

183. Subject to Rule 181, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

184. For purposes of this section, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- a. its membership records;
- b. its financial statements;
- c. its financial records;
- d. records and documents relating to transactions, dealings, business or property of the Association.

### **Winding up and cancellation**

185. The Association may be wound up voluntarily by special resolution.

186. 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.

187. Subject to the Act or a court order, any 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.

188. The body to which the surplus assets are to be given must be decided by special resolution.

### **Members' liabilities**

189. The liability of a Member to contribute towards the payment of the 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 relation to membership of the association.

Examples of unpaid amounts by Members include invoices issued for ACTTBA activities such participation in State Team events or uniforms such as Team Shirts.

### **Alteration of rules**

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