

PETANQUE WA INCORPORATED



CONSTITUTION

3rd April 2023

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Constitution

1. Name

1.1 The association shall be called Petanque WA Incorporated, which is a not for profit association, hereinafter referred to as “the Association” or PWA

1.2 This constitution contains the operating rules of our Association.

2. Objectives

The objectives of the Association are:

- a) To Support all Pétanque clubs in W.A., so that the sport of Pétanque can be enjoyed by all licensed players.
- b) To act as a State League of the Pétanque Federation Australia (hereinafter referred to as P.F.A.) as required by the PFA constitution and accordingly maintain an affiliation to PFA respecting its rules and regulations as the National body for our sport.
- c) To be the link between P.F.A. and WA Clubs.
- d) To organise State Championship competitions.
- e) To promote using a standard format for all competitions.
- f) To organise the selection of players to represent the State of WA in National competitions.
- g) To assist P.F.A. with National Championships when held in WA.
- h) To promote the sport of Pétanque within WA.
- i) To assist in the formation of new clubs within the State of Western Australia.

3. Funds of the Association

The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objectives.

4. Financial Year

The financial year of the Association shall be from 1st July until 30th June in the following year.

5. Membership of the Association

5.1 Members of the Association shall consist of:

- a) President and Vice President, elected at the AGM
- b) Two representatives appointed by each member-Club

5.2 A member Club is a WA Petanque Club which is incorporated under the current Associations Incorporation Act (WA) and that has paid its current affiliation fee

5.3 All members of the Association must be current licensed players of a member Club, however are ineligible without leave of the Commissioner, if they :-

- Are an undischarged bankrupt.
- Have been convicted of an offence in connection with a body corporate.
- Have been convicted of an offence involving fraud or dishonesty.
- Have been convicted of an offence under Division 3 or section 127 of the Association Act.

5.4 Members of the Association are honorary and are therefore not required to pay a membership fee.

5.5 The Secretary shall maintain the register of members of the Association (names, addresses and dates joined).

6. The Committee

6.1 The Committee shall consist of:

- a) President and Vice President – elected at the AGM by member Clubs.
- b) Two representatives from each Club (as clause 5.1)

6.2 The positions of Secretary and Treasurer are then elected from the nominated representatives.

- 6.3 All the members of the Committee serve for 12 months from the date of the AGM and shall be eligible for a further term, if they choose to renominate.
- 6.4 The Committee shall have the power to fill any vacancy occurring on the Committee during the year, or to appoint any temporary or casual position as it shall decide from time to time.
- 6.5 No Committee member shall hold more than one position on the committee.

7. Duties of the Committee

7.1 The Committee

The Committee members are the persons who, as the management committee of the Association, have the responsibility for managing the affairs of the Association in pursuant of its objectives.

To assist the Committee to manage the Association, the Committee may appoint one or more sub-committees to execute a task agreed by the Committee, but no sub-committee shall incur any liability without the consent of the Committee.

The Committee shall have the power to make/revise/revoke by-laws consistent with the Association's objectives.

The Committee may authorise the recoupment of reasonable expenses incurred by a Member of the committee whilst engaged in their duties.

7.2 President

It shall be the duties of the President:

- a) To preside over all meetings and to ensure that meetings are conducted in accordance with this constitution.
- b) To act as spokesperson for the Association at all times. No other office bearer nor member is permitted to make any comment or statement on behalf of the Association, unless express authority has been given by the President.
- c) To oversee the general organisation and conduct of the Association's activities and to accept responsibility for the progress of the Association's activities.

7.3 Vice President

- a) The Vice President shall assist the President in the day to day running of the Association.
- b) The Vice President shall assume the role of President when requested by the President or whenever the President is absent.

7.4 Secretary

It shall be the duties of the Secretary:

- a) To process all communication on behalf of the Association.
- b) To keep minutes of all Committee meetings.
- c) To notify member Clubs of the date and venue of the AGM and all General Meetings, not less than 28 days before the date of the meeting.
- d) To circulate all minutes as soon as practicable.
- e) Unless the members resolve otherwise at a General Meeting, the Secretary shall have custody of all documents and records of the Association, other than those held by the Treasurer (as clause 7.5).
- f) To maintain the register of members of the Association (as clause 5.5)

7.5 Treasurer

It shall be the duties of the Treasurer :

- a) To receive all monies due to the Association and maintain a proper ledger of accounts, issuing receipts where necessary.
- b) To collect all monies due to the Association, as they become receivable.
- c) To pay for all expenditures approved by the Committee.
- d) To produce at the Annual General Meeting an account of the receipts and expenditure during the previous year, and to advise of any future financial commitments that have already been agreed.
- e) To present to each meeting of the Committee accurate and detailed statements of account showing the condition of the Association's funds.

- f) Unless the members resolve otherwise, have custody of all securities, books and documents of a financial nature and accounting records of the Association.

