

CONSTITUTION AND RULES

(FEBRUARY 2020)

**BAYSWATER
BOWLS CLUB INC.**



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TABLE OF CONTENTS

Rule	Page	Rule	Page
PART 1 - PRELIMINARY		PART 5 - BOARD	
1	1	Division 1 - Powers of Board	
2	1	40	8
3	1	41	8
4	1	Division 2 - Composition of Board	
5	1		Election and Duties of Directors 8
PART 2 - POWERS OF THE CLUB		42	8
6	2	43	8
7	2	44	9
PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES		45	9
Division 1 – Membership		Division 3 – Duties of Directors and Powers of Board	
8	2	46	9
9	2	47	9
10	2	48	10
11	2	49	10
12	2	50	10
13	2	51	10
14	3	52	10
15	3	Division 4 - Meetings of Board	
16	3	53	11
17	3	54	11
18	3	55	11
Division 2 - Disciplinary action		56	11
19	4	57	11
20	4	58	11
21	4	PART 6 - FINANCIAL MATTERS	
22	4	59	11
23	4	60	11
24	5	61	12
Division 3 - Grievance procedure		62	12
25	5	PART 7 - GENERAL MATTERS	
26	5	63	12
27	5	64	12
28	5	65	12
29	5	66	12
PART 4 - GENERAL MEETINGS OF THE CLUB		67	13
30	6	68	13
31	6	69	13
32	6	70	13
33	6	71	13
34	7	72	13
35	7	73	13
36	7		
37	7		
38	7		
39	7		

CONSTITUTION OF BAYSWATER BOWLS CLUB INCORPORATED

PART 1 - PRELIMINARY

1 Name

The name of the incorporated association is Bayswater Bowls Club Incorporated.

2 Purposes

The objectives for which the Club is established are: -

- a) To provide a clubhouse, bowling greens and other conveniences for the use and recreation of the members at such place or places as decided by the members.
- b) To raise and borrow any moneys required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined.
- c) To purchase, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purposes of the Club.
- d) To construct, alter, add to or maintain all buildings and other property belonging to the Club.
- e) To sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the club, except that the club is prohibited from making any distribution, whether in money, property or otherwise, to any of its members.
- f) To affiliate with Bowls Victoria
- g) To apply for, hold and renew a licence pursuant to the Liquor Control Reform Act and any permit or authority there under.
- h) Such other objectives as the members shall determine but always to have in mind the advancement and best interests of the game of bowls and the engendering by association of a fraternal feeling amongst players.
- i) To do all such things as are incidental to or necessary for the purposes of the above objectives.

3 Financial year

The financial year of the Club is each period of 12 months ending on March 31.

4 Definitions

In these Rules -

Bowls means the sport and game of bowls as may be recognised by Bowls Victoria from time to time;

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

By-laws means the regulations made by the Board under Rule 67;

Chairperson of a general meeting or Board meeting, means the person chairing the meeting as required under rule 47;

Board of Management means the committee having management of the business of the Club;

Board meeting means a meeting of the Board held in accordance with these Rules;

Director means any member of the Board elected or appointed under Division 2 of Part 5;

disciplinary appeal meeting, means a meeting of the members of the Club convened under rule 23.3;

disciplinary meeting means a meeting of the subcommittee convened for the purposes of rule 20;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a person admitted as a member of the Club under Rule 9;

member entitled to vote means a member who under rule 9 a) and 9 b) is entitled to vote at a general meeting;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

5 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; words importing any gender include the other genders;
- c) headings are for convenience only and shall not be used for interpretation;
- d) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;

- e) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- f) a reference to a statute, ordinance, code or other law includes regulations 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);
- g) 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.

PART 2 - POWERS OF THE CLUB

6 Powers of Association

6.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.

6.2 Without limiting subrule 6.1, the Club may -

- a) acquire, hold and dispose of real or personal property;
- b) open and operate accounts with financial institutions;
- c) invest its money in any security in which trust monies may lawfully be invested;
- d) raise and borrow money on any terms and in any manner as it thinks fit;
- e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- f) appoint agents to transact business on its behalf;
- g) enter into any other contract it considers necessary or desirable.

