



Constitution

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WODONGA BOWLING CLUB INCORPORATED
(Registration No. A0056489Y)

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Constitution of Wodonga Bowling Club Incorporated

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is **Wodonga Bowling Club Incorporated**.

2. INCORPORATION

Clubs shall incorporate under the Act and shall remain incorporated.

3. PURPOSES OF ASSOCIATION

The Club is established solely for these purposes:

- (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.

4. 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.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Affiliated Member means a natural person recognized by the Club as a Member under **Rule 7.5(d)** 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 12**.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under **Rule 8**.

Appointed Director means a Director appointed under **Rule 18.4**.

Board means the body consisting of the Directors under **Rule 18.2**.

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

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

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

Chairman means an appointed person to preside over Board/Committee Meetings

Club Manager means the Manager of the Club appointed by the Board in accordance with **Rule 24.4**. If a Club Manager has not been appointed by the Board, all references to the "Club Manager" in this Constitution shall be taken to refer to the Board.

Club means Wodonga Bowling Club Incorporated.

Committee means any committee of the Board created under **Rule 23.5** 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 and an Appointed 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 19**.

Financial Year means the year ending on 31 December.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with **Rule 13**.

Life Member means an individual elected as such under **Rule 7.6**.

Member means any person recognized as a member of the Club by the Board under **Rule 7** 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 9.1**.

Regulations mean any regulations made by the Board under **Rule 40**.

Sections means Men's and Women's Bowling Sections 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.

5.2 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 gender;
- (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.

5.3 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 – CLUB STRUCTURE

6. ORGANISATION

6.1 Management Structure

- (a) The Club organisational and management structure will be determined by the Board to ensure efficient and effective management of the Club. The organisation is to be established in accordance with **Club Regulation 2** and adjusted by the Board if and when required.
- (b) The Club's Organisational Chart is to be displayed within the Club.

PART III - MEMBERSHIP

7. MEMBERSHIP OF CLUB

7.1 Minimum number of Members

The Club must have at least five Members.

7.2 Balance of Membership

- (a) The Board shall ensure that Affiliate and Life Members together constitute at least sixty per cent of the total membership of the Club.

7.3 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 and shall be entitled to all the privileges of the Club;
- (b) **Life Members**, who shall have the right to be present, debate and vote at General Meetings and shall be entitled to all the privileges of the Club;
- (c) **Junior Member**, who shall have the right to be present at General Meetings;
- (d) **Social Member**, shall be entitled to such privileges as the Board may from time to time determine.
- (e) **Honorary Member**, shall be entitled to such privileges as the Board may from time to time determine, and
- (f) **Other Category**, categories of members as determined by the Board from time to time.

7.4 Eligibility and Privileges

- (a) The eligibility and privileges of membership will be set by the Board from time to time in accordance with **Club Regulation 3**.

7.5 Application for Membership

- (a) To be eligible for membership as an Affiliated, Junior, Social or Honorary 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, Affiliated and Junior 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, Junior, Social or Honorary Member must be:
 - (i) in writing in the form prescribed by the Board from time to time, proposed by a full member and seconded by another each of whom must have personal knowledge of the applicant. A nomination form must be signed by the applicant, proposer and seconder and shall contain the name, address of the applicant, the date of the application and any other information required on the form; and
 - (ii) handed to the Director of Administration who shall display such nomination form in a conspicuous place in the Club premises for at least a week before the election and an interval of not less than two weeks shall elapse between date of nomination and election of a member. The Board may exercise its discretionary power to reduce the time required.
- (c) The Board may, in its discretion, determine whether to approve or decline the application. A record shall be kept by the Director of Administration of members of the Board voting at any election of members of any classification and the decision of the Board as to whether any candidate

has been duly elected or not shall be final. Should 75% of the Board members present dissent the candidate shall not be elected.

