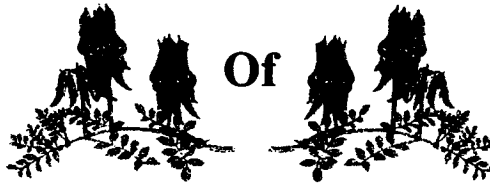




The Constitution



The South Australian Chess Association Incorporated

1. The South Australian Chess Association Incorporated.

There shall be an Association, the South Australian Chess Association Incorporated, which shall consist of such Affiliated Chess Clubs and of such individual chess players in the state of South Australia as join the Association as hereinafter provided.

2. Definitions.

In the constitution, unless specifically stated otherwise:

- (a) The Association - shall mean the South Australian Chess Association Incorporated.
- (b) Council – shall mean the Council of the Association.
- (c) Affiliated Clubs – shall mean Clubs joining the Association as provided in Section 4.1.
- (d) A.C.F. – shall mean the Australian Chess Federation.
- (e) State – shall mean the State of South Australia.

3. Objects and Powers of the Association.

The Objects and Powers of the Association shall be as follows:

- 3.1 To be the controlling body over the sport of chess in South Australia and to represent the State in all chess matters.
- 3.2 To foster and encourage and promote interest in the sport of chess throughout South Australia.
- 3.3 To organize Interclub contests among the affiliated clubs.
- 3.4 To ensure that annual contests be conducted for the State Championships, the State Women's Championship and the City of Adelaide Championship. The Association may delegate the organization and management of any chess contest in any year to any of its affiliated clubs.
- 3.5 To conduct Interstate matches by arrangement with Chess Associations of other Australian States and to select the South Australian representatives for such matches.
- 3.6 All tournaments and matches played under the auspices of the Association shall be subject to the FIDE Laws of Chess and the Tournament Bylaws of the Australian Chess Federation where applicable.
- 3.7 To conduct the Australian Championship Tournaments and other Championships on behalf of, and when authorized by, the Australian Chess Federation.
- 3.8 To purchase, lease, hire or otherwise acquire any real or personal property for the purposes of the Association. Expenditure in excess of \$200 for any one item must be approved by the Council of the Association.
- 3.9 To construct, alter or maintain upon any premises for the time being belonging to or occupied by the Association, playing rooms and other facilities, and to furnish, fit up and maintain such rooms for the use of the affiliated clubs, and to provide the necessary equipment, appliances and conveniences therefore.
- 3.10 To invest and deal with the monies of the Association not immediately required in such securities and in such manner as may be decided by the Council.
- 3.11 To improve manage and develop any property of the Association.
- 3.12 To raise funds, borrow or raise, upon loan, any sums of money, and for the purpose of securing payment thereof, to execute or give any mortgage, charge notes or other securities over all or any of the property of the Association in such manner as may be decided by the Council.

- 3.13 To do all such other lawful things as are incidental or conducive to the attainments of the above objects and the exercise of the powers of the Association.
- 3.14 The property and income of the Association shall be applied solely towards the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to Members of the Association except in good faith in the promotion of those objects or purposes.

4. Membership.

Membership of the Association shall be open to chess clubs, leagues and associations, individual members and life members as provided hereunder.

4.1 Affiliated Club Membership.

4.1.1 Any chess club in the State having not fewer than six registered members, may become an Affiliated Club on payment of the prescribed annual fees, as determined by Council from time to time, and doing the following in writing:

- a) Signifying its intention of joining the Association
- b) Certifying the number of its membership.
- c) Providing the Association with the address of its Secretary or other authorized officer for the services of notices.
- d) Appointing a delegate as hereinafter provided, and supplying their name and address to the Association.

4.1.2 All notices forwarded to persons nominated in accordance with Section 4.1.1 shall be considered duly served.

4.1.3 Affiliated membership shall be renewed annually.

4.2 Registered Member – personal membership.

4.2.1 Any person may become a registered member of the Association on payment of the prescribed fee as determined by the Council from time to time, and do the following in writing:

- a) Signifying their intention of joining the Association.
- b) Supplying their name and address to the Association.
- c) Agreeing to abide by the Rules and Bylaws of the Association.

