

CONSTITUTION AND RULES

**TO BE READ IN CONJUNCTION
WITH ATTACHMENT 'A'
(FEBRUARY 2014)**

BAYSWATER BOWLS CLUB INC.



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ATTACHMENT 'A' – Department of Justice

CONSTITUTION OF BAYSWATER BOWLS CLUB INCORPORATED

NAME

1. The name of the Club is Bayswater Bowls Club Incorporated.

INTERPRETATION

2. In these rules, unless there be something in the subject or context inconsistent therewith, the following interpretation shall apply:-
 - a) "The Club" means the above named club.
 - b) "The Rules" means the rules of the club in force for the time being.
 - c) "The Board" means the members of the Board of Management as constituted in accordance with the rules.
 - d) "Month" means calendar month.
 - e) "Year" means the Clubs financial year and, unless altered by the members shall be from 1st April to 31st March inclusive.
 - f) "BV" means Bowls Victoria.
 - g) Throughout the Rules, unless otherwise indicated by the context, the singular shall include the plural and the plural include the singular.
 - h) "Bowls Committee" means the Committee constituted under Rule 23.

OBJECTIVES

3. 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 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.

MEMBERSHIP

4. The Club shall consist of the following classes of members:-
 - a) Full Members
 - b) Life Members
 - c) Honorary Members
 - d) Social Bowling Members
 - e) Social Members
 - f) Indoor Social Bowler MembersOnly Full Members and Life Members of the Club shall be eligible to vote, and be entitled to all the privileges of the club. Honorary Members, Social Members and Social Bowling Members as defined in Rules 9, 10 and 11 shall not be eligible to hold office or vote at any meeting of the Club and only be entitled to such privileges as the Board determines from time to time.
Members under 18 years of age shall be subject to the provisions of Rule 7.
5.
 - a) The Executive Secretary shall keep on the Club premises a register which shall contain the names, addresses of all members of the club for the time being, with the date of payment by each member of their current years subscription.
 - b) All members shall communicate in writing their addresses or any changes thereof, to the Executive Secretary who shall register same. All notices posted or delivered to such addresses shall be deemed to have been duly received. If no address be given, notices addressed to the member and posted on the notice board in the Club shall be deemed to have been delivered.

FULL MEMBERS - NOMINATION AND ELECTION

6.
 - a) Any person wishing to become a member of the Club must be proposed by one member and seconded by another, each of whom should have a personal knowledge of the applicant. A nomination paper shall be signed by the proposer, seconder and the applicant and shall contain the name, address and occupation of the candidate and the date of the application. The nomination paper, when properly completed shall be handed to the Executive Secretary who shall post it on the Club's notice board for

- exhibition at least seven days immediately preceding the day of election and an interval of not less than two weeks shall elapse between the dates of nomination and election.
- b) Members shall be elected by the Board by ballot and one third adverse votes shall exclude the applicant. The decision of the Board as to whether any applicant has been duly elected or not, shall be final. A record shall be kept by the Executive Secretary of the numbers of the Board voting at any election of members of any classification.
 - c) Immediately on the election of a new member the Executive Secretary shall forward or hand to such member a copy of the Rules, By-laws and Regulations for the time being in force.
 - d) If newly elected members fail to pay their subscriptions within 30 days after their election, their membership shall lapse unless they justify the delay to the satisfaction of the Board.
 - e) The payment of the subscription or the using of the club's property shall imply a member's acquiescence in the Rules, By-laws and Regulations of the Club.
 - f) Any person whose membership lapses under Rule 6(d) shall not again be nominated for membership for a period of at least six months from the date of the rejection or lapsing of membership.

MEMBERS UNDER 18 YEARS

7. Members under 18 years of age shall enjoy all the rights and privileges of the club in respect of the playing of the game of bowls. In all other respects their presence in the clubhouse, shall be strictly in accordance with any conditions specified by the Liquor Licensing Commission.

