



# Constitution

## English Amateur Billiards Association

## **PART I - INTERPRETATION**

### **1. TITLE**

The name of the Association shall be the "English Amateur Billiards Association" and for the purpose of this constitution shall be hereinafter referred to as the 'Association'.

### **2. OFFICE**

The registered office of the Association shall be at such place as the Management committee of the Association may determine. Due notice of any change in place of the registered office shall be given to Sport England, CCPR, the appropriate International Governing Body, and to all members of the Association.

### **3. OBJECTIVES**

The objectives of the Association are:

- 3.1. To be the national governing body in England for the administration, management, promotion, development and control of the games of Amateur English Billiards.
- 3.2. To represent England on all billiards related matters on the appropriate International Governing Body and any other group the Management committee sees fit.
- 3.3. To publicise and to enforce the code of laws of the appropriate International Governing Body for the proper conduct of the games of English Billiards.
- 3.4. To encourage interest, participation, and achievement in the games of English Billiards in England. To organise, promote and facilitate English Billiards competitions and events in England under such rules as the Management Committee shall determine.
- 3.5. To encourage and promote the games of English Billiards as a sport to be played in accordance with the principles of equity, safety, equal opportunities, fair play and being free from performance enhancing drugs. To facilitate the participation of teams and individuals in the games of English Billiards internationally and to make such rules as it determines are necessary for that purpose.
- 3.6. To provide information and assistance, resources and opportunities for communication with and between members of the Association.
- 3.7. To do all such things and activities as are necessary, incidental or conducive to the advancement of these objectives.

### **4. POWERS**

The powers of the Association shall be to:

- 4.1. Establish a Management Committee together with such Sub-Committees or other groups as the Management Committee shall determine to ensure the advancement and attainment of any of the objectives of the Association and to delegate its powers and functions to such groups.
- 4.2. Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection with such

property and to hold, improve, manage, develop, let or lease, sell, exchange or otherwise dispose of any such property, rights or privileges.

- 4.3. To raise money in such manner as the Association may determine.
- 4.4. To invest and deal with monies of the Association not immediately required for the purposes of the Association in such a manner as the Management Committee thinks fit and in particular to invest the same on mortgage or with the purchase of real, leasehold or personal property or securities or by depositing same with any bank on interest bearing terms.
- 4.5. To determine, raise and receive monies by way of subscription, fees, levies, grants (including government funding), donation, or otherwise.
- 4.6. To determine and implement such regulations, policies and procedures for the management and governance of the games of English Billiards in England as required under English law.
- 4.7. To determine, implement and enforce disciplinary procedures and sanctions for the games of English Billiards in England.
- 4.8. To engage the services of such staff, on such terms as the Management Committee determines as appropriate, to work for and on behalf of the Association.
- 4.9. To determine who may be members of the Association.
- 4.10. To establish, organise and control English Billiards games, matches, fixtures, competitions, tournaments and events in England, and to establish the rules for such matches, fixtures, competitions, tournaments and events.
- 4.11. To select England and other representative teams for the games of English Billiards.
- 4.12. To take or defend legal proceedings of any kind.
- 4.13. To take and effect insurance.
- 4.14. To do all such acts or things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

## **PART II - MEMBERSHIP**

### **5.0 MEMBERS**

#### **Membership categories**

The membership of the Association (collectively called “members”) shall consist of:

- 5.1 Full Member
- 5.2 Junior Member (Under the age of nineteen years)
- 5.3 Associate Member
- 5.4 Honorary Member

### **Admission to membership**

5.5 Membership of the Association shall bind all members to abide by the provisions of this Constitution and decisions of the Association.

5.6 The Management Committee may make Rules determining the procedure to be followed by any applicant for membership.

5.7 The Management Committee shall have sole discretion to determine whether any applicant shall be admitted to membership of the Association.

### **Full Members**

5.8 A Full Member shall have a democratic say in matters relating to the 'Objectives' of the Association as set out in Section 3 of this constitution. He/She shall have full voting power within the terms and conditions of the said constitution.

### **Junior Members**

5.9 Under 19 category (No more than 18 years of age on Sept 1<sup>st</sup> in any calendar year).

A Junior Member shall have no voting rights within the terms of this Constitution.

### **Associate Members**

5.10 Associate Membership shall be granted to:

Billiards and Snooker Associations, Leagues, Snooker/Billiard Clubs.

Associate Membership entitles the Associate Member one vote within the terms of this Constitution.

### **Honorary Members**

5.11 Honorary membership shall be conferred upon any member deemed worthy of that honour and agreed by ballot under the procedural terms of the Association. Honorary Members are entitled to vote under the terms and conditions of the Constitution.

