



CLAYTON BOWLS CLUB Inc.
Registration No. A12769

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Constitution of Clayton Bowls Club Inc.

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Clayton Bowls Club Inc.

Hereafter referred to as The Club.

2. PURPOSES OF ASSOCIATION

The Club is established solely for these purposes.

The purposes of the Club are to:

- (a) conduct, encourage, promote, advance and administer Bowls throughout its local area;
- (b) act, at all times, on behalf of and in the interest of the Members and Bowls;
- (c) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;
- (e) advance the operations and activities of the Club throughout the local area;
- (f) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
- (g) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;
- (h) apply for, hold and renew any liquor or gaming licences whilst such licences remain financially viable ;
- (i) have regard to the public interest in its operations; and
- (j) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF ASSOCIATION

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 section 16.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981* (Vic).

Affiliated Member means a natural person recognized by the Club as a Member under rule 5.2(f) from time to time. For the avoidance of doubt, such members must meet and maintain any criteria set by Bowls Victoria from time to time for "Affiliated Members" (or equivalent) under its constitution.

Annual General Meeting means a meeting of Members convened in accordance with rule 10.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 6.

Appointed Director means a Director appointed under rule 15.4.

Board means the body consisting of the Directors under rule 15.2.

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

Chairman/Chairwoman (hereafter referred to as Chairperson) means the Chairperson of the Club appointed in accordance with rule 15.2(b) from time to time

Chief Executive means the Chief Executive of the Club (if any) appointed by the Board in accordance with rule 20.4. 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 Board.

Club means Clayton Bowls Club Inc.

Committee means any committee of the Board created under rule 20.5 from time to time.

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

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

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

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Division means a cluster of Bowls clubs designated by Bowls Victoria from time to time, brought together for the purpose of organizing competition within its boundaries and to carry out any other functions defined by Bowls Victoria from time to time.

Elected Director means a Director elected under rule 16.

Financial Year means the year ending on 31 March.

Gaming Member means a natural person recognized by the Club as a Member under rule 5.3(d) from time to time.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 11.

Life Member means an individual elected as such under rule 5.5(a) .

Member means any person recognized as a member of the Club by the Board under rule 5 from time to time.

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 rule 7.1.

Regulations mean any regulations made by the Board under rule 33.

Special Resolution has the same meaning as the Act.

Temporary Member means a natural person recognized by the Club as a Member under rule 5.4 from time to time.

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

4.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, 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 all 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 other statutory instruments under it and consolidations, amendments, re-

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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.

4.3 Enforceability

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 can not 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.

PART II - MEMBERSHIP

5. MEMBERSHIP OF CLUB

5.1 Categories of Member

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

- (a) Affiliated Members, who 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) Gaming Members, who shall not have the right to be present or vote at General Meetings;
- (d) Temporary Members, who shall not have the right to be present or vote at General Meetings; and
- (e) such other category or categories of members (without voting rights) as determined by the Board from time to time.

5.2 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. For the avoidance of doubt, such members also must meet and maintain any criteria set by Bowls Victoria from time to time for "Affiliated Members" (or equivalent) under its constitution.
- (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) signed by both the proposer and seconder (both being Affiliated Members of the Club)
 - (iii) accompanied by the appropriate fee or fees, if any; and

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- (iv) lodged with the Board or its nominee.
- (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, it 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) Any person whose application for membership is refused shall not again be apply for membership for a period of at least twelve (12) months from the date of refusal.
- (f) If a person satisfies the criteria set by this rule 5.2 and the Board accepts the application for membership, the person shall be deemed an Affiliated Member, subject always to this Constitution.

