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**CONSTITUTION
OF
TABLE TENNIS WESTERN AUSTRALIA INCORPORATED**

TABLE OF CONTENTS

PART I – NAME, DEFINITIONS, INTERPRETATION, OBJECTS and POWERS

Name of Association	7
Definitions	7
Interpretation	12
Objects	12
Powers	13

PART II – MEMBERSHIP

Categories of Members	14
Individual Members	14
Full Members	15
Social Members	15
Adult Members	15
Junior Members	15
Country Members	15
Metropolitan Members	15
Applications for Full Membership and Social Membership	16
Acceptance or Rejection of Applications for Full Membership and Social Membership	16
Renewal of Full Membership and Social Membership	17
Life Membership	17
Affiliated Clubs	18
Affiliated Associations	18
Voting Rights	19
Eligibility for Board Membership	19
Other Membership Rights	20
Membership Rights Not Transferable	21
Register of Members	21
Creation of New Categories of Members	21

Subscriptions, Fees and Levies	21
Effect of Membership	22
Suspension of Membership for Failure to Pay Monies Due	22
Disputed Liability Committee	22
Effect of Suspension of Membership for Failure to Pay Monies Due	23
Resignation of Membership	23
Termination of Membership for Breach of Conduct	24
Cessation of Membership	24

PART III – GENERAL MEETINGS

Annual General Meeting

Date of Annual General Meeting	24
Notice of Annual General Meeting	24
Business of Annual General Meeting	25
Conferral of Life Membership at Annual General Meeting	25
Election of Patron and Vice-Patrons at Annual General Meeting	26

Special General Meetings

Convening of Special General Meetings	26
Notice of Special General Meetings	26
Business of Special General Meetings to be Special Business	27

Provisions Applicable to all General Meetings

Time and Manner of Submission of Notices of Motion	27
Agenda for General Meetings	27
Business of General Meetings to be Restricted to Agenda	28
Lack of Notice of General Meetings Not to Invalidate General Meetings	28
Quorum for General Meetings	28
Participation in General Meetings by Use of Technology	28
Chairing of General Meetings	29

Adjournment of General Meetings	29
Decisions at General Meetings	30
Proxy Voting at General Meetings	30
Demand for Poll at General Meetings	30
Declaration of Result of Resolution at General Meetings	30
Special Resolution Only to be Rescinded by Special Resolution	31
Resolutions of General Meetings to be Binding on Board of Management	31

PART IV – THE BOARD OF MANAGEMENT

Powers and Duties of the Board	31
Composition of the Board	32
Election of the Elected Board Members	33
Terms of the Elected Board Members	35
Appointment of Appointed Members	36
Terms of the Appointed Board Members	36
Vacancies of Board Member Positions	36
Casual Vacancies of Elected Board Member Positions	37
Vacancies of Appointed Board Member Positions	38

Meetings of the Board

Frequency of Board Meetings	38
Convening of Board Meetings	38
Mode of Participation in Board Meetings	38
Quorum for Board Meetings	38
Chairing of Board Meetings	39
Procedure at Board Meetings	39
Decisions at Board Meetings	39
Board Decisions Out of Board Meetings	39
Procedural Defect Not to Invalidate Board Decision	40
Minutes of Board Meetings and Records of Written Board Resolutions	40

Conflicts of Interest of Board Members	40
Transitional Provisions	41
 PART V – THE CHIEF EXECUTIVE OFFICER	
Appointment of the Chief Executive Officer	41
Duties of the Chief Executive Officer	41
Power to Manage the Association	42
 PART VI – RECORDS AND ACCOUNTS	
Establishment and Maintenance of Records	42
Accounting Records	42
Commencement of Financial Year of the Association	43
Custody of Records, Books, Documents and Securities	43
Inspection by Members of the Association’s Records and Documents	43
Maintenance and Inspection of this Constitution	44
Record of Office Holders	44
Control of Funds of the Association	44
Negotiable Instruments	45
 PART VII – AUDITOR	45
 PART VIII – COMMON SEAL	45
 PART IX – AMENDMENT OF THIS CONSTITUTION	46
 PART X – PATRON AND VICE-PATRON(S)	46
 PART XI – DELEGATES’ MEETINGS	46
 PART XII – THE MATCH COMMITTEE	47

PART XIII – THE COMPLAINTS TRIBUNAL	47
PART XIV – THE APPEAL TRIBUNAL	51
PART XV – DISSOLUTION	54
PART XVI – NOTICES	55

CONSTITUTION
of
TABLE TENNIS WESTERN AUSTRALIA INCORPORATED

PART I – NAME, INTERPRETATION, OBJECTS and POWERS

Name of Association

1. The name of the association is Table Tennis Western Australia Incorporated (“Association”).

Definitions

2. Unless the context otherwise requires, the following words in this Constitution shall have the meanings set against them:

“**Act**” means the Associations Incorporations Act 2015 (WA);

“**Adult Country Member**” means an adult member whose residential address registered with the Association is outside the Perth Metropolitan Area, but within Western Australia;

“**Adult Member**” means an individual member who had attained the age of 18 years in or before the immediately preceding calendar year, as defined in clause 10 herein;

“**Adult Metropolitan Member**” means an adult member whose residential address registered with the Association is within the Perth Metropolitan Area;

“**Affiliated Association**” means a table tennis association affiliated with the Association pursuant to clause 32 of this Constitution;

“**Affiliated Club**” or “**Club**” means a table tennis club affiliated with the Association pursuant to clause 31 of this Constitution;

“**AGM**” or “**Annual General Meeting**” means an Annual General Meeting of the Association required to be held by the Association in each calendar year pursuant to section 50 of the Act;

“**Appeal**” means an appeal to the Appeal Tribunal pursuant to clause 232 of this Constitution;

“**Appeal Coram**” means the 3 members of the Appeal Tribunal appointed to hear an appeal pursuant to clause 238 of the Constitution;

“**Appeal Fee**” means the fee referred to in clause 237 of this Constitution;

“Appeal Parties” means the parties to an appeal referred to in clause 239 of this Constitution;

“Appeal Tribunal” means the appeal tribunal appointed by the Board pursuant to clauses 232 and 233 of this Constitution;

“Appellant” means a party who is making an appeal to the Appeal Tribunal pursuant to clause 232 of this Constitution;

“Appointed Board Member” means a member of the Board of Management appointed by the Elected Board Members pursuant to clause 134 of this Constitution;

“Association” means Table Tennis Western Australia Incorporated;

“Board” or **“Board of Management”** means the Board of Management of the Association referred to in clause 112 of this Constitution;

“Board Member” means a member of the Board of Management;

“By-Law” means a by-law, rule or regulation made pursuant to a resolution of the Board or a resolution of a General Meeting of the Association;

“Casual Vacancy” means a vacancy in a position of an Elected Board Member referred to in clause 141 of this Constitution;

“Chief Executive Officer” means the Chief Executive Officer appointed by the Board pursuant to clause 168 of this Constitution;

“Common Seal” means the common seal of the Association referred to in clause 193 herein;

“Complainant” means a complainant as defined in clause 213 of this Constitution;

“Complaint” means a complaint as defined in clause 212 of this Constitution;

“Complaint Fee” means the fee referred to in clause 215 of this Constitution;

“Complaints Tribunal” means the Complaints Tribunal appointed by the Board pursuant to clause 208 of this Constitution to adjudicate on complaints;

“Coram” means the 3 members of the Complaints Tribunal appointed to hear a complaint pursuant to clause 217 of this Constitution;

“Country Board Member” means a member of the Board of Management elected by the Association to the position of Country Board Member pursuant to clause 116 of this Constitution or appointed by the Board to fill a casual vacancy for the position of Country Board Member pursuant to clause 141 of this Constitution;

“Country Member” means an individual member whose residential address registered with the Association is outside the Perth Metropolitan Area, but within Western Australia, as defined in clause 12 herein;

“Defendant” means a defendant as defined in clause 217 of this Constitution;

“Delegate” means a person appointed by an affiliated club to represent it at a Delegates’ Meeting;

“Delegates’ Meeting” means a meeting of affiliated clubs held pursuant to clause 197 of this Constitution;

“Disputed Liability Committee” means a sub-committee appointed by the Board pursuant to clause 60 of this Constitution;

“Disputed Liability Hearing” means a hearing of a Disputed Liability Committee pursuant to clause 60 of this Constitution;

“Elected Board Member” means a member of the Board of Management elected by the Association to the position of Elected Board Member pursuant to clause 116 of this Constitution or appointed by the Board to fill a casual vacancy for the position of Elected Board Member pursuant to clause 141 of this Constitution;

“Full Adult Member” means a full member who had attained the age of 18 years in or before the immediately preceding calendar year;

“Full Member” means an individual member who has paid the relevant subscription fee prescribed by the Association and who, subject to payment of the relevant entry fees, is entitled to participate in tournaments conducted by the Association and pennant competitions conducted by the Association, as defined in clause 8 herein;

“General Meeting” means either an Annual General Meeting of the Association or a Special General Meeting of the Association;

“Individual Member” means a natural person who is a member of the Association;

“Initial Terms of Office” means the initial terms of the Board Members following the first elections after the adoption of this Constitution as specified in clause 131 of this Constitution;

“Intellectual Property” means all rights or goodwill subsisting in copyright, business or other names, trade marks or signs, logos, designs, patents or service marks (registered or

registrable) relating to the Association or any event, competition or activity of, or conducted, promoted or administered by, the Association;