LIFE MEMBERS

8. a) Any person who has rendered a service or services to the club may, at any general or special meeting,
- (i) on the nomination of two or more members of the Club;
 - (ii) recommendation of the Board, as approved by three-quarters of those present voting in a secret ballot; and
 - (iii) on receiving three quarters of the votes of the members present be elected a Life Member of the club with full privileges and relieved of payment of further annual subscriptions, but no other financial obligation.
- b) Nominations for life membership must be:
- (i) in writing;
 - (ii) give full details of the service or services rendered to the Club that justify the nomination;
 - (iii) be signed by two or more members of the Club entitled to vote in accordance with section 4; and
 - (iv) lodged with the Executive Secretary.
- c) The nomination for life membership shall be posted on the Club's notice board for exhibition for at least fourteen days prior to consideration by the Board.
- d) The Board must consider all submissions made in writing by members before making any recommendation to a general or special meeting.
- e) Voting for life membership shall be by secret ballot conducted by two scrutineers appointed by those present at the meeting.

HONORARY MEMBERS

9. a) Friends of members, and members of or persons playing for any other Bowls Club who may visit the Club, may be appointed Honorary Members on the day they visit the club.
- b) 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 members of the Board for a period not exceeding one month at any one time.
- c) Honorary Members may be appointed and the period of their membership fixed or extended by any two members of the Board. The name and address of each Honorary Member, together with the names of the members of the Board by whom they are elected, shall be entered in a book to be kept for that purpose.
- d) The Board may withdraw any or all privileges from Honorary Members.
- e) 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.

SOCIAL BOWLING MEMBERS

10. Social Bowling Members shall enjoy all the rights and privileges of the club in respect of the playing of the game of bowls and shall comply with all the rules and regulations set down in the Constitution. Social Bowling Members are entitled to play bowls at our club in all respects except they are not entitled to play Pennant or enter Club Championships or enter any BV tournament organised outside of the Bayswater Bowls Club. They are bound by regulations set down in Section 4. Subscriptions for Social Bowling Members shall be set at 50% of the Full Membership subscription and covered under Section 38.

SOCIAL MEMBERS

11. a) The Board may elect social members not being persons under 18 years of age and on such conditions as shall be fixed by the Board.
- b) Indoor Social Bowlers Members shall enjoy the same privileges as Social Members plus playing indoor Bowls..

LIABILITY OF MEMBERS

12. If a member, by any breach of these Rules, or by any unlawful act, causes the Club or any officer of the Club to become liable to payment of moneys, such member shall be civilly liable to the Club or such officer for the amount so paid.

FORFEITURE OF MEMBERSHIP

13. Any member who fails to pay the annual subscription within three months of the Annual General Meeting at which the fees are set, shall cease to be a member of the Club, but should an explanation be given to the satisfaction of the Board, then the Board may restore the members name to the register upon payment of the amount due. The Financial Director shall give notice to members when their subscriptions are due. Should members of the club from any other cause whatsoever cease to be members for one or more years, they may be re-admitted without paying back subscriptions provided a majority of the Board consents thereto.

RESIGNATION OF MEMBERS

14. a) Any member wishing to resign from the Club shall give seven day's notice in writing to the Executive Secretary and pay all moneys due at the date of such notice.
b) No member resigning from the Club or ceasing for any reason whatsoever to be a member thereof shall have any right, title or interest in or to any property of the Club.

EXPULSION OF MEMBERS

15. a) Every member of the Club undertakes to comply with the Rules and By-Laws of the Club and any refusal or neglect to do so shall render the member liable to expulsion.
b) The Board may censure, fine, suspend or expel any member for any conduct which, in its opinion, is unbecoming to a member, provided always that the member shall be entitled to seven (7) day's notice of the charge being heard and to be present at the hearing thereof by the Board.
c) Any member expelled by the Board shall be entitled to appeal against the decision to a meeting of the Club called for that purpose and convened by the Board at the expelled member's request.
d) Members expelled in accordance with the Rules, or otherwise ceasing to be members of the Club shall forfeit all such rights to claim upon the Club or its property or funds that they would have by reason of membership.
e) At the expiration of any financial year in respect of which any person has paid a subscription, the Board, if it is of the opinion that it is undesirable in the interests of the Club that the person concerned should continue to be a member, may decline to accept any further subscriptions from that person. The Executive Secretary shall notify any such person in writing of the decision and that person shall thereupon cease to be a member of the Club. However, all such persons shall have the same right of appeal as provided in Rule 15(c).