6.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7 Not for profit organisation

7.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.

7.2 Subrule 7.1 does not prevent the Club from paying a member –

- a) reimbursement for expenses properly incurred by the member; or
- b) for goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

8 Minimum number of members

The Club must have at least 5 members.

9 Categories of membership

The members shall be, and shall be divided into, the following categories -

- a) Full Members, who shall have the right to be present, debate and vote at general meetings;
- b) Life Members, who shall have all the rights of Full Members and shall be subject to all the financial and other obligations of a Full Member except that they shall not be required to pay any annual subscription;
- c) such other category or categories of members with such rights as determined by the Board. These members must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

10 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

11 Application for membership

11.1 To be eligible for membership, the applicant must meet the criteria set by the Board from time to time.

11.2 Subject to these rules or any procedures set by the Board, an application for membership must -

- a) be in writing in the form prescribed by the Board; and
- b) be lodged with the Secretary.

12 Consideration of application

- a) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- b) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- c) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- d) No reason need be given for the rejection of an application.

13 New membership

13.1 If an application for membership is approved by the Board -

- a) the resolution to accept the membership must be recorded in the minutes of the Board meeting.
- b) the applicant must be notified of the annual subscription (or pro-rata annual subscription) according to their category of membership and of the due date for payment.
- c) upon payment of the nominated sum by the due date as advised in sub-rule the Secretary shall enter the name and address of the new member, the date of becoming a member and their category of membership, in the register of members.
- d) if the applicant fails to pay the nominated sum by the due date, the application shall be void unless justification of the delay is made to the satisfaction of the Board.

14 Annual subscription and fees

14.1 The annual subscription and any other fees payable by members each financial year shall be determined by the Board.

14.2 At each annual general meeting of the Club, members shall be advised of -

- a) the amount of the annual subscription to be paid by each category of members; and
- b) the latest date for payment of the annual subscription; and
- c) any other fees that will apply during the new financial year.

14.3 The privileges and rights of a member (including the right to vote) who has not paid the annual subscription by the latest date for payment shall be suspended until the annual subscription is paid -

- a) unless justification of the delay is made to the satisfaction of the Board; or
- b) an extension of time has been granted by the Board –

15 General rights of members

15.1 A member of the Club who is entitled to vote at a general meeting has the right -

- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules; and
- b) to submit items of business for consideration at a general meeting; and
- c) to attend and be heard at general meetings; and
- d) to vote at a general meeting; and
- e) to have access to the minutes of general meetings and other documents of the Club as provided under Rule 66; and
- f) to inspect the register of members.

15.2 A member is entitled to vote if -

- a) the right to vote is permitted under their category of membership; and
- b) the member's membership rights are not suspended for any reason.

16 Ceasing membership

16.1 The membership of a person ceases on resignation, expulsion or death.

16.2 If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resignation as a member

17.1 A member may resign by notice in writing given to the Secretary.

17.2 A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

18 Register of members

18.1 The Secretary must keep and maintain a register of members that includes -

- a) for each current member -
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the category of membership;
 - (v) any other information determined by the Board; and

b) for each former member, the date of ceasing to be a member.

18.2 Any member may, at a reasonable time and free of charge, inspect the register of members but access to the personal information of members recorded in the register may be restricted unless prior approval is obtained from the member concerned.

Division 2 - Disciplinary action

19 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member -

- a) has failed to comply with these Rules; or
- b) refuses to support the purposes of the Club; or
- c) has engaged in conduct prejudicial to the Club.

20 Disciplinary subcommittee

20.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

20.2 The members of the disciplinary subcommittee -

- a) may be Directors, members of the Club or anyone else; but
- b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

21.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member -

- a) stating that the Club proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- d) advising the member that he or she may do one or both of the following -
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights under rule 23.