“International Table Tennis Federation” or **“ITTF”** means the International Table Tennis Federation, being the international governing body for table tennis in the world;

“Junior Member” means an individual member who had not attained the age of 18 years in or before the immediately preceding calendar year, as defined in clause 11 herein;

“Life Member” means a natural person upon whom life membership of the Association has been conferred pursuant to clause 25 of this Constitution;

“Match Committee” means a sub-committee appointed by the Board pursuant to clause 206 of this Constitution to deal with and adjudicate on such matters relating to the conduct of pennant competitions and or other competitions as the Board may determine from time to time;

“Member” means a member for the time being of the Association;

“Metropolitan Member” means an individual member whose residential address registered with the Association is within the Perth Metropolitan Area, as defined in clause 13 herein;

“Objects” means the objects of the Association set out in clauses 4 and 4A of this Constitution;

“Ordinary Board Member” means an Elected Board Member who is not the President, the Vice-President, the Country Board Member or the Under 30 Board Member;

“Ordinary Resolution” means a resolution passed by a simple majority of votes of those persons entitled to vote and voting at a meeting;

“Parties to the Complaint” means the parties to a complaint referred to in clause 218 of this Constitution;

“Pennant Competition” means a competition between affiliated clubs;

“Perth Metropolitan Area” means the area from Perth’s Central Business District bordered by the Local Government areas of Wanneroo, Swan, Mundaring, Kalamunda, Armadale, Serpentine-Jarrahdale and Rockingham.

“President” means a member of the Board of Management elected by the Association to the position of President pursuant to clause 116 of this Constitution or appointed by the Board to fill a casual vacancy for the position of President pursuant to clause 141 of this Constitution;

“Register” means the register of members of the Association referred to in clause 51 of this Constitution;

“Registrar” means the person appointed by the Association to maintain the register;

“Respondent” means a party to an appeal referred to in clause 238 of this Constitution;

“Social Member” means an individual member who has paid the relevant subscription fee prescribed by the Association, but who is not entitled to participate in any tournament conducted by the Association or any pennant competition conducted by the Association, as defined in clause 9 herein;

“SGM” or “Special General Meeting” means a General Meeting of the Association other than an Annual General Meeting of the Association;

“Special Resolution” means a resolution passed by a majority of not less than three-fourths of the members of the Association who are entitled under this Constitution to vote and vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given at least 14 days before the General Meeting in accordance with clause 74 or clause 83 (as appropriate) of this Constitution;

“State” means the State of Western Australia;

“Table Tennis” means the sport of table tennis as recognized by the International Table Tennis Federation from time to time and includes the sport of table tennis for athletes with disabilities;

“Table Tennis Australia” or “TTA” means Table Tennis Australia Limited, being the national governing body for table tennis in Australia;

“Under 30 Board Member” means a member of the Board of Management elected by the Association to the position of Under 30 Board Member pursuant to clause 116 of this Constitution or appointed by the Board to fill a casual vacancy for the position of Under 30 Board Member pursuant to clause 141 of this Constitution;

“Vice-President” means a member of the Board of Management elected by the Association to the position of Vice-President pursuant to clause 116 of this Constitution or appointed by the Board to fill a casual vacancy for the position of Vice-President pursuant to clause 141 of this Constitution.

Interpretation

3. In this Constitution, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include all other genders;
- (c) a reference to a law or a provision of a law includes regulations and other statutory instruments made under it and also includes consolidations, amendments, re-enactments or replacements of that law or that provision;
- (d) an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act;
- (e) where a document, including a notice, is required by this Constitution to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or in any other manner approved from time to time by a resolution of the Board or a resolution of a General Meeting;
- (f) a reference to “writing” or “written” includes printing, typing and other modes of representing or reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form.

Objects

4. The objects of the Association shall be to conduct, encourage, promote, advance, manage, administer, control and improve table tennis in Western Australia, including but not limited to:

- (a) conducting, organising, managing and promoting table tennis competitions, events and functions in Western Australia;
- (b) participating as a member of TTA;
- (c) assembling, preparing and entering State Teams and State players for Australian Table Tennis Championships and other national or international events;
- (d) striving to enhance the playing standard of table tennis and its reputation in Western Australia;
- (e) striving to increase the level of participation in table tennis in Western Australia;

- (f) seeking to obtain and encouraging the provision and development of appropriate facilities for participation in table tennis;
 - (g) observing, promulgating, enforcing and striving to secure uniformity in the application of laws and regulations of table tennis as may be determined by the ITTF or TTA from time to time;
 - (h) conducting or organising courses and examinations for coaches, umpires, referees and other table tennis officials in Western Australia;
 - (i) promoting the health and safety of all members of the Association and of all other participants in table tennis in Western Australia;
 - (j) striving for governmental, commercial and public recognition of the Association and table tennis;
 - (k) pursuing such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of table tennis in Western Australia;
 - (l) using and protecting the Intellectual Property;
 - (m) acting as an arbiter on all matters pertaining to table tennis in Western Australia, including disciplinary matters;
 - (n) representing the interests of the members of the Association and of table tennis generally in any appropriate forum; and
 - (o) undertaking or doing such things or activities as are necessary, incidental or conducive to the advancement of these objects.
- 4A. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects.

Powers

5. In addition to all such powers as may be necessary to further the objects of the Association and any powers which it might possess as a result of incorporation, the Association shall have power to hold, buy and sell and lease real or personal property, open and operate bank

accounts, make loans, borrow money, take or give mortgages or guarantees, take or give such security as it deems fit, make and accept gifts and invest its funds in any form of investment whether authorised trustee investments or not.

PART II – MEMBERSHIP

Categories of Members

6. The members of the Association shall consist of:

- (a) individual members;
- (b) affiliated clubs;
- (c) affiliated associations.

Individual Members

7. An individual member shall be either:

- (a) a full member; or
- (b) a social member; or
- (c) a life member.

7A. All applications to be a full member or a social member shall be made in accordance with the provisions of clauses 14 and 15 herein and all applications to renew full membership or social membership shall be made in accordance with the provisions of clause 22 herein.

7B. Life membership may be conferred by the Association pursuant to the provisions of clauses 25 and 26 herein.

7C. Full members and social members may be either:

- (a) adult members; or
- (b) junior members.

7D. Life members must be adult members.

7E. Full members, social members and life members may, but need not, be:

- (a) country members; or
- (b) metropolitan members.

Full Members

8. A full member is an individual member who has paid the relevant subscription fee prescribed by the Association and who, subject to payment of the relevant entry fees, is entitled to participate in tournaments conducted by the Association and pennant competitions conducted by the Association.

Social Members

9. A social member is an individual member who has paid the relevant subscription fee prescribed by the Association, but who is not entitled to participate in any tournament conducted by the Association or any pennant competition conducted by the Association.

Adult Members

10. An adult member is an individual member of the Association who had attained the age of 18 years in or before the immediately preceding calendar year.

Junior Members

11. A junior member is an individual member of the Association who had not attained the age of 18 years in or before the immediately preceding calendar year.

Country Members

12. A country member is an individual member of the Association whose residential address registered with the Association is outside the Perth Metropolitan Area, but within Western Australia.

Metropolitan Members

13. A metropolitan member is an individual member of the Association whose residential address registered with the Association is within the Perth Metropolitan Area.

Applications for Full Membership and Social Membership

14. An application for full membership or social membership of the Association must be made by the applicant in writing on the form prescribed by the Board from time to time, which completed form must be lodged with the Chief Executive Officer or such other person as may be prescribed by the Board from time to time.
15. Payment of the relevant subscription fee prescribed by the Association must accompany any application for full membership or social membership of the Association or must be made within 3 working days of lodgement of the completed application form with the Association by direct transfer to the bank account of the Association prescribed by the Board from time to time.

Acceptance or Rejection of Applications for Full Membership and Social Membership

16. Provided

- (a) an application for full membership or social membership of the Association has been properly completed and
 - (b) payment of the relevant subscription fee has been made within the time prescribed by clause 15 herein and
 - (c) the applicant has not previously been expelled from the Association and
 - (d) the applicant is not subject to an unexpired period of suspension by the Association,
- the Board shall accept the application for membership unless the Board is reasonably satisfied that admission of the applicant to membership of the Association is likely to be detrimental to the promotion of the objects of the Association.
17. Membership of the Association shall be deemed to commence on acceptance of a membership application by the Board.
 18. As soon as practicable after acceptance of a membership application by the Board, the Registrar shall amend the register accordingly.
 19. If the Board rejects a membership application, the Association shall refund the subscription fee paid in respect of the application.
 20. The initial term of full membership or social membership shall expire on 31st December of the calendar year in which the membership commences or, if the Board determines that the

commencement of the membership is sufficiently close to 31st December, the membership shall expire on 31st December of the immediately succeeding calendar year.

21. All terms of full membership or social membership subsequent to the initial term shall be for a period of one year commencing on 1st January and expiring on 31st December.

Renewal of Full Membership and Social Membership

22. Any full member or social member who wishes to renew his or her membership of the Association as either a full member or a social member must lodge a properly completed written application, in the form prescribed by the Board from time to time, with the Chief Executive Officer or such other person as may be prescribed by the Board from time to time and must pay the relevant subscription fee prescribed by the Association by 28 February of the calendar year immediately succeeding the expiry of that member's preceding term of membership, failing which the membership shall lapse.
23. The Board shall accept any application for renewal of full membership or social membership which complies with the requirements contained in clause 22 herein unless the Board is reasonably satisfied that renewal of the membership is likely to be detrimental to the promotion of the objects of the Association.
24. If the Board rejects an application for renewal of membership, the Association shall refund the subscription fee paid in respect of the application.

