Lander & Rogers
Lawyers

Constitution

Date: April 2016

Pakenham Bowls Club Inc.
Registration No. A0004678D

Legal Disclaimer: This constitution has been prepared by Lander & Rogers on instructions from Bowls Victoria Incorporated. The comments in this document are designed as a guide only and are not a substitute for a club obtaining its own legal advice.

Lander & Rogers and Bowls Victoria Incorporated accept no responsibility for any loss or damage suffered through reliance by any person on the information within this document.

Lander & Rogers
Level 12 Bourke Place
600 Bourke Street Melbourne VIC 3000
GPO Box 1842 Melbourne VIC 3001
Australia
T +61 3 **9269 9000**
F +61 3 9269 9001
www.landers.com.au
Ref: 2023229

TABLE OF CONTENTS

PART I – PURPOSES, POWERS AND INTERPRETATION 1

1. NAME 1

2. PURPOSES OF ASSOCIATION 1

3. POWERS OF ASSOCIATION 1

4. INTERPRETATION AND DEFINITIONS 1
   - 4.1 Definitions 1
   - 4.2 Interpretation 3
   - 4.3 Enforceability 3

PART II - MEMBERSHIP 3

5. MEMBERSHIP OF CLUB 3
   - 5.1 Catagories of Members 3
   - 5.2 Application for Membership – Affiliated Member 4
   - 5.3 Life Members 4
   - 5.4 Renewal of membership 4
   - 5.5 Deemed Membership 5
   - 5.6 Effect of Membership 5

6. SUBSCRIPTIONS AND FEES 5

7. REGISTERS 6
   - 7.1 Club to Keep Register of Members 6
   - 7.2 Inspection of Register 6

8. RESIGNATION OF MEMBERS 6
   - 8.1 Notice of Resignation 6
   - 8.2 Expiration of Notice Period 6
   - 8.3 Forfeiture of Rights 6

9. EXPULSION, SUSPENSION OR FINING OF MEMBERS 6
   - 9.1 Board Resolution 6
   - 9.2 Basis for Board Resolution 7
   - 9.3 Notice of Alleged Breach 7
   - 9.4 Determination of Board 7
   - 9.5 Appeal to General Meeting 8
   - 9.6 Procedures 8

PART III- GENERAL MEETINGS 8

10. ANNUAL GENERAL MEETINGS 8
    - 10.1 Annual General Meeting to be Held 8
    - 10.2 Business 8
    - 10.3 Additional Meetings 9

11. GENERAL MEETINGS 9
    - 11.1 General Meetings May be Held 9
    - 11.2 Request for General Meetings 9

12. NOTICE OF MEETINGS 9
    - 12.1 Notice to be Given for General Meetings 9
    - 12.2 Business of Meeting 9

13. PROCEEDINGS AT MEETINGS 10
    - 13.1 Quorum 10
    - 13.2 Chairperson to Chair 10

3.3 Chairperson May Adjourn Meeting 10

14. VOTING AT GENERAL MEETINGS 10
14.1 Voting Rights 10
14.2 Voting Procedure 10
14.3 Recording of Determinations 11
14.4 Poll at General Meetings 11
14.5 Proxy and Postal Voting 11

PART IV – BOARD 11

15. BOARD 11
15.1 Powers of Board 11
15.2 Composition of Board 11
15.3 Elected Directors 12
15.4 Casual Vacancy 12
15.5 Transitional Arrangements 12

16. ELECTION OF ELECTED DIRECTORS 12

17. VACANCY ON THE BOARD 13
17.1 Grounds for Termination of Director 13
17.2 Removal of Director 13

18. QUORUM AND PROCEDURE AT BOARD MEETINGS 14
18.1 Convening a Board Meeting 14
18.2 Quorum 14
18.3 Procedures at Board meetings 14

19. DIRECTORS' INTERESTS 15
19.1 General Principles 15
19.2 Disclosure of Interests 15
19.3 General Disclosure 16
19.4 Recording Disclosure 16
19.5 Conflicts 16

