

SUNBURY

BOWLING CLUB

Registration No. 3171

CONSTITUTION

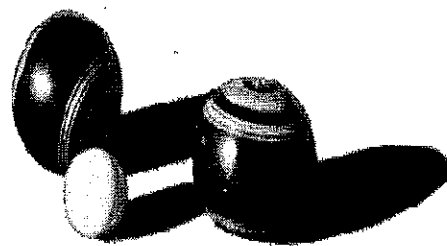


TABLE OF CONTENTS

PART I – PURPOSE, POWERS AND INTERPRETATION	5
1. NAME.....	5
2. INCORPORATION.....	5
3. PURPOSE OF ASSOCIATION.....	5
4. POWERS OF ASSOCIATION.....	5
5. INTERPRETATION AND DEFINITIONS.....	5
5.1 Definitions.....	5
5.2 Interpretations.....	7
5.3 Enforceability.....	7
 PART II – MEMBERSHIP	 8
6. MEMBERSHIP OF CLUB.....	8
6.1 Minimum number of Members.....	8
6.2 Categories of Members.....	8
6.3 Application for Membership - Affiliated Members.....	9
6.4 Life Members.....	9
6.5 Renewal of membership.....	10
6.6 Deemed membership.....	10
6.7 Effect of membership.....	10
6.8 Payment to Pennant players	10
 7. SUBSCRIPTIONS AND FEES.....	 11
8. REGISTERS.....	11
8.1 Club to keep Register of Members.....	11
8.2 Inspection of Register.....	11
9. RESIGNATION OF MEMBERS.....	11
9.1 Notice of Resignation.....	11
9.2 Expiration of notice period.....	11
9.3 Failure to pay subscription.....	11
9.4 Forfeiture of rights.....	12
10. EXPULSION, SUSPENSION OR FINING OF MEMBERS.....	12
10.1 Establishing a Disciplinary Committee.....	12
10.2 Provisional suspension.....	12
10.3 Disciplinary Committee Members.....	13
10.4 Notice of alleged breach.....	13
10.5 Determination of Disciplinary Committee.....	13
10.6 Appeal to General Meeting.....	14
10.7 Procedures.....	14
11. GRIEVANCE PROCEDURE.....	14
 PART III – BOARD	 14
12. BOARD.....	15
12.1 Powers of Board.....	15
12.2 Composition of Board.....	16
12.3 Elected Directors.....	16

12.4	Appointed Directors.....	16
12.5	Casual vacancies.....	17
12.6	Transitional arrangements.....	17
13.	ELECTION OF ELECTED DIRECTORS.....	17
14.	VACANCY ON THE BOARD.....	17
14.1	Grounds for termination of Director.....	17
15.	QUORUM AND PROCEEDINGS AT BOARD MEETINGS.....	18
15.1	Convening a Board Meeting.....	18
15.2	Urgent Board Meeting.....	18
15.3	Quorum.....	19
15.4	Procedures at Board Meeting.....	19
15.5	Leave of absence.....	20
16.	DIRECTORS' INTERESTS.....	20
16.1	Material personal interests.....	20
16.2	Financial interest.....	20
16.3	Conflicts.....	21
17.	DUTIES.....	21
17.1	General duties.....	21
17.2	Secretary.....	21
17.3	Financial duties.....	22
17.4	Chief Executive.....	22
18.	DELEGATED POWERS.....	22
18.1	Board may delegate power.....	22
18.2	Exercise of delegated functions.....	22
18.3	Committees.....	22
19	MINUTES OF BOARD MEETINGS.....	23
PART IV – FINANCE AND ADMINISTRATION.....		23
20.	SOURCES OF FUNDS.....	23
21.	MANAGEMENT OF FUNDS.....	24
22.	BORROWING POWERS.....	24
23.	AUDITORS.....	24
24.	COMMON SEAL.....	24
25.	REG'STERED ADDRESS.....	24
26.	ALTERATIONS OF CONSTITUTION.....	24
27.	DISSOLUTION.....	25
28.	INDEMINITY.....	25
29.	SERVICE OF NOTICE.....	25
30.	CUSTODY OF BOOKS AND OTHER DOCUMENTS.....	26
31.	BY-LAWS.....	26