Life Membership

25. The Association may confer life membership on any natural person who has attained the age of 18 years and who has rendered distinguished service to the Association or to table tennis, where such service has assisted in the promotion of the objects of the Association.
26. Life membership may only be conferred by a special resolution at an Annual General Meeting.
27. A successful nominee for life membership must accept in writing the Association's conferral of life membership within 2 months of the passing of the special resolution, otherwise the conferral will be deemed to have lapsed.

28. As soon as practicable after the Association's receipt of a written acceptance of life membership, the Registrar shall amend the register accordingly and from the time of such amendment, the successful nominee shall be a life member of the Association.
29. A life member shall have the same rights, privileges, benefits and advantages as a full adult member of the Association, but, subject to clause 30 herein, the term of a life membership shall be for the remainder of the natural life of the life member and he or she shall not be required to pay any subscription fees.
30. A life membership may only be removed by a special resolution at a General Meeting.

Affiliated Clubs

31. An affiliated club is a table tennis club having:
 - (a) a team or teams the entry of which into a pennant competition of the Association conducted within the preceding 15 months or to be conducted within the 3 succeeding months has been accepted by the Association; and or
 - (b) at least 6 of its members who are individual members of the Association.

Affiliated Associations

32. An affiliated association is a table tennis association, other than an affiliated club, the application of which for affiliation with the Association has been accepted by the Association.
33. An application for affiliation with the Association must be made in writing and be accompanied by a copy of the applicant's constitution and a declaration that the applicant is solvent.
34. Payment of the affiliation fee prescribed by the Association must accompany any application for affiliation with the Association or must be made within 3 working days of receipt of the application by the Association by direct transfer to the bank account of the Association prescribed by the Board from time to time.
35. The Board shall not accept any application for affiliation if that application does not comply in every respect with the requirements of clauses 33 and 34 herein or if the Board considers

that there is a serious risk that such affiliation would be detrimental to the promotion of the objects of the Association.

36. The Board may request further information from an applicant for affiliation before making a determination on the application.
37. Affiliation with the Association shall be deemed to commence on acceptance of an affiliation application by the Board.
38. As soon as practicable after acceptance of an affiliation application by the Board, the Registrar shall amend the register accordingly.
39. If the Board rejects an affiliation application, the Association shall refund the affiliation fee paid in respect of the application.

Voting Rights

40. Every adult member shall be entitled to vote and shall have one vote and no more:
 - (a) on each resolution at a General Meeting of the Association, either in person or by proxy, except that in the event of an equality of votes on an ordinary resolution, the Chair shall have a casting vote as well as a deliberative vote;
 - (b) in each election for a position of an Elected Board Member.
41. No member other than an adult member shall be entitled to vote:
 - (a) on any resolution at any General Meeting of the Association;
 - (b) in any election for any position of an Elected Board Member.

Eligibility for Board Membership

42. Every adult member shall be entitled to:
 - (a) be elected or appointed to the positions of President, Vice-President or Ordinary Board Member;
 - (b) be appointed to the position of Appointed Board Member.
43. Every adult country member shall be entitled to be elected or appointed to the position of Country Board Member.
44. Every adult member who has not attained the age of 30 years at the date of his or her election to the Board shall be entitled to be elected to the position of Under 30 Board Member and

every adult member who has not attained the age of 30 years at the date of his or her appointment to the Board shall be entitled to be appointed to the position of Under 30 Board Member.

45. No person shall be entitled to occupy more than one position on the Board of Management at any time.
46. No member other than an adult member shall be entitled to be elected or appointed to any position on the Board of Management.

Other Membership Rights

47. Every adult member shall have the right:
- (a) to receive notices of General Meetings, motions to be put at those General Meetings and any other business proposed for those General Meetings;
 - (b) to submit motions to be put at General Meetings;
 - (c) to speak at General Meetings and to move and second motions at General Meetings; and
 - (d) to vote at General Meetings in person or by proxy.
48. No member other than an adult member shall have any of the rights referred to in clause 47 herein.
49. Every member shall have the right:
- (a) to attend General Meetings of the Association;
 - (b) to inspect the Register of the Association and make copies or take extracts therefrom pursuant to clause 52 of this Constitution, but shall not have the right to remove the register for any reason;
 - (c) to inspect this Constitution and make copies or take extracts therefrom pursuant to clause 184 of this Constitution, but shall not have the right to remove this Constitution for any reason; and
 - (d) to inspect the minutes of General Meetings and such other documents of the Association as are permitted by clause 183 of this Constitution to be inspected by members and to make copies or take extracts therefrom, but shall not have the right to remove such documents for any reason.

Membership Rights Not Transferable

50. No right, privilege or benefit of a member by reason of his or her membership may be transferred, transmitted or assigned to any other person or entity whatsoever.

Register of Members

51. The Association shall appoint a Registrar to keep and maintain in an up to date condition a register of members of the Association containing such information as is required under the Act from time to time.
52. Upon a request on reasonable notice of a member of the Association, the Registrar shall make the Register available free of charge for the inspection of the member, who may make a copy of, or take an extract from, the Register, but who shall have no right to remove the Register for that or any other purpose.

Creation of New Categories of Members

53. The Association shall have the right to create new categories of membership of the Association from time to time with such rights, privileges, benefits and obligations as the Association shall think fit, except that no new category of membership shall have the right to vote at General Meetings or in elections for members of the Board of Management.
54. New categories of membership may only be created by a resolution at a Special General Meeting.

Subscriptions, Fees and Levies

55. The annual subscription fees for full members and social members (and any sub-categories of those membership categories which the Association considers appropriate from time to time), the pennant fees for affiliated clubs and the affiliation fees for affiliated associations shall be fixed for the immediately succeeding year at each Annual General Meeting and may only be altered by a resolution at a Special General Meeting.
56. No levy in excess of \$15.00 per member per annum may be imposed on members other than by a resolution at a General Meeting.

Effect of Membership

57. The members of the Association acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association; and
- (b) they shall observe and comply with this Constitution, all by-laws, all resolutions of General Meetings and the Board of Management and all determinations and rulings of the Complaints Tribunal, the Appeal Tribunal, any Disputed Liability Committee and any other duly authorised committee, sub-committee or official of the Association.

Suspension of Membership for Failure to Pay Monies Due

58. If any member fails to pay any monies which are due to the Association for a period of 60 days after the same became due, the Board may give written notice to that member that unless within 14 days of receipt of such notice the monies which are said to be outstanding are paid to the Association or the Board receives written notice from or on behalf of the member that liability for the said monies is disputed by the member, the member's membership shall be suspended forthwith ("notification of threatened suspension").
59. If any member who receives notification of threatened suspension fails either to pay all of the monies said to be due within 14 days of receipt of such notification or fails to give the Board written notice that the member disputes liability for the monies or such part thereof which the member does not pay within the said 14 day period, the Board may suspend the member's membership forthwith.

Disputed Liability Committee

60. If a member who receives notification of threatened suspension gives written notice to the Board within 14 days of receipt of such notification that the member disputes liability for the said monies or any part thereof which the member does not pay within the said 14 day period, the Board shall fix a date, time and place and appoint a sub-committee of 3 adult members to hear submissions by or on behalf of the member in respect of the disputed liability (the "Disputed Liability Committee") and the Board shall give the member 21 days' written notice of such hearing (the "disputed liability hearing").

61. If at the conclusion of the disputed liability hearing, a majority of the Disputed Liability Committee determines that any of the disputed monies are due by the member to the Association and such monies are not paid by the member within 14 days thereafter, the Board may suspend the member's membership forthwith.
62. A member who is aggrieved with a determination of a Disputed Liability Committee has a right of appeal from such determination to the Appeal Tribunal pursuant to the provisions of clause 232 herein and pending the outcome of that appeal, the member's membership shall not be suspended.

Effect of Suspension of Membership for Failure to Pay Monies Due

63. If a member is suspended for failing to pay monies due to the Association, all of the membership rights of that member shall be suspended until such time as the outstanding monies are paid to the Association.
64. If a member whose membership has been suspended for failing to pay monies due to the Association fails to pay the outstanding monies to the Association by the end of the calendar year in which the member was suspended, the member's membership will be deemed to have lapsed, but that member may, on payment of the outstanding monies, re-apply for membership of the Association.

Resignation of Membership

65. Any member of the Association may resign from the Association by giving one month's written notice of intention so to do and upon paying all monies due, or which will become due during the period of notice, to the Association.
66. Subject to the payment of all monies due to the Association, a life member may resign by written notice with immediate effect.
67. Upon the expiration of any applicable period of notice and provided that all monies due to the Association have been paid, a member who has given written notice of intention to resign shall cease to be a member of the Association.

Termination of Membership for Breach of Conduct

68. The Complaints Tribunal may expel a member from the Association or suspend a member's membership for a breach of conduct pursuant to the provisions of clause 226 of this Constitution.
69. The Appeal Tribunal may expel a member from the Association or suspend a member's membership for a breach of conduct pursuant to the provisions of clause 251 of this Constitution.

Cessation of Membership

70. When any member of the Association ceases to be a member for any reason whatsoever, the date of such cessation shall be entered by the Registrar on the Register.
71. Any member of the Association who ceases to be a member forfeits all rights in the Association and its property, including the Intellectual Property.