5.3 Gaming Members

- (a) To be eligible for membership as a Gaming Member, the applicant must be over eighteen years of age, be of good character 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 a Gaming Member must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) signed by the applicant;
 - (iii) accompanied by the appropriate fee or fees, if any; and
 - (iv) lodged with the Board or its nominee.
- (c) The Board may, in its discretion, determine whether to approve or decline the application.
- (d) If a person satisfies the criteria set by this rule 5.3 and the Board accepts the application for membership, the person shall be deemed a Gaming Member, subject always to this Constitution.
- (e) A Gaming Member will be entitled to be admitted to the Club's gaming room, to attend the Club bistro and other areas of the Club if the Gaming Member is participating in entertainment or bingo.
- (f) A Gaming Member must carry a membership card at all times when on Club premises.

5.4 Temporary Members

- (a) Temporary Members are people visiting the Club from:
 - (i) registered bowling clubs participating in pennant matches (either mid week or Saturday); or

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- (ii) other bowling clubs using the facilities of the Club's greens for match practice and competing in tournaments, including those involved in Bowls Victoria and Bowls Australia events.

The Club admits these people as Temporary Members of the Club while on Club premises.

- (b) Unless otherwise determined by the Board, Temporary Members are exempted from the obligation to pay Annual Subscriptions or any other fees for Club membership.

5.5 Life Members

- (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.
- (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member, but remain subject to this Constitution.

5.6 Renewal of membership

- (a) Affiliated Membership will be renewed upon payment of the annual subscription fee at the commencement of each Financial Year or as determined by the Board from time to time.
- (b) Members other than Affiliated Members must reapply for membership as determined by the Board from time to time.

5.7 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.

5.8 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 the Regulations;
 - (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Club; and

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- (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Club and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Board;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (iv) conduct any activity approved by the Club.
- (c) 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 or otherwise.

6. 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 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.
- (c) If any Member fails to pay the Annual Subscription within sixty (60) days of the commencement of the Clubs Financial Year (April 1) in any year, his membership shall thenceforth cease but should a sufficient explanation be made to the Board it shall have the power to restore his name to the register upon payment of the amount due.

7. REGISTERS

7.1 Club to Keep Register of Members

The Chief Executive & Secretary of the Bowls Section shall keep and maintain a Register of Members on the Club premises in which shall be entered the full name, address, category of membership, date of entry of the name of each Member and whether the Member has been granted voting rights.

7.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and provided that a written request is given.

8. RESIGNATION OF MEMBERS

8.1 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.

8.2 Expiration of Notice Period

Upon the expiration of a notice given under rule 8.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

8.3 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club and its property.

9. EXPULSION, SUSPENSION OR FINING OF MEMBERS

9.1 Board Resolution

Subject to this Constitution, the Board may by resolution:

- (a) expel a Member from the Club; or
- (b) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
- (c) fine a Member; or
- (d) impose such other penalty, action or educative process as it sees fit.

9.2 Basis for Board Resolution

The Board may take any action under rule 9.1 if the Board considers that the Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
- (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, or another Member; or
- (c) brought the Club, Bowls or another Member into disrepute.

Such grounds do not constitute a grievance, and rule 23 does not apply.

9.3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in rule 9.2, the Board shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;

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- (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give the Club prior to or at that meeting a written statement regarding the alleged breach.

9.4 Determination of Board

- (a) At a meeting of the Board held in accordance with rule 9.3, the Board shall:
 - (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) by resolution determine whether the alleged breach occurred.
- (b) If the Board determines there was a breach of rule 9.2, it will determine what penalty (if any) shall be given to the Member.

9.5 Appeal to General Meeting

- (a) Where the Board makes a determination under rule 9.4, the Member may appeal any part of that determination by providing the Chief Executive with notice setting out that they wish 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 determination of the Board.
- (b) Where the Chief Executive receives a notice under rule 9.5(a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Chief Executive received the notice.
- (c) At a General Meeting of the Club convened under 9.5(b):
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) 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;
 - (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) 50 percent plus 1 of the Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.

9.6 Procedures

Subject to this rule 9 and any other relevant provision of this Constitution, the Board may regulate the procedures at its meetings and a General Meeting convened under this rule 9 as it thinks fit.

