

**CONSTITUTION**

**OF**

**METROPOLITAN BOWLS**

**ASSOCIATION**

**INCORPORATED**

MBA AGM

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## TABLE OF CONTENTS

1.	Definitions and Interpretations. ....	4
2.	Objects and Purposes .....	6
3.	Powers of the Association.....	6
4.	Membership .....	7
5.	Life Membership.....	7
6.	Executive Committee.....	8
7.	Nominations and Elections .....	9
8.	President.....	9
9.	Vice President .....	10
10.	Secretary .....	10
11.	Finance Officer .....	10
12.	Terminations .....	11
13.	Powers of the Executive Committee.....	11
14.	Executive Committee Meetings and Quorum.....	12
15.	Member Club Presidents Meetings and Quorum.....	13
16.	Annual General Meeting.....	13
17.	Special General Meetings .....	14
18.	Finance.....	15
19.	Audit .....	15
20.	Member Club or Member Misconduct or Breach of Rules .....	15
21.	Dispute or Protest Resolution .....	15
22.	Conflict of Interest, Pecuniary Interest, Vested Interest .....	16

23. Office Bearer Misconduct..... 16

24. Privacy Act..... 16

25. Provision For Cases Not Provided For ..... 16

26. Alteration of Constitution ..... 16

27. Dissolution ..... 17

28. Winding Up..... 17

29. Members’ Contributions ..... 17

# CONSTITUTION OF METROPOLITAN BOWLS ASSOCIATION INCORPORATED

## Name of Association

The name of the incorporated association is the "Metropolitan Bowls Association Incorporated" herein after stated as the ("**Association**")

## 1. Definitions and Interpretations

### Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1985 (SA)*.

“**Annual General Meeting**” means a meeting of the kind described in clause 16.

“**Appointed Office Bearer**” means a person appointed by the Executive Committee for a set period.

“**Association**” means the Member Clubs and their Members, as defined in these definitions.

“**Bowls**” means the game of lawn bowls played on grass or other substitute surfaces.

“**Bowls Australia**” means the National Sporting Organisation, Bowls Australia Limited.

“**Bowls SA**” means the State Sporting Organisation, Bowls SA Incorporated.

“**Club Representative**” An eligible Member who is authorised to act in place of the President of their Member Club at meetings of the Association.

“**Constitution**” means the rules of the Metropolitan Bowls Association pursuant to the provisions of the Act.

“**Executive Committee**” means the body consisting of the elected Office Bearers constituting the committee of the Association for the purposes of the Act.

“**Financial year**” means the period April 1 to March 31.

“**Game**” means the sport of lawn bowls and includes the rules, laws and sporting ethics of bowls.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

“**Laws of the Sport**” means the *Laws of the Sport of Bowls in Australia*.

“**Life Member**” means an individual appointed as a Life Member of the Association in accordance with this Constitution and the By-Laws;

“**Member**” means a financial member, for the time being, of a Member Club within the Association, Bowls SA, Bowls Australia and World Bowls.

“**Member Club**” means a metropolitan Bowling Club which is admitted as an affiliated Member Club by the Association and the Board of Bowls SA as listed in the By-Laws of the Association.

“**Member Club Presidents**” means the persons appointed, for the time being, as the voting representatives of affiliated Member Clubs under clause 15, 16 and 17.

**“Notice of Motion”** means a Motion submitted to an Annual General Meeting or Special General Meeting of the Association by the Executive Committee; or a Motion submitted by a Member Club provided the Motion has been approved at an Annual General Meeting, Special General Meeting or any other meeting of the Member Club.

**“Objects”** means the objects of the Association in clause 2.

**“Office Bearer”** means a member duly elected to represent the Association on the Executive Committee under clause 7, and any person acting in that capacity from time to time and appointed in accordance with this Constitution.

**“Ordinary Resolution”** Subject to this constitution, means a resolution passed at a meeting of the Executive Committee, Member Clubs Presidents Meeting, Annual General Meeting or Special General Meeting by a simple majority of votes of those present, entitled to vote and voting.

**“Public Officer”** means the person responsible for lodging legislated forms under the Associations Act. The Public Officer holds the seal of the Association.

**“Rules”** means any rule, regulation, by-law, or policy made by the Association under this Constitution or by Bowls SA and Bowls Australia.