PART III – GENERAL MEETINGS

Annual General Meeting

Date of Annual General Meeting

72. An Annual General Meeting ("AGM") of the Association shall be held in every calendar year within 4 months after the end of the Association's financial year on a date and time and at a venue determined by the Board of Management.

Notice of Annual General Meeting

73. At least 35 days prior to an AGM, the Chief Executive Officer shall give to every adult member of the Association written notice of the date, time and venue of the AGM.
74. At least 14 days prior to an AGM, the Chief Executive Officer shall:
- (a) give to every adult member of the Association
 - (i) written notice of the agenda for the AGM,
 - (ii) any notices of motion for the AGM which have been received by the Chief Executive Officer at least 21 days prior to the AGM, specifying, in the case of any special resolutions, the intention to propose those resolutions as special resolutions and

- (iii) a blank proxy form (in the form currently approved by the Association); and
- (b) arrange for the placement on the Association's web site of
 - (i) notice of the date, time and venue of the AGM,
 - (ii) the agenda for the AGM,
 - (iii) any notices of motion for the AGM which have been received by the Chief Executive Officer at least 21 days prior to the AGM, specifying, in the case of any special resolutions, the intention to propose those resolutions as special resolutions,
 - (iv) the draft minutes of the last preceding AGM and of any Special General Meeting held since that AGM the minutes of which Special General Meeting have not been adopted at a subsequent Special General Meeting,
 - (v) the annual financial statements of the Association and
 - (vi) the annual report of the Association.

Business of Annual General Meeting

75. The business to be transacted at an AGM shall include the adoption of the minutes of the last preceding AGM and the minutes of any Special General Meeting held since that AGM which have not been adopted at a subsequent Special General Meeting, the announcement of the results of the elections for the Board of Management, the consideration of the annual financial statements of the Association and the annual report of the Association, the setting of annual membership subscriptions, pennant fees and affiliation fees (if any) and the debating of motions of which the requisite notice had been given.
76. All of the items of business referred to in clause 75 herein shall be ordinary business, except for the debating of motions of which the requisite notice had been given, which shall be special business.

Conferral of Life Membership at Annual General Meeting

77. Life membership of the Association may only be conferred by special resolution at an AGM.

Election of Patron and Vice-Patrons at Annual General Meeting

78. A Patron and a Vice-Patron or Vice-Patrons of the Association may be elected by ordinary resolution at an AGM for such periods as the AGM thinks fit.

Special General Meetings

Convening of Special General Meetings

79. The Board of Management may convene a Special General Meeting (“SGM”) of the Association whenever it thinks fit and shall convene an SGM on receipt of a written requisition from at least 2 per cent of the adult members of the Association, which requisition shall state the object or objects of the meeting and be signed by the requisitioning members (either by all of the requisitioning members signing the same requisition or by there being counterparts of the requisition with each counterpart being signed by one or more of the requisitioning members).
80. If within 21 days of receipt of a requisition for an SGM the Board of Management does not fix a date, time and place for the SGM and give written notice thereof to all adult members or if the date fixed for the SGM is more than 35 days after the date of the issuing of the notice of the SGM, any of the requisitioning members may convene an SGM to be held not later than 42 days after such convening.
81. An SGM convened by requisitioning members pursuant to clause 80 herein shall be convened in the same manner as an SGM convened by the Board of Management or as close thereto as possible.

Notice of Special General Meetings

82. At least 28 days prior to an SGM, the Chief Executive Officer shall give to every adult member of the Association written notice of the date, time and venue of the SGM.
83. At least 14 days prior to an SGM, the Chief Executive Officer shall:
- (a) give to every adult member of the Association
 - (i) written notice of the agenda for the SGM,

- (ii) any notices of motion for the SGM which have been received by the Chief Executive Officer at least 21 days prior to the SGM, specifying, in the case of any special resolutions, the intention to propose those resolutions as special resolutions and
 - (iii) a blank proxy form (in the form currently approved by the Association); and
- (b) arrange for the placement on the Association's web site of
- (i) notice of the date, time and venue of the SGM,
 - (ii) the agenda for the SGM,
 - (iii) any notices of motion for the SGM which have been received by the Chief Executive Officer at least 21 days prior to the SGM, specifying, in the case of any special resolutions, the intention to propose those resolutions as special resolutions and
 - (iv) the draft minutes of any SGM which have not been adopted at a subsequent General Meeting.

Business of Special General Meetings to be Special Business

84. All of the business transacted at an SGM is special business.

Provisions Applicable to all General Meetings

Time and Manner of Submission of Notices of Motion

85. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing by an adult member to the Chief Executive Officer at least 21 days prior to the General Meeting.

Agenda for General Meetings

86. The Chief Executive Officer shall prepare the agenda for each General Meeting and shall include on such agenda every notice of motion which has been submitted in writing by an adult member to the Chief Executive Officer for inclusion as special business at the General Meeting at least 21 days prior to the General Meeting.

Business of General Meetings to be Restricted to Agenda

87. No business other than that stated on the agenda for a General Meeting shall be transacted at that General Meeting (or at any resumption of that General Meeting following an adjournment).

Lack of Notice of General Meetings Not to Invalidate General Meetings

88. The non-receipt by any member of notice of a General Meeting or of any of the documents relating to that General Meeting referred to in sub-clause (a) of clause 74 or sub-clause (a) of clause 83 herein shall not invalidate proceedings at that General Meeting.

Quorum for General Meetings

89. No business shall be transacted at any General Meeting unless a quorum be present.

90. A quorum for General Meetings shall be 10 adult members present in person or by proxy.

91. If within half an hour after the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall lapse, but in any other case, the meeting shall stand adjourned to the same day in the next week and at the same time of day and the same place.

92. Where a General Meeting has been adjourned in the circumstances referred to in clause 91 herein, the Chief Executive Officer may, but shall not be required to, give notice to adult members of the date, time and place of the adjourned General Meeting.

93. If a quorum is not present within half an hour after the time fixed for the commencement of an adjourned General Meeting, where the adjournment has occurred in the circumstances referred to in clause 91 herein, the meeting shall lapse unless the meeting is an AGM, in which case those adult members who are present shall be competent to transact the business of the AGM.

Participation in General Meetings by Use of Technology

94. The Board or a General Meeting may from time to time resolve that an adult member who is not physically present at a General Meeting may participate in that meeting by the use of

technology which allows that adult member and the adult members present at the meeting to communicate simultaneously and clearly with each other.

95. If the Board or a General Meeting resolves to allow an adult member to participate in a General Meeting in the manner referred to in clause 94 herein, an adult member who participates in a General Meeting in that manner will be taken to be present in person at that meeting and if that adult member votes at the meeting, he or she will be taken to have voted in person.

Chairing of General Meetings

96. The President shall preside as chair at each General Meeting, unless he or she is absent or unable or unwilling to preside, in which case the Vice-President shall preside as chair for that meeting only, unless the Vice-President is absent or unable or unwilling to preside, in which case those Board Members who are present at the meeting shall choose one of their number to preside as chair for that meeting only.
97. If at any General Meeting a chair is not able to be provided by the application of the procedures set out in clause 96 herein, the meeting shall choose a chair by a simple majority of votes of those adult members present in person.
98. Subject to the provisions of this Constitution, the chair of each General Meeting shall have charge of the general conduct of the meeting and of the procedures to be adopted at that meeting.
99. A decision by the chair of a General Meeting on the conduct of that meeting shall be final.

Adjournment of General Meetings

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

Decisions at General Meetings

101. Except where a special resolution is required, all decisions at General Meetings shall be made by ordinary resolutions.
102. In the event of an equality of votes in favour of and against an ordinary resolution, the chair shall have and may exercise a casting vote (in addition to having a deliberative vote).
103. If, on an ordinary resolution in which there is an equality of votes, the chair refrains from exercising his or her casting vote, the resolution shall be lost.

Proxy Voting at General Meetings

104. Every adult member shall be entitled to vote by proxy at any General Meeting provided a proxy form in the form approved by the Board from time to time has been duly completed, executed and lodged with the Chief Executive Officer not less than 24 hours before the time appointed for the commencement of the meeting or adjourned meeting to which the instrument shall apply.
105. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
106. Only an adult member may act as proxy.

Demand for Poll at General Meetings

107. At any General Meeting, voting on any resolution shall be by a show of hands unless, prior to that resolution being put, a poll in respect of that resolution is demanded by at least 2 adult members present in person or by proxy.
108. If a poll is demanded pursuant to the provisions of clause 107 herein, it shall be taken forthwith in such manner as the chair shall direct.

Declaration of Result of Resolution at General Meetings

109. Upon a resolution at a General Meeting being put to the vote, either by a show of hands or by a poll, the chair shall declare to the meeting the result of the resolution and an entry of that declaration in the minutes of the meeting shall be conclusive evidence of the fact.

Special Resolution Only to be Rescinded by Special Resolution

110. A special resolution may only be rescinded by a special resolution.

Resolutions of General Meetings to be Binding on Board of Management

111. All resolutions of General Meetings shall be binding on the Board of Management.

PART IV – THE BOARD OF MANAGEMENT

Powers and Duties of the Board

112. Subject to General Meetings and except as otherwise provided in this Constitution or the Act, the affairs of the Association shall be managed, its interests supervised, its powers exercised and its objects furthered by the Board of Management for the collective and mutual benefit of the Association and table tennis throughout Western Australia.