8. Annual General Meeting

- 8.1 The Annual General Meeting will be held within 60 days from 1st July on a date to be determined by the Committee.
- 8.2 The Secretary shall call the meeting by advising Committee members and member Clubs at least twenty eight (28) days prior to the meeting and advising that if they wish to submit a motion for discussion or to submit a nomination for President / Vice President, that it must be received in writing by the President or Secretary at least 14 days prior to the meeting.
- 8.3 The Secretary shall circulate the Agenda for the AGM at least seven (7) days prior to the meeting detailing the nominations and/or any motions received together with a copy of the minutes of the previous AGM and any Special General Meeting held since the last AGM
- 8.4 The AGM is open to any licensed player who may attend as an observer but without any voting rights.
- 8.5 At the Annual General Meeting, a majority (50% plus 1) of members shall form a quorum. If after thirty minutes has elapsed from the time appointed for the opening of the meeting there is not a quorum, the meeting shall stand adjourned for one week. If at such adjourned meeting there is no quorum in attendance, those present shall be competent to discharge the business.
- 8.6 At the Annual General Meeting the President shall preside. In his/her absence the Vice President shall preside. In their absence, the meeting shall elect a chairperson from members present.
- 8.7 The order of business at the Annual General Meeting shall be :
- To hear the President's Report on the events of the previous year.
 - To accept the minutes of the previous Annual General Meeting and any Special General meeting held since the last AGM
 - Business arising out of the minutes
 - To receive the Treasurer's Financial Report and to accept the balance sheet and summary of income/expenditure of the previous year.
 - To declare the affiliation fee for the forthcoming year.
 - Election of President and Vice President who have submitted their nomination in writing at least 14 days prior to the AGM;see section 11.6

- Motions of which notice has been given to the Secretary or President in writing at least 14 days prior to the date of the AGM;
- General Business raised by members present and accepted by the chairperson for consideration by the meeting.

8.8 PWA shall provide PFA with copies of it's annual report and audited accounts following the AGM.

9. Special General Meeting

9.1 The Secretary shall call a Special General Meeting when instructed to do so by a resolution of the Committee or on receipt of a petition signed by at least 20% of member Clubs in respect of any specific.

9.2 The Secretary shall call the meeting within twenty eight (28) days of receipt of the petition.

9.3 Notice of the Special General Meeting shall be sent to all members and member Clubs, with at least twenty one (21) days notice being given.

9.4 The notice shall specify the business to be transacted and no other business shall be dealt with at the meeting.

9.5 The quorum for a Special General Meeting shall be formed by 50% + 1 of member Clubs.

9.6 If no quorum is present thirty minutes after the time appointed for the meeting, then the Special General Meeting shall lapse.

9.7 At the Special General Meeting the President shall preside. In his/her absence the Vice President shall preside. In their absence, the meeting shall elect a chairperson from members present.

10. Meetings of the Committee

10.1 The Committee shall meet at least six times per year at such a place and on such a date as may be determined at the previous meeting.

10.2 The Secretary shall call meetings of the Committee when instructed to do so by the President or any three members of the Committee

- 10.3 Visitors and non members may attend meetings at the President's discretion as observers and may only address the Committee with the approval of the chairperson.
- 10.4 The quorum for a Committee meeting shall be 33% of Committee members.
- 10.5 At the Committee Meeting the President shall preside. In his/her absence the Vice President shall preside. In their absence, the meeting shall elect a chairperson from members present.

11. Rules of debate and voting

- 11.1 All motions put before all meetings shall be determined by a simple majority vote.
- 11.2 The chairperson shall maintain order and all remarks must be addressed through him/her.
- 11.3 Every motion must have a seconder or it will lapse.
- 11.4 The chairperson shall encourage discussion both for and against, before calling for a vote on the motion.
- 11.5 Every member Club shall have one vote.
- 11.6 Where voting on a motion or nomination is deadlocked, the chairperson shall be able to exercise a casting vote, but only after every effort has been made to seek a compromise agreement.
- 11.7 However, whenever the President or Vice President exercise the casting vote, any previous vote cast by them as a Club representative is negated.
- 11.8 All votes shall be recorded in the minutes of the meeting.
- 11.9 Proxy vote - If any representative is unable to attend a meeting, then the Club may send another person to vote on behalf of their Club, provided prior notification has been given to the President or Secretary.

12. Removal of members of the Committee

- 12.1 A member Club may remove / replace their nominated representative at any time and must confirm the change in writing to the Secretary, so that the members list may be updated.
- 12.2 Should a member of the Association become disruptive or act in a manner at a Committee meeting, they may be removed from the Committee by taking the following actions:-
- a) Step 1 – Formal warning - may be issued verbally during a Committee meeting by the President / chairperson but must then be confirmed in writing, stating the reasons for the warning, with a copy being sent to the member Club.
 - b) Step 2 – Removal from the Committee - if the unacceptable behaviour continues at a subsequent meeting within 3 months of the formal warning, then the member may be removed from the Committee if a motion to remove that member is supported by the majority of the Committee. The member Club to be advised of this action and be asked to nominate another representative.
 - c) The suspended member may be re-appointed by their Club after a minimum period of 6 months suspension.