PART V - MISCELLANEOUS	26
32. LIQUOR AND GAMING LICENCE.....	26
32.1 Receipts for the supply of liquor and gaming services.....	26
32.2 Guests.....	26
32.3 Register of guests	27
32.4 Visitors.....	27
33. ANNUAL GENERAL MEETING.....	28
33.1 Annual General Meeting to be held.....	28
33.2 Notice to be given of Annual General Meeting.....	28
33.3 Quorum.....	28
34. VOTING PROCEDURE AT ANNUAL GENERAL MEETING.....	29
34.1 Voting rights.....	29
34.2 Voting procedure.....	29
34.3 Recording of determinations.....	29
34.4 Proxy and Postal voting.....	29
35. GENERAL MEETINGS.....	29
35.1 General Meetings may be held.....	29
35.2 Request for General Meetings.....	30
36. NOTICE OF MEETINGS.....	30
36.1 Notice to be given for General Meetings.....	30
37. PROCEEDINGS AT MEETINGS.....	30
37.1 Quorum (Other than an Annual General Meeting).....	30
37.2 Chairman to chair.....	31
37.3 Chairperson may adjourn meeting.....	31
38. VOTING AT GENERAL MEETINGS.....	31
38.1 Voting rights.....	31
38.2 Voting procedure.....	31
38.3 Recording of determinations.....	31
38.4 Proxy and Postal voting.....	32
39. MINUTES OF GENERAL MEETINGS.....	32
PART VI – BOWLS SECTION	32
40. BOWLS SECTION.....	32
41. BOWLS SECTION GENERAL AND ANNUAL MEETINGS.....	33
41.1 Bowls Section Annual General Meeting.....	33
41.2 Procedure for Bowls Section Annual General Meeting and General Meetings.....	33
41.3 Nomination for Bowls Section Office Bearers.....	33
41.4 The Business of the Bowls Section’s Annual Meeting.....	34
41.5 Bowls Section Meetings.....	34
42. BOWLS SECTION COMMITTEE CASUAL VACANCIES.....	34
43. DELEGATES OF CLUB.....	35
44. A MATCH COMMITTEE TO RUN TOURNAMENTS AND CLUB	

CHAMPIONSHIPS WILL BE ELECTED BY THE BOWLS COMMITTEE..... 35

45. SELECTION COMMITTEE(S)..... 35

46. SPECIAL MEETINGS OF THE BOWLS SECTION COMMITTEE..... 36

Constitution of Sunbury Bowling Club Inc.

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Sunbury Bowling Club Inc.

2. INCORPORATION

The Club is incorporated under the Act and shall remain incorporated.

3. PURPOSES OF ASSOCIATION

The purpose of the Club is to:

- (a) operate gaming and hospitality facilities and to hold, operate and renew any liquor, gaming licences or other licenses
- (b) conduct, encourage, promote, advance and administer Bowls and other sporting, recreational activities;
- (c) buy, sell or otherwise deal with any real or personal property;
- (d) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members and customers
- (e) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of the Club.

4. POWERS OF ASSOCIATION

- (a) Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it under the Act, in particular Part 4.
- (b) The Board will have all the powers of operating the club in the best interests of the club and its members unless items to the contrary are detailed in this Constitution or at law.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)*.

Affiliated Member means a natural person recognised by the Club as a Member under clause 6.3 (a) from time to time.

Annual General Meeting means a meeting of Members convened in accordance with clause 33.1 (a)

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under clause 7 (a)

Appointed Director means a Director appointed under clause 12.4 (a)

Board means the body consisting of the Directors under clause 12.2 (a)

Bowls means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by Bowls Australia or Bowls Victoria from time to time.

Bowls Australia means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.

Bowls Secretary means the Honorary Secretary of the Bowls Section

Bowls Victoria means Bowls Victoria Incorporated, the governing body for Bowls in Victoria, or its successors.

By Laws means rules or regulations made by the Board

Chairman means the Chairman of the Club appointed in accordance with clause 12.2 (b) from time to time.

Chief Executive means the Chief Executive Officer of the Club (if any) appointed by the Board in accordance with clause 12 (v) . If a Chief Executive has not been appointed by the Board, all references to the "Chief Executive" in this Constitution shall be taken to refer to the General Manager, Club Manager or Club Secretary.

Club means Sunbury Bowling Club Inc.

Committee means any committee of the Board created under clause 18.1 from time to time.

Constitution means this constitution of the Club as amended from time to time.

Delegate means a person appointed by the Board to represent the Club at Bowls Victoria or other bowls related meetings.

Director means a member of the Board and includes an Elected Director and/or an Appointed Director.

Elected Director means a Director elected under clause 13.

Financial Year means the year ending on 30 June.

General Meeting means any meeting of Members convened in accordance with clause 35.

Life Member means an individual elected as such under clause 6.4.

Member means any person recognized as a member of the Club by the Board under clause 6.2 from time to time.

Public Officer means a position under the Act and occupied by the Chief Executive or General Manager or other person appointed by the Board.

Region means an area of Victoria having boundaries as approved by Bowls Victoria from time to time. A reference to "Region" also includes the committee or other body appointed to administer an approved area.

Register means the register of Members kept in accordance with clause 8.1.

Secretary means Chief Executive Officer of the Club.

Section means the Bowls Section of the Club or any other section established by the Board.

Special Resolution has the same meaning as the Act.

World Bowls means World Bowls Limited, the international governing body for Bowls, or its successors.

5.2 Interpretation

In this Constitution:

- (a) a reference to a clause, regulation, By Law, schedule or annexure is to a clause, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and By Laws and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

- (a) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

- (b) Where anything within this Constitution and/or By Laws may be in conflict with any Act, the Act shall prevail.

PART II - MEMBERSHIP

6. MEMBERSHIP OF CLUB

6.1 Minimum number of Members

The Club must have at least 50 Affiliated Members.

