

**Western Australian Volleyball Association Inc.**

# **Constitution**

**Last amended (AGM 2007)**



# Western Australian Volleyball Association Inc Constitution

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## Name

1. The name of the Association is "WESTERN AUSTRALIAN VOLLEYBALL ASSOCIATION (INCORPORATED)".
2. Throughout this Constitution if not inconsistent with the context:

"Association" means Western Australian Volleyball Association (Incorporated).

"Board" means the Board of Management.

## OBJECTIVES

3. The objectives for which the Association is established are:
  - (1) To govern, foster and develop the game of Volleyball in Western Australia.
  - (2) To foster affiliation and coordination among independent bodies playing the game of Volleyball in Western Australia.
  - (3) To provide and assist in providing opportunities for people of all ages and of both sexes and irrespective of creed, colour, class or political belief, to enjoy Volleyball within Western Australia.
  - (4) To support and participate in activities of the Australian Volleyball Federation Inc.

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## POWERS

4. Without in any way limiting the generality of the forgoing or the following provisions, the Association shall have power to do or assist in doing any or all of the following things, namely:
- (a) To purchase, take on lease or in exchange, hire or otherwise acquire and to sell, lease, or otherwise dispose of any real personal property or any rights or privileges which the Association may think necessary or convenient for the achievement or furtherance of the objectives of the Association.
  - (b) To purchase or otherwise acquire furniture, instruments, equipment and stores.
  - (c) To borrow money for any of the objectives of the Association and for the purpose of securing repayment of such money and interest thereon to mortgage or charge the whole or any part of the property of the Association whether real or personal and for such purpose to execute mortgages, bills of sale or other securities containing such covenants and provisions as the Board may consider necessary.
  - (d) To purchase, apply for, take up and accept and pay calls in respect of any shares debentures or other interests in any corporation and to invest any of the funds of the Association on any security for the time being authorised by the Board (and from time to time to vary such investments).
  - (e) To obtain funds for the Association either by subscription, grant, donation or other means, including donation, devise or bequest of real personal property.

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- (f) To do all such other lawful things as may be incidental to or be deemed to be conducive to the attainment of or execution of the foregoing objectives and powers or any of them.

### **INCOME AND PROPERTY**

5. The income and property of the Association shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred directly or indirectly to its members PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association or to any person in return for any services rendered to the Association or expenses incurred on behalf of the Association.

### **MEMBERSHIP**

6. The voting membership of the Association shall be comprised of the members of the Board from time to time and in any state league club, body, organisation, institution or individual which is admitted to membership by the Board. Any state league club, body, organisation or institution which is a voting member shall nominate prior to the commencement of the Annual General Meeting or any Special General Meetings, two voting member representatives who shall be entitled to all the rights and powers and subject to all the duties and obligations of a full member. Any such state league club, body, organisation or institution may at any time from time to time nominate a replacement for its nominated representatives.

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7. The Board may admit as a voting member of the Association any state league club, body, organisation, institution or individual and may in its absolute discretion refuse membership under this clause.
8. Membership shall continue until non payment of due fees, resignation or termination by the board provided that if the board terminates the membership of a member, the member shall have a right to appeal to a Special General Meeting of the members of the Association, whereby three fourths of the voting members present shall be required to overturn the decision of the Board.
9. Associate members shall be admitted on such terms, conditions and subscriptions and receive such services and entitlements as the Board may from time to time determine, but shall not be entitled to vote at any meetings of the Association.

### **LIFE MEMBERSHIP**

10. Life membership may be awarded by the Volleyball WA Board of Management and announced at the annual general meeting to a person or persons in recognition of distinguished service to the Association. Life members are entitled to all rights and powers of voting members except for the power to vote. Life members are not subject to any of the duties and obligations of the other members including any obligation to pay subscriptions.

Any financial member of the WA Volleyball Association may nominate a candidate for any of the following awards of the Association: Life membership, Order of Merit, and Hall of Champions.