21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

22.1 At the disciplinary meeting, the disciplinary subcommittee must -

- a) give the member an opportunity to be heard; and
- b) consider any written statement submitted by the member.

22.2 After complying with subrule 22.1, the disciplinary subcommittee may -

- a) take no further action against the member; or
- b) subject to subrule 22.3 -
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Club.

22.3 The disciplinary subcommittee may not fine the member.

22.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

23.1 A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

23.2 The notice must be in writing and given -

- a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- b) to the Secretary not later than 48 hours after the vote.

23.3 If a person has given notice under subrule 23.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

23.4 Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must -

- a) specify the date, time and place of the meeting; and
- b) state -
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

24.1 At a disciplinary appeal meeting -

- a) no business other than the question of the appeal may be conducted; and
- b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

24.2 After complying with subrule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

24.3 A member may not vote by proxy at the meeting

24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

25 Application

25.1 The grievance procedure set out in this Division applies to disputes under these Rules between –

- a) a member and another member;
- b) a member and the Board;
- c) a member and the Club.

25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days -

- a) notify the Board of the dispute; and
- b) agree to or request the appointment of a mediator; and
- c) attempt in good faith to settle the dispute by mediation.

27.2 The mediator must be -

- a) a person chosen by agreement between the parties; or
- b) in the absence of agreement -
 - (i) if the dispute is between a member and another member - a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Club - a person appointed or employed by the Dispute Settlement Centre of Victoria.

27.3 A mediator appointed by the Board may be a member or former member of the Club but in any case, must not be a person who -

- a) has a personal interest in the dispute; or
- b) is biased in favour of or against any party.

28 Mediation process

28.1 The mediator to the dispute, in conducting the mediation, must -

- a) give each party every opportunity to be heard; and
- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure that natural justice is accorded to the parties throughout the mediation process.

28.2 The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - GENERAL MEETINGS OF THE CLUB

30 Annual general meetings

- 30.1** The Board must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- 30.2** The Board may determine the date, time and place of the annual general meeting.
- a) Twenty eight (28) days notice in writing shall be given to all members of the time and place appointed by the Board for such meeting and a copy of the notice shall be posted on the notice board inside the club rooms twenty eight (28) days before the date of such meeting.
- 30.3** The ordinary business of the annual general meeting is as follows -
- a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then:
- b) to receive and consider –
- (i) the annual report of the activities of the Club during the preceding financial year; and
- (ii) the financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act.
- c) to confirm or vary the amount of the annual subscriptions and joining fees to be paid by each category of members for the new financial year; and
- (i) any other fees that will apply during the new financial year.
- d) consider special business of which notice has been given.
- e) general business, but any resolutions passed shall only be as recommendations to the Board.
- f) declaration of the results of election for the Board.
- g) the election to any unfilled vacancies on the Board.
- h) any other business required by the Act.

31 Special general meetings

- 31.1** Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 31.2** The Board may convene a special general meeting whenever it thinks fit.
- 31.3** No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special general meeting held at request of members

- 32.1** The Board must convene a special general meeting if a request to do so is made in accordance with subrule 32.2 by at least 10% of the total number of members.
- 32.2** A request for a special general meeting must -
- a) be in writing; and
- b) state the business to be considered at the meeting and any resolutions to be proposed; and
- c) include the names and signatures of the members requesting the meeting; and
- d) be given to the Secretary.
- 32.3** If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 32.4** A special general meeting convened by members under subrule 32.3 -
- a) must be held within 3 months after the date on which the original request was made; and
- b) may only consider the business stated in that request.
- 32.5** The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 32.3.

33 Notice of general meetings

- 33.1** The Secretary (or, in the case of a special general meeting convened under rule 32.3, the members convening the meeting) must give to each member of the Club—
- a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- b) at least 14 days' notice of a general meeting in any other case.
- 33.2** The notice must—
- a) specify the date, time and place of the meeting; and
- b) indicate the general nature of each item of business to be considered at the meeting; and
- c) if a special resolution is to be proposed—
- (i) state in full the proposed resolution; and
- (ii) state the intention to propose the resolution as a special resolution.
- 33.3** This rule does not apply to a disciplinary appeal meeting.