6.2 Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Affiliated Members, who only shall have the right to be present, debate and vote at General Meetings;
- (b) Life Members, who shall have the right to be present, debate and vote at General Meetings;
- (c) Junior member who must be under 18 years of age and who shall have no voting rights but are permitted to participate in Bowls activities as determined by the Board from time to time.
- (d) Student members who must be enrolled on a full time basis at either a secondary or tertiary institute and who shall have no voting rights but are permitted to participate in Bowls activities as determined by the Board from time to time.
- (e) Cricket Members who shall be entitled to privileges of the Club as determined by the Board from time to time.
- (f) Social Members who shall be entitled to privileges of the Club as determined by the Board from time to time.

Cricket and Social members cannot:

- (i) attend the place of the Annual General Meeting nor the place of General Meetings and nor can they vote in any form in any forum.
 - (ii) take part in bowling on the Club greens unless approved by the Board.
 - (iii) enter upon any area classified as an area for Affiliated members and/or their guests as determined by the Board from time to time except as a guest of an Affiliated Member and/or with the approval of the Board or Club Management.
- (f) Associate Members who must be 18 years of age or over shall have no privileges of the Club, but shall have the same entry rights as Social members.

- (g) Such other category or categories of members as determined by the Board from time to time but such members other than those classes of members at 6.2(a) and 6.2 (b) cannot attend the place of the Annual General Meeting nor the place of General Meetings and nor can they vote in any form in any forum.

6.3 Application for Membership – Affiliated Member

- (a) To be eligible for membership as an Affiliated Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Affiliated Member must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) nominated by an Affiliated Member and
 - (iv) lodged with the Chief Executive.
- (c) The Board may, in its discretion, determine whether to approve or decline the application.
- (d) If the Board does not approve an application for membership, the Chief Executive shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.
- (e) If the Board does not approve an application for membership, the nominee is precluded from being nominated again for a period of 12 (twelve) months from the date the membership application is declined.
- (f) If a person satisfies the criteria set by this clause 6.3 and the Board accepts the application for membership, the person shall be deemed an Affiliated Member, subject always to this Constitution.

6.4 Life Membership

- (a) Nominations for Life Membership should be lodged with the Board or its nominee. The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution and carried by a simple majority.
- (c) Criteria for life membership is:
 - (i) Served a minimum of 10 years on the Board, Bowls Committee or other type of committee/position associated with the Club, where the position can relate to an unpaid role such as coaching, umpiring, bowls co-ordination and/or

- (ii) Undertaken volunteer work deemed by the Board to be sufficiently worthy of nomination for Life Membership.

6.5 Renewal of Membership

- (a) All categories of members other than Life Members and Associate Members must reapply for membership at the start of each Financial Year.
- (b) The Board or the Chief Executive has the power to refuse renewal of any member in any class on any grounds.

6.6 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

6.7 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and any By-Laws.
 - (ii) they shall comply with and observe this Constitution and any By-Laws;
 - (iii) by submitting to this Constitution and any By-Laws they are subject to the jurisdiction of the Club;
 - (iv) they may be entitled to any benefits, advantages and/or privileges of their membership as determined by the Board or Chief Executive from time to time, such which may be withdrawn in full or in part at any time.
 - (b) A right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation, non-payment of fees or otherwise.
 - (c) No member in a category will receive a greater benefit or advantage from the Club than that received by every member in the same category thereof other than a remuneration or honorarium approved by the Board. However any remuneration or honorarium to the Chairman or other elected Directors must be approved by the members at the Annual General Meeting except an appointed Director who may be paid an honorarium at the discretion of the Board.
- 6.8** With the exception of two (2) externally recruited players at any one time, no bowling member will receive payment or remuneration for playing pennant or other bowls for the Club.

7. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The date on which Annual Subscriptions shall fall due shall be determined by the Board from time to time.
- (c) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

8. REGISTERS

8.1 Club to keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) whether the Member has been granted voting rights;
- (e) any other information determined by the Board; and
- (f) for each former Member, the date of ceasing to be a Member.

8.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with clause 30 (c).

9. RESIGNATION OF MEMBERS

9.1 Notice of resignation

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving thirty days notice in writing to the Club of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

9.2 Expiration of notice period

Upon the expiration of a notice given under clause 9.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

9.3 Failure to pay subscription

- (a) If a member fails to pay all his Annual Subscription by the 15th July each year then he ceases to be able to obtain any member benefits that may

apply to his membership category. This includes but is not limited to member's prices, members draw, loyalty points and the entitlement to bowl or the entitlement to vote at any meeting whatsoever.

- (b) If a member fails to pay all of his annual subscription by the 31st August in each year his membership shall therefore cease but should a sufficient explanation be made to the Board for the failure to pay a subscription, the Board or the Chief Executive shall have the power to restore the Membership to the Register upon payment of the amount due.

9.4 Forfeiture of rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights and claims upon the Club.

10. EXPULSION, SUSPENSION OR FINING OF MEMBERS

10.1 Establishing a Disciplinary Committee

- (a) Where the Board considers a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws;
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, or another Member; or
 - (iii) brought themselves, the Club, Bowls or another Member into disrepute,

the Board may by resolution and in accordance with clause 10.3 establish a Disciplinary Committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

- (b) The Chief Executive may suspend the membership of any member for breaches of any law whatsoever.
- (c) The grounds listed at clause 10.1 (a) do not constitute a grievance and clause 11 does not apply.