- (d) If a person satisfies the criteria set by this **Rule 7.4** and the Board accepts the application for membership, the person shall be deemed a Member, as categorized, subject always to this Constitution. The Director of Administration is to;
 - (i) notify the nominee in writing the success or otherwise of their application and if successful request payment within the period of thirty days after receipt of the notification of the sum payable under these Rules;
 - (ii) upon payment of the amount/s referred to in **Club Regulation 3.2** within the period referred to in **Rule 7.5(f)** and enter the nominee's name in the Register of Members kept by them and upon the name so entered the nominee becomes a Member of the Club;
- (e) 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.
- (f) If a newly elected member fails to pay their membership fees within thirty days after being notified of their acceptance their election shall become void.
- (g) Any person whose application for membership is rejected or whose election is voided shall not again be nominated for membership for a period of at least six months from the rejection or voidance of membership.
- (h) The payment of membership fees or using the Club's property shall imply a Member's acquiescence in the Regulations of the Club.

7.6 Life Membership

- (a) Nominations for Life Membership should be lodged with the Director of Administration. The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting (AGM) or General Meeting to confer life membership, on the recommendation of the Board, must be a Special Resolution. Life Membership will only be granted when the criteria contained in the Regulations has been met and on receiving the votes of at least 75% of the members present at a General Meeting.
- (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.
- (d) Life Membership of the Club will entitle the Member to full privileges without payment of any membership subscription fees. A life member shall not be relieved of any other financial obligation other than the annual membership subscription fee.

7.7 Renewal of membership

- (a) Affiliated, Junior and Social 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 in other categories must reapply or be granted membership as determined by the Board from time to time.
- (c) Any member contemplating absence for a period may apply to the Board and be granted leave of absence for one or more years subject to conditions as may be determined by the Board.

7.8 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.

7.9 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) all members, except honorary members, shall communicate in writing any change of their address to the Director of Administration who shall register the same;
 - (v) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Club; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board as detailed in **Club Regulation 3**.
- (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 through the appropriate Director;
 - (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.

8. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for,

and manner of payment, shall be determined by the Board from time to time.

- (b) The date on which Annual Subscriptions shall fall due shall be determined by the Board from time to time.
- (c) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.
- (d) As soon as practicable after the setting of subscription amounts by the Board, the Director of Administration shall give notice to all members that their membership subscriptions are due and the prescribed date by which they must be paid.
- (e) If any member fails to pay the annual subscription amounts within thirty days after the prescribed date in any year their membership shall henceforth cease but should 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.
- (f) If new members are elected after the first day of January in any year then the subscription amounts for the remaining portion of the year shall be fixed at the discretion of the Board.
- (g) Should any member of the Club from any cause whatsoever cease to be a member for one or more years they may be readmitted without paying back subscriptions provided a majority of the Board consent thereto.
- (h) Any member transferring to another class of membership shall pay the difference between subscription for the respective membership classes where a higher subscription is applicable.
- (i) No member shall be exempted from the obligation to pay the subscription appropriate to their category of 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.

9. REGISTERS

9.1 Club to Keep Register of Members

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

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

9.2 Inspection of Register

- (a) Inspection of the Register will only be available as required by the Act and in accordance with **Rule 39(c)**

10. RESIGNATION OF MEMBERS

10.1 Notice of Resignation

- (a) 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.

10.2 Expiration of Notice Period

- (a) Upon the expiration of a notice given under **Rule 10.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

10.3 Resignation by failure to pay subscription

- (a) A Member is taken to have resigned if:
 - (i) The Member's Annual Subscription is outstanding more than four months after the due date determined by the Board in accordance with **Rule 8(b)**; or
 - (ii) If no annual subscription is payable:
 - (A) the secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

10.4 Forfeiture of Rights

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

11. EXPULSION, SUSPENSION OR FINING OF MEMBERS

11.1 Establishing a Disciplinary Committee

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

the Board may by resolution and in accordance with **Rule 23.5**, establish a disciplinary committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

- (b) The grounds listed at **Rule 11.1(a)** do not constitute a grievance, and **Rule 28** does not apply.