MANAGEMENT BY MEMBERS

16. The management of the Club shall be in the hands of the members of the Club through the Annual General Meetings as hereinafter provided.

ANNUAL GENERAL MEETING

17. a) The Annual General Meeting of members shall be held at a date and place to be fixed by the Board, but not later than the 30th day of June in each year.
b) 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.
c) Nominations for the following positions, in writing and properly proposed and seconded, shall be lodged with the Executive Secretary not less than fourteen (14) days before the date fixed for the Annual General Meeting:-
Members of the Board
Bowls Committee
Saturday Pennant Selection Committee
Tuesday Pennant Selection Committee
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.
d) The business to be transacted at the Annual General Meeting shall be conducted in the following order:-
(i) Reading of notice convening the meeting.
(ii) Reading and confirmation of minutes of previous Annual and /or Special Meeting.
(iii) Receive from the Board and the Committees reports on their activities during the preceding year.
(iv) Presentation of Balance Sheet and Statement of Accounts.
(v) Consideration and adoption of Balance Sheet and Statement of Accounts.
(vi) Declaration of election results
(vii) Transfer of office holders.
(viii) Fixing the amount of Annual Subscription.
(ix) Transaction of any other business affecting the welfare of the Club, of which due notice has been given according to the Rules.
(x) Any other general business.

VOTING

- 18 a) (i) Voting for the election of all officers of the Club shall be by secret ballot, conducted by a Returning Officer and Scrutineer, both of whom shall be appointed by the Board at the meeting of the Board at which it determines the date for the Annual General Meeting, or any Special General Meeting.
- (ii) The Returning Officer and the Scrutineer, having accepted the nomination of the Board to fill these positions, shall not themselves be eligible for election as officers of the Club for the election for which they have been appointed. The method of voting shall be by placing a number 1; 2; 3; 4; etc. in each square in order of preferred choice of the candidates. Ballots with any squares not so numbered shall be informal. If two or more candidates receive an equal number of votes, the chair person of the meeting at which the results are announced shall have a second casting vote.
- (iii) Ballot papers shall be issued by the Executive Secretary against a register of full Members of the club, who are financial. Each ballot paper shall, upon issue, be endorsed by the Executive Secretary and the Returning Officer, and the number of ballot papers issued shall be recorded on the register of full Members of the club.
- (iv) Completed ballot papers shall be deposited in a locked box made available at the club premises. The ballot box will be available for the deposit of ballot papers until 48 hours before the time of the Annual General Meeting.
- (v) Any Financial or Life Member unable to attend the club in order to deposit a ballot paper in person may apply to the Executive Secretary in writing for leave to lodge the ballot paper by mail, in which case they will be provided with the appropriately endorsed ballot papers together with an envelope for the return of the papers. Only ballot papers received by mail before the close of the poll will be treated as valid votes and included in the count.
- (vi) All full members affiliated with BV shall be eligible to nominate for a position on the Bowls Committee and the Saturday & Tuesday Pennant Selection Committees.
- (vii) Members may nominate for more than one (1) position on one Committee, but only hold one (1) position on that Committee. 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.
- b) Except as provided in Rule 8(e) all questions for decision by members at an Annual General or Special General Meeting shall be duly proposed and seconded and shall be determined by a show of hands, unless a ballot is asked for by at least ten (10) members present. The ballot may then be conducted at the meeting. When a ballot is taken at a meeting two (2) scrutineers shall be appointed by those present to conduct the ballot. The result of each ballot shall be deemed to be a resolution of the Club at such meeting.
- c) The Chairperson at the meeting shall be entitled to vote 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 resolved in the negative.
- d) At any Annual General Meeting of the members, only members who were financial at the close of the previous financial year shall be entitled to vote. Members are not entitled to vote by proxy. This provision shall apply to any Special General Meeting of members held between the close of the financial year and the Annual General Meeting. At all other Special General Meetings only members who are financial according to these Rules shall be entitled to attend and vote at such meetings.
- e) At any General Meeting of members, unless a poll is demanded by at least ten (10) members, a declaration by the chairperson for the time being that a resolution has been carried by a particular majority, and an entry to that effect made in the minute book of the Club, shall be conclusive evidence of the fact of the number or proportion of the votes recorded in favour of or against the resolution.
- f) All resolutions passed at the Annual General Meeting of members or at any Special General meeting of the club shall be conclusive and binding on all members, whether present at such meeting or not.