10.2 Provisional suspension

- (a) Upon establishing a Disciplinary Committee under clause 10.1 (a) the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the Disciplinary Committee makes a finding.
- (b) The Chief Executive may provisionally suspend the Member where circumstances so warrant pending the establishment of a Disciplinary Committee in accordance with the Act.
- (c) The Disciplinary Committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

10.3 Disciplinary Committee Members

The members of the Disciplinary Committee:

- (a) may be Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned;
- (c) must include at least one Director and
- (d) may include the Chief Executive.

10.4 Notice of alleged breach

Where a disciplinary committee is established the Club shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Disciplinary Committee at the disciplinary hearing. The Member is not entitled to be legally represented at the disciplinary hearing;
- (c) stating the date, place and time of that disciplinary hearing;
- (d) informing the Member that he, may do one or more of the following:
 - (i) attend that disciplinary hearing;
 - (ii) give the Disciplinary Committee prior to or at that disciplinary hearing a written statement regarding the alleged breach.

10.5 Determination of Disciplinary Committee

- (a) At the disciplinary hearing the Disciplinary Committee shall:
 - (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether the alleged breach occurred.
- (b) If the Disciplinary Committee determines there was a breach of clause 10.1 (a) it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Board who may accept vary or reject the penalty.
- (c) The penalties able to be given to the Member by the Disciplinary Committee or the Board include:
 - (i) expel a Member from the Club; or
 - (ii) suspend a Member from membership of the Club or from accessing certain privileges of membership for a specified period; or

- (iii) fine a Member; or
- (iv) impose such other penalty, action or educative process as the Disciplinary Committee or the Board sees fit.

10.6 Appeal to General Meeting

- (a) Where a determination is made under clause 10.5, the Member may appeal any part of that determination by providing the Chief Executive with notice setting out that he wishes to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the notice of determination.
- (b) Where the Chief Executive receives a notice under clause 10.6 (a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) from the date on which the Chief Executive received the notice.
- (c) At a General Meeting of the Club convened under clause 10.6 (b):
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Disciplinary Committee or the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
 - (iii) the Member shall be given an opportunity to be heard; and
 - (iv) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting:
 - (i) a simple majority of the Members present and entitled to vote do vote in favour of the confirmation of the Disciplinary Committee's or Board's determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.

10.7 Procedures

Subject to this clause 10 and any other relevant provision of this Constitution, the Board may regulate the procedures at a General Meeting convened under this clause 10 as it thinks fit.

11. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Club.

- (b) The parties must, within 14 days, hold a meeting in the presence of a Board appointed mediator.
- (c) A Member can be a mediator.
- (d) The mediator cannot be a Member who is a party to the dispute.
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (g) The mediator must not determine the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART III – BOARD

12. BOARD

12.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under clause 12.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage all the business and affairs of the Club;
 - (ii) shall exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution.
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club and the promotion of the sport of bowls and any other sports which the Board may determine from time to time.
 - (iv) Shall have the power to appoint a Chief Executive or any other position.
- (c) The Board's primary responsibility is one of trusteeship on behalf of its members ensuring that the legal entity, the Club, remains viable and

effective in the present and for the future. The Board's role includes determining the Club's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the Board's ultimate authority and responsibility for financial operations.

12.2 Composition of Board

- (a) The Board shall consist of:
 - (i) five Elected Directors who must all be Affiliated Members and who shall be elected in accordance with clause 13; and
 - (ii) up to two Appointed Directors who may be appointed by the Elected Directors in accordance with clause 12.4.
- (b) The position of Chairman of the Board shall be appointed by the Board members annually from amongst its number. A Director may be re-appointed as Chairman.
- (c) The Chairman of the Board may allocate portfolios to Directors.
- (d) No Board Member elected or otherwise can hold another elected position within the Club.

12.3 Elected Directors

- (a) Subject to clause 13, each Elected Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the second Annual General Meeting following their election.
- (b) Three Elected Directors shall be elected in every odd-numbered year and two in every even-numbered year.
- (c) Directors are eligible for re-election, however no Director may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of at least 12 months.

12.4 Appointed Directors

- (a) The Elected Directors may appoint up to two Appointed Directors. An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Bowls. The Appointed Director does not need to be an Affiliated Member.
- (b) The Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of two years
- (c) Retiring Appointed Directors as per clause 12.4 (b) may be reappointed by the Board for a further two years but may not serve for more than four consecutive terms of two years.

12.5 Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Affiliated Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

12.6 Transitional Arrangements

From the date of adoption of this Constitution the previous Club Constitution will lapse and be forever lapsed.

13. ELECTION OF ELECTED DIRECTORS

- (a) The Chief Executive shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations in a manner determined by the Board.
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
 - (iii) be a fully paid Affiliated Member
- (c) Nominations of candidates for election as Elected Directors shall be:
 - (i) made in writing on the form provided by the Club from time to time (if any), signed by two Affiliated Members as nominees and accompanied by the written consent of the nominee
 - (ii) delivered to the Chief Executive or person nominated by the Board by the date specified on the call for nominations.
- (d) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (e) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under clause 12.5.
- (f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.