113. Without limiting the Board's powers or duties, but subject to this Constitution and the Act, the Board:

- (a) shall control and manage the business of the Association;
- (b) shall appoint the Association's auditors;
- (c) may employ or engage such persons on such terms as it deems appropriate;
- (d) shall appoint the Complaints Tribunal, the Appeal Tribunal and, when required, a Disputed Liability Committee and may appoint a Match Committee and other sub-committees and officials;
- (e) may make, amend and repeal by-laws;
- (f) may determine the entrance fees for tournaments conducted by the Association or may delegate such determinations, or some of them, to one or more sub-committees or one or more officials;
- (g) may fill casual vacancies (of Elected Board Member positions);
- (h) shall ensure that the Association observes and complies with this Constitution and the Act; and
- (i) may exercise all such powers and functions as may be exercised by the members in General Meeting other than those powers and functions that are required by the Act or this Constitution to be exercised by the members in General Meeting.

114. The Board shall not have the power to:

- (a) fix the subscription fees of individual members, the pennant fees of affiliated clubs or the affiliation fees of affiliated associations; or
- (b) impose any levy on members of the Association in excess of \$15.00 per member per annum.

115. Without the approval of the Association by a resolution at a General Meeting, the Board shall not have the power or authority to:

- (a) buy, sell, lease, let or rent real property; or
- (b) mortgage or charge any of the assets of the Association.

Composition of the Board

116. The Board shall comprise:

- (a) the following Elected Board Members:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) 2 Ordinary Board Members;
 - (iv) a Country Board Member; and
 - (v) an Under 30 Board Member; and
- (b) up to 2 Appointed Board Members.

117. All Elected Board Members must be adult members of the Association and must reside in Western Australia.

118. The Country Board Member must be an adult country member of the Association.

119. The Under 30 Board Member must not have attained the age of 30 years at the date of the commencement of his or her term of office.

120. An Appointed Board Member must have attained the age of 18 years at the date of his or her appointment to the Board and must reside in Western Australia, but need not be a member of the Association.

121. No Board Member may occupy more than one Board position at any time.

Election of the Elected Board Members

122. Elections for the positions of Elected Board Members shall be held on a date determined by the Board in the period of 7 days immediately preceding each Annual General Meeting.
123. At least 56 days, but no more than 70 days, before the date of the elections, the Chief Executive Officer shall, by post or email to all adult members, give notice of the date of the elections and call for nominations for all Elected Board Member positions which will become vacant at the conclusion of the forthcoming AGM.
124. At least 42 days before the date of the elections, any adult member who wishes to nominate for any of the Elected Board Member positions shall submit his or her written nomination to the Chief Executive Officer on the form prescribed by the Board from time to time, which form must be signed by the nominee and by one other adult member, and shall specify the position or positions for which the nominee is nominating.
125. If a nominee nominates for more than one Elected Board Member position, the nominee may specify on his or her nomination form his or her order of preference for election to those positions, but in the absence of such preferential specification the nominee shall be deemed to have preferred a more senior position to a less senior position.
126. The order of seniority of the Elected Board Member positions shall be that set out in sub-clause (a) of clause 116 herein, with the President being the most senior position and the Under 30 Board Member being the least senior position.
127. If, in respect of any Elected Board Member position, the number of nominees is not more than the number of vacancies to be filled, the nominee or nominees, as the case may be, shall be elected to that position provided that:
 - (a) if a nominee has nominated for more than one Elected Board Member position in respect of each of which the number of nominees is not more than the vacancy or vacancies to be filled, the nominee shall be elected to the position which was specified on his or her nomination form as the most preferred position or which is deemed to be the position which he or she most preferred;
 - (b) if a nominee has nominated for an Elected Board Member position in respect of which the number of nominees is not more than the vacancy or vacancies to be filled and has also nominated for a more senior Elected Board Member position in respect of which

the number of nominees is more than the vacancy or vacancies to be filled, the nominee shall not be elected to the less senior position until the election for the more senior position has been held and the nominee shall only then be elected to the less senior position if he or she is unsuccessful in the election for the more senior position.

128. Any nominee who has nominated for more than one Elected Board Member position and, pursuant to the provisions of clause 127 herein, has been elected to a position shall be removed as a nominee from any other positions for which he or she has nominated and the provisions of clause 127 shall then be re-applied to ascertain whether any further nominee has been elected to a position.

128A. If, after the application of the provisions of clauses 127 and 128 herein, there is any Elected Board Member position in respect of which there is no nominee, that Elected Board Member position shall become a casual vacancy and may only be filled by an appointment by the Board pursuant to clauses 141 to 143 inclusive herein.

129. If, after the application of the provisions of clauses 127 and 128 herein, there remain more nominees for any position than the number of vacancies to be filled for that position, an election shall be held and for the purposes of that election or those elections, as the case may be, the following provisions shall apply.

- (a) At least 30 days before the date of the election, the Chief Executive Officer shall send by post or email to every adult member a ballot paper containing particulars of the positions to be filled and the candidates for each of those positions.
- (b) An adult member who wishes to vote shall, in respect of each position, place the numbers 1, 2, 3 (and so on as the case requires) alongside the names of all of the nominees in order of preference, with the number 1 being placed alongside the most preferred nominee, and return the ballot paper to the Chief Executive Officer in such manner as the Board may prescribe from time to time to ensure the authenticity and the anonymity of the ballot paper no later than 2 days before the election.
- (c) No adult member shall have more than one vote in respect of each position for which an election is held.

- (d) The votes shall be counted by 2 returning officers, who shall be 2 adult members who are not nominees for any of the positions for which an election is being held and who shall be appointed by the Board.
- (e) The elections shall be held in the order of seniority of the positions, commencing with the most senior position.
- (f) The votes for each position shall be counted in the following manner:
 - (i) the numbers of the preferences received by each of the nominees shall be aggregated (for example, if the numbers of the preferences received by a nominee were 1, 3 and 5, then that nominee's aggregate would be 9);
 - (ii) the nominee with the lowest aggregate shall be the first nominee elected to fill a vacant position and the nominee with the next lowest aggregate shall be elected to fill any remaining vacancy; and
 - (iii) in the event of 2 or more nominees having the equal lowest aggregates, the election of the nominee or nominees to fill the vacant position or positions shall be determined by lot between such nominees.
- (g) If a nominee who has been successful in an election for one Elected Board Member position is also a nominee in an election for another Elected Board Member position, the name of that nominee shall be crossed off the ballot papers for the latter position and the preferences of the remaining nominees on those ballot papers shall be re-numbered accordingly.

130. The results of the elections shall be announced at the Annual General Meeting which follows the elections.

Terms of the Elected Board Members

131. The initial terms of office of the Elected Board Members shall be as follows:

- (a) the terms of each of the President, the first elected of the Ordinary Board Members and the Country Board Member shall commence at the conclusion of the first AGM following the adoption of this Constitution and shall finish at the conclusion of the third AGM following the adoption of this Constitution; and

- (b) the terms of each of the Vice-President, the second elected of the Ordinary Board Members and the Under 30 Board Member shall commence at the conclusion of the first AGM following the adoption of this Constitution and shall finish at the conclusion of the second AGM following the adoption of this Constitution (the “initial terms of office”).
132. The subsequent terms of office of each of the Elected Board Members shall commence at the conclusion of the first AGM following their election or re-election and shall finish at the conclusion of the third AGM following their election or re-election.
133. Each Elected Board Member may stand for re-election as an Elected Board Member (for the same Elected Board Member position or for a different Elected Board Member position).

Appointment of Appointed Members

134. The Elected Board Members may appoint up to 2 Appointed Board Members whom the Elected Board Members consider may have skills which are conducive to the promotion or advancement of the objects of the Association.
135. The Appointed Board Members need not have experience in or exposure to table tennis.

Terms of the Appointed Board Members

136. The Elected Board Members may appoint Appointed Board Members for such terms not exceeding 2 years as the Elected Board Members consider appropriate.
137. Appointed Board Members may be re-appointed by the Elected Board Members if the Elected Board Members consider it appropriate.

Vacancies of Board Member Positions

138. The office of a Board Member becomes vacant if the Board Member:
- (a) dies;
 - (b) resigns his or her office in writing to the Association;
 - (c) becomes bankrupt or enters into an arrangement or composition with his or her creditors generally;

- (d) becomes a person whose person or estate is dealt with in any way under a law relating to mental health;
 - (e) accepts or holds any position of employment in the Association;
 - (f) is removed from office in accordance with this Constitution;
 - (g) in the case of an Elected Board Member, ceases to be a member of the Association; or
 - (h) in the case of a Country Board Member, ceases to reside in Western Australia outside the Perth Metropolitan Area.
139. If a Board Member is absent from all of the meetings of the Board held during any period of 3 months without the consent of the Board, the Board may remove that Board Member from office by ordinary resolution.
140. The Association may by a special resolution in a General Meeting remove a Board Member from office and unless otherwise specified in the resolution, such Board Member may not be elected or appointed to the Board for a period of 3 years following his or her removal.

Casual Vacancies of Elected Board Member Positions

141. If a position of Elected Board Member becomes vacant, either pursuant to one or more of the provisions of clauses 138, 139 or 140 herein or due to the position not being filled by an elected candidate at the expiry of the preceding term of the position in accordance with the provisions of clauses 127, 128 and 129 herein (a “casual vacancy”), then subject to the provisions of clauses 121, 142 and 143 herein, the Board may appoint any adult member to fill the position for the remainder of the term of office of the position.
142. If a casual vacancy occurs for the position of Country Board Member, the Board may only appoint an adult country member.
143. If a casual vacancy occurs for the position of Under 30 Board Member, the Board may only appoint an adult member who had not attained the age of 30 years at the date of the commencement of the term of office in respect of which the casual vacancy has occurred.