SPECIAL GENERAL MEETINGS

- 19 a) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- b) The Board, whenever it thinks fit, may convene a Special General Meeting of the Club and where but for this sub-clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- c) The Board shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a Special General Meeting of the Club.
- d) The requisition for a Special General Meeting shall state the purpose of the meeting shall be signed by the members making the requisition and shall be sent to the address of the Executive Secretary. It may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- e) If the Board does not cause a Special general meeting to be held within one (1) month of the date on which the requisition is sent to the address of the Executive Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- f) A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the club to the person incurring the expenses.

- g) The Executive Secretary of the Club shall, at least twenty one (21) days before the date fixed for holding a Special General Meeting of the Club, cause to be sent to each member of the Club at the address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- h) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- i) A member desiring to bring any business before a meeting may give notice of that business in writing to the Executive Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- j) All business that is transacted at a Special general meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- k) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- l) If, within half an hour of the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and, unless another place is specified by the chairperson at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned), at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present, not being less than three (3) shall constitute a quorum.
- m) The Executive Director, or when absent, the Executive Secretary or Financial Director shall preside as chairperson at each General Meeting of the Club.
- n) If the Executive Director and the Executive Secretary and Financial Director are absent from a General Meeting, the members present shall select one of their number to preside as chairperson at the meeting.
- o) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to another time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- p) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- q) Except as provided in sub-clause (p) above, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

SOURCE OF FUNDS

20. The funds of the Club shall be derived from annual subscriptions, donations and such other sources as the Board determines.

COMMON SEAL

21. a) The Common Seal of the Club shall be kept in the custody of the Executive Secretary.
b) The Common Seal shall not be affixed to any instrument except with the authority of the Board and the affixing of the Common Seal shall be attested to by the signature of either two members of the Board or of one member of the Board and of the Public Officer of the Club.

BOARD OF MANAGEMENT

22. a) (i) The affairs of the Club shall be managed by a Board of Management comprising an Executive Director, Executive Secretary, Financial Director, duly elected President and Vice-President of the Bowls Committee and two Board members.
(ii) Members of the Board of Management shall be elected by all members eligible to vote as defined in Rule 4 who at no time shall number less than 60 percent of the total membership, who shall hold office for a minimum period of twelve months.
(iii) The periods of appointment of the Executive Director, Executive Secretary and Financial Director will be for three years and are to be staggered so that only one position becomes vacant in any one year.
(iv) All retiring officers shall be eligible for re-election.
- b) In the event of an insufficient number of members being nominated for election to the Board, or as office bearers as provided in the last preceding Rule, the vacancies may be filled at the Annual General Meeting then being held, provided that a motion to do so is carried by a two thirds majority of those present. If such a motion is not carried, the vacancies shall be filled by the Board.
- c) The Board shall meet at least once in each Month for transaction of the business of the Club and the Executive Director and/or Executive Secretary shall, when necessary, or when requested by three (3) members of the Board, convene a special meeting of that Board.
- d) The Executive Secretary shall give at least seven (7) days notice of all Special Board Meetings to all members of the Board.
- e) The Executive Director, or, in his/her absence, one of the Board, shall preside at all Board meetings.
- f) Should any member of the Board fail to attend for three (3) consecutive meetings without leave, or apology delivered at or prior to the meeting, that person shall thereupon cease to be a member of the Board.
- g) The Board may delegate any of its powers to such subcommittees, consisting of members of the Club, as they shall think fit to appoint and may recall or revoke any such delegation or appointment. Any such subcommittee shall, in the exercise of the powers so delegated, conform to any regulation that may be

prescribed by the Board, provided always that the Board shall have no power to delegate its control of the supply of liquor to the Club.

