

# Constitution of the New South Wales Chess Association Inc

(Incorporating revisions made at the Annual General Meeting on 26 November 2023)

## 1. NAME

The Association shall be called the New South Wales Chess Association Inc., hereinafter called the NSWCA Inc, or the Association.

## 2. OBJECTIVES

- I. To encourage, promote, maintain and control the playing of Chess in the State of New South Wales by:
  - a. encouraging the teaching and playing of chess in schools and amongst juniors and by promoting matches between schools,
  - b. promoting and conducting chess matches, competitions, and tournaments,
  - c. awarding prizes, titles, and awards,
  - d. affiliating with the Australian Chess Federation and, as is necessary, affiliating or co-operating with other chess, sporting, or social organizations, whether inside or outside New South Wales,
  - e. adopting or altering rules of play,
  - f. providing means for hearing and determining disputes, and by
  - g. taking actions it deems necessary to promote the aforesaid.
- II. The NSWCA Inc shall not be carried on for the purpose of profit or gain for its individual members. The NSWCA Inc is prohibited from making any distribution, whether in money, property or otherwise to its members. Nothing hereinbefore contained shall be interpreted to prohibit normal business transactions entered into by the Association with individual members, provided such members declare their interest and take no part in any decision of the Association to enter into such transactions.

## 3. MEMBERSHIP

- I. **Members:** Any person may become a member by payment of a fee as determined by the preceding Annual General Meeting and by providing the details required on the prescribed application form. A member shall cease to be a member if his/her membership fee is more than one month in arrears. The Council of the NSWCA Inc shall have the right to refuse the application of any person who has been suspended, expelled, or misbehaved at any tournament and has been reported by the Director of Play.

- II. **Life Members:** No more than two (2) Life Members may be elected, on the recommendation of the Council, by a two-thirds (2/3) majority at an Annual General Meeting. Life Members are not required to pay any membership fee and are entitled to attend all Council meetings without the right to vote.
- III. **Affiliated Clubs:** Any club promoting chess may be granted affiliation with the NSWCA Inc by payment of the prescribed fee. This fee must accompany the application.
- IV. **Other Bodies:** The NSWCA Inc may set up or approve other bodies to carry out general or specific aims of the Association. These bodies may act independently of the NSWCA Inc.
- V. **Members Liabilities:** The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.
- VI. **Country Members:** The Association shall accept those members who live outside the County of Cumberland, New South Wales, as Country Members and accord to them any special privileges applying to such members.
- VII. **Cessation of Membership:** A person ceases to be a member of the Association if the person dies, resigns that membership, or is expelled from the Association.

## 4. MANAGEMENT

- I. The business and affairs of the Association and the custody and control of its funds shall be managed by the Council which, with the exception of the positions of Representative for Junior Chess; shall be elected annually by the general body of members. The position of Representative for Junior Chess shall be filled by a member of the NSWCA Inc nominated by the NSW Junior Chess League at its first meeting after the Annual General Meeting of the NSWCA Inc.
- II. The Council shall consist of President, Vice President, Treasurer, Secretary, Club Liaison Officer, Rating Officer, Webmaster, Representative for Junior Chess, Country Representative, Tournament Officer, Registrar, Communications Officer and up to two other members.
- III. The Registrar shall cause a register to be kept of all members, setting forth the name and address of each member and specifying the type of membership.
- IV. An Executive Committee comprising the President, Vice President, Treasurer, and Secretary shall carry out the routine business of the Association between meetings of the Council and shall be responsible to the full Council.
- V. The Council shall meet not less than ten times each year and shall decide all matters of policy. Reports of the Office Bearers shall be dealt with at the monthly Council meeting. The names of all members of the Council present and voting, and minutes of all resolutions and proceedings of the Council, shall be entered into a book provided for that purpose.

- VI. A quorum for a Council meeting shall be six (6).
- VII. The Council shall have the power to make and rescind By-laws of the Association. Such By-laws are subject to ratification by the next Annual General Meeting.
- VIII. The Council shall have the power to appoint sub-committees for specific purposes. The President and Secretary shall be ex-officio members of each sub-committee appointed.
- IX. Any member of the Council who fails to attend a regular Council meeting for three consecutive meetings without leave of absence, shall have his office vacated and a successor appointed by the Council. Any other casual vacancy in the membership of Council shall also be filled by Council appointment.
- X. Each member of the Council shall, subject to this Constitution, hold office until the Annual General Meeting following the date of the member's election or appointment, but is eligible for re-election.

## 5. GENERAL MEETINGS

- I. **The Annual General Meeting** shall be held as soon as practicable after the end of October each year, at such time and place as may be prescribed by the Council. At least fourteen (14) days written notice of all meetings shall be given to each member of the Association entitled to attend such meetings and vote.
- II. **Extraordinary General Meeting:** All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings, and may be called by the Council on giving not less than fourteen (14) days written notice to each member entitled to attend such meetings and vote. An Extraordinary General Meeting shall be held by the Council on the requisition of thirty (30) members or ten (10) per cent of the membership, whichever is the lesser. On receipt of such requisition, the meeting must be held within twenty-eight (28) days. At least fourteen (14) days written notice of such meeting shall be given to each member entitled to attend and vote.
- III. **Notice of General Meetings:** Every notice convening a General Meeting shall be in writing or by electronic means and shall specify the place, the day, and the hour of the meeting, and information concerning the business to be dealt with. Notice may be given in the Association's magazine or newsletter. Such business only of which notice is given, and which is dealt with at the meeting shall be binding on the members. Other decisions arising out of Other Business shall be in the nature of recommendations only.
- IV. **Quorum:** At an Annual General Meeting or an Extraordinary General Meeting, 6 members or two (2) per cent of the membership shall form a quorum, whichever is the less.
- V. **Business:** The business of the Annual General Meeting shall be as follows:
  - a. to confirm the minutes of the previous Annual General Meeting,
  - b. to receive and consider the reports of the Council,