20. DELEGATED POWERS AND DUTIES 16
20.1 Board May Delegate Functions 16
20.2 Exercise of Delegated Functions 22
20.3 Procedure of Delegated Entity 16
20.4 Committees 17
20.5 Sections 17
20.6 Delegates of Clubs 17

PART V - MISCELLANEOUS 18

21. LIQUOR LICENCE, LIQUOR ONLY 17
21.1 Receipts for the supply of liquor 18
21.2 Management of the Club 18
21.3 Guests 18
21.4 Register of guests 18

22. GRIEVANCE PROCEDURES 18
23. SOURCES OF FUNDS 19
24. APPLICATION OF INCOME 19
25. SIGNING OF NEGOTIABLE INSTRUMENTS 19
26. COMMON SEAL 20
27. ALTERATION OF CONSTITUTION 20
28. DISSOLUTION 20
29. INDEMNITY 20
30. SERVICE OF NOTICES 21
31. CUSTODY OF BOOKS AND OTHER DOCUMENTS 21
32. REGULATIONS 21

Constitution of Pakenham Bowl's Club Inc.

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Pakenham Bowl's Club Inc

2. PURPOSES OF ASSOCIATION.

The Club is established solely for these purposes. The purposes of the Club are to:

(a) conduct, encourage, promote, advance and administer Bowls throughout its local area;

(b) act, at all times, on behalf of and in the interest of the Members and Bowls;

(c) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;

(d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;

(e) advance the operations and activities of the Club throughout the local area;

(f) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;

(g) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;

(h) apply for, hold and renew any liquor or gaming licences;

(i) have regard to the public interest in its operations; and

(j) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it under the Act, in particular Part 4.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

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

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

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

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

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

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

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

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

Club means Pakenham Bowl's Club Inc

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

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

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

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

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

Elected Director means a Director elected under rule 16.

Financial Year means the year ending on 31st March.

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

Life Member means an individual elected as such under rule 5.3(a).

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

President means the president of the Bowls Section as elected in accordance with rule 20.6 from time to time.

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

Register means the register of Members kept in accordance with rule 7.1.

Regulations mean any regulations made by the Board under rule 32.

Sections means the Bowl's Section of the Club.

Special Resolution has the same meaning as the Act.

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

4.2 Interpretation

In this Constitution:

(a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;

(b) words importing the singular include the plural and vice versa;

(c) words importing any gender include the other genders;

(d) headings are for convenience only and shall not be used for interpretation;

(e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;

(f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

(h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Enforceability

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

PART II - MEMBERSHIP

5. MEMBERSHIP OF CLUB

5.1 Categories of Member

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

(a) Affiliated Members, who shall have the right to be present, debate and vote at General Meetings;

(b) Life Members, who shall have the right to be present, debate and vote at General Meetings; and

(c) such other category or categories of members as determined by the Board from time to time.

5.2 Application for Membership – Affiliated Member

(a) To be eligible for membership as an Affiliated Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time. For the avoidance of doubt, such members also must meet and maintain any criteria set by Bowls Victoria from time to time for "Affiliated Members" (or equivalent) under its constitution.

(b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Affiliated Member must be:

(i) in writing in the form prescribed by the Board from time to time;

(ii) accompanied by the appropriate fee or fees, if any; and

(iii) lodged with the Board or its nominee.

(c) The Board may, in its discretion, determine whether to approve or decline the application.

(d) If the Board does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

(e) If a person satisfies the criteria set by this rule 5.2 and the Board accepts the application for membership, the person shall be deemed an Affiliated Member, subject always to this Constitution.

5.3 Life Members

(a) Nominations for Life Membership should be lodged with the Board or its nominee. The Board may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Club limitedto 1/30th of the voting membership be appointed as a Life Member.

(b) A resolution of the annual general meeting to confer life membership on the recommendation of the Board must be a Special Resolution.

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

5.4 Renewal of membership

(a) Affiliated Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

(b) Members other than Affiliated Members must reapply for membership as determined by the Board from time to time.