PART III- GENERAL MEETINGS

10. ANNUAL GENERAL MEETINGS

10.1 Annual General Meeting to be Held

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

10.2 Business

The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with this Constitution.

10.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

11. GENERAL MEETINGS

11.1 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.

11.2 Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 10% of Members who would be entitled to vote at such General Meeting. The Board may also convene a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Chief Executive. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (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, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

12. NOTICE OF MEETINGS

12.1 Notice to be Given for General Meetings

The Chief Executive shall, at least 21 days before the date fixed for holding a General Meeting, 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 rule 31.

12.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

13. PROCEEDINGS AT MEETINGS

13.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be no less than 25% of Members entitled to vote.

- (a) 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
 - (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 meeting shall lapse.

13.2 Chairperson to Chair

The Chairperson shall chair each General Meeting of the Club. If the Chairperson 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.

13.3 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

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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 an adjournment or of the business to be transacted at an adjourned meeting.

14. VOTING AT GENERAL MEETINGS

14.1 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.

14.2 Voting Procedure

- (a) Subject to this rule 14, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 14.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairperson nor the chairperson of the meeting is entitled to exercise a second or casting vote.

14.3 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.

14.4 Poll at General Meetings

If a poll is demanded by the chairperson or any two Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

14.5 Proxy Voting

There shall be no proxy voting on any matter.

PART IV – BOARD

15. BOARD

15.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule 15.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall manage the business and affairs of the Club;

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- (ii) may 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 to be exercised by the Members in General Meeting; and
- (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.

15.2 Composition of Board

- (a) The Board shall consist of:
 - (i) Seven (7) Elected Directors who must all be Affiliated Members and who shall be elected in accordance with rule 16; and
 - (ii) Up to Three (3) Appointed Consultants who may be appointed by the Elected Directors in accordance with rule 15.4.
- (b) The position of Chairperson shall be appointed by the Board annually from amongst its number. A Director may be re-appointed as Chairperson
- (c) The Board may allocate portfolios to Directors if required.

15.3 Elected Directors

- (a) Subject to rule 17 below, 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) Four (4) Elected Directors shall be elected in every even-numbered year and three (3) in every odd-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.

15.4 Appointed Consultants

- (a) The Elected Directors may appoint up to three (3) Appointed Consultants. An Appointed Consultant 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 Consultant does not need to be an Affiliated Member.
- (b) The Appointed Consultant may be appointed by the Elected Directors in accordance with this Constitution for a term of two years.

15.5 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.

15.6 Transitional Arrangements

- (i) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 15.6 shall apply from the date of adoption of this Constitution.
- (ii) All current members of the incumbent Board shall retain office until such time as the election of new Directors falls due.
- (iii) **In the initial year,** the four (4) candidates with the highest number of votes shall, be appointed for an initial term of two (2) years. The three (3) candidates receiving the next highest votes shall be elected to an initial term of one (1) year. In the following year, the three (3) candidates elected at the Annual General Meeting shall serve for a term of two (2) years or otherwise in accordance with the rules in this Constitution.

16. ELECTION OF ELECTED DIRECTORS

The Elected Directors shall be nominated and elected as follows:

- (a) 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 The candidate must be an Affiliated Member; and
 - (ii) delivered to the Chief Executive or a nominee of the Board to act in the absence of the Chief Executive, deposited in the Ballot Box or presented to a person as nominated by the Board by the date specified on the call for nominations.
- (b) 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.
- (c) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under clause 15.5.
- (d) If the number of nominations exceeds the number of vacancies, Elected Directors shall be elected by the Affiliated Members and Life Members. A ballot shall be held in accordance with these rules.
 - (i) In the event of a ballot being required the Chief Executive shall cause a list of the persons nominated for election to the Board to be displayed in a conspicuous placing in the club house for a period of at least fourteen (14) days prior to the Annual General Meeting.
 - (ii) The Board shall appoint a:
 - (1) returning officer; and
 - (2) two poll clerks (Scrutineers),from amongst the Members eligible to vote in the election and each of whom is not a candidate for election as an Elected Director..