### **Membership fees**

5.12 The Management Committee shall determine:

(a) The membership fee and/or other fees payable By: Full Members, Junior Members, Associate Members or Honorary Members.

(b) The date and manner by which such fees shall be paid to the Association.

### **Member's rights and obligations**

5.13 Members acknowledge and agree that:

- (a) This Constitution is a contract between each of them and the Association and that they are bound by its terms and any Regulations, Bylaws, or Rules of the Association.
- (b) They must comply with this Constitution and any Regulations, By Laws, Rules, Determinations, Resolutions or Policies which may be made or passed by the Management Committee or the Association.
- (c) They are subject to the jurisdiction of the Association.
- (d) This Constitution, Rules, Regulations, By Laws, Resolutions or Policies implemented pursuant to it are reasonable and necessary for the promotion and furtherance of the objects of the Association.
- (e) They are entitled to all benefits, advantages, privileges and services of membership as are conferred by this Constitution, and any Rules, Regulations, By Laws, Resolutions or Policies implemented by the Management Committee.

## 6. CESSATION OF MEMBERSHIP

### Notice of Resignation

6.1 Any Member who has paid all monies due and owing to the Association may resign from the Association by giving one months notice in writing to the Association of such intention to resign and upon expiration of that period of notice; the Member shall cease to be a Member.

### Failure to renew membership

6.2 A Member ceases to be a Member upon failing to renew membership of the Association in accordance with the procedure set down from time to time by the Management Committee within 3 months of being required to do so unless otherwise determined by the Management Committee in its absolute discretion.

## PART III - GENERAL MEETINGS

### 7. ANNUAL GENERAL MEETINGS

#### 7.1 General Meetings to be held

The Association shall convene and hold an Annual General Meeting of its Members during the month of May in each year.

#### 7.2 Ordinary Business

The ordinary business of the Annual General Meeting shall be to:

- (a) Confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
- (b) Receive from the Management Committee all reports upon the operation of the Association during the last preceding year including the audited annual financial statements required under this constitution.
- (c) Elect members of the Management Committee and any office bearers.
- (d) Appoint an auditor.

### **7.3 Special Business**

The Annual General Meeting may transact and consider special business of which notice is given in accordance with this Constitution.

### **7.4 Additional Meetings**

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any such General Meetings shall be Special General Meetings and shall be held in accordance with the provisions of this Constitution.

### **7.5 Entitlement to Attend Meeting**

The only persons entitled to be present at the Annual General Meeting of the Association shall be the Members (including Associate Members) and the Auditor, except with the prior consent of the Management Committee or the meeting in its discretion.

## **8. SPECIAL GENERAL MEETINGS**

### **8.1 Special General Meetings May be Held**

The Management Committee may whenever it thinks fit convene a Special General Meeting of the Association and, where but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **8.2 Requisition of Special General Meeting**

(a) The Management Committee shall on the requisition in writing of Members comprising not less than 10 of the current Full Members of the Association convene a Special General Meeting.

(b) The request for a Special General Meeting shall state the object (s) of the meeting and shall be signed by or on behalf of the Members or Associate Members making the requisition and shall be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(c) If the Management Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

(d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or nearly as possible as that, in which meetings are convened by the Management Committee.

## **9. NOTICE OF AND PROCEEDINGS AT GENERAL MEETINGS**

### **9.1 Notice to be given**

The Secretary shall cause at least 28 clear days notice of a General Meeting to be given to each Member and the auditor in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting.

## **9.2 Business of Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 28 days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) All items for discussion must be proposed and seconded in writing, and be in the hands of the Secretary not less than 28 days prior to the meeting.
- (d) Both the proposer and seconder must be fully paid up members of the Association. The proposer and seconder must be in attendance at the meeting.

## **9.3 Special Business**

All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

## **9.4 Quorum**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of those entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) Ten Full Members shall form a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present the meeting:
  - (i) If convened upon the requisition of Members, shall be dissolved; and
  - (ii) In any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at that adjourned meeting a quorum is not present within half an hour after the time of appointed for the commencement of the meeting, the meeting shall be dissolved.

## **10. CHAIRPERSON AT MEETINGS**

10.1 The Elected Chairperson, or in the absence of the Elected Chairperson, the Deputy Chairperson, shall preside as Chairperson at each General Meeting of the Association.

10.2 If the Chairperson or Deputy Chairperson is absent from a General Meeting or is unable or unwilling to preside, the Management Committee Members present shall elect one of their number to preside as Chairperson at the meeting.