Vacancies of Appointed Board Member Positions

144. If a position of Appointed Board Member becomes vacant for any reason, the Elected Board Members may appoint another Appointed Board Member for such term not exceeding 2 years as the Elected Board Members consider appropriate.

Meetings of the Board

Frequency of Board Meetings

145. The Board of Management shall meet as often as it considers necessary to conduct its business and carry out its duties, but it must meet on at least 4 occasions in each calendar year.

Convening of Board Meetings

146. The President or any 2 other Board Members may convene a meeting of the Board on such oral or written notice and at such venue as is reasonable in the circumstances.

Mode of Participation in Board Meetings

147. A Board Member may participate in a meeting of the Board without being physically present at the place of the meeting provided that all persons participating in the meeting are able to communicate with each other simultaneously and effectively, whether by telephonic, audio-visual or other instantaneous means of communication.
148. The Board shall provide a facility for the Country Board Member to participate in meetings of the Board without being physically present at the place of the meetings.

Quorum for Board Meetings

149. A simple majority of the current Board Members shall constitute a quorum of the Board and no business shall be conducted at any Board meeting unless a quorum be present.
150. For the purpose of determining the presence of a quorum of the Board, a Board Member who is not physically present at the place of a Board meeting, but who is participating in the Board meeting by some form of instantaneous communication which satisfies the requirements of clause 147 herein shall be deemed to be present at the meeting.

Chairing of Board Meetings

151. The President shall preside as chair at each meeting of the Board, unless he or she is absent or unable or unwilling to preside, in which case the Vice-President shall preside as chair for that meeting only, unless the Vice-President is absent or unable or unwilling to preside, in which case the Board Members who are participating in the meeting shall choose one of their number to preside as chair for that meeting only.

Procedure at Board Meetings

152. Subject to the provisions of this Constitution, the Board may regulate and adjourn its meetings as it thinks fit.

Decisions at Board Meetings

153. All decisions at Board meetings shall be made by ordinary resolutions.

154. Each Board Member participating in a Board meeting shall have one deliberative vote on any resolution.

155. In the event of an equality of votes in favour of and against any resolution, the chair shall have and may exercise a casting vote (in addition to having a deliberative vote).

156. If, on a resolution in which there is an equality of votes, the chair refrains from exercising his or her casting vote, the resolution shall be lost.

157. Voting by proxy is not permitted at Board meetings.

Board Decisions Out of Board Meetings

158. A written resolution signed or assented to by facsimile, email or any other form of visible communication by all Board Members who are entitled to vote on the resolution shall be as valid and effectual as if it had been carried at a Board meeting duly convened and held.

159. A written resolution of the kind referred to in clause 158 herein may consist of several documents in like form each signed or assented to by one or more Board Members.

Procedural Defect Not to Invalidate Board Decision

160. A procedural defect in a decision made by the Board shall not result in such decision being invalidated.

Minutes of Board Meetings and Records of Written Board Resolutions

161. The Board shall ensure that minutes of each Board meeting are taken and retained and that any written resolution made pursuant to the provisions of clause 158 herein is retained.

161A. The Chief Executive Officer shall take the minutes of each Board meeting, or part thereof, at which he or she is present and in the event that he or she is absent from any Board meeting or part thereof, the Board shall appoint one of the Board members who is present at that meeting to take the minutes of that portion of the meeting in respect of which the Chief Executive Officer is absent.

162. The minutes of each Board meeting shall include:

- (a) the names of the Board Members and any other persons participating in the meeting;
- (b) the business considered at the meeting;
- (c) the results of any resolutions put at the meeting; and
- (d) any conflict of interest disclosed by a Board Member at the meeting.

163. Any minutes of a Board meeting, if purporting to be signed by the chair of that meeting or by the chair of a subsequent Board meeting, shall so far as the Association and its members are concerned, be prima facie evidence of the matters stated in those minutes.

Conflicts of Interest of Board Members

164. A Board Member shall declare his or her interest in any

- (a) contractual matter,
- (b) selection matter,
- (c) disciplinary matter or
- (d) other financial matter

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.

165. In the event of any uncertainty as to whether it is necessary for a Board Member to absent himself or herself from discussions at a Board meeting and refrain from voting, the issue should be immediately determined by a vote of the Board.
166. A Board Member shall be disqualified from membership of the Board if he or she holds or accepts any position of employment by the Association or any paid engagement by the Association, but a Board Member shall not be disqualified from membership of the Board merely because he or she accepts reimbursement by the Association for out-of-pocket expenses deemed by the Board or a General Meeting to have been reasonably incurred in connection with the performance of any functions authorised or ratified by the Board or a General Meeting.

Transitional Provisions

167. Those Board Members who hold office at the time when this Constitution takes effect shall continue to hold the same Board positions, with the same rights and duties, until the commencement of the initial terms of office referred to in clause 131 herein.

PART V – THE CHIEF EXECUTIVE OFFICER

Appointment of the Chief Executive Officer

168. The Board of Management shall appoint a Chief Executive Officer for such term and on such conditions as the Board thinks fit.

Duties of the Chief Executive Officer

169. The Chief Executive Officer shall manage and administer the Association in accordance with the Act, this Constitution and any directives of the Board or resolutions of a General Meeting of the Association and shall regularly report to the Board on the activities of, and issues relating to, the Association.
170. As far as practicable, the Chief Executive Officer shall:
- (a) prepare the agenda for all Board meetings and General Meetings;
 - (b) attend all Board meetings and General Meetings; and

(c) record and prepare minutes of the proceedings at all Board meetings and General Meetings.

171. The Chief Executive Officer shall carry out those duties specified in other Parts of this Constitution to be carried out by the Chief Executive Officer.

Power to Manage the Association

172. Subject to the Act, this Constitution, the by-laws and any directives of the Board or a General Meeting of the Association, the Chief Executive Officer shall have the power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

173. The Chief Executive Officer may, on behalf of the Association, only employ such personnel on such terms as are approved by the Board or a General Meeting from time to time.

PART VI – RECORDS AND ACCOUNTS

Establishment and Maintenance of Records

174. The Chief Executive Officer shall establish and maintain proper accounting and other records concerning all transactions, business, meetings and dealings of the Association and shall, on reasonable notice, produce these at Board meetings and General Meetings when requested by the chair of such meetings to do so.

Accounting Records

175. The Association's accounting records shall:

- (a) correctly record and explain the financial transactions and the financial position of the Association;
- (b) enable true and fair accounts of the Association to be prepared from time to time; and
- (c) enable true and fair accounts of the Association to be conveniently and properly audited.

176. The Board of Management shall submit to each Annual General Meeting of the Association the accounts of the Association for the immediately preceding financial year of the Association with the report of the auditor attached to such accounts.

Commencement of Financial Year of the Association

177. The financial year of the Association shall commence on 1 October or on such other date as the Board or a General Meeting shall from time to time resolve.

Custody of Records, Books, Documents and Securities

178. The Association shall keep and retain proper accounting and other records, books, documents and securities in accordance with the Act, any other legal requirements, generally accepted accounting principles and any applicable code of conduct.

179. All such records, books, documents and securities referred to in clause 178 herein shall be kept in the care and control of the Chief Executive Officer and retained for 7 years after the completion of the transactions or operations to which they relate.

Inspection by Members of the Association's Records and Documents

180. Upon a request on reasonable notice of a member of the Association, the Chief Executive Officer shall, subject to clause 182 herein, make available for the inspection of the member free of charge:

- (a) the minutes of General Meetings and Board meetings;
- (b) the accounting and other records, books, securities and other documents of the Association.

181. For the purposes of clause 180 herein, "documents of the Association" means the documents which relate to the incorporation, management or activities of the Association, however compiled, recorded or stored, and include:

- (a) the Association's accounting and other financial statements and records; and
- (b) the Association's records and other documents relating to transactions, dealings, business or property (real or personal) of the Association.

182. Members shall not be entitled to inspect the Association's records or documents, or such portions thereof, that relate to confidential, personal, employment or legal matters or where such inspection may be prejudicial to the interests of the Association.

183. A member shall be entitled to make a copy of, or take an extract from, any document which that member is permitted to inspect pursuant to the provisions of clause 180 herein, but the member shall not be permitted to remove such document for that or any other purpose.

Maintenance and Inspection of this Constitution

184. The Chief Executive Officer shall keep and maintain this Constitution in an up to date condition and, upon the request of a member on reasonable notice, shall make available this Constitution for inspection by the member free of charge and the member may make a copy of, or take an extract from, this Constitution, but the member shall have no right to remove this Constitution for that or any other purpose.

Record of Office Holders

185. The Chief Executive Officer shall maintain a record of:

- (a) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by this Constitution, including all offices held by the members of the Board of Management and the persons who are authorised to use the common seal of the Association; and
- (b) the names and residential or postal addresses of any persons who are appointed or who act as trustees on behalf of the Association.

186. Upon a request on reasonable notice of a member of the Association, the Chief Executive Officer shall make the record referred to in clause 185 herein available free of charge for the inspection of the member, who may make a copy of, or take an extract from, that record, but who shall have no right to remove the record for that or any other purpose.