**“Seal”** means the common seal of the Metropolitan Bowls Association Incorporated.

**“Special General Meeting”** means a special general meeting of Presidents of affiliated Member Clubs convened in accordance with clause 17.

**“Special Resolution”** has the same meaning as in the Act, which inter alia, to pass requires a majority vote of not less than three-quarters of those present and entitled to vote.

**“Quorum”** is the minimum number of attendees required to constitute a meeting as defined in clauses 14.3, 15.9, 16.6 and 17.8.

**“Sport”** means the sport of Lawn Bowls.

**“World Bowls”** means the International Federation for the Sport of Bowls. \

## **Interpretation**

In this Constitution:

- a reference to a function includes a reference to a power, authority and duty;
- a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- words importing the singular include the plural and vice versa;
- words importing any gender include the other genders;
- persons include corporations and bodies politic;
- references to a person include the legal personal representatives, successors and permitted assigns of that person;
- 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 another legislative authority having jurisdiction); and

- unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic or other means by which it can readily be read and reproduced.

## **2. Objects and Purposes**

The Objects and Purposes of the Association shall be:

- 2.1 to adopt and promote the Objects and Purposes of the Association and Bowls SA;
- 2.2 to comply with the Constitutions, By-Laws, Rules, Policies and Procedures of the Association and Bowls SA;
- 2.3 to administer the game in accordance with the Laws of the Sport of Bowls;
- 2.4 to promote, administer and advance the game of bowls within the defined area of the Association;
- 2.5 to conduct and control the pennant competition within the Association, and select and manage teams for other Association events and Bowls SA events as may be determined from time to time;
- 2.6 to foster good relations between Member Clubs, members of Member Clubs within the Association, Country Associations and with Bowls SA;
- 2.7 to consider and deal with matters referred to it by its Member Clubs;
- 2.8 to formulate and implement appropriate policies on matters that arise from time to time as issues to be addressed by the Association;
- 2.9 to represent the interests of its Member Clubs, of Members and of Bowls generally, in any appropriate forum;

## **3. Powers of the Association**

For the purpose of carrying out its objects, set out above, and in addition to the rights, powers and privileges provided under the Act, the Association has power to:

- 3.1 acquire, hold, deal with, and dispose of, any real or personal property;
- 3.2 administer any property on trust;
- 3.3 open and operate financial accounts, for the Association, with approved Authorised Deposit taking Institutions (ADI's) as approved by the Executive Committee;
- 3.4 invest its moneys in:
  - 3.4.1 any security in which trust moneys may, by Act of Parliament, be invested; or
  - 3.4.2 any other manner authorised by the Rules of the Association;
- 3.5 borrow money upon such terms and conditions as authorised within the Rules of the Association;
- 3.6 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 3.7 appoint agents to transact any business of the Association on its behalf;

- 3.8 enter into any other contract it considers necessary or desirable as authorised within the Rules of the Association;
- 3.9 take such steps by personal or written appeals or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of grants, sponsorships, donations, annual subscriptions or otherwise;
- 3.10 appoint a Hearings Panel to deal with any dispute referred to it for adjudication or any disciplinary matter brought to its attention, and empower such Hearings Panel to impose whatever penalties it deems appropriate; and
- 3.11 set fees, charges, levies and financial penalties.
- 3.12 appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the Objects of the Association and to pay them in return for services rendered to the Association, salaries, wages, and gratuities, as appropriate;
- 3.13 to do all things incidental to the furtherance of the Objects and Purposes of the Association and Bowls SA.

#### **4. Membership**

- 4.1 The Association shall consist of Member Clubs, and their Members, admitted to membership of Bowls SA and situated within the Associations defined area of jurisdiction, in accordance with the Bowls SA Constitution and By-Laws.
- 4.2 All Member Clubs affiliated with the Association shall contribute each year to the proper transit and other expenses of the Association as determined at the Annual General Meeting of the Association.
- 4.3 Member Clubs and the Members of those clubs, acknowledge and agree that:
  - 4.3.1 this Constitution forms a contract between each of them and the Association and that they are bound by this Constitution;
  - 4.3.2 they shall comply with and observe this Constitution and any determination, resolution or policy that may be made or passed by the Executive Committee, or at an Annual General Meeting or Special General Meeting of the Association;
  - 4.3.3 by submitting to this Constitution they are subject to the control and jurisdiction of the Association;
  - 4.3.4 the Rules are necessary and reasonable for promoting the Objects and Purposes of the Association and particularly the advancement and protection of bowls; and
  - 4.3.5 they are entitled to benefits, advantages, privileges and services of Association membership, as defined by the Executive Committee from time to time.