BOWLS COMMITTEE

23. a) There shall be a Bowls Committee consisting of a President, Vice President, Secretary, Greens Director, Bowls Coordinator, and two (2) Committee members. In addition to the above, the immediate past President may continue to be a member of this committee until the next occurring election of office bearers. The existence of this committee shall not lessen or in any way affect the authority of the Board to manage or control the affairs of the Club and this Committee shall be responsible to and subject at all times to the direction and control of the Board.
- b) The Committee shall be elected each year and the results of the elections shall be declared at the Annual General Meeting. Nominations for the committee shall be in writing duly proposed and seconded, and handed to the Executive Secretary or placed in the nominations box no later than 14 days before the date set for the Annual General Meeting.
- c) The Bowls Coordinator of the Bowls Committee with the help of a tournament committee shall organise bowls events and tournaments on the greens on such days of each week and at such times the Committee shall determine. The events or tournaments so arranged shall be played in accordance with the rules and regulations of the relevant bowling authority.
- d) The Bowls Committee shall meet at least once in each month. Should any member of the committee fail to attend for three (3) consecutive meetings without leave, or apology delivered at or prior to the meeting, that person shall thereupon cease to be a member of the committee.
- e) The Executive Director or the Executive Secretary shall have the right to attend all meetings of the Bowls Committee or its sub committees.
- f) The Bowls Committee shall have the power to co-opt at any time any financial member to assist in conducting bowls events or tournaments.
- g) The Bowls Committee shall be responsible for the checking and recommendation of any members requiring or electing to affiliate with BV to the Board for acceptance to the club.
- h) (i) The Greens Director shall have full control and supervision of the playing area and may prevent play at any time when he/she considers the area may be injured thereby. Notice posted by the Director shall be sufficient.
- (ii) In the absence of the Greens Director, any two members of the Bowls Committee may prevent play at any time. In all other respects the supervision and control of the playing area shall be under the control of the Bowls Committee whose ruling thereon shall be final.
- i) The Bowls Committee shall appoint two (2) delegates to Bowls Victoria of which one shall be a Member of the Bowls Committee. Any delegate absenting them self from two (2) consecutive meetings of BV, without good and valid reason to the satisfaction of the Committee shall be held to have vacated their office as BV delegate. The Bowls Committee may fill any such vacancy.

RESIGNATION

24. No office bearer or other officer of the Club shall be held to have resigned from office until the resignation in writing has been accepted by the Board.

VACANCIES

25. 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 Executive Director, Executive Secretary, or Financial Director, 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.
- If the position of Secretary becomes vacant the vacancy must be filled within 14 days.

POWERS AND FUNCTIONS

26. 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.
- e) Carry out all resolutions passed at an Annual or Special General Meeting of the Club.
- f) Enforce discipline by fines or by expulsion for any misconduct or wilful infringement of the Rules and By-laws of the Club.
- g) Deal with other matters which may arise or which are not specifically provided for in the Rules of the Club.
- h) Cause correct books of account to be kept showing the financial affairs of the Club and the particulars normally shown in books of account of a like nature. The Board shall authorise all expenditure, including any expenditure passed at an Annual or Special General Meeting, and direct the method of dealing with moneys received for or on behalf of the Club.

DUTIES OF THE EXECUTIVE DIRECTOR

27. The duties of the Executive Director shall be to preside at all meetings, to regulate and keep order in all proceedings and carry into effect the Rules and By-laws of the Club.

DUTIES OF THE EXECUTIVE SECRETARY

28. The duties of the Executive Secretary shall be to perform the duties of the Executive Officer of the Board and the “Secretary” of the Club as required by the Associations Incorporation Act (2012). The Executive Secretary, if possible, attends all meetings of the Board and of General Meetings of the Club. The Executive Secretary shall record the minutes of all meetings and a written or printed copy of these minutes shall be retained, conduct all correspondence in connection with the general business of the Club, maintain a register of the members in the club rooms, setting out the name in full and the address of each member of the Club, and the date of the latest payment of their subscriptions, such register and copy of meetings to be open to inspection by members of the Club at a reasonable time and in all respects shall carry out those duties normally associated with the office of Executive Secretary.

DUTIES OF FINANCIAL DIRECTOR

29. The duties of the Financial Director shall be:-
- a) To receive all Moneys and, within a reasonable time, to deposit or arrange for the deposit of such moneys with the Club's bankers.
 - b) To pay all accounts.
 - c) To keep correct accounts of all moneys received and expended.
 - d) To prepare and submit financial statements to each Annual Meeting.
 - e) To produce a statement of the Club's cash transactions and of the financial position of the Club, including the bank balance, at each ordinary meeting of the Board.
 - f) Prepare a Balance Sheet and Statement of Receipts and Expenditure for presentation to the Annual General Meeting.