Control of Funds of the Association

187. All funds of the Association shall be deposited into the Association's accounts at such banks or other financial institutions as the Board shall from time to time determine.

188. Except for petty cash payments, all payments by the Association shall be made by cheque or electronic transfer from the Association's accounts at such banks or other financial institutions as the Board shall from time to time determine.

189. Except as otherwise directed by the Board or a General Meeting, all payments by the Association shall be made pursuant to a resolution of the Board.

Negotiable Instruments

190. Except as otherwise directed by the Board, all cheques, other bills of exchange, promissory notes and other negotiable instruments shall be signed, drawn, endorsed or otherwise executed, as the case may be, by 2 persons appointed in writing by the Board.

PART VII – AUDITOR

191. The Board of Management shall appoint a properly qualified auditor or auditors to audit the accounts of the Association annually and the Board shall fix the remuneration of the auditor(s).

192. The Association's auditor(s) shall not be a member of the Association nor a member of the immediate family of a Board Member or of the Chief Executive Officer.

192A. The Association's auditor(s) shall be entitled:

- (a) to receive all notices of, and all communications relating to, each General Meeting that an adult member is entitled to receive, other than blank proxy forms;
- (b) to attend each General Meeting; and
- (c) to be heard at any General Meeting which the auditor(s) attends on any part of the business of the meeting that concerns the functions of the auditor(s).

PART VIII – COMMON SEAL

193. The Association shall have a common seal, which shall be in the custody of the Chief Executive Officer.

194. The common seal shall only be used by 2 Board Members, or one Board Member and the Chief Executive Officer, acting upon a resolution of the Board or a resolution of a General Meeting, and every document to which the seal is affixed shall be signed by the 2 Board Members, or the one Board Member and the Chief Executive Officer, who have used the seal.

PART IX – AMENDMENT OF THIS CONSTITUTION

195. This Constitution may only be amended or rescinded by a special resolution.

PART X – PATRON AND VICE-PATRON(S)

196. The Association may elect a Patron and or a Vice-Patron or Vice-Patrons by ordinary resolution at any Annual General Meeting for such period as the Association thinks fit.

PART XI – DELEGATES' MEETINGS

197. The Board of Management may convene a Delegates' Meeting on a date following the closing date for nominations for each pennant competition or on such date as it thinks appropriate and at such venue as it thinks appropriate.

198. Each affiliated club is entitled to be represented at a Delegates' Meeting by that number of Delegates specified in the table below, in which reference to the number of teams entered means the number of teams entered by an affiliated club in the most recently concluded winter pennant competition.

1 - 2 teams entered: 1 Delegate

3 - 5 teams entered: 2 Delegates

6 - 8 teams entered: 3 Delegates

9 or more teams entered: 4 Delegates.

199. The President shall preside as chair at each Delegates' Meeting, unless he or she is absent or unable or unwilling to preside, in which case the Board shall appoint another Board Member to chair the meeting or, in the event of the absence or inability or unwillingness of any other Board Member to chair the meeting, another adult member to chair the meeting.

200. A quorum for any Delegates' Meeting shall be Delegates from one quarter of the affiliated clubs which are entitled to be represented at that meeting.

201. No business shall be conducted at any Delegates' meeting unless a quorum be present.

202. All decisions at a Delegates' Meeting shall be made by ordinary resolution.

203. Each Delegate present at a Delegates' Meeting shall be entitled to one vote on any resolution.

204. The chair of a Delegates' Meeting shall have neither a deliberative vote, nor a casting vote.

205. Delegates' Meetings may make recommendations on the creation, amendment and or rescission of by-laws relating to pennant competitions, but shall have no power to make, amend or rescind such by-laws or any other by-laws.

PART XII – THE MATCH COMMITTEE

206. The Board may appoint a Match Committee, the functions of which shall be to deal with and adjudicate on such matters relating to the conduct of pennant competitions and/or other competitions as the Board may determine from time to time.
207. The composition, procedures and precise functions of the Match Committee shall be such as are prescribed by the Board from time to time.

PART XIII – THE COMPLAINTS TRIBUNAL

208. The Board shall appoint a Complaints Tribunal to hear and determine what action, if any, should be taken when a complaint, as defined in clause 212 herein, has been made.
209. The Complaints Tribunal shall comprise 5 persons, each of whom must have attained the age of 18 years and 2 of whom must be adult members of the Association.
210. The terms of the members of the Complaints Tribunal shall each be for one year, but the members may be re-appointed by the Board.
211. The Board shall appoint one of the members of the Complaints Tribunal to be the chair of the Complaints Tribunal.
212. A complaint must not be frivolous or vexatious and shall comprise one or more of the following allegations:
- (a) that a member or the Board or any committee, sub-committee or official has breached, or failed or refused to comply with, a provision of this Constitution or any by-law of the Association or any resolution or determination of a General Meeting or of the Board;
 - (b) that a member or the Board or any committee, sub-committee or official has acted in an unbecoming manner or in a manner prejudicial to the objects or interests of the Association or of table tennis; and/or

- (c) that a member or the Board or any committee, sub-committee or official has brought himself or herself or itself (as appropriate), another member, the Association and/or table tennis into disrepute (a “complaint”).
213. A complaint may be made by any member or by the Board (the “complainant”).
214. A complaint must be in writing and lodged with the Executive Director within 28 days of the occurrence of the matters in respect of which the complaint has been made or such further time as the Complaints Tribunal may permit.
215. The lodgement of a complaint must be accompanied by the payment of the sum of \$20.00 to the Association or such other sum as the Board may from time to time determine (the “complaint fee”).
216. The complaint fee shall be refunded to the complainant following the determination of the complaint unless the Complaints Tribunal determines that the complaint was frivolous or vexatious.
217. On receipt of a complaint and the complaint fee, the Executive Director shall forthwith forward a copy of the complaint to the member or the Board or the committee, sub-committee or official who or which (as appropriate) is the subject of the complaint (the “defendant”) and a copy of the complaint to the chair of the Complaints Tribunal, who shall appoint 3 members of the Complaints Tribunal to hear the complaint (the “coram”).
- 217A. A chair of the coram shall be appointed pursuant to the provisions of clauses 221 and 222 herein.
218. As soon as practicable after a coram and a chair thereof have been appointed, the coram shall convene to determine how the complaint is to be dealt with, observing the principles of natural justice, and the chair of the coram shall then inform the complainant and the defendant (collectively, the “parties to the complaint”) accordingly in writing.
219. If the coram determines at the outset that the complaint is frivolous or vexatious, the complaint shall be dismissed without proceeding to a hearing, but otherwise the coram shall appoint a date, time and place for the hearing, and for any preliminary hearings, of the complaint and the chair of the coram shall then inform the parties in writing:
- (a) of the date, time and place for the hearing and for any preliminary hearings;

- (b) that the parties shall each have the opportunity at the hearing to call witnesses including themselves (if they deem it appropriate), cross-examine the other party's (or parties') witnesses, tender documents and make submissions; and
 - (c) that if the defendant wishes to admit the facts which are alleged in the complaint, the defendant should inform the coram accordingly in writing as soon as possible.
220. If, prior to the hearing, the defendant wishes to admit the facts which are alleged in the complaint:
- (a) the defendant shall inform the chair of the coram accordingly in writing as soon as possible;
 - (b) the chair of the coram shall then inform the complainant accordingly in writing;
 - (c) the chair of the coram shall then inform all of the parties to the complaint in writing that the matter will be proceeding to a hearing of the complaint, but only on the issue of the penalty or penalties to be imposed; and
 - (d) at the hearing, the parties shall each have the opportunity to call witnesses including themselves (if they deem it appropriate), cross-examine the other party's (or parties') witnesses, tender documents and make submissions, but only in so far as such are relevant to the issue of penalty.
221. If the chair of the Complaints Tribunal is a member of the coram, he or she shall be the chair of the coram and shall chair the hearing and any preliminary hearings which the coram may convene.
222. If the chair of the Complaints Tribunal is not a member of the coram, he or she shall appoint one of the members of the coram to be the chair of the coram and to chair the hearing and any preliminary hearings which the coram may convene.
223. Each of the parties to the complaint shall have the right to summon any member of the Association to the hearing of the complaint to give evidence.
224. Unless excused by the coram, every member summoned to give evidence has a duty to attend the hearing and give evidence, but no summoned member shall be required to give any evidence which might expose that member to a complaint.
225. Subject to the provisions of clauses 218 to 224 herein, a coram of the Complaints Tribunal shall be entitled to adopt such procedures for dealing with a complaint and proceeding at

the hearing of the complaint, and at any preliminary hearings which the coram may convene, as the coram thinks fit.

226. If a coram finds that the complaint has been proven to the reasonable satisfaction of the coram or if the facts which are the subject of the complaint are admitted by the defendant, the coram may impose any of the following penalties and make any of the following decisions, as it thinks fit:

- (a) a reprimand;
- (b) a fine;
- (c) the suspension of the defendant's membership, or of such rights or privileges of his or her membership as the coram thinks fit, for such period of time as the coram thinks fit;
- (d) the expulsion of the defendant from the Association;
- (e) such other penalty, action or educative process as the coram thinks fit;
- (f) if the defendant is the Board or a committee, sub-committee or official and the complaint is in respect of a breach, or a failure or refusal to comply with, a provision of this Constitution or any by-law of the Association or any resolution or determination of a General Meeting or of the Board:
 - (i) the setting aside of any decision of the defendant which decision is a subject of the complaint;
 - (ii) the substitution of a different decision for any decision of the defendant set aside by the coram;
 - (iii) the remission to the defendant of any matter which is the subject of a decision of the defendant set aside by the coram for redetermination by the defendant.