14. VACANCY ON THE BOARD

14.1 Grounds for termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) is an Elected Director and ceases to be an Affiliated Member;
- (b) becomes bankrupt;

- (c) resigns their office by notice in writing given to the Club;
- (d) is subject to any sanction by the Board, which sanction is confirmed by the Members, under clause 10 except in the case of an Appointed Director who is subject to any sanction by the Board may be terminated by the Board.
- (e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (g) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth.); or
- (h) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence in accordance with clause 15.5 or provided reasonable excuse for such absence.

15. QUORUM AND PROCEDURE AT BOARD MEETINGS

15.1 Convening a Board meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this clause 15, the Board may regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing or by means of electronic communication.
 in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

15.2 Urgent Board meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with clause 15.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board Members present.

15.3 Quorum

- (a) Four Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the Chairman.
- (c) If there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

15.4 Procedures at Board meetings

- (a) At meetings of the Board, the Chairman shall chair the meeting. If the Chairman is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director and Appointed Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question the motion shall fail and neither the Chairman nor Chairperson may exercise a second or casting vote.
- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by any other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other forms of communication;
 - (ii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iii) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place

specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

15.5 Leave of absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

16. DIRECTORS' INTERESTS

16.1 Material personal interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This clause 16.1 does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Chief Executive to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this clause 16.1.

16.2 Financial interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise,

except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.

- (b) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (c) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 16.2 (b) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (d) It is the duty of the Chief Executive to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with clause 16.2.

16.3 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

17. DUTIES

17.1 General duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

17.2 Secretary

- (a) The Chief Executive shall act as Secretary of the Club and shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) If the Club does not have a Chief Executive from time to time, the Board will determine whether a Board member or another person shall act as the Club's Secretary under the Act.
- (c) The secretary must give the registrar notice of his or her appointment within 14 days after the appointment.
- (d) If the position of secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

17.3 Financial duties

The Chief Executive must:

- (a) or his nominee must receive all moneys paid to or received by the Club and issue receipts where appropriate, for those moneys in the name of the Club; and
- (b) ensure that the financial records of the Club are kept in accordance with the Act;
- (c) ensure the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
- (d) ensure that at least two Directors have access to the accounts and financial records of the Club.

17.4 Chief Executive

- (a) In accordance with clause 17.2, the Chief Executive shall act as the public officer of the Club.
- (b) The Chief Executive shall be responsible to the Board for the management of the affairs of the Club, and for this purpose may exercise all powers of the Club which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (c) The Chief Executive shall have the right to be present and to debate at all Board and General Meetings of the Club and shall have no vote.

18. DELEGATED POWERS

18.1 Board may delegate functions

- (a) The Board may, by instrument in writing, create, such committees as it sees fit including but not limited to bowls committee, bowls selection committees, other special committees and individual officers and consultants to carry out specific duties and functions. In establishing an instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board or the Chief Executive by the Act, any other law, this Constitution.
- (b) At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

18.2 Exercise of delegated functions

- (a) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

- (b) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.
- (c) The entity exercising delegated power shall make decisions in accordance with the objectives, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other report, minutes and information required by the Board. The Club can appoint an unrestricted number of committees.

18.3 Committees

- (a) As set out in clause 18.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By Laws that may be prescribed by the Board.
- (c) A Director or the Chief Executive may be ex-officio members of any committee so appointed.
- (d) No one person shall serve on the Board and the Bowls Committee simultaneously.

19. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under clause 16.1 or clause 16.2.

PART IV - FINANCE AND ADMINISTRATION

20. SOURCES OF FUNDS

- (a) The funds of the Club shall be derived from business operations, Annual Subscriptions, donations and such other sources as the Board or Chief Executive determines.
- (b) The Club is a non-proprietary organisation
- (c) The profits of the Club shall be applied to the benefit and the purpose of the Club as and how the Board may determine from time to time.

21. MANAGEMENT OF FUNDS

The Board may authorise the Chief Executive in conjunction with Directors to expend funds on behalf of the Club by either cheques, promissory notes, bills of exchange, other negotiable instruments and electronic funds transfers. There will always be a requirement for two persons to sign cheques and electronic transfers as duly authorised by the Board.

22. BORROWING POWER

- (a) The Board shall be empowered for the purpose of the Club to borrow monies at any time at such rates of interest, and in such form or manner and upon such securities as the Board shall decide. The Board is also empowered to lease, purchase and dispose of assets in the Club's name or any part thereof and enter into such agreements in relation thereto as the Board may deem proper.
- (b) The Board is further empowered to lease any land or property or other tangible asset.

23. AUDITORS

Auditors will be appointed by the Board on an annual basis, to audit the books and documents of the Club and provide a financial statement which will be submitted to the Annual General Meeting as part of the Club's Annual Report.

24. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

25. REGISTERED ADDRESS

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

26. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

27. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the

amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

- (c) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to:
 - (i) some other organisations having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Board at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
 - (ii) a community or charitable organisation
 - (iii) a fund certified to be a patriotic organisation or fund as recorded at Section 24 of the Patriotic Funds Act 1958.

28. INDEMNITY

- (a) The Club shall indemnify its Directors, employees and elected and appointed office bearers against all damages and costs (including legal costs) for which any such Director or employee or appointed and elected office bearer may be or become liable to any third party in consequence of any act or omission as outlined in 28(a) (i) and (ii) except wilful misconduct and breaches of law.
 - (i) in the case of a Director or an elected or appointed office bearer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club, or
- (b) Every Director and employee and elected or appointed office bearer of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him in his capacity as Director or employee or elected or appointed office bearer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

29. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or where available, by electronic mail, to the Member's address or an electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.

- (c) Where a notice is sent by electronic mail to the address recorded in the Register of members, service of the notice shall be deemed to have been received when sent.

30. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Chief Executive shall keep in his custody or control all books, minutes, documents and securities of the Club.
- (b) If requested by a Member in writing, the Board must within 30 days permit such Member to inspect only:
 - (i) the rules of the Club;
 - (ii) the minutes of each General Meeting.
- (c) If requested by a Member and subject to the Act, the Board shall permit such Member to inspect the register of members only for the purpose of calling a General Meeting.
- (d) Subject to the Act, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other Relevant Documents of the Club, unless authorised in writing by the Board.

31. BY LAWS

- (a) The Board may make By Laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such By Laws shall have the same force and effect as this Constitution, but shall not be in any way opposed or be in conflict with this Constitution. Such By Laws shall be available for inspection in the Club premises.
- (b) Amendments, alterations, interpretation or other changes to By Laws shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.

PART V – MISCELLANEOUS

32 LIQUOR AND GAMING LICENCE

32.1 Receipts for the supply of liquor and gaming services

The Club must not pay any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor or the provision of gaming services.

32.2 Guests

- (a) For the avoidance of doubt, an Authorised Gaming Visitor is not a Member.
- (b) Subject at all times to the Club being a holder of a "Venue Operator's Licence" issued under the provisions of the *Gambling Regulation Act 2003* (Vic), an Authorised Gaming Visitor and/or an Associate Member may be admitted to the Club on any day when guests and patrons are allowed for

the purposes of playing gaming machines and for the use of such other Club facilities as the Board may from time to time permit.

An authorised Gaming Visitor and/or an Associate Member may not introduce guests to the Club.

(c) For the purposes of these rules an Authorised Gaming Visitor is hereby defined as a person who:

- (i) is over the age of 18 years,
- (ii) whose place of residence is more than 5 kilometres from the licensed premises;
- (iii) is not a person who the Board has determined should not be admitted.

(d) A person cannot:

- (i) be admitted as an honorary member or temporary member of the Club; or
- (ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.

(e) An Authorised Gaming Visitor must:

- (j) produce evidence of his residential address before being admitted to the licensed premises;
- (ii) carry identification at all times whilst on the licensed premises; and
- (iii) comply with any relevant rules of the Club whilst on the licensed premises.

32.3 Register of guests and visitors

Where a guest or visitors is admitted to any part of the licensed premises, the Chief Executive shall keep on the Club premises a register of such a guest and such register must contain the:

- (a) name and address of each guest; and
- (b) date on which each guest attended the premises.

32.4 Visitors

- (a) Members of the Club may bring guests to the Club during business hours.
- (b) The names of all guests and the names of members so introducing them shall be recorded in a record book or similar and kept for that purpose, and the introducing member shall be responsible for their conduct and damage they may cause while in the Club. Such visitors may only remain in the Club during

the pleasure and in the presence of the member introducing them or that of Club Management.

- (c) The foregoing restrictions shall not apply to visitors attending a particular function or particular occasion conducted on the licensed premises in respect of which a limited licence has been obtained or is held under the relevant liquor legislation.

33. ANNUAL GENERAL MEETINGS

33.1 Annual General Meeting to be held

- (a) The Club shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to clause 33.1 (a) be convened at a time, date and venue to be determined by the Board.
- (c) The order of business at an Annual General Meeting shall be:
 - (i) Confirmation of the minutes of the previous Annual General Meeting.
 - (ii) To receive from the Board the annual report for the year ending 30th June of the preceding financial year.
 - (iii) To receive, consider and adopt the financial statement of accounts
 - (iv) To be informed of the results of (any) elections for the Board of Directors.
 - (v) To transact any other business affecting the interest and welfare of the club, of which due notice must have been given.
 - (vi) To transact any other general business but any resolution arising from such business shall be recommendations to the Board only.
 - (vii) To consider and if thought appropriate payment of honorariums to the Chairman and Directors.

33.2 Notice to be given for Annual General Meetings

- (a) The Chief Executive shall, at least 14 days before the date fixed for holding an Annual General Meeting of the Club send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under clause 29 (a)
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the Annual General Meeting.

33.3 Quorum

- (a) The quorum for the Annual General Meeting of the Club will be 15% of Affiliated Members.