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- (iii) At the Annual General Meeting or a Special General Meeting of the Members (entitled to vote under the rules of this constitution), the election of all officers shall be announced after voting has been counted by the returning officer appointed by the Board.
- (iv) All financial members wishing to vote on the day must obtain their voting slips from the returning officer. The returning officer will confirm their financial status and mark their name off the role.
- (v) The method of voting shall be by crossing out the name or names of the Member or Members nominated not desired and leaving the correct number of Members to fill the vacant offices.
- (vi) Ballot papers on which there are a greater or lesser number of names than there are persons to be elected shall be informal.
- (vii) At any Annual General Meeting or Special General Meeting only those Members who are financial at that Meeting and are personally present shall be entitled to vote, except that Members financial at the time of an Annual General Meeting but unable to attend such Meeting, may cast an absentee vote for election of Officers in writing Signed by that Member, and lodged with the Executive Officer at least 24 hours or not more than seven (7) days prior to such Meeting.
- (viii) The candidates receiving the highest number of votes shall be elected.
- (ix) In the event of two or more candidates receiving an equal number of votes for the same position, the returning officer shall decide the winner by lot.
- (x) The Chairperson shall be entitled to vote at all such Meetings and when the votes are equal, except in the case of election of Officers, the motion or amendment, as the case may be, shall be lost

17. VACANCY ON THE BOARD

17.1 Grounds for Termination of Director

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

- (a) in the case of an Elected Director, 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 rule 9;

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- (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) is removed from office in accordance with this Constitution;
- (g) 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;
- (h) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- (i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

17.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 17.2(a) makes representations in writing to the Chief Executive or the Chairperson and requests that such representations be notified to the Members, the Chief Executive or the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

18. QUORUM AND PROCEDURE AT BOARD MEETINGS

18.1 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 rule 18, 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 business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.

18.2 Quorum

- (a) Four (4) 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 Chairperson
- (c) The Board may act notwithstanding any casual vacancy. However, 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.

18.3 Procedures at Board Meetings

- (a) At meetings of the Board, the Chairperson shall chair the meeting. If the Chairperson 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 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; neither the Chairperson nor chair may exercise a second or casting vote.
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all voting Director's, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) 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 form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) 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

- (iv) 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.

19. DIRECTORS' INTERESTS

19.1 General Principle

A Director is disqualified from:

- (a) 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
- (b) holding any place or management position in a like Club or competitive organisation that may have an interest in any matters or business conducted by the Club.
- (c) 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. Transitional approval may be given by the Committee in the interim period prior to the election of and establishment of the Board.

19.2 Disclosure of Interests

The nature of the 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.

19.3 General Disclosure

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 rule 19.2 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.

19.4 Recording Disclosures

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 rules 19.2 and 19.3.

19.5 Conflicts

A Director, notwithstanding the interest, may not present or participate in any part of a meeting in respect of any contract or arrangement or matter in which the Director has any material personal interest. If the Director votes, the vote shall not be counted. members with material personal interest in a matter must not be present while the matter is being considered and voted on.

20. DELEGATED POWERS AND DUTIES

20.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing 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, or by resolution of the Club in a General Meeting.
- (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.

20.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, shall, 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 shall be made subject to certain conditions or limitations regarding the exercise of any function. These shall be specified in the delegation.

20.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 18. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

20.4 Chief Executive

- (a) The Chief Executive shall act as public officer/ secretary of the Club and shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (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.
- (d) The Chief Executive shall cause to be kept correct minutes of the proceedings of all meetings of the Board, Annual General Meetings and Special General meetings and shall cause to be performed all other duties as required.