11.2 Provisional Suspension

- (a) Upon establishing a disciplinary committee under rule 11.1(a) the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

11.3 Disciplinary Committee Members

The members of the disciplinary committee:

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

11.4 Notice of Alleged Breach

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

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

11.5 Determination of Disciplinary Committee

- (a) At the Disciplinary Hearing the disciplinary committee shall:
 - (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether the alleged breach occurred.
- (b) If the disciplinary committee determines there was a breach of **Rule 11.1(a)**, it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Board.
- (c) The penalties able to be given to the Member by the disciplinary committee include:
 - (i) expel a Member from the Club; or
 - (ii) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
 - (iii) fine a Member; or
 - (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit.

11.6 Appeal to General Meeting

- (a) Where the Disciplinary Committee makes a determination under **Rule 11.5**, the Member may appeal any part of that determination by providing the the Director of Administration 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 Disciplinary Committee.
- (b) Where the Director of Administration receives a notice under **Rule 11.6(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 Director of Administration received the notice.
- (c) At a General Meeting of the Club convened under **Rule 11.6(b)**:
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Disciplinary Committee 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 Disciplinary Committees determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.

11.7 Procedures

- (a) Subject to this **Rule 11** and any other relevant provision of this Constitution, the Board may regulate the procedures at its meetings and a General Meeting convened under this **Rule11** as it thinks fit.

PART IV- GENERAL MEETINGS

12. ANNUAL GENERAL MEETINGS

12.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule **Error! Reference source not found.**, be convened at a time, date and venue to be determined by the Board.

12.2 Business

- (a) 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.
- (b) In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting may (but, for the avoidance of doubt, it does not have to) include the following:
 - (c) Confirmation of Minutes of previous meetings;

- (d) Chairman's Report;
- (e) Club Delegates' Report;
- (f) Committee Reports
- (g) Financial Report;
- (h) Election of the Board (**Rule 18.2**)
- (i) Election of other Office Bearers;
- (j) Election of Committees;
- (k) Honorariums;
- (l) Regional and Club Levy/Fees
- (m) Bowls Programmes;
- (n) Notices of Motion
- (o) Any other business of which notice is given in accordance with this Constitution.

12.3 Additional Meetings

- (a) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General Meeting is a Special General Meeting.

13. SPECIAL GENERAL MEETINGS

13.1 Special General Meetings May be Held

- (a) The Board may, whenever it thinks fit convene a Special 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 Special General Meeting before the expiration of that period.

13.2 Request for Special General Meetings

- (a) The Board shall convene a Special General Meeting upon receiving a request in writing from not less than 10% of Members who would be entitled to vote at such Special General Meeting. The Board may also convene a Special General Meeting.
- (b) The request for a Special 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 Director of Administration. 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 Special 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 Special General Meeting to be held not later than sixty days after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which Special 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.

14. NOTICE OF MEETINGS

14.1 Notice to be given for General Meetings

- (a) The Director of Administration 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 38**.

14.2 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.
- (c) Notices of Motion to be brought to the meeting must be lodged with the Director of Administration 30 days prior to the date of the meeting

15. PROCEEDINGS AT MEETINGS

15.1 Quorum

- (a) 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 15% of Members.
- (b) 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
 - (C) 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.

15.2 Chairman to Chair

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

15.3 Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.

Except as provided in this Rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15.4 Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under **Rule 15.4(a)** is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Voting Rights

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

16.2 Voting Procedure

- (a) Subject to this **Rule 16**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to **Rule 16.4**, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairman nor the chairperson of the meeting is entitled to exercise a second or casting vote.

16.3 Recording of Determinations

- (a) 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 Minutes of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16.4 Poll at General Meetings

- (a) 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.

16.5 Proxy and Postal Voting

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

17. MINUTES OF GENERAL MEETINGS

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

- (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
- (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART V – BOARD OF MANAGEMENT

18. BOARD

18.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under **Rule 18.2**.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club including but not limited to;
 - (A) The negotiation of a loan, the issuing of debentures,
 - (B) the giving of any security over any property of the Club,
 - (C) the selling of any realty,
 - (D) the leasing of any land or buildings the property of the Club for any term exceeding three years, and
 - (E) all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club, shall require the previous approval of an Annual General or Special General Meeting 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.
- (c) The duties and responsibilities of the Board are set out in **Club Regulation 4**