4.2.2 All notices forwarded to members at their last known address are considered to be duly served.

4.2.3 Such memberships shall be renewed annually.

4.2.4 The Council shall cause a register to be kept in which shall be entered the names of members of the Association and the date of their registration.

4.2.5 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Council or any General Meeting may require from time to time.

4.2.6 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary in writing for such inspection.

4.3 Life Members.

4.3.1 The Association may at an Annual General Meeting elect to Honorary Life Membership of the Association such persons as have given long and outstanding service to the Association.

4.3.2 Any person elected to Honorary Life Membership shall have the title “Honorary Life Member of the South Australian Chess Association” and shall be deemed a registered member of the Association for life without further payment of registration fees.

4.3.3 There shall never be more than ten Honorary Life Members of the Association at any one time, or any more than three Honorary Life Members elected in any one year.

4.4 Cancellation of Membership.

The Council may expel or suspend from membership for a specified time any Member or officer on the grounds of conduct prejudicial to the Association or in fulfilling its objectives and exercising its powers providing that:

- (a) The member or officer, after being notified in writing of their alleged offences, shall be given reasonable opportunity to appear before the Council, to present their defence and to call evidence on their behalf. The Council shall be the sole judge of what constitutes a reasonable opportunity.

- (b) Any finding against a member or officer and any penalty under this Clause shall be approved by at least a two thirds majority of Members of Council present and voting.
- (c) There shall be at least ten members of Council voting on such matters at any meeting.
- (d) If suspension or expulsion is decided upon, the member or officer concerned shall be informed in writing within seven days of the Councils decision.
- (e) Any person penalized under this Section may appeal to a special meeting of the Council called in accordance with Clause 6.7 hereof. The decision of the special meeting shall be final.

5. Delegates.

- 5.1 Each Affiliated Club is entitled to appoint one Delegate to the Council.
- 5.2 Any Affiliated club which has twenty five or more registered members is entitled to appoint two delegates.
- 5.3 The South Australian Junior Chess League is entitled to appoint two delegates.
- 5.4 An Affiliated Club may replace its delegate by notifying the Association in writing before the commencement of the first meeting that the new delegate attends.
- 5.5 An Affiliated Club may appoint a Proxy Delegate.
- 5.6 No delegate or proxy delegate may simultaneously represent more than one Affiliated Club.
- 5.7 All delegates and proxy delegates must be registered members of the Association.

6. Council.

- 6.1 The affairs of the Association shall be managed by a Council.
- 6.2 Life members, delegates and Association officers (as prescribed in Section 8) are Council Members.
- 6.3 The Council shall normally meet once a month.
- 6.4 At all Council meetings a quorum shall consist of five Council Members. If no quorum is present within half an hour from the time appointed for the meeting then the meeting shall lapse.
- 6.5 The Council shall have the following powers and functions:
 - (a) To manage and conduct the affairs of the association.
 - (b) To control the finances of the Association.
 - (c) To adjudicate on all matters brought before it which in any way affects the Association or the sport of chess.
 - (d) To affiliate the Association in the Australian Chess Federation or any similar body.
 - (e) To control the rating and grading of all registered club members in accordance with recognized rating practices.
 - (f) To adopt, amend or make such rules as it shall deem advisable in accordance with the FIDE laws of Chess and the Rules and Regulations of the Australian Chess Federation.
- 6.6 Subject to the right of Council to exclude all but Council Members from a meeting, any registered member may attend the meeting, but will not have the right to speak without permission from the Council.
- 6.7 Special meetings of the Council shall be called by the Secretary upon being requested in writing to do so:
 - (a) By a minimum of six Council Members.
 - (b) When a member is penalized under Clause 4.4.

A special meeting of Council shall be held within six weeks of the Secretary receiving a written request as aforesaid.

The secretary shall give at least fourteen days notice of such special Council meetings to all Council members.
- 6.8 On special meetings of Council, a quorum shall consist of at least ten members.
- 6.9 A Council member shall cease to be a member of Council upon any of the following occurrences:
 - (a) They submit in writing their resignation to the Secretary who shall table it at the next meeting of Council.
 - (b) They cease to be a registered member.