5.5 Deemed Membership

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

5.6 Effect of Membership

(a) Members acknowledge and agree that:

(i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;

(ii) they shall comply with and observe this Constitution and the Regulations;

(iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;

(iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Club; and

(v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

(b) Members may by virtue of membership of the Club and subject to this Constitution:

(i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;

(ii) make proposals or submissions to the Board;

(iii) engage and participate in any activity approved, sponsored or recognised by the Club; and

(iv) conduct any activity approved by the Club.

(c) A right, privilege or obligation of a person by reason of their membership of the Club:

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

6. SUBSCRIPTIONS AND FEES

(a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

(b) The board is empowered to prevent any member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of the membership of the club, including but not limited to the rights to vote at the general meeting.

(c) If any Member fails to pay the Annual Subscription within four (4) months of the commencement of the Financial Year in any year their membership shall thenceforth cease but should a sufficient explanation be made to the Board it shall have the power to restore their name to the register upon payment of the amount due.

7. REGISTERS

7.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered the full name, address, category of membership, date of entry of the name of each member and whether the Member has been granted voting rights.

7.2 Inspection of Register

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

8. RESIGNATION OF MEMBERS

8.1 Notice of Resignation

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

8.2 Expiration of Notice Period

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

8.3 Forfeiture of Rights

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

9. EXPULSION, SUSPENSION OR FINING OF MEMBERS

9.1 Board Resolution

Subject to this Constitution, the Board may by resolution

(a) Expel a Member from the Club; or

(b) Suspend a Member from membership of the club or accessing certain privileges of membership for a specific period; or

(c) Fine a Member; or

(d) Impose such other penalty, action or educative process as it sees fit.

9.2 Basis for Board Resolution

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

(a) Breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;

(b) Acted in a manner unbecoming of a Member or prejudicial to the purpose and interests of the club, or another Member; or

(c) brought the Club, or Bowls or another Member into disrepute.

Such grounds do not constitute a grievance, and rule 22 does not apply.

9.3 Notice of Alleged Breach

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

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

(b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) days after service of notice;

(c) stating the date, place and time of that meeting;

(d) informing the Member that he, she or it may do one or more of the following:

(i) attend that meeting;

(ii) give the Club prior to or at that meeting a written statement regarding the alleged breach..

9.4 Determination of Board

(a) At a meeting of the Board held in accordance with rule 9.3, the Board shall:

(i) give the Member every opportunity to be heard;

(ii) give due consideration to any written statement submitted by the Member; and

(iii) by resolution determine whether the alleged breach occurred.

(b) If the Board determines there was a breach of rule 9.2, it will determine what penalty (if any) shall be given to the Member.

9.5 Appeal to General Meeting

(a) Where the Board makes a determination under rule 9.4, the Member may appeal any part of that determination by providing the Board Secretary with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.

(b) Where the Board Secretary receives a notice under rule 9.5 (a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Board Secretary received the notice.

(c) At a General Meeting of the Club convened under rule 9.5(b):

(i) no business other than the question of the appeal shall be transacted;

(ii) the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;

(iii) the member shall be given an opportunity to be heard;

(iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(d) If at the General Meeting:

(i) two-thirds of the Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and

(ii) in any other case, the determination is revoked.

9.6 Procedures

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

PART III- GENERAL MEETINGS

10. ANNUAL GENERAL MEETINGS

10.1 Annual General Meeting to be Held

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

10.2 Business

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

10.3 Additional Meetings

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

11. GENERAL MEETINGS

11.1 General Meetings May be Held

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

11.2 Request for General Meetings

(a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 10% of Members who would be entitled to vote at such General Meeting. The Board may also convene a General Meeting.

(b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Board Secretary. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(c) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.

(d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

12. NOTICE OF MEETINGS

12.1 Notice to be Given for General Meetings

The Board Secretary shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 30.