QUORUM

30. a) At any General Meeting, except as provided in Rule 19 (l) in respect of adjourned meetings, thirty five (35) members personally present (being members entitled under these Rules to vote at a General Meeting) shall constitute a quorum.
- b) At any meeting of the Board four (4) members thereof shall constitute a quorum.

VOTING

31. All questions for the decision of the Board or any sub committee thereof shall be proposed and seconded and the result thereof determined by a show of hands unless a ballot be requested by at least three (3) members.

INDEMNITY OF OFFICERS

32. If the Executive Secretary or the Financial Director in their official capacities have paid or are liable to pay money for any act, default or omission of any other person, such money shall be refunded by the Club or paid by the Club.

BANKING ACCOUNT

33. Banking accounts of the Club shall be kept with such banks as shall be appointed by the Board and all moneys banked therein. All cheques drawn on the account shall be signed by two (2) of the following officers viz. the Executive Director, the Executive Secretary or the Financial Director, provided that, should any of these officers be absent through illness or other cause and a substitute or acting appointment be made by the Board, then the person acting in the place of any one of the officers mentioned shall be empowered to sign cheques on the Club's bank account.

EXPENDITURE

34. No expenditure exceeding predetermined levels established by the Board from time to time shall be entered into without the consent of the Board and payment of all accounts against the Club shall be approved by the Board before payment is made, unless otherwise authorised by the Board.

CUSTODY OF BOOKS AND OTHER DOCUMENTS

35. a) Except as otherwise provided in the Rules, the Executive Secretary shall keep in custody or control all books, documents and securities of the Club.
- b) All books, documents and securities of the Club are to be made available for inspection by any member on request.

CONTROL OVER PROPERTY

36. The negotiation of a loan, the issuing of debentures, the giving of any security over any property of the Club, the selling or purchasing of any realty, the leasing of any land or buildings the property of the Club for any term exceeding three (3) years and all other measures in any way extending the liability of the Club beyond the assets and estimated revenue of the Club, shall require the previous sanction of the General Meeting of the Club. Apart from the foregoing, the property of the Club shall be subject to the control of the Board which may negotiate loans, issue debentures and sell or purchase any realty and lease any land or buildings of the Club for any term not exceeding three (3) years. The orders, in writing, of a quorum of those assembled at the meetings, signed by the chairperson of the day and attested to by the Executive Secretary, shall be obligatory upon, and a justification to, the members as to anything thereby directed, and shall justify anything done or purported to be done by them in

pursuance of such direction. Only a full member of the Club shall be entitled to enquire into the regularity of such direction beyond the verification of the signature of the Executive Secretary.

SUBSCRIPTIONS

37. A defined annual subscription for any particular class of member shall be fixed each year by the members at the Club's Annual Meeting. Such subscriptions shall be due and payable immediately after being fixed at the Annual Meeting. Where members join after the 1st day of January in any year, their subscriptions for the then remaining portion of the year shall be fixed at the discretion of the Board. The Board is empowered to prevent any member whose subscription is in arrears from enjoying the whole or any of the privileges of the Club. Any members who fail to pay their annual subscriptions within three months of the commencement of the financial year shall forfeit membership.

BORROWING POWERS

38. If at any time the Club, in General Committee or Special Meeting, passes a resolution authorising the Board to borrow money, the Board shall thereupon be empowered to borrow such amount of money at such rate of interest, and in such form and manner and upon such security as shall be specified in the resolution. All members of the Club shall be bound by the decision of the meeting.

BOOKS OF ACCOUNTS

39. Proper books of account shall be kept by the Financial Director showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature, and these shall be open to inspection by the Board at any time.