226A. If the facts which are the subject of a complaint are not admitted by the defendant and the coram finds that the complaint has not been proven to the reasonable satisfaction of the coram, the coram shall dismiss the complaint.

227. All decisions of a coram shall be by a majority of the coram.

228. A coram shall deliver its decision at the conclusion of the hearing of a complaint or as soon thereafter as practicable.

229. If a decision of a coram is not delivered at the conclusion of a hearing, it shall be delivered by the chair of the coram in writing, countersigned by each member of the coram, to each of the parties to the complaint.
230. The Board shall be provided by the chair of a coram with a copy of the decision of the coram, countersigned by each member of the coram, as soon as practicable after the decision is delivered, irrespective of whether the Board is a party to the complaint.
231. Any party to a complaint who is dissatisfied with the decision of the coram may appeal to the Appeal Tribunal, as provided in clause 232 herein.

PART XIV – THE APPEAL TRIBUNAL

232. The Board shall appoint an Appeal Tribunal to hear and determine any appeal by a dissatisfied party or dissatisfied parties (the “appellant” or the “appellants”) from a decision of the Complaints Tribunal or a decision of a Disputed Liability Committee (an “appeal”).
233. The Appeal Tribunal shall comprise:
- (a) a chair of the Appeal Tribunal, who shall be a person qualified to practise law in Western Australia, but who shall not be a member of the Association; and
 - (b) 2 to 4 other persons, each of whom shall have attained the age of 18 years and shall have a background in sport (not necessarily table tennis), but shall not be a member of the Association.
234. The terms of the members of the Appeal Tribunal shall each be for one year, but the members may be re-appointed by the Board.
235. Every appeal shall be by way of a hearing de novo (that is, the matter shall be heard over again from the beginning).
236. An appeal must be in writing and lodged with the Executive Director within 21 days of the delivery of the decision which is being appealed or such further time as the Appeal Tribunal may permit.
237. The lodgement of an appeal must be accompanied by the payment of the sum of \$100.00 to the Association or such other sum as the Board may from time to time determine (the “appeal fee”).

238. On receipt of an appeal and the appeal fee, the Executive Director shall forthwith forward a copy of the appeal to the other party or parties to the decision being appealed (the “respondent” or the “respondents”) and a copy of the appeal to the chair of the Appeal Tribunal, who shall appoint 3 members of the Appeal Tribunal to hear the complaint (the “appeal coram”).
- 238A. A chair of the appeal coram shall be appointed pursuant to the provisions of clauses 241 and 242 herein.
239. As soon as practicable after an appeal coram and a chair thereof have been appointed, the appeal coram shall convene to determine how the appeal is to be dealt with, observing the principles of natural justice, and the chair of the appeal coram shall then inform the appellant(s) and the respondent(s) (collectively, the “appeal parties”) accordingly in writing.
240. The appeal coram shall appoint a date, time and place for the hearing, and for any preliminary hearings, of the appeal and the chair of the appeal coram shall then inform the appeal parties in writing:
- (a) of the date, time and place for the hearing and for any preliminary hearings; and
 - (b) that the appeal parties shall each have the opportunity at the hearing to call witnesses including themselves (if they deem it appropriate), cross-examine the other appeal party’s (or parties’) witnesses, tender documents and make submissions.
241. If the chair of the Appeal Tribunal is a member of the appeal coram, he or she shall be the chair of the appeal coram and shall chair the hearing and any preliminary hearings which the coram may convene.
242. If the chair of the Appeal Tribunal is not a member of the appeal coram, he or she shall appoint one of the members of the appeal coram to be the chair of the appeal coram and to chair the hearing and any preliminary hearings which the appeal coram may convene.
243. Each of the appeal parties shall have the right to summon any member of the Association to the hearing of the appeal to give evidence.
244. Unless excused by the appeal coram, every member summoned to give evidence has a duty to attend the hearing and give evidence, but no summoned member shall be required to give any evidence which might expose that member to a complaint.

245. Subject to the provisions of clauses 239 to 244 herein, an appeal coram shall be entitled to adopt such procedures for dealing with an appeal and proceeding at the hearing of the appeal, and at any preliminary hearings which the appeal coram may convene, as the appeal coram thinks fit.
246. All decisions of an appeal coram shall be by a majority of the appeal coram.
247. An appeal coram shall deliver its decision at the conclusion of the hearing of the appeal or as soon thereafter as practicable.
248. An appeal coram dealing with an appeal from a decision of a Disputed Liability Committee shall either:
- (a) allow the appeal in whole or in part and set aside the original decision in whole or in part; or
 - (b) dismiss the appeal.
249. If, on an appeal from a decision of a Disputed Liability Committee, an appeal coram determines that any of the disputed monies are due by the appellant and such monies are not paid by the appellant within 21 days of the delivery of the decision of the appeal coram, the Board may suspend the appellant's membership forthwith.
250. An appeal coram dealing with an appeal from a decision of the Complaints Tribunal may:
- (a) allow the appeal in whole or in part and:
 - (i) set aside the decision, penalty, action or educative process of the Complaints Tribunal in whole or in part; and
 - (ii) substitute a different decision, penalty, action or educative process from the decision, penalty, action or educative process of the Complaints Tribunal set aside;
 - (b) if the decision of the Complaints Tribunal is in respect of a breach, or a failure or refusal to comply with, a provision of this Constitution or any by-law of the Association or any resolution or determination of a General Meeting or of the Board by the Board or by a committee, sub-committee or official, allow the appeal in whole or in part and set aside the decision of the Complaints Tribunal in whole or in part and:
 - (i) substitute a different decision from the decision of the Complaints Tribunal set aside;
- or

- (ii) remit the matter which is the subject of the decision of the Complaints Tribunal set aside to the defendant to the decision of the Complaints Tribunal set aside for redetermination by that defendant;
 - (c) dismiss the appeal.
- 251. If an appeal coram decides to substitute a different penalty, it may impose any of the following:
 - (a) a reprimand;
 - (b) a fine;
 - (c) suspension of a member's membership, or of such rights or privileges of his or her membership as the appeal coram thinks fit, for such period of time as the appeal coram thinks fit;
 - (d) expulsion of a member from the Association;
 - (e) such other penalty, action or educative process as the appeal coram thinks fit.
- 252. On the determination of any appeal to the Appeal Tribunal, the appeal coram may order that the appeal fee be refunded to the appellant in full or in part, as the appeal coram thinks fit.
- 253. If a decision of an appeal coram is not delivered at the conclusion of the hearing of the appeal, it shall be delivered by the chair of the appeal coram in writing, countersigned by each member of the appeal coram, to each of the appeal parties.
- 254. The Board shall be provided by the chair of an appeal coram with a copy of the decision of the appeal coram, countersigned by each member of the appeal coram, as soon as practicable after the decision is delivered, irrespective of whether the Board is one of the appeal parties.
- 255. A decision of an appeal coram shall be final.

PART XV – DISSOLUTION

- 256. The Association may be wound up voluntarily if the Association is solvent and resolves by special resolution that it be wound up voluntarily.
- 257. If upon the winding up and dissolution of the Association there remains, after satisfaction of all of its debts and liabilities and the costs, charges and expenses of the winding up, any assets or property of the Association, the same shall not be paid to or distributed among the

members of the Association, but, subject to section 24 of the Act, shall be given or transferred

(a) to some other association or institution which has objects similar to those of the Association and which prohibits the distribution of its income and property among its members or

(b) to some charitable object or objects,

which association, institution or charitable object(s) shall be determined by a resolution of a General Meeting at or before the time of dissolution, and in default thereof, or if and in so far as effect cannot be given to such determination, as determined by a Justice of the Supreme Court of Western Australia.

PART XVI – NOTICES

258. Notices or other documents may be given to a member of the Association by:

- (a) delivering them personally to the member;
- (b) posting them by ordinary prepaid post to the address of the member in the register or an alternative address nominated by the member in writing to the Association;
- (c) sending them by facsimile transmission to a facsimile number nominated by the member in writing to the Association; or
- (d) sending them by email transmission to an email address nominated by the member in writing to the Association.

259. Notice of any document may be given to a member of the Association by placing the document on the Association's web site and advising the member in writing by any of the means specified in clause 258 herein that the document has been placed on the Association's web site.

260. Notices or other documents may be given to the Association or the Board of Management or the Chief Executive Officer by:

- (a) delivering them personally to the Chief Executive Officer;
- (b) leaving them at the registered office of the Association or at the Association's Centre (if it has a Centre);

- (c) posting them by ordinary prepaid post to the registered office of the Association or to the address of the Association's Centre (if it has a Centre) or to such postal address as the Association shall notify in writing to the members from time to time;
 - (d) sending them by facsimile transmission to the Association's facsimile number; or
 - (e) sending them by email transmission to the Association's email address.
261. A notice or other document sent by ordinary prepaid post shall be deemed to have been received by the addressee on the second business day after its posting in the absence of proof to the contrary.
262. A notice or other document sent by facsimile transmission shall be deemed to have been received upon receipt of a confirmation report that the facsimile had been received at the facsimile number to which it had been sent.
263. A notice or other document sent by email shall be deemed to have been received upon receipt of a confirmation report that the email had been received at the email address to which it had been sent.