13. Relationship with Affiliated Organisations

- 13.1 All policies adopted by the Association shall be in compliance with those policies determined by the PFA which is recognised as the national organisation for the control of Petanque within Australia.
- 13.2 The Association is recognised by PFA as the State organisation for the control of Petanque within Western Australia (WA) and shall pay to PFA the affiliation fee, as set by PFA.
- 13.3 The Association shall have the power to make, amend or rescind policies as the Committee sees fit, without impinging upon the autonomy of the individual member Club, provided that such policies or amendments do not conflict or negate policies of the PFA
- 13.4 Member Clubs within WA shall pay to the Association the annual affiliation fee, which shall be declared at the AGM .

- 13.5 It is a condition of affiliation to PWA that all affiliated Clubs shall be responsible and accountable to PWA for fulfilling their obligations towards PWA and PFA in every respect.

14. Inspection of records

A member may submit a request to the Secretary to inspect without charge the books, documents and records of the Association, so that an open viewing may be arranged.

15. Banking

- 15.1 The funds of the Association shall be placed in such a bank as the Committee may from time to time determine, to the credit of the Association, and shall be operated as a current account.
- 15.2 The President, Vice President, Treasurer or any person authorised by the Committee shall have the power to operate any account, two signatures being required to sign cheques or to authorise internet payments previously agreed by the Committee.

16. Audit of accounts

- 16.1 The Association's accounts and Balance Sheet are not required to be audited, as set out under the current Associations Incorporation Act.
- 16.2 If however the committee elect to have the annual accounts audited, then the Auditor's services shall be honorary.

17. Common Seal

- 17.1 The Common Seal of the Association shall not be used without the express authority of the Committee and every use of the Common Seal shall be recorded in the Committee Minutes.
- 17.2 The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.
- 17.3 The affixing of the Common Seal shall be witnessed by any two of the President, Vice President, Secretary or Treasurer.

18. Amendment of the Constitution

- 18.1 The foregoing rules shall not be altered, amended, added to or rescinded except at a Special General Meeting, provided always that particulars of such alteration, annulment, amendment or addition shall have been given in writing at least twenty-one (21) days before the holding of any Special General Meeting and that these particulars appear on the circular to members convening the meeting at which such alteration, annulment, amendment or addition is to be considered.
- 18.2 No alteration, annulment, amendment or addition to these rules shall be made unless passed by a majority of 75% of member Clubs voting at the meeting.
- 18.3 A copy of any revised constitution is to be sent to the PFA

19. Resolution of Disputes / Complaints

- 19.1 The section applies to:
1. Disputes between members of the Association
 2. Disputes between the Association and one or more individual Club members
 3. Disputes between member clubs
 4. Complaints raised by an individual licensed player that they wish to be addressed by PWA
- 19.2 The parties to a dispute shall attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- 19.3 If the parties are unable to resolve the dispute, any party to the dispute may initiate the following procedure:
1. Give written notice to the Association Secretary and to all the parties in dispute, providing details of the dispute together with actions taken in an attempt to resolve the dispute.
 2. The Association shall hold a committee meeting within twenty eight (28) days after the Secretary receives notice of the dispute, for the committee to consider the dispute.
 3. The Secretary shall advise each party in dispute, the time and date of the meeting at which the committee will meet to consider the dispute.
 4. At the committee meeting to consider the dispute, all parties to the dispute shall be given a full and fair opportunity to state their respective case orally, in writing, or both.

5. The Secretary shall inform the parties in dispute of the committee's decision and the reasons for the decision within 7 days after the meeting.

6 If any party in dispute is dissatisfied with the decision of the committee, clause 19.4 shall apply (Members right of appeal)

19.4 Members right of appeal

Within fourteen days of receiving notice of the committee's decision, either party to the dispute may appeal against the decision and may seek the appointment of a mediator.

1. Mediation process as outlined in P.F.A mediation procedure no.2.2.6.0 shall apply.
2. If a case cannot be determined through mediation, an appeal may be made to the State Administrative tribunal or to the P.F.A tribunal for a resolution. The decision of any of the tribunal shall be final.

20. Dissolution

20.1 The Association may be dissolved or wound up by a special resolution passed by the members and obtaining a majority of at least 75% at a Special General Meeting called for such a purpose.

20.2 If upon the dissolution or winding up of the Association there remains, after satisfaction of all its debts and liabilities, any monies or property, whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to -One or more of the following :

- * an incorporated association that was incorporated under the Act.
- * a company limited by guarantee that is registered as mentioned in the Corporations Act section 150.
- * a company holding a licence that continues in force under the Corporations Act section 151.
- * a body corporate that at the time of the distribution is holder of a licence under the Charitable Collections Act 1946.

* a body corporate that –

~ is a member or former member of the incorporated association and

~ at the time of distribution of surplus property, has rules that prevent the distribution of property to its members.

* a trustee for a body corporate referred to in paragraph (e).

* a co-operative registered under the Co-operatives Act 2009 that at the time of the distribution of surplus property, is a non-distributing co-operative as defined in the Act.

20.3 The Commissioner of Taxation and the appropriate government department shall be advised of the dissolution within thirty (30) days of the dissolution.