18.2 Composition of Board

- (a) The Board shall consist of:
 - (i) seven elected Directors who must all be Affiliated Members and who shall be elected in accordance with **Rule 19**; and
 - (ii) up to two Appointed Directors who may be appointed by the Elected Directors in accordance with **Rule 18.4**.
- (b) The seven elected Directors will fill the positions as follows:
 - (i) Chairman – elected at AGM by members,
 - (ii) Director of Administration – elected at AGM by members
 - (iii) Director of Finance – elected at AGM by members

Four additional Directors - portfolios to be allocated at the first Board Meeting after the Annual General Meeting;

18.3 Elected Directors

- (a) Subject to **Rule 20**, 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 next Annual General Meeting following their election.

18.4 Appointed Directors

- (a) The Elected Directors may appoint up to two Appointed Directors. An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Bowls. The Appointed Director does not need to be an Affiliated Member.
- (b) The Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term to be determined by the Elected Directors.

18.5 Casual Vacancy

- (a) 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.

19. ELECTION OF ELECTED DIRECTORS

- (a) The Board 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.
 - (i) All nominations shall be displayed on the noticeboard up to and including the closing date for nominations.
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (c) Nominations of candidates for election as Elected Directors shall be:
 - (i) made in writing on the form provided by the Club from time to time), 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 Director of Administration or person nominated by the Board by the date specified on the call for nominations.
- (d) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (e) If there are insufficient nominations received to fill all vacancies on the Board nominations can be called from the floor of the AGM and any remaining positions will be deemed casual vacancies under **Rule 18.5**.
- (f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates. The position of names on the ballot paper shall be decided by a draw in the presence of the Chairman and Director of Administration for each vacancy on the Board.

- (g) 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.
- (h) Office bearers to the Board of Management shall be elected in the following order:
 - (i) Chairperson,
 - (ii) Director of Administration,
 - (iii) Director of Finance, and
 - (iv) Other Directors (4)

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

- (a) For the purposes of this Constitution, the office of a Director becomes vacant if the Director:
 - (i) in the case of an Elected Director, ceases to be an Affiliated Member;
 - (ii) becomes bankrupt;
 - (iii) resigns their office by notice in writing given to the Club;
 - (iv) is subject to any sanction by the Board, which sanction is confirmed by the Members, under **Rule 11**;
 - (v) 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;
 - (vi) is removed from office in accordance with this Constitution;
 - (vii) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (viii) would be prohibited from being a director of a company under the *Corporations Act 2001* (Commonwealth); or
 - (ix) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence in accordance with **Rule 21.5** or provided reasonable excuse for such absence.

20.2 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 20.2(a)** makes representations in writing to the Director of Administration or the Chairman and requests that such representations be notified to the Members, the Director of Administration or the Chairman 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.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 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 21**, 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, the time, date and place of the Board meeting 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.

- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with **Rule** Error! Reference source not found. provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

21.3 Quorum

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

21.4 Procedures at Board meetings

- (a) At meetings of the Board, the Chairman shall chair the meeting. If the Chairman is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director and Appointed Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one

vote. In the event of an equality of votes on any question, the motion shall fail; neither the Chairman nor chair may exercise a second or casting vote.

- (d) Voting by proxy is not permitted.
- (e) 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.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other 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 **Rule 21.4(f)(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 **Rule 21.4(f)(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.

21.5 Leave of absence

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

22. DIRECTORS' INTERESTS

22.1 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This **Rule 22.1** does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Club is established; or

- (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Director of Administration to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this **Rule 22.1**.

22.2 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise, except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- (b) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (c) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 22.2(b)** for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (d) It is the duty of the Director of Administration to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **Rule 22.2**.

22.3 Conflicts

- (a) 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.

23. DELEGATED POWERS AND DUTIES

23.1 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.

23.2 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.

23.3 Procedure of Delegated Entity

- (a) 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 **Rule 21**. 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.

23.4 Club Management

- (a) The Director of Administration shall act as Act Secretary of the Club and shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) The Director of Administration shall be responsible to the Board for the management of the affairs of the Club, and for this purpose may exercise all powers of the Club which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (c) The Board shall employ any permanent staff as are deemed necessary and authorise the hire of additional staff to assist in the operation of the Club.

