



# *Billiards & Snooker Association of New South Wales (Inc)*

*Established 1917*

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## **Notice of Special General Meeting**

Notice is hereby given that a Special General Meeting of the Billiards & Snooker Association of New South Wales Incorporated will be held at:

**Ramsgate RSL, 181 Ramsgate Rd, Sans Souci NSW 2219  
on Monday 6<sup>th</sup> November 2017 commencing at 6:30pm.**

**NOTE:** The meeting will take place in the **Cove Room** which has been booked from 6.15pm.

Please ensure you are in attendance by 6.25pm to enable us to start on time.

### **BUSINESS**

1. Welcome and Official Opening
2. Attendance and quorum
3. Apologies
4. Confirmation of previous General Meeting minutes – 2017 AGM – held at Ramsgate RSL Club on Monday 13/02/17
5. Special Resolution No.1 – Change of Name\*

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

*That the Association change its name to Snooker & Billiards New South Wales Incorporated, or similar subject to acceptability by Australian Securities Investment Commission (ASIC) and NSW Fair Trading.*

6. Special Resolution No.2 – Replacement Constitution\*

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

*That pursuant to Special Resolution No.1, that the Association Constitution be repealed and replaced in its entirety - with the new Constitution signed for identification by the President on Friday 22<sup>nd</sup> September 2017 pursuant to a resolution of the present Committee.*

7. Close of Meeting

NOTE: (i) \* Explanatory Notes for each Special Resolution are attached, together with a

- summary of the proposed new Constitution;
- (ii) A complete copy of the proposed new Constitution is readily available (emailed or posted) for perusal by all financial members upon direct request to the Secretary;
- (iii) Each of these Special Resolutions represents a significant requirement to secure the Association's future and all members need to be fully aware of the changes being proposed;
- (iv) **No additional business to that listed in this Notice will be considered at this Special General 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 Special General Meeting.

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

This Notice is given for and on behalf of the Committee and is dated Thursday 5<sup>th</sup> October 2017.

***Jeff Farrugia***  
***Secretary***  
***Billiards & Snooker Association of NSW Inc.***

**EXPLANATORY NOTE – SPECIAL RESOLUTION No.1 : CHANGE OF NAME**

*The Association was originally established in 1917 as the Billiards and Snooker Association of New South Wales, with this subsequently being amended in 1988 upon incorporation to Billiards and Snooker Association of New South Wales Incorporated. This continues to be the official name by which the Association is currently known.*

*However, in more recent years many changes have occurred in how Australian sporting organisations are administered and governed, with the introduction of best practice guidelines also extending to how associations are now named, described and legally referred to.*

*As a State Sporting Association the correct naming terminology is particularly relevant for future identity purposes, both locally and also in terms of government recognition of how Sport operates under a National system. Various government reviews and initiatives have therefore resulted in modern naming terminology for all sports now being suggested/preferred/recommended to follow a similar structure; i.e. name of primary sport + relevant body. Examples such as Netball NSW, Athletics NSW, Swimming Far North Coast, Wheelchair Sports NSW, etc. clearly highlight this trend.*

*In NSW, the Billiards and Snooker Association of NSW Inc. (BSA NSW) is currently the State peak body for the sports of billiards and snooker and, along with other Australian State Associations, remains directly affiliated to its National peak body, the Australian Billiards & Snooker Council (ABSC). Each State has various Regional Associations affiliated with it and it is this National/State/Region/Club relationship which reflects part of the previously mentioned national system being recognised by government.*

*BSA NSW is currently undergoing a review and update of the Constitution and this process has highlighted the need for a change in the Association's name to reflect current trends and government best practice guidelines. The duly elected Executive committee has subsequently determined that Snooker & Billiards New South Wales Incorporated (SBNSW) is now the appropriate name for the State peak body moving forward.*

*The law requires a Special Resolution to be passed authorising a change of name. The law does not permit amendment of a proposed Special Resolution at the meeting, with very limited exceptions such as the correction of any obvious error.*

*The present Committee unanimously recommend the proposed resolution to members.*

*A Special Resolution must receive votes in favour from not less than 75% of eligible members who cast a valid vote in person at the meeting.*

**EXPLANATORY NOTE – SPECIAL RESOLUTION No.2 : REPLACEMENT CONSTITUTION**

*A brief summary of the proposed Constitution is attached to this Explanatory Note. If required, a complete copy will be posted or emailed for your perusal upon direct request to the BSA NSW Secretary.*

*The new Constitution is a complete re-write and update of the existing Constitution and members are urged to review the new version for themselves.*

*The current Constitution is now 13 years old and there has been no amendment or updates made to the original document in that time.*

