



Australian Go Association

Constitution of the Australian Go Association as adopted at Extraordinary General Meeting 4th March 2018

1. Title

- 1.1 The Association shall be called the Australian Go Association; on incorporation, the Association shall be called the Australian Go Association Incorporated (hereinafter abbreviated the AGA).
- 1.2 As an Association incorporated under the laws of New South Wales, the AGA shall act in accordance with the NSW Associations Incorporation Act and Regulations. The Model Constitution of Schedule 1 of the Regulations shall be deemed to apply to any matter not explicitly covered by this Constitution.

2. Aims

- 2.1 The aims of the AGA shall be:
 - a. to promote the game of Go in Australia;
 - b. to co-ordinate Go activities in Australia, in particular to arrange National Tournaments and confer National Titles and individual rankings;
 - c. to represent Australia in International Go affairs, in particular by membership of the International Go Federation, and to select Australian representatives for international events such as the World Amateur Go Championships;
 - d. to promote mutual understanding and friendly relations with Go players throughout the world in association with foreign national Go associations.

3. Membership

- 3.1 The AGA is an association for Go players resident in Australia. Membership shall be open to any person.
- 3.2 Classes of Membership with full voting rights shall include:
 - a. Ordinary and Sustaining Memberships;
 - b. Life Membership.

- 3.3 Classes of membership with no voting rights shall include:
- a. Associate Membership;
 - b. Honorary Membership.
- 3.4 Other classes of Membership may be created at a General Meeting. (Members with full voting rights will herein be termed Full Members.)

4. Management

- 4.1 The activities of the Association shall be controlled by a Committee subject to any resolutions of the Annual General Meeting and Extraordinary General Meetings.
- 4.2 The Committee shall be comprised of:
- an elected President;
 - an elected Vice-President;
 - an elected Secretary-General (chief administrative officer, hereinafter referred to as the Secretary);
 - an elected Treasurer;
 - an elected Membership Registrar;
 - the National Coach (ex officio);
 - sufficient elected ordinary Committee members to bring the total number of the Committee to nine.

A Public Officer shall be appointed by the Committee from amongst its members.

- 4.3 All positions shall be Honorary, and all Committee members must be members of the AGA. There is no limit on the number of consecutive terms that may be served in any official role or as a member of the Committee.
- 4.4 A Committee member may hold up to 2 offices (other than both the President and Vice-President offices).
- 4.5 The Committee shall be elected at the Annual General Meeting and hold office until the next Annual General Meeting. Should more nominations be received for a position than are needed to fill that position, the members at the Meeting will take a separate vote by show of hands for each candidate, and the candidates with the greatest number of votes shall be declared elected; in particular, any member may vote for as many or as few candidates as they please.
- 4.6 A casual vacancy in the office of a member of the Committee occurs if the member:
- a. dies, or
 - b. ceases to be a member of the Association, or
 - c. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d. resigns office by notice in writing given to the Secretary, or
 - e. is removed from office under clause 19 of the Model Constitution, or

- f. becomes a mentally incapacitated person, or
- g. is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

In the event of a vacancy occurring between elections, the Committee may by majority vote appoint casual members to act until the next General Meeting.

- 4.7 The Committee shall be responsible for executing the wishes of the Members as expressed in resolutions of General Meetings, maintaining the financial accounts and Membership Registry of the Association, meeting legal requirements of agreements entered into by the AGA, supervising the Association, supervising the arrangement of National Tournaments, selection of Australian representatives for international tournaments, liaising with foreign Go associations, and otherwise advancing the aims of the Association.
- 4.8 The quorum for a Committee meeting is 3 members including at least one of the President, Vice-President, Secretary or Treasurer. The Minutes of Committee meetings shall be available for inspection by members under section 9. In all other matters, the Committee's procedures for conducting its business shall be determined by the Committee alone, but the Committee shall report to the AGA on its actions at the next Annual General Meeting. This report shall include a financial statement and budget, the current numbers of Members and the names of Honorary and Life Members admitted during the year.
- 4.9 Committee members shall not be liable for debts incurred properly and handled with due care on behalf of the AGA.