34 Quorum at general meetings

- 34.1** No business may be conducted at a general meeting unless a quorum of members is present.
- 34.2** The quorum for a general meeting is the physical presence of 20% of the members entitled to vote.
- 34.3** If a quorum is not present within 30 minutes after the notified commencement time of a general meeting -
- a) in the case of a meeting convened by, or at the request of, members under rule 32 - the meeting must be dissolved.
 - b) in any other case
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment: and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 34.4** If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 34.3b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35 Adjournment of general meeting

- 35.1** The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place
- 35.2** Without limiting subrule 35.1, a meeting may be adjourned -
- a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.
- 35.3** No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 35.4** Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

36 Voting at general meeting

- 36.1** On any question arising at a general meeting -
- a) subject to subrule 36.3, each member who is entitled to vote has one vote: and
 - b) members must vote in person – proxy voting is not permitted; and
 - c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 36.2** If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 36.3** If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 36.4** This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

37 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

38 Determining whether resolution carried

- 38.1** Subject to subrule 38.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been -
- a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost -
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 38.2** If a poll (where votes are cast in writing) is demanded by three or more members on any question -
- a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 38.3** A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 38.4** A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39 Minutes of general meeting

- 39.1** The Board must ensure that minutes are taken and kept of each general meeting.
- 39.2** The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 39.3** In addition, the minutes of each annual general meeting must include -

- a) the names of the members attending the meeting.
- b) the financial statements submitted to the members in accordance with rule 30.3b) (ii);
- c) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Club.
- d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 - BOARD

Division 1 - Powers of Board

40 Role and powers

- 40.1** The business of the Club must be managed by or under the direction of a Board.
- 40.2** The Board may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- 40.3** The Board may -
 - a) appoint and remove staff;
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

41 Delegation

- 41.1** The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than -
 - a) this power of delegation; or
 - b) a duty imposed on the Board by the Act or any other law.
- 41.2** The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 41.3** The Board may, in writing, revoke a delegation wholly or in part.

Division 2 - Composition of Board

Election and Duties of Directors

42 Composition of Board

- 42.1** The Board consists of -
 - a) a President; and
 - b) a Vice-President; and
 - c) a Secretary; and
 - d) an Assistant Secretary; and
 - e) a Treasurer; and
 - f) two ordinary Directors;
 - g) two additional Directors, appointed by the Board
- 42.2** Directors of the Board of Management shall be elected by all members eligible to vote as defined in Rule 4, who shall hold office for a minimum period of twelve months, subject to sub rules 42.3 and 42.4.
- 42.3** The periods of appointment of the President, Secretary and Treasurer will be for three years and are to be staggered so that only one position becomes vacant in any one year.
- 42.4** To enable the periods of appointment of the President, Secretary and Treasurer to be staggered so that only one position becomes vacant in any one year, the President shall hold office for an initial period of three years and thereafter be elected for subsequent periods of three years; the Secretary shall hold office for an initial period of two years and thereafter be elected for subsequent periods of three years; and the Treasurer shall hold office for an initial period of one year and thereafter be elected for subsequent periods of three years.
- 42.5** All persons retiring from elected positions shall be eligible for re-election. Where a vacancy occurs in an elected position, that vacancy may be filled by the Board for the balance of the period concerned.
- 42.6** Members may nominate for more than one Board position, but only hold one position on the Board. Should a candidate be elected to more than one position, they shall be declared to be elected to the senior of the positions nominated, and ineligible for appointment to the less senior position, in the order in which these positions appear in subrule 42.1.

43 Nominations

- 43.1** Nominations for Board positions must be –
 - a) made in writing specifying for which Board position the nomination is made; and
 - b) signed by 2 members who are eligible to vote at general meetings of the Club; and
 - c) signed by the person nominated signifying their acceptance of the nomination.