COLOURS OF THE CLUB

40. The colours of the Club shall be as the Board determines, subject to the approval of the relevant bowls association.

SUPPLY OF LIQUOR

41. a) 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 Act, as in force from time to time.
- b) 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 Act, as in force from time to time.
- c) The hours of bar trading shall be determined from time to time by the Board, but shall be subject to the Rules of the Club and the Liquor Licence. The current hours of trading shall be displayed in the Bar area, but in any event the Bar person may close the Bar earlier than indicated should conditions so warrant.
- d) No payment or part payment to any Honorary Secretary, Manager or other officer, servant or member of the Club shall be made by way of commission or allowance from the Club for alcoholic drink supplied.
- e) When on Club premises, members and visitors are expected to be reasonably attired within the terms of their presence in the Club. Club standards are for neat, casual dress.
- (f) A visitor to the club must not be supplied with liquor in the club premises unless the visitor is a guest in the company of a member of the club.

DAMAGE TO PROPERTY

42. No member shall remove from the Clubhouse, or deface or injure, any article the property of the Club. Members removing, breaking or damaging any article the property of the Club shall be required to make recompense at a level fixed by the Board.

DISSOLUTION OF THE CLUB

43. a) The Club may be dissolved or wound up at a General Meeting of members of the Club called for that purpose. If a resolution is passed by three quarters of the members thereat that the Club be dissolved or wound up, that resolution shall, at a Special General Meeting held not less than one month thereafter, at which meeting not less than half the members of the Club shall be present, be confirmed by a resolution passed by three quarters of the members present thereat and voting thereon. Upon such resolution being carried and confirmed, the Board shall thereupon, or at such future date as shall be specified in such resolution, proceed to sell and realise the property and assets of the Club and, out of the net proceeds of such sale and realisation, discharge and satisfy all liabilities of the Club.
- b) In the event of the Club being wound up, whether voluntarily or otherwise, the net proceeds of the sale and realisation of the Club's property and assets, both real and personal, after payment of all the debts and liabilities of the Club, including all costs, charges and expenses properly payable in connection with such sale and realisation of the Club's property, shall be divided amongst and between such charitable institutions or kindred organisations in such a manner and proportions as the Board in their absolute discretion may decide, and no member shall be entitled to share in or receive any benefit from such net proceeds.

ALTERATION OF RULES & STATEMENT OF PURPOSES

44. a) No new Rule or Statement of Purposes shall be made nor any existing Rule or Statement of Purposes altered or repealed except at a Special General Meeting called for that purpose, and then only upon the motion being carried by three quarters of the members present at the meeting in person.

- b) A copy of the proposed new Rule or Statement of Purpose alteration or repeal, shall be delivered to the Executive Secretary and shall be inserted in the notice convening the meeting at which such proposed new Rule or Statement of Purposes alteration or repeal is to be considered in accordance with the requirements of the Associations Incorporation Act.
- c) No alteration or variation to the Rules or Statement of Purposes of the Club shall have effect unless such alteration has received all approvals that may be required by law.

INTERPRETATION OF THE RULES

45. In the event of any doubt or difficulty arising as to the meaning of any Rule, By-Law or Regulation, or should any question arise as to their interpretation, the Board shall have the power to pronounce a decision thereon and its decision shall be final and binding on the members, subject only to confirmation or reversal by a Special General Meeting called for that purpose.

VISITORS

46. a) Members of the Club, not being persons under the age of eighteen (18) years, may bring guests to the Club during the hours in which it is lawful to supply the guests to a licensed club with liquor. No person shall be introduced as a visitor whose conduct or presence on the club premises is considered objectionable or prejudicial to the interests of the Club.
- b) The names of all guests, and the names of the members introducing them, shall be recorded in a book kept for that purpose and the introducer shall be responsible for the conduct of those guests and any damage they may cause while in the Club. Such visitors may only remain in the Club during the pleasure and in the presence of the member introducing them to the Club. The number of guests allowed per member shall not exceed three (3) per visit.
- c) Any member may object to the presence of any guest and, in such case, the guest must immediately retire from the Club.
- d) The privileges of this Rule may be withdrawn by a majority decision made at a Board meeting called for that purpose.
- e) Members introducing guests are held responsible for any debts contracted by them to the Club.

SELECTION COMMITTEES

47. There shall be two (2) selection committees each of five (5) members, elected at the Annual General Meeting, one for Saturday Pennant and one for Tuesday Pennant.