- (c) They fail to attend a regular Council meeting for three consecutive meetings without leave of absence.
- 6.10 Only Council members, as provided by 6.2, shall have voting power at Council meetings.
- 6.11 The Council shall conduct its meetings in accordance with accepted meeting procedure and may adopt standing orders to facilitate such conduct.
- 6.12 Monthly Council Meeting – An agenda for each monthly Council Meeting and the Minutes of the previous Council Meeting shall be provided seven days in advance to all Council Members and such agenda shall clearly state the business to be discussed.
- 6.13 Procedural Motions.
- (a) Motions on notice require a simple majority for approval at Council Meetings and must be submitted to the Secretary and circulated to Council Members seven days prior to the meeting, amendments however may be accepted at the meeting.
- (b) Motions without notice require a 75% majority for approval.
- (c) All motions on notice are to be discussed and voted on immediately after acceptance of the minutes.
- (d) After a motion has been moved and seconded, if nobody wishes to speak or vote against it the matter can be voted upon immediately.

7. Committees.

The following Committees may be elected by the Annual General Meeting of the Association unless otherwise specified:

- 7.1 Executive Committee – consisting of the President, Deputy President, three Vice Presidents, Secretary and Treasurer shall be responsible for the conduct of the affairs of the Association between meetings of the Council. It shall be responsible for its actions to the Council.
- 7.2 Tournament Committee – consisting of at least three members, including the Tournament secretary, which shall be responsible for the arrangement, conduct and supervision of all tournaments played under the auspices of the Association.
- 7.3 Match Committee – consisting of at least three members, including the Match Secretary, which shall be responsible for the arrangement, conduct and supervision of all matches played under the auspices of the Association.
- 7.4 Chess Centre Committee – consisting of the Chess Centre Manager and at least three other members, which shall be responsible for the management and control of the Chess Centre.
- 7.5 The President, Deputy President, Secretary and Treasurer shall, unless otherwise stated, be ex-officio on all committees.
- 7.6 The Council may at any time appoint a Sub-Committee for any special purpose.
- 7.7 All Committees and Sub-Committees shall report monthly to the Council and their decisions shall be subject to review and amendment by the Council.

8. Association Officers.

- 8.1 The Officers of the Association and duties shall be as follows:
- (a) Patron.
- (b) President.
The President shall be Chairperson of the Council and shall preside at all Council and General Meetings and generally perform all the normal functions of the President.
- (c) Deputy President.
In the absence of the President, the Deputy President shall preside at Council and General Meetings and shall assume all the normal duties of the President.
- (d) Vice-Presidents (s) – maximum of three.
In the absence of the President and Deputy President, a Vice-President shall preside at Council and General Meetings and shall assume all the normal duties of the President.
- (e) Secretary.
The Secretary shall conduct the correspondence of the Association and shall have custody of all documents belonging to the Association. The secretary shall cause full accurate Minutes of all questions, matters, resolutions and other proceedings of every Council Meeting to be entered in

a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. The minutes of every Council Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Council Meeting, verifying their accuracy.

(f) Treasurer.

The Treasurer shall receive all monies on behalf of the Association, give receipts therefore, and pay such monies into such account or accounts at such bank or banks as the Council may from time to time decide. The Treasurer shall present a Financial Statement at each monthly meeting of the Council. The Treasurer shall keep the accounts of the Association and shall, not later than 31st January in each year prepare an Annual Statement of Accounts and Balance Sheet of the Association for the preceding financial year. For the purposes of this sub-paragraph, the Treasurer means the Treasurer in office at the 31st December in the financial year to which the Annual Statement and Balance sheet relate. The Financial Year of the Association shall be from 1st January to 31st December.

(g) Tournament Secretary.

(h) Match Secretary.

(i) Chess Centre Manager.

(j) Public Officer.

Shall be the holder of the office of one of the following Officers of the Association namely President, Deputy President, Vice-President, Secretary or Treasurer and shall be elected at the Annual General Meeting.

(k) Such other officers as the Annual General Meeting may require for the year.