- c. to receive and consider the Statement of Affairs and Statement of Receipts and Expenditure,
  - d. to ratify any By-laws made by Council since the last Annual General Meeting,
  - e. to elect the Council for the ensuing year,
  - f. to determine the annual membership fees,
  - g. to appoint an Auditor,
  - h. to deal with any business of which due notice has been given. (All business to be dealt with at the Annual General Meeting shall be handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.)
- VI. **Voting:** Upon any question arising at a General meeting of the Association a member has one vote only unless determined in the By-laws as having no vote. All votes shall be given personally or by proxy. The right to vote at a General Meeting is limited to members of at least one month standing prior to the date of the meeting.
- VII. **Proxy Voting:** Each member is entitled to appoint another member as proxy by giving notice to the Secretary no later than twenty four (24) hours before the time of a meeting at which the member is entitled to vote. The notice appointing the proxy shall be on the approved form, fully completed and signed. No member may hold more than five (5) proxies. Members holding proxies must personally attend the meeting to cast them. Proxy votes may only be cast in respect of motions which have been properly placed on the notice paper of the meeting.
- VIII. **Election of the Council:** Members of the Association may nominate themselves for election or they may be nominated by another member with that person's consent. Nominations must be in the possession of the Secretary not less than 5 days prior to the date of such meeting. Where there is only one nomination for an office, that person nominated shall be elected. Where there is more than one nomination for an office, voting shall be by ballot. In the case where no nominations are received for a particular office the Annual General Meeting shall elect an officer from the floor with that person's consent, or if there are no such nominations from the floor, the Executive shall have the power to elect any member to that office with that person's consent.

## 6. APPEALS COMMITTEE

- I. An Appeals Committee consisting of three members, with alternate members, shall be elected at an Annual General Meeting. The duties of the Appeals Committee are to hear and judge:
  - a. All disputes and appeals arising out of any game or competition that is the concern of the Grade Match Secretary or a Director of Play, and
  - b. All matters referred to it by the Council or a General Meeting.
- II. The Appeals Committee shall only hear matters concerning the rules of chess and matters arising therefrom including expulsion from a tournament.

It shall not deal with matters of discipline covered in Section 7 of the Constitution. The decision of the Committee shall be final.

## **7. SUSPENSION AND EXPULSION**

- I. The Council may debar a member from some or all of the activities of the NSWCA Inc for breaches of discipline or of By-laws for a period of not more than two years providing:
  - a. notice shall have been sent to the last known address of that member; the notice stating the charges and requiring the member to show cause why no action should be taken, and
  - b. the member is advised of the date on which the Council shall meet. Reasonable notice shall be given to the member.
  - c. the member is advised that he/she has the right to attend the Council meeting in person, or by his/her personal representative so authorized in writing by that member, and state his/her case.
- II. A member may appeal to the Council against the penalty imposed. Appeals shall be made in writing to the Secretary within seven (7) days after notice of the penalty is served to the member.
- III. A member or affiliated club may only be expelled from the NSWCA Inc by a two-thirds (2/3) majority of those present at a General Meeting where the intention to expel has been given in the notice of the meeting.
- IV. An expelled member can only be re-admitted at a General Meeting provided notice of such is given in the notice of that meeting.

## **8. FINANCE**

- I. The funds of the Association shall be derived from the fees of members, donations, grants, and such other sources approved by the Association.
- II. The Treasurer has the right to receive all monies paid to the NSWCA Inc and such monies shall be paid into an account in a bank in the name of the NSWCA Inc.
- III. No payment shall be made without the consent of the Executive Committee. Cheques shall be signed by any two members of the Executive Committee or by one member of the Executive Committee and one of the two council approved non-executive council members.
- IV. The Treasurer shall keep correct account and books showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature and showing in particular the following:
  - a. all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure took place.
  - b. all sales and purchase of equipment, and
  - c. the assets and liabilities of the Association.
- V. The Treasurer shall prepare, and present to the Annual General Meeting a Statement of Affairs and Income and Expenditure Statement which shall be

audited. The Auditor's report shall be presented to the Annual General Meeting with the Financial reports.

- VI. The Auditor, appointed at the Annual General Meeting, may be a member of the Association but may not be a member of the Council.

## **9. ALTERATION OF THE CONSTITUTION AND BY-LAWS**

The Constitution shall not be altered, repealed in part or whole, or added to, except by a two-thirds (2/3) majority of votes cast at a General Meeting of members, providing that the notice of proposed alteration, repeal, or addition shall have been given in the notice of the meeting. By-laws can be altered at a General Meeting by a simple majority. However, Clause 2, Clause 9 or Clause 10 of the Constitution shall not be altered except by a three-quarters (3/4) majority of votes cast at a General Meeting of members.

## **10. DISSOLUTION**

The NSWCA Inc can only be dissolved by a three-quarters (3/4) majority of votes cast at a Annual or Extraordinary General Meeting providing notice of Dissolution Motion and reasons shall have been given in the notice of the General Meeting.

## **11. GENERAL**

- I. The Common Seal of the Association shall be kept in the custody of the secretary and shall only be affixed to a document with the approval of the Council. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Council.
- II. Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books, and other documents relating to the affairs of the Association.
- III. The records, books, and other documents of the Association shall be open for inspection, free of charge, to any member of the Association at any reasonable hour.
- IV. The decision of the Council on the construction or interpretation of this Constitution and By-laws or on any matter arising therefrom shall be conclusive and binding on all members of the Association unless and until varied or reversed at a General Meeting.