5. Subscriptions

- 5.1 Subscriptions for each category of Membership, other than Life and Honorary Membership, shall be determined by the Committee and announced at the Annual General Meeting; and shall apply from the date of the announcement.
- 5.2 Membership other than Life Membership is valid for one year from the date of payment of the subscription fee.
- 5.3 There shall be no subscription for Life Members. The Annual General Meeting may admit any person as a Life Member who has been nominated and seconded by two Full Members of the AGA, of whom one must be a Committee member.
- 5.4 There shall be no subscription for Honorary Members. The Committee may admit any person as an Honorary Member who has been nominated and seconded by two Full Members of the AGA, of whom one must be a Committee member.

5.5 Tournaments and matches arranged by or for the AGA shall be open only to Members of the AGA or members of foreign Go associations, unless prior approval of the Committee has been obtained.

5.6 The Committee has the right to reject an application for membership at its own discretion, within 3 months of the application, with return of the membership fee, subject to Clause 10.4.

6. Meetings

6.1 Annual General Meetings shall be held once each calendar year. The Secretary shall give notice of the Meeting at least one month in advance, including the Agenda and Notice of Motions.

6.2 The business of the Annual General Meeting shall include but not be limited to:

- a. reports of the President and Secretary, and the financial statement of the Treasurer;
- b. election of the Committee;
- c. selection of the Tournament Director and venue for the next National Tournament;
- d. motions notified in advance.

Motions not notified by the Secretary in advance of the Meeting may be proposed at an Annual General Meeting except to change the Constitution, wind up the Association, or rescind a resolution of a previous General Meeting.

6.3 An Extraordinary General Meeting shall be held if called by the Committee, or by 40 Full Members; and shall be held within 3 months of written notice being received by the Secretary. At least one month notice shall be given to members. No business shall be conducted at an Extraordinary General Meeting other than that for which notice has been given.

6.4 Voting at General Meetings shall be by simple majority, except for changes to this Constitution which requires a two-thirds majority. Each Full Member present at the meeting has one vote. Full Members not present may vote on those Motions notified in advance by designating another Member to exercise their vote at the Meeting by proxy. To authorise the proxy the member must send a written notification or email to the Secretary at least 7 days prior to the Meeting, including their membership number, the membership number of their proxy, and the proposal or proposals where their vote may be cast. Proxy votes are not transferable, and may not be exercised on behalf of a Member who is present at the Meeting.

6.5 The quorum for a General Meeting shall be 15 Full Members. In the event that a quorum is not present for an Annual General Meeting, the existing Committee shall continue in office while a postal or electronic vote of all Full Members on the substantive matters in Clause 6.2 is conducted.

7. Postal or Electronic ballots

- 7.1 The Association may hold a postal ballot or electronic ballot (but not both) to determine any issue or proposal (other than an appeal under clause 9.4) which is not decided at a General Meeting. Such ballot is to be conducted in accordance with Schedule 3 to the Regulations.

8. Tournaments

- 8.1 The AGA shall arrange that a National Tournament or Tournaments be held each year to select an Australian Go Champion.
- 8.2 The venue for the tournament and Tournament Director shall be selected at the Annual General Meeting. The type of tournament and the rules for the tournament shall be determined by the Committee in consultation with the Tournament Director.

9. Documents and Register of Members

- 9.1 The Public Officer shall ensure that the official documents of the AGA, including records of Committee meetings and General meetings, financial documents, and this Constitution, shall be maintained and shall be available for inspection by members at any reasonable hour at no charge.
- 9.2 The Public Officer shall ensure that a register of members of the AGA be maintained.
- 9.3 The register must include the following particulars for each member:
- the full name of the member;
 - the postal, residential address or electronic mail address of the member;
 - the date of admission as a member;
 - the date of death or time of resignation of the member;
 - details about the termination or reinstatement of membership;
 - any other particulars the Committee decide.
- 9.4 The register will be available, without charge, for inspection by members of the AGA or legal authorities at all reasonable times, within 10 working days of a written request.