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## **SUBSCRIPTIONS**

11. The Board may from time to time fix entrance fees and annual subscriptions to be paid by members and to make rules for payment thereof. The Board may waive the payment of entrance fees and annual subscriptions in cases of hardship or where membership is granted in special circumstances.

## **GENERAL MEETINGS**

12. Board Meetings of the Association shall be held at such place and upon such day and at such hour as the Board may from time to time determine.

13. An Annual General Meeting shall be held no later than the 30<sup>th</sup> day of April in each year.

14. Any four (4) voting members may on giving to the Executive Director not less than twenty one (21) days written notice together with a copy of the proposed resolution submit any resolution to the next Annual General Meeting. Notice of such proposed resolution shall be given to members with notice of the Annual General Meeting as hereinafter required.

15. The Executive Director shall give at least fourteen (14) days notice of Special General Meetings to the voting members by posting notice thereof to each voting member at the address appearing in the records of the Association for the time being. Such notice shall specify the nature of the business to be transacted at the meeting.

16. A Special General Meeting may be called:

(a) by the president;

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(b) at the written request of four (4) members of the Board; or

(c) at the written request of six (6) voting members or fifty percent (50%) of the voting members of the Association whichever is the lesser number.

17. At any General Meeting six (6) voting members representatives or fifty percent (50%) of the members of the Association whichever is the lesser number personally present shall form a quorum.

18. The President or in his absence the Vice President shall preside as Chairperson at every General Meeting but in the absence of both the President and the Vice President the members shall elect a Chairperson for that meeting.

### **VOTING**

19. Every voting member representative personally present at a General Meeting shall be entitled to one vote. At every special general meeting voting shall be by a show of hands. In the event of an equality of votes the Chairperson shall have a second or casting vote.

20. At any General Meeting a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the minute book of the Association shall be sufficient evidence of such fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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21. If a voting member is unable to attend a General Meeting the voting member shall be entitled to appoint a proxy. A proxy shall be in writing and shall nominate the person in whose favour the proxy is given. Proxies shall be delivered to the Executive Director before the commencement of the meeting at which the proxy is to be exercised and shall be signed by the voting member or voting representative.

### **BUSINESS**

22. The business of the Annual General Meeting shall be:

- (a) the confirmation of the minutes of the last Annual General Meeting and of any Special General Meeting held since the preceding Annual General Meeting;
- (b) the receipt and discussion of the President's report;
- (c) the receipt and discussion of the Executive Director's report;
- (d) the receipt and discussion of the annual accounts and the Auditor's report;
- (e) election of the Board of Management;
- (f) appointment of the Auditor;
- (g) appointment of the Patron;
- (h) special business (if any) brought forward after the written notice as herein beforementioned;

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(i) general business.

## **BOARD OF MANAGEMENT**

23. The affairs of the Association shall be managed by the Board of Management which shall be comprised of six (6) members consisting of a President, Vice President, and two (2) other members elected by the voting members at the Annual General Meeting, and two (2) other members appointed by the Board. The Board may at its discretion remove any member of the Board appointed by the Board and may fill any vacancy which may arise in any of the elected or appointed Board positions.

Nominations to the Board of Management at any General Meeting, must be made by a WA Volleyball Association Inc. financial member.

24. The Board of Management shall be responsible for the employment of an Executive Director and all other such staff as determined from time to time.

25. The members of the Board shall hold office for a period of one (1) year and are eligible for re-election.

26. Notice of all meetings of the Board shall be given to all its members and such notice may be given orally, by letter, facsimile or telephone at least fourteen days prior to the meeting.

27. The President or in his absence the Vice President shall preside as Chairperson at all meetings of the Board but in the absence of the President and the Vice President the members present shall elect a chairperson for that meeting. At any meeting of the Board three (3) members of the Board shall

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form a quorum. All questions at any meeting of the Board shall be determined by a majority of the votes of the members present each of whom shall be entitled to one vote provided that in the case of an equality of votes the Chairperson of the meeting shall have a second vote.