## **11. ADJOURNMENT OF MEETINGS**

### **11.1 Chairperson May Adjourn Meeting**

The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

### **11.2 Further Notice**

- (a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (b) Except as provided in Rule 11.2 (a) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **12.VOTING AT GENERAL MEETINGS**

### **12.1 Voting Procedure**

- (a) All votes shall be given personally by a Full Member.
- (b) A proposition arising at a General Meeting of the Association shall be determined on a show of hands, or by ballot, at the discretion of the Chairperson.
- (c) In the case of an equality of voting on a question, the Chairperson of the meeting may exercise a casting vote.
- (d) A Member, or the Delegate of a Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, including the amount of the annual subscription payable in respect of the current financial year.

### **12.2 Recording of Determinations**

A declaration by the Chairperson that a resolution has, on a show of hands, or ballot, been carried unanimously, carried by a particular majority or lost, 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.

### **12.3 Poll at General Meeting**

- (a) If at a meeting a poll on any question is demanded by 5 Members, it shall be taken at the 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.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## **PART IV - MEETINGS OF THE MANAGEMENT COMMITTEE**

### **13.MANAGEMENT COMMITTEE**

13.1 The Management Committee is the governing body of the Association.

**13.2 Powers of Management Committee**

(a) The affairs of the Association shall be managed by a Management Committee constituted under Rule 4.1.

(b) Subject to this Constitution, the Management Committee:

(i) Shall control and manage the business and affairs of the Association;

(ii) May exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and

(iii) Has power to perform all such acts and things as appear to the Management Committee to be essential or appropriate for the proper management of the business and affairs of the Association.

**13.3 Management Committee Composition**

(a) The Management Committee shall consist of no less than 7 representatives of Elected Members including Elected Officers.

(b) Elected Officers consist of President; Chairperson; Deputy Chairperson; Secretary; Treasurer.

(b) Each Management Committee Member shall hold office until the conclusion of the second Annual General Meeting following the date of election, but shall remain eligible for re-election.

**13.4 Quorum for Board Meetings**

Four Members of the Management Committee present at a Management Committee Meeting shall constitute a quorum.

**13.5 President**

The Management Committee shall elect 1 member to act as President.

**13.6 Management Committee Meetings**

(a) The Management Committee shall meet at such place and at such times and in such manner as it shall determine but not less than four (4) times in each year.

(b) The Officers shall meet to discuss emergency, disciplinary, policy and strategic matters, at such a place and time and in such manner as they shall determine.

(c) The Chairperson shall chair Management Committee meetings or in his or her absence any other Management Committee Member determined by that Committee.

(d) Each Member of the Management Committee present at a meeting of the Committee is entitled to one vote and in the event of an equality of votes on any question the Chairperson may exercise a second or casting vote.

(e) A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all Management Committee Members shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Management Committee Members.

## **14. REGULATIONS**

14.1 The Management Committee may make regulations and/or bylaws and policies and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations, bylaws and policies shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such regulations, bylaws and policies shall be published to the Members from time to time and made available to Members on request.

## **PART VI**

### **15. FINANCIAL MATTERS**

#### **15.1 Financial Year**

The financial year of the Association shall commence on 1<sup>st</sup> May and end on 30<sup>th</sup> April, and may be altered from time to time by the Management Committee.

#### **15.2 Annual Report**

The Management Committee shall prepare an annual report for presentation to the Annual General Meeting which contains:

- (a) The audited annual financial statements as required under the Act; and
- (b) An annual report as to the year's activities (collectively known as the annual report);

15.3 The annual financial statement in this Rule shall be audited by an auditor appointed by the Management Committee.

## **PART VII**

### **MISCELLANEOUS**

#### **16. COMMON SEAL**

16.1 The Association shall have a common seal bearing the logo of the Association

16.2 The Management Committee shall determine when and by whom the common seal is to be used and shall make provision for its safe custody.

#### **17. APPLICATION OF INCOME**

17.1 The income assets and property of the Association shall be applied solely towards the promotion of the objects of the Association.