12.2 Business of Meeting

(a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

(b) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

13. PROCEEDINGS AT MEETINGS

13.1 Quorum

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

(a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

(i) if convened upon the requisition of Members, shall be dissolved; and

(ii) in any other case, shall stand adjourned to:

(A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or

(B) any date, time and place determined by the chairperson;

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

13.2 Chairperson to Chair

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

13.3 Chairperson May Adjourn Meeting

(a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other then the business left unfinished at the meeting at which the adjournment took place.

(b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. VOTING AT GENERAL MEETINGS

14.1 Voting Rights

Subject to any other provision of this Constitution, each Affiliated Member and Life Member shall be entitled to one vote at General Meetings.

14.2 Voting Procedure

(a) Subject to this rule 14, votes at a General Meeting shall be given in person by those present and entitled to vote.

(b) Subject to rule 14.4 all questions arising at a General Meeting shall be determined on a show of hands.

(c) In the case of an equality of votes on a question, the motion shall fail. The Chairperson of the meeting is not entitled to exercise a second or casting vote.

14.3 Recording of Determination

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

14.4 Poll at General Meetings

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

14.5 Proxy and Postal Voting

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

PART IV – BOARD

15. BOARD

15.1 Powers of Board

(a) The affairs of the Club shall be managed by the Board constituted under rule 15.2.

(b) Subject to this Constitution and the Act, the Board:

(i) shall control and manage the business and affairs of the Club;

(ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and

(iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

15.2 Composition of Board

(a) The Board shall consist of:

(i) six Elected Directors who must all be Affiliated Members and who shall be elected in accordance with rule 16; and

(ii) The elected President of the Bowls Section.

(b) The position of Chairperson shall be appointed by the Board annually from amongst its number. A Director may be re-appointed as President.

(c) The Board may allocate portfolios to Directors if required.

15.3 Elected Directors

(a) Subject to rule 17 below, each Elected Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the second Annual General Meeting following their election.

(b) Three Elected Directors shall be elected in every odd-numbered year and three in every even-numbered year.

(c) Directors are eligible for re-election, however no Elected Director may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of at least 12 months.

15.4 Casual Vacancy

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

15.5 Transitional Arrangements

(a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 15.5 shall apply from the date of adoption of this Constitution.

16. ELECTION OF ELECTED DIRECTORS

(a) The Board Secretary shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations in a manner determined by the Board.

(b) Nominations of candidates for election as Elected Directors shall be:

(i) made in writing on the form provided by the Club from time to time (if any), signed by two Affiliated Members as nominees and accompanied by the written consent of the nominee. The candidate must be an Affiliated Member; and

(ii) delivered to the Board Secretary or person nominated by the Board by the date specified on the call for nominations.

(c) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

(d) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under clause 15.4.

(e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.

(f) Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.

17. VACANCY ON THE BOARD

17.1 Grounds for Termination of Director

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

(a) in the case of an Elected Director, ceases to be an Affiliated Member;

(b) becomes bankrupt;

(c) resigns their office by notice in writing given to the Club;

(d) is subject to any sanction by the Board, which sanction is confirmed by the Members, under rule 9;

(e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;

(f) is removed from office in accordance with this Constitution;

(g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

(h) would be prohibited from being a director of a company under the *Corporations Act 2012* (Cth); or

(i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

17.2 Removal of Director

(a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.

(b) Where the Director to whom a proposed resolution referred to in rule 17.2(a) makes representations in writing to the Board Secretary or the Chairperson and requests that such representations be notified to the Members, the Board Secretary or the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

18. QUORUM AND PROCEDURE AT BOARD MEETINGS

18.1 Convening a Board Meeting

(a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 18, the Board may regulate its meetings as it thinks fit.

(b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Board meeting shall be given to each Director.

(c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:

(i) delivering it to that Director personally;

(ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

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

18.2 Quorum

(a) Four Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.

(b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.

(c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

18.3 Procedures at Board meetings

(a) At meetings of the Board, the Chairperson shall chair the meeting. If the Chairperson is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.

(b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.

(c) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the Chairperson nor acting chair may exercise a second or casting vote.