- (b) If within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall stand adjourned to:
 - (i) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (ii) any date, time and place determined by the Chairperson;

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members so present shall constitute a Quorum.

34. VOTING PROCEDURE AT ANNUAL GENERAL MEETING.

34.1 Voting rights.

Subject to any other provision of this Constitution, each Affiliated Member and Life Member shall be entitled to one vote at Annual General Meetings. All other categories of members have no voting rights whatsoever and cannot attend any General Meeting.

34.2 Voting procedure

- (a) Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.
- (b) Subject to clause 34 votes at an Annual General Meeting can be given in person by those present and entitled to vote.
- (c) All questions arising at an Annual General Meeting shall be determined on a show of hands or ballot as determined by the Board.
- (d) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairman nor the Chairperson of the meeting is entitled to exercise a second or casting vote.

34.3 Recording of determinations

When a declaration is made by the Chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

34.4 Proxy and Postal Voting

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

35. GENERAL MEETINGS.

35.1 General Meetings may be held

The Board may, whenever it thinks fit convene a General Meeting of the Club and, where but for this rule more than fifteen months would elapse between Annual General Meetings, it shall convene a General Meeting before the expiration of that period.

35.2 Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 25% of Members who would be entitled to vote at such General Meeting.
- (b) The request for a General Meeting shall be in writing and shall state the object(s) of the meeting and each page shall be signed by the Members making the request and be sent to the Chief Executive.
- (c) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, in which General Meetings are convened by the Board. All expenses incurred in convening the meeting shall be paid by those Members requesting the meeting.

36. NOTICE OF GENERAL MEETINGS

36.1 Notice to be given for General Meetings

- (a) The Chief Executive shall, at least 14 days before the date fixed for holding a General Meeting of the Club send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under clause 29 (a)
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

37. PROCEEDINGS AT GENERAL MEETINGS

37.1 Quorum (Other than an Annual General Meeting)

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the appointed commencement time. A quorum for General Meetings of the Club (other than Annual General Meeting) shall be 30% of Affiliated Members.
- (b) For General Meetings for Constitutional changes the quorum shall be 25 Affiliated Members.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (i) if convened upon the requisition of Members, shall be dissolved and another meeting with the same reason for the requisition shall not be brought before members for a period of three years.
- (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the Chairperson

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members so present shall constitute a quorum.

37.2 Chairman to chair

The Chairman shall chair each General Meeting of the Club. If the Chairman is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson at the meeting.

37.3 Chairperson may adjourn meeting

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of the business to be transacted at an adjourned meeting.

38. VOTING AT GENERAL MEETINGS

38.1 Voting rights

Subject to any other provision of this Constitution, each Affiliated Member and Life Member shall be entitled to one vote at General Meetings. All other categories of members have no voting rights whatsoever and cannot attend any General Meetings.

38.2 Voting procedure

- (a) Voting shall be conducted at a General Meeting in such a manner and by such a method as determined by the Board from time to time.
- (b) Subject to clause 38 votes at a General Meeting can be given in person by those present and entitled to vote.
- (c) At a member initiated General Meeting or a General Meeting to make amendments to the Constitution a vote of no less than 75% of the members so present is required for the motion to pass.

- (d) All questions arising at a General Meeting shall be determined on a show of hands or ballot as determined by the Board.
- (e) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairman nor the Chairperson of the meeting is entitled to exercise a second or casting vote.

38.3 Recording of determinations

When a declaration is made by the Chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

38.4 Proxy and Postal Voting

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

39. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.

PART VI – BOWLS SECTION.

40. BOWLS SECTION

- (a) The Board shall keep established one bowls section, known as the Bowls Section.
- (b) The Board shall determine in writing how the duties and powers afforded to the sections shall be exercised. As for any Committee, the exercise of such powers and duties must conform to any directions or By Laws that may be prescribed by the Board.
- (c) The Section will be responsible to the Board for the conduct of all Section Bowls activities including Pennant and Social Bowls, Club Championships, Regional events and any other special events.
- (d) The Board will ensure affiliation with Bowls Victoria.
- (e) The Board shall appoint a Greens Director

- (f) The Greens Director shall have full control and supervision of the greens and shall have the power to prevent or commence play at any time.
- (g) In the absence of the Greens Director any two Board members will have the power to prevent play or commence play at any time.
- (h) Notwithstanding clauses 40 (e), 40 (f) and 40 (g) the duty umpire or controlling body will have the power to commence or prevent play at any time except the ultimate authority is the Club.
- (i) Nothing in this constitution or Club-By Laws will prevent the Bowls Committee from appointing committees.

41. BOWLS SECTION GENERAL AND ANNUAL MEETINGS

41.1 Bowls Section Annual General Meeting

- (a) The Bowls Section will hold an Annual General Meeting before the 30th June each year.
- (b) The nominated positions shall be:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - and
 - four general committee members.

These said office bearers will manage bowls on behalf of the Board.

- (c) The composition of the committee shall give preference to a gender balance of four male and four female affiliated members. However where there are insufficient nominations from one gender they shall be made up from the other gender.
- (d) Each officer of the Section shall hold office for 12 months and until his successor is elected but is eligible for re-election.
- (e) Each elected officer shall hold only one elected position within the Club except as per clause 44 and 45.