28. A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called the constituted.

### **COMMITTEES**

29. The Board may from time to time appoint such committees as they may deem necessary or expedient and may depute, delegate and refer to such committees such of the powers and the duties of the Board as the Board thinks fit. Any such committee in the exercise of the powers and duties so deputed, delegated or referred to it shall conform to any rules and regulations that may be imposed on it for any period not exceeding one (1) year. The Board may at any time dissolve any committee and remove any committee member.

### **EXECUTIVE DIRECTOR**

30. The Executive Director shall:

(a) call meetings of the Association and of the Board when directed to do so;

(b) attend all meetings of the Association and of the Board and record the meetings thereof;

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- (c) keep in safe custody the assets, books, journals and all documents whatsoever of the Association;
- (d) produce for inspection by any member of the Board and the auditors of the Association, the books, journals, and all documents whatsoever of the Association;
- (e) perform such other functions and duties the Board may from time to time direct;
- (f) be responsible for the receipt of all moneys on behalf of the Association and give the receipts therefore;
- (g) pay all moneys into such account or accounts in the name of the Association at such bank or building society as the Board may from time to time direct;
- (h) submit at the Annual General Meeting, an Annual Report, Balance Sheet, Statement of Income and Expenditure, the Auditor's Report and other such information as the Association or Board may require;
- (i) submit financial statements as and when required by the Board;
- (j) generally carry out the instructions and decisions of the Board relating to the property and the finances of the Association; and
- (k) keep a register of members and their postal or residential addresses and make it available for inspection by a member upon request and allow a member to make a copy of register.

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## **THE COMMON SEAL AND SEALHOLDERS**

31. The Board shall provide for the safe custody of the Seal of the Association which shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by two sealholders in whose presence the same is affixed. The sealholders shall be the President, Vice President and a member of the Board nominated by the Board for that purpose from time to time.

## **MINUTES**

32. Minutes of the proceedings of every General Meeting and of every meeting of the Board and of every meeting of the committees shall be entered and kept in a book and such book when signed by the Chairperson of the meeting in question shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minutes at a meeting duly convened and held and shall be binding on all the members.

## **AUDIT**

33. The Association's financial year shall be from the 1<sup>st</sup> January to the 31<sup>st</sup> December in the same year and an Auditor shall be appointed at each Annual General Meeting of the members of the Association to audit the books and financial statements of the Association for the ensuing year.

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## **BANKING**

34. All moneys received by the Association shall be deposited in one or more accounts to be opened with a bank or building society selected by the Board. Cheques and other documents relating to every such account shall be signed by any two (2) of the President, Vice President or Executive Director or such other persons as are nominated by the Board for that purpose.

## **FINANCIAL ACCOUNTS**

35. All accounts shall be presented to and passed at meetings of the Board or of any committee to which such powers shall be delegated and a proper record of such approval shall be included in the minutes.

## **PECUNIARY INTEREST**

36. Where a member of the Association or a member of the Board has a pecuniary interest in a matter which is before a General Meeting or a meeting of the Board for discussion that member shall declare the nature of their interest and shall not take part in the discussion or vote on the matter unless the Chairman of the meeting is satisfied that the interest is so trivial as to be unlikely to affect the members' judgement on the matter.

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## **DISSOLUTION**

37. If, at a general meeting of the members of the Association, a resolution for the dissolution of the Association is passed by a majority of at least three fourths of the members present at the meeting, the Association shall, thereupon or at such suture date as is specified in that resolution, after paying and discharging out of the Association's funds and assets all debts and other liabilities and the costs, charges and expenses of that dissolution, distribute the proceeds of realisation -

(a) to another association under the ACT; or

(b) for charitable purposes.

## **INTERPRETATION OF THE CONSTITUTION**

38. Should any question rise as to the interpretation of this Constitution which the Association is authorised and empowered to make, such questions shall be decided at a Special General Meeting of the members of the Association which decision shall be final and binding.

## **ALTERATIONS TO THE CONSTITUTION**

39. The Constitution of the Association may be altered, added to or repealed at any General Meeting of the Association by resolution passed by not less than three fourths of the members of the Association present at that meeting.