(d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

(e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;

(iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

(iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

19. DIRECTORS' INTERESTS

19.1 General Principle

A Director is disqualified from :

(a) Holding any place of profit or position of employment in the club, or in any company or incorporated association in which the club is a shareholder or otherwise interested; or

(b) Contracting with the club either as vendor, purchaser or otherwise,

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

19.2 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the

meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any case at the first meeting of the Board after the acquisition of the interest.

19.3 General Disclosure

A general notice that a Director is a member of any specified firm or company and is

to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 19.2 for such a Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

19.4 Recording Disclosures

It is the duty of the Board Secretary record in the minute any declaration made or any general notice as aforesaid given by a Director in accordance with rules 19.2 and 19.3

19.5 Conflicts

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

20. DELEGATED POWERS

20.1 Board May Delegate Functions

(a) The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

(i) this power of delegation; and

(ii) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

(b) At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20.2 Exercise of Delegated Functions

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

(b) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

20.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this

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

20.4 Committees

(a) As set out in rule 20.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

(b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.

(c) A Director or the Chief Executive shall be ex-officio members of any committee so appointed.

20.5 Sections

(a) There shall be one Bowls section.

(b) The section shall each be responsible to the Board for the management and conduct of all Bowls activities including pennant and social bowls, respective Club championships, Club events and any other special events approved by the Board. The section shall be jointly responsible to the Board for the conduct of such mixed events as are approved by the Board.

(c) The Board shall determine in writing how the duties and powers afforded to the section shall be exercised. As for any Committee, the exercise of such powers and duties must conform to any directions or Regulations that may be prescribed by the Board.

20.6 Delegates of Clubs

(a) The Board shall appoint Delegates to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Bowls Victoria meetings and Region and Division meetings.

(b) The Club shall advise Bowls Victoria prior to a relevant meeting or event who its Delegates will be. If the Club does not provide notification to Bowls Victoria, the President and secretary of the Club shall be deemed to be the Delegates.

PART V - MISCELLANEOUS

21. LIQUOR LICENCE, LIQUOR ONLY

21.1 Receipts for the supply of liquor

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

21.2 Management of the Club

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

21.3 Guests

(a) 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.

(b) A person can not:

(i) be admitted as an honorary member or temporary member of the Club; or

(ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

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

21.4 Register of guests

Where a guest in the company of a Member is admitted to any part of the licensed premises, the Board Secretary shall keep on the Club premises a register of such a guest and such register must contain the:

(a) name and address of each guest; and

(b) date on which each guest attended the premises.

22. GRIEVANCE PROCEDURES

(a) The grievance procedure set out in this rule applies to disputes under this Constitution between:

(i) a Member and another Member; or

(ii) a Member and the Club.

(b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.

(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(d) The mediator must be:

(i) a person chosen by agreement between the parties; or

(ii) in the absence of agreement:

(A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or

(B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(e) A Member can be a mediator.

(f) The mediator cannot be a Member who is a party to the dispute.

(g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(h) The mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard; and

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(i) The mediator must not determine the dispute.

(j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

23. SOURCES OF FUNDS

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

24. APPLICATION OF INCOME

(a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.

(b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

25. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two Directors or in such other manner approved by the Board from time to time.

26. COMMON SEAL

(a) The Club may have a Seal upon which its corporate name shall appear in legible characters.

(b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two

directors must witness every use of the Seal, unless the Board determines otherwise.

27. ALTERATION OF CONSTITUTION

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

28. DISSOLUTION

(a) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

(b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

29. INDEMNITY

(a) Every Director and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.

(b) The Club shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

(i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and

(ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

30. SERVICE OF NOTICES

(a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

31. CUSTODY OF BOOKS AND OTHER DOCUMENTS

(a) Except as otherwise provided in this Constitution, the Board Secretary shall keep in his or her custody or control all books, minutes, documents and securities of the Club.

(b) The Board Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

(c) Subject to the Act no Member is entitled to inspect the accounts, books, securities, minutes of Board meetings or other Relevant Documents of the Club, unless authorised in writing by the Board.

32. REGULATIONS

(a) The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Club premises.

(b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.