41.2 Procedure for Bowls Section Annual General Meeting and General Meetings

- (a) The Bowls Secretary will give 28 days notice of the scheduled Annual General Meeting and at the same time will call for nominations for the Bowls Committee positions.
- (b) The Annual General Meeting notification can be by post or where available by electronic mail to the members address or electronic mail address shown in the Register of members
- (c) When notification is sent by post service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of the post.

- (d) When a notice is sent by electronic mail to the address recorded in the register of members, service of the notice shall be deemed to have been received when it is sent.
- (e) A quorum of 20 Affiliated Members, is required for all Bowls Section General Meetings.

41.3 Nominations for Bowls Section Office Bearers

- (a) Shall be made in writing, signed by two Affiliated Members and accompanied by the written consent of the candidate.
- (b) Shall be delivered to the Secretary of the Bowls Section not less than 14 days before the date fixed for the holding of the Section Annual General Meeting.
- (c) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected.
- (d) If there are insufficient nominations received to fill all vacancies on the Committee the remaining positions will be deemed casual vacancies.
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Bowls Committee.

41.4 The Business of the Bowls Section's Annual Meeting shall be:-

- (a) to confirm the minutes of the last Bowls Committee's Annual General Meeting
- (b) to receive from the Section President a report on the transactions of the Section's Committee during the last year.
- (c) to advise of the result of the election of committee members for the Bowls Committee.
- (d) to transact any other business of which prior notice in writing has been given.
- (e) to transact any other general business but any resolutions arising from such business shall be recommendations to the Bowls Committee only.

41.5 Bowls Section Meetings

- (a) The elected office bearers of the Bowls Committee will meet as a committee 10 times each year.
- (b) Should any committee person fail to attend for two consecutive Committee Meetings without leave or apology delivered at or prior to the meetings, he shall be deemed as having vacated the office.

42. BOWLS SECTION COMMITTEE CASUAL VACANCIES

- (a) In the event of a casual vacancy in any office referred to in clause 41.1, the Bowls Committee may appoint an Affiliated Members to fill the vacant office and the member so appointed may continue in office up to and including the

conclusion of the Annual General Meeting next following the date of his appointment.

- (b) When filling a casual vacancy consideration must be given to gender balance as per Clause 41.1 (c).

43 DELEGATES OF CLUB

- (a) The Committee shall appoint Delegates to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Bowls Victoria meetings and Region meetings.
- (b) The Club shall advise Bowls Victoria prior to a relevant meeting or event who its Delegates will be. If the Club does not provide notification to Bowls Victoria, the President and Secretary of the Club shall be deemed to be the Delegates.
- (c) Any Delegate absenting himself from two consecutive meetings without good and valid reason to the satisfaction of the Committee shall be held to have vacated the office.
- (d) The Committee shall have the power to fill any vacancy.
- (e) The Delegates shall make regular reports to the Bowls Section Committee.

44. A MATCH COMMITTEE TO RUN TOURNAMENTS AND CLUB CHAMPIONSHIPS WILL BE ELECTED BY THE BOWLS COMMITTEE

The Bowls Committee has the power to appoint a match committee to run tournaments and Club championships and any other non-pennant bowls events.

45. SELECTION COMMITTEE(S)

- (a) Two selection committees each of five financial Affiliated Members of which one committee will represent the Tuesday pennant and one the Saturday pennant fixture shall be elected by the members at the Bowls Committee's Annual Meeting.
- (b) Where appointed the Club Coach is an ex officio member of the Selection Committee(s)
- (c) The duties of the Selection Committee shall be:-
 - (i) to recommend to the Bowls Committee the number of pennant teams to be entered.
 - (ii) to select teams and sides to represent the Club in Tuesday and Saturday pennant fixtures; and
 - (iii) to select or recommend other playing representatives of the Club.
- (d) In the event of a casual vacancy occurring on the Selection Committee, the Bowls Committee may appoint an Affiliated Member to fill such vacancy.
- (e) The Bowls Committee shall have power to co-opt any Affiliated Member to assist in its duties but a final decision on any matter within its duties shall rest entirely with the Selection Committee.

- (f) There shall be no restrictions on any member holding office on more than one Committee within the Bowls Section.
- (g) If a Selector fails to attend two consecutive Selection Committee Meetings without leave or apology delivered at or prior to the meetings he shall be held to have vacated the position.
- (h) An officer or ordinary member of the Committee shall not be held to have resigned his office until his resignation has been accepted by the Committee.

46 SPECIAL MEETINGS OF THE BOWLS SECTION COMMITTEE

- (a) Special meetings of the Committee may be convened by any 3 of the members of the Committee.
 - (b) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (c) Any 5 members of the Bowls Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (d) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the meeting was a special meeting in which case it lapses.
 - (e) At a meeting of the Committee:-
 - (i) the President or in his absence the Vice-President shall preside; or
 - (ii) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
 - (f) Motions arising at a meeting of the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken.
 - (g) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote. Where voting on a motion is tied, the motion is lost.
-