44 Elections

- 44.1 If only one member is nominated for any Board position, the Chairperson of the meeting must declare the member elected to that position.
- 44.2 If more than one member is nominated, a ballot must be held in accordance with Rule 46.
- 44.3 If there are no nominations for any Board position, nominations for that position shall be called at the annual general meeting.
- 44.4 If no nomination is received at the annual general meeting for any vacant Board position, the incoming Board shall fill that position as a casual vacancy.

45 Ballot

- 45.1 If a ballot is required for any Board position, the Board shall appoint
 - a) a returning officer; and
 - b) a scrutineerboth of whom must be members of the Club entitled to vote but not candidates for any Board position.
- 45.2 The Secretary shall prepare a ballot paper for each Board position for which a ballot is required, listing the names of the candidates in alphabetical order.
- 45.3 Ballot papers, endorsed by the Secretary and Returning Officer, shall be delivered either by hand or by post to members of the Club who are entitled to vote at least 14 days before the close of the ballot
- 45.4 Ballot papers must be returned either –
 - a) by hand – by placing in the ballot box at the Club; or
 - b) by post;and must be received at the Club no later than 48 hours before the time scheduled for the annual general meeting.
- 45.5 After completion of counting, the returning officer shall report the results of the ballot in writing and in a sealed envelope to the Secretary who shall retain custody of the sealed envelope until it is handed to the Chairperson at the annual general meeting.
- 45.6 Should candidates for any Board position receive the same number of votes, the Chairperson of the annual general meeting shall determine the ballot by lot.
- 45.7 Should a ballot be required at an annual general meeting for any unfilled position –
 - a) the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot;
 - b) the returning officer must not be a candidate for any position subject to ballot;
 - c) the election must be by secret ballot;
 - d) If 2 or more candidates receive the same number of votes, the Chairperson must decide by lot which of them is to be elected.

Division 3 – Duties of Directors and Powers of Board

46 General Duties

- 46.1 As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
- 46.2 The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with these Rules.
- 46.3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- 46.4 Directors must exercise their powers and discharge their duties -
 - a) in good faith in the best interests of the Club; and
 - b) for a proper purpose.
- 46.5 Directors and former Directors (or persons who in earlier Constitutions of the Club were referred to as Members of the Board) must not make improper use of –
 - a) their position; or
 - b) information acquired by virtue of holding their position -so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- 46.6 In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

47 President and Vice-President

- 47.1 Subject to subrule 47.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- 47.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be –
 - a) in the case of a general meeting - a member elected by the other members present; or
 - b) in the case of a Board meeting - a Director elected by the other Directors present.

48 Secretary

48.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

The secretary must –

- a) maintain the register of members in accordance with rule 18; and
- b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 61.3, all books, documents, and securities of the Club in accordance with rules 63 and 66; and
- c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- d) perform any other duty or function imposed on the Secretary by these Rules.

48.2 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49 Treasurer

49.1 The Treasurer must –

- a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
- b) ensure that all moneys received are paid into the account of the Club as soon as practicable after receipt; and
- c) make any payments authorised by the Board or by a general meeting of the Club from the Club's funds; and
- d) ensure cheques are signed by at least 2 Directors; and
- e) produce a statement of the club's financial position, including the bank balance, to each ordinary meeting of the board.

49.2 The Treasurer must –

- a) ensure that the financial records of the Club are kept in accordance with the Act; and
- b) coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the annual general meeting of the Club.

49.3 The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Club.

50 Powers and Functions of the Board

50.1 The Board may:-

- a) Appoint subcommittees, fill vacancies, make appointments, make By-laws in conformity with the Rules of the Club and do all such acts and things that it deems advisable for carrying out and managing the business and affairs of the Club. All subcommittees and persons appointed for special purposes shall be subject to, and subordinate to, the Board.
- b) On the authority of the Annual General Meeting or of a Special General Meeting of the Club, impose levies on members.
- c) Deal with resignations of members, which must be submitted in writing.
- d) Interpret the Rules and By-laws of the Club. The interpretations of the Board shall be final, unless otherwise decided at an annual or special general meeting.
- e) Carry out all resolutions passed at an Annual or Special General Meeting of the Club, other than those passed under subrule 30.3 e).
- f) Deal with other matters which may arise or which are not specifically provided for in the Rules of the Club.