All permanent employees will have a Duty Statement detailed in the Club Regulations and a copy of the Management Structure showing reporting lines as detailed under Club Regulations.

23.5 Committees

- (a) As set out in **Rule 23.1**, 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 Chairman of the Board shall be ex-officio members of any committee so appointed.

23.6 Delegates of Club

- (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 (if established) meetings.

- (b) The Club shall advise Bowls Victoria and Ovens and Murray Bowls Region, prior to a relevant meeting or event, who its Delegates will be. If the Club does not provide notification, the President of the Bowls section (male or female) and the Director of Administration of the Club shall be deemed to be the Delegates.

24. DUTIES

24.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

24.2 Act Secretary

- (a) The Act Secretary of the Club shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) The Act Secretary must give the registrar notice of his or her appointment within 14 days after the appointment.
- (c) If the position of Act Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

24.3 Financial Duties

- (a) The Board must:
 - (i) ensure that all moneys paid to or received by the Club is accounted for and the issue of receipts for those moneys are in the name of the Club; and
 - (ii) ensure that all moneys received are paid into the account of the Club within 5 working days, or a timeframe determined by the Board, after receipt;
 - (iii) ensure that authorised persons make any payments authorised by the Club or by a General Meeting of the Club from the Club's funds;
 - (iv) ensure that the financial records of the Club are kept in accordance with the Act;
 - (v) coordinate the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
 - (vi) ensure that at least two Directors have access to the accounts and financial records of the Club; and
 - (vii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Board.
- (b) The Board may allocate responsibility for the financial duties described at **Rule 24.3(a)** to a portfolio or Director in accordance with **Rule Error!** Reference source not found..

24.4 Club Manager

- (a) The Club Manager shall be responsible to the Board for the management of the affairs of the Club, and for this purpose may exercise all powers of the Club which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (b) The Club Manager shall have the right to be present and to debate at all Board and General Meetings of the Club and shall have no vote.

25. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under Rules 22.1 or 22.2.

PART VI - MISCELLANEOUS

26. OTHER MISCELLANEOUS MATTERS

26.1 CLUB COLOURS

- (a) The colours of the Club shall be as the Board from time to time may determine, subject to approval by Bowls Victoria.

26.2 PLAYING AREA

- (a) The Director of Clubhouse Greens and Surrounds shall have full control and supervision of the playing area, in accordance with **Club Regulation 4.1(a)(iv)**.

26.3 CODE OF CONDUCT AND OBJECTIONABLE BEHAVIOUR

- (a) The Club will maintain a Code of Conduct in line with the Victorian Code of Conduct for community sport. A copy of the Clubs Code of Conduct is to be contained within the Clubs Regulations.
- (b) Every person: spectator, player, club member, official, participant, administrator, coach, parent or member of the community visiting or using the Club is subject to the Club's Code of Conduct.
- (c) No objectionable language or behaviour or unlawful gambling or betting shall be permitted on Club premises.

26.4 DAMAGE TO PROPERTY

- (a) No member shall remove from the club-house (except as approved by the Club Manager) or deface or damage any article of property of the Club.
- (b) Members removing, breaking or damaging any article, the property of the Club, shall pay for same at a price determined by the Board.

26.5 CLUB-HOUSE OPEN

- (a) The Club-House may be open to members for such time and upon such conditions as determined by the Board.

27. LIQUOR LICENCE

27.1 Receipts for the supply of liquor

- (a) 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.

27.2 Supply of Liquor

- (a) A visitor shall not be supplied with liquor in the Club premises unless in the company of a Member.
- (b) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the Member purchasing the same.
- (c) No persons under eighteen years of age, except persons who are being trained as waiters and not permitted to serve behind the bar, shall be employed to perform duties inside the Club,
- (d) No payment or part payment shall be made to any officer or servant of the Club by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

27.3 Management of the Club

- (a) In accordance with **Rule 18**, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

27.4 Guests

- (a) With the exception of junior members and honorary members, members shall be permitted to introduce visitors to the Club subject to such regulations as the Board of Management shall determine from time to time provided that no person shall be introduced as a visitor who has been expelled from membership of a bowling club affiliated with an Australian State Bowling Authority or whose conduct or presence on the Club's premises shall be considered objectionable or prejudicial to the interest of the Club.
- (b) A guest 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 or attending a function or occasion in respect of which a limited licence has been granted under the provisions of the Liquor Control Act.