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- (e) Unless determined otherwise by the Board from time to time, the Chief Executive shall cause to be prepared and lodged with the relevant authorities all financial returns, statements and forms in accordance with any relevant legislation. He shall be ex-officio a member of every business sub-committee of the Club but without voting rights.
- (f) The Chief Executive shall report on all Gaming Room Members and matters.
- (g) The Chief Executive shall be responsible for all matters concerning staff, and any reports are to be made to him in writing for further action.

20.5 Committees

- (a) As set out in rule 20.1, 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 Regulations that may be prescribed by the Board.
- (c) A Director can be an ex-officio members of any committee so appointed.

21. BOWLS SECTION

- (a) There shall be one (1) Bowls section, known as the "Bowls Section" (**Section**).
- (b) The Section shall be responsible to the Board for the management and conduct of all Section Bowls activities including mid week and Saturday pennant, social bowls, respective Club championships, nominated Club events, Bowls Victoria events and any other special events approved by the Board. The Section shall be jointly responsible to the Board for the conduct of such mixed events as are approved by the Board.
- (c) The Board shall determine in writing how the duties and powers afforded to the Bowls section shall be exercised. As for any Committee, the exercise of such powers and duties must conform to any directions or Regulations that may be prescribed by the Board.

21.2 Composition of the Bowls Committee

- (a) The Bowls Section shall each year nominate and elect, at its Annual Meeting, the following members to form the Executive Committee to conduct its business:
 - (a) President
 - (b) Vice-President
 - (c) Secretary
 - (d) Treasurer
 - (e) Selection Committee (Mid Week) ★

- (f) Selection Committee (Saturday) ★
- (g) Three (3) elected General Committee Members

★ The Chair of each to become a member of the Bowls Executive Committee

PART V - MISCELLANEOUS

22. LIQUOR AND GAMING LICENCE

22.1 Receipts for the supply of liquor

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.

22.2 Management of the Club

In accordance with rule 15 of this Constitution, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

22.3 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 (being a person who is not a member or a guest of a member) may be admitted to the Club on any day when guests 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. Authorised Gaming Visitors 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 Five (5) kilometres from the licensed premises;
 - (iii) is not a person who the Board has determined should not be admitted.
- (d) An Authorised Gaming Visitor may be supplied with liquor in the Club premises only.
- (e) An Authorised Gaming Visitor must:
 - (i) produce evidence of his or her 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.
- (f) All other visitors to the Club must not be supplied with liquor unless the visitor is a guest in the company of a Member. Where the visitor is a guest in the

company of a Member, then the visitor can be supplied with liquor in the Club premises only.

- (g) 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.

22.4 Register of guests

Where a guest in the company of a Member 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.

23. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (a) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (b) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.

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- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) 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.
- (i) The mediator must not determine the dispute.
- (j) 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.

24. SOURCES OF FUNDS

The funds of the Club shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

25. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

26. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by the Chief Executive and one director or in the absence of the Chief Executive two Directors or in such other manner approved by the Board from time to time.

27. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Common Seal of the Club shall be in the custody of the Chief Executive.
- (c) 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.

28. AMENDMENT OF CONSTITUTION

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

29. DISSOLUTION

- (a) 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.
- (b) 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 some other organisation 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 Members 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.

30. INDEMNITY

- (a) Every Director and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Club shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, 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 or her employment by the Club.

31. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or 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 facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

32. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Chief Executive shall keep in his or her custody or control all books, documents and securities of the Club.
- (b) The Chief Executive shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Club, unless authorised in writing by the Board.

33. REGULATIONS (BY-LAWS)

- (a) The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations will become effectively immediately and endorsed or rescinded by the members at the next general meeting shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Club premises.
- (b) Amendments, alterations, interpretation or other changes to regulations shall be advised to Members by means of notice approved by the Board.
- (c) Notices shall be binding upon all Members.