51 Vacation of office

51.1 A Director may resign from the Board by written notice addressed to the Board.

51.2 A person ceases to be a Director if he or she—

- a) ceases to be a member of the Club; or
- b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 58; or
- c) otherwise ceases to be a Director by operation of section 78 of the Act.

51.3 The Board may continue to act despite any vacancy in its membership.

52 Vacancies

52.1 The Board may, should a vacancy occur in its number through the resignation, suspension, expulsion, or death of a member or the member becoming ineligible by law fill the vacancy for the unexpired term from members of the Club qualified to accept office. In the event of the vacancy being for the position of President, Secretary, or Treasurer, the person so appointed shall hold the position until the next Annual General Meeting, at which stage an election will held to determine who will fill the position for the remaining outstanding term of the office. The person so appointed is eligible to stand at the subsequent election.

52.2 If the position of Secretary becomes vacant the vacancy must be filled within 14 days.

Division 4 - Meetings of Board

53 Meetings of Board

- 53.1** The date, time and place of the Board meetings shall be determined by the members of the Board, with the first meeting after the annual general meeting of the Club at which the members of the Board were elected to be held as soon as practicable.
- 53.2** Special Board meetings may be convened by the President or by any 4 members of the Board.
- 53.3** If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- 53.4** In cases of urgency, a meeting can be held without notice being given provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 53.5** The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 53.6** The order of business may be determined by the members present at the meeting.

54 Quorum

- 54.1** No business may be conducted at a Board meeting unless a quorum is present.
- 54.2** The quorum for a Board meeting is the presence in person of a majority of the Directors holding office.

55 Voting

- 55.1** On any question arising at a Board meeting, each Director present at the meeting has one vote.
- 55.2** A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.
- 55.3** If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

56 Conflict of interest

- 56.1** 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.
- 56.2** The Director –
- a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- 56.3** This rule does not apply to a material personal interest –
- a) that exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
 - b) that the Director has in common with all, or a substantial proportion of, the members of the Club.

57 Minutes of meeting

- 57.1** The Board must ensure that minutes are taken and kept of each Board meeting.
- 57.2** The minutes must record the following -
- a) the names of the Directors in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 56.

58 Leave of absence

- 58.1** The Board may grant a Director leave of absence from Board meetings for a period not exceeding 3 months.
- 58.2** 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.

PART 6 - FINANCIAL MATTERS

59 Source of funds

- 59.1** The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

60 Management of funds

- 60.1** The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 60.2** Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.
- 60.3** The Board may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 60.4** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors.
- 60.5** All funds of the Club must be deposited into the financial account of the Club as soon as is practicable after receipt.

61 Financial records

61.1 The Club must keep financial records that -

- a) correctly record and explain its transactions, financial position and performance; and
- b) enable financial statements to be prepared as required by the Act

61.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.

61.3 Treasurer must keep their custody, or under their control -

- a) the financial records for the current financial year; and
- b) any other financial records as authorised by the Board.

62 Financial statements

62.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.

62.2 Without limiting subrule 62.1, those requirements include -

- a) the preparation of the financial statements;
- b) if required, the review or auditing of the financial statements;
- c) the certification of the financial statements by the Board;
- d) the submission of the financial statements to the annual general meeting of the Club;
- e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.

PART 7 - GENERAL MATTERS

63 Common seal

The Club may have a common seal.

63.1 If the Club has a common seal -

- a) the name of the Club must appear in legible characters on the common seal;
- b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
- c) the common seal must be kept in the custody of the Secretary.

64 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.

65 Notice requirements

65.1 Any notice required to be given to a member or a Director under these Rules may be given -

- a) by handing the notice to the member personally; or
- b) by sending it by post to the member at the address recorded for the member on the register of members; or
- c) by email.