17.2 Save as is provided in this Constitution:

- (a) No portion of the income, property or assets of the Association shall be paid or transferred directly or otherwise to any Member, Management Committee Member, or officer of the Association.
- (b) No remuneration or other benefit in money or monies shall be paid or given by the Association to any Member, Management committee Member, or officer of the Association.
- (c) Nothing in Rule 17.2 (a) or (b) shall prevent payment in good faith of or to any Member, Management Committee Member, or officer of the Association.
  - (i) Any services actually rendered to the Association whether as an employee or otherwise.
  - (ii) Goods supplied to the Association in the ordinary and usual course of business and of operation.
  - (iii) Interest on money borrowed from any Member, Management Committee Member or officer of the Association.
  - (iv) Rent for premises demised or let by any Member, Board Management Committee Member or officer of the Association to the Association.
  - (v) Any out of pocket expenses incurred by the Member, Management Committee Member, or officer on behalf of the Association for any other reason. Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

## **18. ADMINISTRATION/WINDING UP**

18.1 The Association may at any time be wound up by being put into administration; voluntarily or otherwise if:

- (a) 75% of those entitled to vote at an annual General Meeting or Special General Meeting pass a resolution appointing an administrator; and
- (b) Such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no earlier than 30 days and no later than 60 days after the date on which the resolution was passed.

18.2 Upon the appointment of an administrator; all winding up activities shall comply with current legislation

18.3 Any surplus assets of the Association, after payment of all costs, debts, and liabilities and the debts and expenses of winding up, shall subject to any trust affecting the same be vested either in a substitute or successor organisation of the Association or distributed, gifted or transferred to some other amateur organisation or organisations having objectives complying with objectives in this Constitution.

18.4 The organisation or organisations in Rules 18.3 shall be determined by the Members in an Annual General Meeting or Special General Meeting at or before the time of administration and if the Members are unable to decide, the organisation or organisations shall be determined by the administrator.

## **19. ALTERATION TO THE RULES**

19.1 Subject to Rule 20.1 this Constitution may only be amended, added to, appealed or repealed by resolution of 75% of members eligible to vote at an Annual or Special General Meeting.

19.2 Notice of intention to alter this Constitution must be given to Members by the Management Committee no later than 56 days prior to an Annual Meeting or Special General Meeting.

## **20. INDEMNITY**

20.1 The Association shall indemnify its Management Committee Members, officers, and employees against all damages and costs (including legal costs) for which any such Management Committee Member, officer or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct;

(a) In the case of a Management Committee Member or Officer of the Association, performed or made whilst acting on behalf of and with the authority (express or implied) of the Management Committee; and

(b) In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by the Association.

## **21. DISPUTES AND MATTERS NOT PROVIDED FOR**

21.1 Subject to Rule 21.2 if any dispute arises out of the interpretation of this Constitution or any Rules, resolutions, or policies implements pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Management Committee, whose decision shall be final and binding.

21.2 If the dispute or matter in Rule 21.1 is between the Management Committee and a Member, or between one or more Management Committee Members ("the parties") the dispute or matter shall be resolved as follows:

(a) By the parties acting in good faith to seek an agreement; or failing such agreement

(b) By a party or parties appointing an independent third person to mediate between them; or failing such agreement at mediation

(c) By referring the dispute or matter to the Sports Disputes Tribunal of Sport UK, in accordance with the Rules of that Tribunal and/or as directed by that Tribunal.

## **22. BYE-LAWS**

22.1 That: 'Any player who has ever been ranked in the top 16 of the W.B.A. rankings, will as a general rule, not be allowed to revert and compete in events organised by the E.A.B.A. However, all applications will be treated on their merits by the committee of the E.A.B.A.'

(Minuted at the Management Committee meeting 4<sup>th</sup> August 2002)

## **23. INTERPRETATION AND DEFINITIONS**

## 23.1 Definitions

In this Constitution, unless contrary intention appears:

- (a) "Associate Member means a member under Rule 5.10
- (b) "Management Committee" means the Management Committee as defined in Rule 13.1
- (c) "Disciplinary Committee" means a committee appointed in accordance with Rule 1.1 - Appendix 'A'.
- (d) "Financial Year" means the year commencing on 1<sup>st</sup>May to 30<sup>th</sup> April.
- (e) "General Meeting" means a meeting of members convened in accordance with Rules 7 and 8.
- (f) Full Member means a member under Rule 5.8
- (g) "Member" means a member of the Association for the time being under Rules 5.8, 5.9, 5.10 and 5.11.
- (h) "Regulations" means any regulations made by the Management Committee under Rule 14.
- (i) "Rules" means the rules of the Association.
- (j) "Seal" means the common seal of the Association and includes any official seal of the Association.
- (k) "Special Resolution" means a resolution passed at a General Meeting in accordance with this Constitution.
- (l) "Objectives" means the objectives of the Association as set out in Rule 3.

Amendments:

Issue 10 - 7/3/2018

1. Section 9.2 expanded to include para (c) and para (d) to include specific requirements regarding the procedure for adding members' proposals to the Annual and General Meeting agendas.
2. Page 1 - CCPR logo replaced by current SRC logo

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