8.2 All officers must be registered members of the Association unless otherwise decided by the Council.

8.3 Vacancies in any office may be filled at any ordinary Council Meeting.

8.4 All offices shall be declared vacant at the Annual General Meeting prior to any election.

8.5 When more than one nomination for an office is received, an election by ballot shall take place.

9. Annual General Meeting.

9.1 The Association shall hold an Annual General Meeting in February each year and all affiliated clubs and members shall be notified of the date at least one month in advance.

9.2 The Annual General Meeting shall be convened by the President or the Secretary by not less than fourteen days prior written notice to each affiliated club and to each officer.

9.3 Those entitled to vote at an Annual General Meeting shall be every registered member and every Life Member present. Each such member shall be entitled to one vote.

9.4 The business of an Annual General Meeting shall be:

(a) To consider, and if thought fit, approve the reports of the President, Secretary, and Treasurer for the preceding financial year.

(b) To elect Officers for the ensuing year.

(c) To elect an Honorary Auditor for the Association.

(d) To consider any other business of which notice of motion has been given to the Association no later than the preceding 31st December.

(e) To consider the motion arising from the floor which, if carried, shall be an expression of opinion to the Council.

9.5 Nominations.

(a) Nominations for a position as an officer shall be delivered to the Secretary at least fourteen days prior to the date of the Annual General Meeting. Such nomination shall be signed by two registered members and the person nominated.

(b) When there is more than one nomination for an office, voting shall be by ballot.

(c) Officers shall hold office as from the end of the Annual General Meeting at which they are elected until the end of the next Annual General Meeting.

(d) Casual vacancies in the positions of officers may be filled by the Council at the Annual General Meeting or subsequently. Any person so appointed shall hold office until the end of the next Annual General Meeting.

10. Finance.

- 10.1 The Financial Year of the Association shall be from 1st January to 31st December.
- 10.2 The Funds of the Association shall be deposited in a bank(s) and the account(s) shall be operated jointly by any two among the President, Secretary and any other such other officers as the Council may appoint.
- 10.3 An Auditor may be appointed by the Council annually.
- 10.4 Indemnity.
In the event of any proceedings being taken against any members of Council or any member of any sub-committee in respect of any matter or action of such member in the performance of his duties such member shall be entitled to be indemnified from the funds which he may incur, pay or be put into during the course of or as a result of such proceedings.

11. Voting.

- 11.1 The Chairperson of all Council Meetings, if not a delegate, shall have a casting vote only. If they are a delegate, they shall have a casting vote in addition to their vote as a delegate.
- 11.2 A member or Officer, having a conflict of interest or pecuniary interest in a matter, shall declare that interest and absent him or herself from the meeting while the matter is discussed and voted upon.
- 11.3 Voting at all Council and General meetings shall be decided by a majority of votes of members present.
- 11.4 To vote at an Annual General Meeting or Special General Meeting, said persons must have been financial members for at least three months.

12. Common Seal.

- 12.1 The Association shall have a Common Seal on which the name of the Association shall be inscribed.
- 12.2 The President, Deputy President, Vice-President, Secretary and Treasurer shall be ex-officio Seal witnesses.
- 12.3 The Seal should be in the custody of the Public Officer.
- 12.4 The Seal shall only be used when directed by resolution of the Council and such resolutions shall be duly recorded in the Minutes.
- 12.5 The Seal should be used on all legal documents to which the Association is a signatory.
- 12.6 Every impressing or affixing of the seal shall be witnessed by three witnesses who shall subscribe their names in the following form: "The Seal of the South Australian Chess Association was hereunto affixed in the presence of"

13. Alteration of the Constitution.

- 13.1 This Constitution shall not be altered or amended except by a three-quarter majority of persons eligible to vote and present at the Annual General Meeting or a three-quarters majority of persons eligible to vote and present at a Special General Meeting convened for the purpose, one month's notice of which shall be given to all affiliated clubs.

14. Dissolution of the Association.

In the event of fewer than two clubs being affiliated with the Association, the Association shall be dissolved and, after the provision of all debts, the funds shall be placed in trust until the Association is re-established.