DISPUTES AND MEDIATION

48. a) The grievance procedure set out in this rule applies to disputes under these rules between-
- (i) a member and another member;
 - (ii) a member and the Club.
 - (iii) a member may appoint any person to act on their behalf.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all 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-
 - (iia) in the case of a dispute between a member and another member, a person appointed by the Board: or
 - (iib) 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 of the Club can be a mediator.
- f) The mediator cannot be a member who is a party to the dispute.
- 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 Associations Incorporation Act or otherwise at law.

NON-COMPLIANCE WITH THE RULES

49. Non-compliance with any of these Rules shall not render any proceeding void unless members at a General Meeting so direct.

APPLICATION OF PROFIT

50. The Club is a non proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made. Provided that nothing

herein contained shall prevent the payment, by way of honorarium or refund of expenses, to any officer of the Club for services rendered to the Club.

BY-LAWS

51. The Board may make By-laws and Regulations, not inconsistent with these Rules, for the efficient working of the Club and may alter, amend or rescind same. All By-laws shall be entered by the Executive Secretary in a book to be kept for the purpose which shall be available for inspection by the members. Changes to by-laws, and introduction of new by-laws should as soon as practicable be conveyed to members by posting details on the Club's notice board.

CLUBHOUSE HOURS

52. The Clubhouse shall be open to the members at such times and on such conditions as may be decided by the Board.

LAWS OF THE GAME OF BOWLS

53. The laws of the game of bowls, as adopted from time to time by the appropriate association shall apply to all games played under the control of the Club, except when specifically stated otherwise. Failure to observe any such laws will render the offending player liable to disqualification from the competition or match concerned.

Attachment A

Rule Changes by special Resolution

BAYSWATER BOWLS CLUB INC. – A0003023L

Thank you for your submission of the special resolution passed on **5 October 2013** for the above association incorporated under the *Association Incorporations Reform Act 2012* (the Act).

However it is noted that the following rule(s) has not been included in the new rules of your association as required under the Act.

▪ **Schedule 1 — Matter 7**

The procedure (if any) for the disciplining of members and the mechanism (if any) for appearances by members in respect of disciplinary action taken against them

Model Rule 19 – Grounds for taking disciplinary action

The Association 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 purpose of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

Model Rule 20 – Disciplinary Sub-committee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

Model Rule 21 – Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association 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.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

Model Rule 22 – Decision of committee

- (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.
- (2) After complying with subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to subrule (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 Association.
- (3) The disciplinary subcommittee may not fine the member.
- (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.

Model Rule 23 – Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (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.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association 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.

Model Rule 24 – Conduct of disciplinary appeal action

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee 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.
- (2) After complying with the subrule (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.
- (3) A member may vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

▪ **Schedule 1 — Matter 9**

The name, membership and powers of the committee or other body having the management of the incorporated association

Model Rule 63 — Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

▪ **Schedule 1 — Matter 10**

Procedures for the appointment and removal of the secretary of the incorporated association

Model Rule 49 – Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

Model Rule 52 – Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasure.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

Model Rule 55(3) – Election of ordinary members

A general meeting of the Association may—

- (a) by special resolution remove a committee member from office; and
- (b) elect an eligible member of the association to fill the vacant position in accordance with this Division.

Model Rule 59 – Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

▪ **Schedule 1 — Matter 13**

Provision for members to have access to, and be able to obtain copies of, the records, securities and other relevant documents of the incorporated association

Model Rule 75(2) – Custody of inspection of books and records

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

Model Rule 75(3) – Custody of inspection of books and records

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

▪ **Schedule 1 — Matter 15**

Provision for members to have access to, and to be able to obtain copies of, minutes of general meetings, including financial statements submitted at general meetings

Model Rule 75 – Custody of inspection of books and records

(1) Members may on request inspect free of charge

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books securities and any other relevant document of the Association, including minutes of Committee meetings.

(2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such record.

(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 Association 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 Association.

Therefore, in accordance with section 48 (3) of the Act, model rule numbers **19 – 24, 63,49, 52, 55(3), 59 and 75** are deemed to be included in the rules of your association. A Copy of the Model Rules is available on our website

Please advise members that the association’s rules are to read in conjunction with this letter and the relevant model rules.

It is also noted that under Section 46 of the Act, the rules of an incorporated association constitute the terms of a contract between the incorporated association and its members. Therefore, matters concerning the rules are for the incorporated association and its members.