*The proposed new Constitution has also been prepared pursuant to Special Resolutions No.1 (Change of Name) being approved by the members, and is in the format that has been prescribed by legislation.*

*Broadly the proposed Constitution significantly modernises the existing Constitution and reflects a major change in substance with references to current legislation, current compliance requirements and obligations attached to continued operation as a registered incorporated Association.*

*As a State Sporting Association, the Constitution also takes into account reference to government recognition of how Sport operates under a National system where the National body can make rulings and set policy that will flow through the Sport and affect those playing at Region/Club level.*

*It is not practicable to try to modernise the existing Constitution by putting up many separate resolutions to change parts. The proposed new Constitution has to be considered as a whole.*

*The law requires a Special Resolution to adopt a new Constitution. The law does not permit amendment of a proposed Special Resolution at the meeting, with very limited exceptions such as the correction of any obvious error.*

*The present Committee unanimously recommend the proposed resolution to members.*

*A Special Resolution must receive votes in favour from not less than 75% of eligible members who cast a valid vote in person at the meeting.*

## Summary of Proposed New Constitution

Following is a listing of some of the points of difference between the proposed Constitution and the existing Constitution. Please note that this is not intended to be an exhaustive listing.

1.	The new document has been prepared in accordance with NSW Sport & Recreation guidelines for State Sporting Associations, and has also been drafted to take into account the Australian Sports Commission's Best Practice Corporate Governance Principles for Sporting Organisations;
2.	Incorporated Associations are subject to the provisions of the <b>Associations Incorporation Act 2009 (NSW), and subsequent amendments</b> , to which the new document fully complies;
3.	<p>As a State Sporting Association, the document has been prepared to show the Association as a key part of the overall national structure for the Sport of snooker and billiards and contains references to the <b>Regional, State, National and International governing bodies for the Sport</b>.</p> <p>The benefit of such a structure is that all levels of Sport are working together for the advancement of the Sport and therefore share common purposes, structures, policies and procedures. It also makes it easier to address issues of joint concern, to share information and to maximise the sport's marketability.</p> <p>Also, with the increasing amount of legislation affecting sport, this structure enables organisations to enact consistent and complementary policies and strategies that address areas of common risk and that flow effectively through the organisation.</p>
4.	<p>Reference is made to <b>"Board"</b> and <b>"Directors"</b> instead of committee and committee members. The reason for this is that an incorporated association is still a corporation and its governors (whatever their title) owe duties to the members and the Association. The document seeks to use true corporate governance terminology.</p> <p>There is also no <b>"offices"</b> such as President, Vice-President or Treasurer. These terms despite their cultural weight are not of any constitutional relevance. There is nothing in the document which precludes such titles being attached to particular Director's offices.</p>
5.	The Association's <b>financial year</b> has been amended from 1st January – 31st December to 1st July – 30th June;
6.	The Board will consist of seven (7) <b>elected Directors</b> , with an option for up to a maximum of two (2) additional <b>appointed Directors</b> ;
7.	<b>Quorums</b> : four (4) Board members at Board meetings and twelve (12) voting members at General meetings;
8.	<b>Proxy voting</b> is not permissible at General Meetings;
9.	The role of <b>Public Officer</b> is required in accordance with the Act and is an annually appointed position that should usually be performed by one of the Directors;
10.	Clause 3: the <b>Objects of the Association</b> are vital and are its reasons for existence. Although this can be simply stated as "promotion and encouragement of the Sport" the changes in regulatory and commercial, as well as sporting, landscapes require a 21st century sporting

	<p>body to have broad objects.</p> <p>The Objects are expressed to apply to the State in which the sporting organisation operates or over which it has jurisdiction.</p>
11.	<p>Clause 4: the <b>Membership of the Association</b> and their rights and responsibilities are set out under this clause.</p> <p>The new document provides voting rights for Individual Members, Life Members and accredited Regional/Club Delegates at all General Meetings of the Association.</p>
12.	<p>Clause 6: this clause reconfirms the requirements of the Act and that the Constitution is a contract between the Association and its members;</p>
13.	<p>Clause 11.1(e): the <b>Regulations</b> are the key “delegated legislation” of the Association (sometimes referred to as Rules or By-Laws).</p> <p>These are key rule and policy documents, which can address a whole range of issues for the Association such as membership fees and subscriptions, disciplinary regulations, election procedures, policies including member protection and anti-doping (subject to NSO requirements), financial management, particular sporting matters, etc.;</p>
14.	<p>Clause 13: <b>Appointed Directors</b> need not be appointed. The principle behind them is to provide the Elected Directors with additional skills that may facilitate or assist the Board with a particular issue over a short duration;</p>