27.5 Register of guests

- (a) Where a guest in the company of a Member is admitted to any part of the licensed premises, the Club Manager shall keep on the Club premises a register of such a guest and such register must contain the:
 - (i) name and address of each guest; and
 - (ii) date on which each guest attended the premises.

28. 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) A Member with a grievance must state particulars of the dispute to the Director of Administration in writing
- (c) 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.
- (d) 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.
- (e) 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).
- (f) A Member can be a mediator.
- (g) The mediator cannot be a Member who is a party to the dispute.
- (h) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (i) 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.
- (j) The mediator must not determine the dispute.
- (k) 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.

29. SOURCES OF FUNDS

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

30. MANAGEMENT OF FUNDS

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited. No banking account shall be opened until approved by the Board and all Club banking accounts shall be kept with such bank or banks as from time to time appointed by the Board and all monies banked therein.
- (b) All funds of the Club must be deposited into the financial account of the Club within a timeframe determined by the Board but no later than five working days after the receipt.

- (c) The Board may authorise a Director or Club Manager to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All accounts against the Club shall be paid only after verification by the Director of Finance and approved by the Board.
- (e) No expenditure exceeding the amount specified by the Board from time to time and stated in the Regulations shall be entered into without the explicit approval of the Board.
- (f) With the approval of the Board, the Club Manager and other authorised committees may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (g) Proper books of account shall be kept by, or under the direction of, the Director of Finance and these books shall be open for inspection by the Board at any time.

31. APPLICATION OF INCOME

- (a) As the Club is a non-proprietary organisation. The profits and any other income of the Club shall be applied to the promotion of the purposes for which the members are associated together and no payment of any dividend or distribution of profit or income to or among the members of the Club shall be made except in the case of payment of interest and the return of capital to debenture holders. Provided that nothing herein contained shall prevent the payment by way of honorarium or refunds to any officer of the Club for services rendered to the Club as set out by the Board or resulting from endorsement of recommendations from the Members.

32. SIGNING OF NEGOTIABLE INSTRUMENTS

- (a) All cheques or payments drawn on Club accounts shall be signed or authorised (where electronic banking is employed) by any two of the following: The Chairman, Director of Finance. Director of Administration or Club Manager 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 such person acting in place of any one of the officers registered shall be empowered to sign cheques or authorise payment on the Club bank accounts in a like manner.

33. AUDIT

- (a) A registered company auditor or a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia shall be appointed by the Board to act as auditor. The auditor shall have the power at all times to examine all books, vouchers and receipts and prepare an audited financial statement and balance sheet for the Club Annual General Meeting certifying the same to be correct and including any report or suggestion to the Board concerning the welfare of the Club. The Board shall have the power in exceptional circumstances to terminate such appointment at any time and appoint a temporary auditor as a replacement.

34. COMMON SEAL

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

35. ALTERATION OF CONSTITUTION

35.1 Constitution

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

36. DISSOLUTION

- (a) The Club may be wound up voluntarily by special resolution.
- (b) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to 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.

37. 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.

38. 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.

39. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Director of Administration shall keep in his or her custody or control all books, Minutes, documents and securities of the Club.
- (b) The Director of Administration shall keep Minutes of the resolutions and proceedings of each General Meeting and Board Meeting in books or other form of record as determined by the Board and provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of the Club;
 - (ii) the minutes of each General Meeting.
- (d) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at **Rule 39(b)**.
- (e) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the register of members.
- (f) Subject to the Act and **Rules 39(c)** and **39(e)**, no Member is entitled to inspect the financial records, accounts, books, securities, Minutes of Board meetings or other Relevant Documents of the Club, unless authorised in writing by the Board.

40. 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 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.