A member must contact the Secretary to arrange an inspection of the register. However, the Committee may, on the application of a member of the AGA, withhold information about that member (other than the member's full name) from the register available for inspection, or if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

- 9.5 A member must not:
- a. use information obtained from the register of members of the AGA to contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes, unless such use or disclosure is approved by the AGA;

- b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes.

10. Duties and rights of Members

- 10.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 10.2 The AGA is a member of the International Go Federation (IGF) and enjoins its members and Committee to act in accordance with the IGF Code of Ethics (Appendix 1). Breaches of the Code of Ethics including corrupt actions, conflict of interest, and cheating at AGA Tournaments, may incur sanctions ranging from a public warning to exclusion from AGA Tournaments or termination of membership.
- 10.3 The Committee may terminate a member's membership if the member:
 - is convicted of an indictable offence;
 - does not comply with any of the provisions of these rules;
 - has membership fees in arrears for at least 2 months;
 - conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the AGA.
- 10.4 Before the Committee applies a sanction under 10.2 or terminates a member's membership under 10.3, the Committee must give the member a full and fair opportunity to show why the sanction or termination is not warranted.

If, after considering all representations made by the member, the Committee decides to apply the sanction or terminate the membership, the Secretary must give the member a written notice of the decision.

A person whose application for membership has been rejected, or whose membership has been terminated or has been sanctioned may give the Secretary written notice of the person's intention to appeal against the decision. A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.

If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, conduct a vote of all members to decide the appeal by majority of those voting. The vote shall be conducted by post and/or secure internet poll, giving the appellant and the Committee full and fair opportunity to state their respective cases. The membership fee of a member whose membership has been terminated may or may not be refunded at the discretion of the Committee.

- 10.5 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 5.

11. Dispute resolution

11.1 In the event of a dispute substantially affecting the normal operation of the Association occurring between members of the Association, or between a member or members and the Association, the Committee shall take all reasonable steps to resolve the dispute. If the matter cannot be resolved it shall be referred to a community justice centre for mediation under the NSW Community Justice Centres Act 1983.

12. Financial

- 12.1 The funds of the Association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Committee determines.
- 12.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 12.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 12.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- 12.5 Notwithstanding the previous clause, the Treasurer is authorised to operate the Association's bank accounts by internet or other like means, and make transactions via direct bank transfer and debit card, with no co-signer, provided that any expenditures or purchases are properly incurred in the running of the Association. The Treasurer shall seek the prior consent of the Committee for any expenditures or purchases by these means that are not petty expenses or already approved by the Committee as budgetted items. Petty expenses are, until the Committee by resolution provides otherwise, expenditures or purchases under \$200. The Treasurer may with the approval of the Committee nominate and authorise other members or employees of the Association to receive limited access by debit card to any or all of the Association's accounts. The Treasurer shall ensure that all transactions covered by this clause are reported to the AGA and the Committee in the same way as any other transactions dealt with elsewhere in this Constitution.
- 12.6 The financial year of the Association is:
- a. the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
 - b. each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.
- 12.7 The assets and income of the AGA shall be applied solely in furtherance of its aims, as stated in Clause 2, and no portion shall be distributed directly or indirectly to the members of the AGA; except as bona fide compensation for services rendered or expenses incurred on behalf of the AGA.

12.8 In the event of the AGA being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried out for the profit or gain of its individual members.

Appendix 1: International Go Federation Code of Ethics: appended below.

This Constitution, dated 4 March 2018, and ratified by a two-thirds majority at an Extraordinary General Meeting, shall take effect from 5 March 2018, and supersedes all previous constitutions of the AGA.

Signed

Attachment 1: Proxy form template

Attachment 2:

[here attach the Procedures for operating as an Incorporated Body document]

Attachment 3:

[here attach Guidelines for Committee members]