65.2 Subrule 65.1 does not apply to notice given under subrule 53.4.

65.3 Any notice required to be given to the Club or the Board may be given -

- a) by handing the notice to a Director; or
- b) by sending the notice by post to the registered address; or
- c) by leaving the notice at the registered address; or
- d) by email to the email address of the Club or the Secretary;

66 Custody and inspection of books and records

66.1 Members may on request inspect free of charge -

- a) the register of members;
- b) the minutes of general meetings;
- c) subject to subrule 68.2, the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

66.2 The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

66.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.

66.4 Subject to subrule 66.2, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record

- 66.5** For purposes of this rule - relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—
- a) its membership records;
 - b) its financial statements;
 - c) its financial records;
 - d) records and documents relating to transactions, dealings, business or property of the Club.
- 67 By-laws**
- 67.1** The Board may make by-laws, not inconsistent with these Rules, for the efficient working of the Club and may alter, amend or rescind such by-laws as it deems necessary.
- 67.2** The by-laws shall have the same force and effect as these rules and shall be binding upon all members.
- 67.3** Any additions, amendments, alterations, interpretations or other changes to by-laws shall be advised to members by means of notice approved by the Board.
- 67.4** The by-laws shall be available for inspection by members in the Club premises.
- 68 Indemnity**
- 68.1** Any debt or liability incurred by a member of –
- a) the Board; or
 - b) any other committee or sub-committee constituted under these Rules;
- in the course of, or as a result of, the bona fide exercising of the powers or duties of such member whilst acting on behalf of the Club, shall be borne by the Club.
- 68.2** The Club shall indemnify such members against any liability to a third party in consequence of any act or omission except wilful misconduct.
- 69 Liability of members**
- If a member –
- a) by breach of these Rules; or
 - b) by any unlawful act;
- causes the Club to pay out money due to that breach or unlawful act, the member shall be civilly liable to the Club for the amount so paid.
- 70 Supply of Liquor**
- 70.1** The supply of liquor at the Club shall be under the control of the Board, and the Board shall conduct the Club in good faith as a Club, in an orderly manner and in compliance with the provisions of the Liquor Control Reform Act, as in force from time to time.
- 70.3** The Board shall have the power, and it shall be its duty, to take such action as may be necessary to ensure compliance by the members, and all other persons coming upon Club premises, with the rules of the Club and the provisions of the Liquor Control Reform Act, as in force from time to time.
- 70.4** The Club must not pay any amount to a member by way of commission or allowance from the receipts of the Club for the supply of liquor.
- 71 Visitors and Honorary Members**
- 71.1** Persons are only permitted into the club premises as visitors if they meet the requirements as in force from time to time of the relevant Acts relating to the sale of liquor.
- 71.2** Persons visiting the Club to play in a Bowls Victoria or Club event shall become honorary members of the Club for the day of their visit.
- 71.3** A member of any other Club of a sporting, social or recreational character or interest, or overseas visitor may be appointed as an Honorary Member by any two Directors for a period not exceeding one month at any one time.
- 71.4** Honorary Members may be appointed, and the period of their membership fixed or extended by any two Directors. The name and address of each Honorary Member, together with the names of the Directors by whom they are elected, shall be duly recorded and that record retained on the premises to be available for inspection.
- 71.5** The Board may withdraw any or all privileges from Honorary Members.
- 71.6** No person shall become an Honorary Member of the Club or be relieved of the payment of subscriptions or other financial obligations, except as provided by these rules.
- 72 Winding up and cancellation**
- 72.1** The Club may be wound up voluntarily by special resolution.
- 72.2** In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- 72.3** Subject to the Act and any court order made under section 133 of the Act, the surplus assets shall be divided amongst and between such charitable institutions or kindred organisations in such a manner as decided by special resolution.
- 73 Alteration of Rules**
- These Rules may only be altered by special resolution of a general meeting of the Club.