#### **5. Life Membership**

- 5.1 Life Membership may be conferred upon a member of a Member Club within the Association who has rendered distinguished or outstanding service to the Association in accordance with specific eligibility criteria as described in the By-Laws of the Association.

- 5.2 Nominations for Life Membership must be submitted in writing to the Executive Committee of the Association for consideration and, if approved, shall be recommended to the next Annual General Meeting of the Association. Life Membership may be granted, provided the recommendation is carried by a three quarters majority, taken by ballot, of those present and entitled to vote.
- 5.3 A Life Member shall not be relieved of any of the financial obligations to the Association prescribed in the Rules of the Association.

## **6. Executive Committee**

- 6.1 The Association shall be administered by an Executive Committee comprising eight (8) elected Office Bearers, each elected by simple majority for a two (2) year term at an Annual General Meeting. Four (4) Members will be elected in the even years and four (4) Members will be elected in the odd years.
- 6.2 The positions of President, Vice President, Secretary and Finance Officer shall be appointed by the Office Bearers at the first Executive Committee meeting held after the Annual General Meeting each year.
- 6.3 Office Bearers shall be elected from nominations duly received in accordance with clauses 7.2, 7.3 and 7.4 and shall perform such duties on behalf of the Association as agreed and directed by the Executive Committee.
- 6.3.1 Each Office Bearer who has completed a two (2) year term of office shall be eligible for re-election for a further term.
- 6.4 In the event of a casual vacancy or vacancies:
- 6.4.1 in the office of President, Vice-President, Secretary or Finance Officer; the Executive Committee may appoint from within the current Executive Committee; or may appoint a fully registered Member of a Member Club to fill the vacancy. If a current Executive Committee member has been appointed to fill the casual vacancy, the Executive Committee may appoint a fully registered Member of a Member Club to fill the consequent vacancy;
- 6.4.2 in the position of Office Bearer, the Executive Committee may appoint a fully registered Member of a Member Club to fill the vacancy;
- 6.4.3 the Member so appointed shall hold office until the conclusion of the term of office of the Office Bearer causing the vacancy; and
- 6.4.4 If the number of remaining Office Bearers is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Office Bearers to a number sufficient to constitute a quorum.
- 6.5 The Executive Committee may appoint one or two additional Members as Appointed Office Bearers for a term of up to one year:
- 6.5.1 the Appointed Office Bearers shall have conditions of appointment defined by the Executive Committee in keeping with clause 13;
- 6.5.2 voting rights may be assigned to the Appointed Office Bearers at an Executive Committee meeting when all other methods of achieving a quorum for that meeting have failed.



## **7. Nominations and Elections**

- 7.1 The Office Bearers shall be elected by the Member Club Presidents, or their Club Representatives, at the Annual General Meeting of the Association.
- 7.2 The Association Secretary shall call for nomination of candidates for election as Office Bearers not less than sixty days prior to the date fixed for the Annual General Meeting at which the elections are to take place.
- 7.3 Nominations may only be received from fully registered members of Association Member Clubs.
- 7.4 Nominations shall be:
  - 7.4.1 accompanied by the nominee's résumé;
  - 7.4.2 signed by a nominator and a seconder, both of whom must be fully registered members of an Association Member Club; and
  - 7.4.3 certified by the nominee expressing their willingness to accept the nomination;
  - 7.4.4. nominations close twenty-eight days prior to the Annual General Meeting.
- 7.5 The Association Secretary shall send to all members of the Executive Committee and all Association Member Clubs a list of nominees and their résumés with the Agenda for the Annual General Meeting at least twenty-one days prior to the date of the Annual General Meeting at which the elections are to take place.
- 7.6 All nominees shall be invited to attend the Annual General Meeting and, prior to conducting the elections, nominees shall be given the opportunity to speak in support of their nomination.
- 7.7 Where more nominations than vacancies are received, voting shall be by a method determined by the Executive Committee. The method may vary according to the circumstances and the details will be advised on the agenda of the Annual General Meeting.
- 7.8 Two Returning Officers shall be appointed at the Annual General Meeting, to count votes.
- 7.9 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected only if approved by the majority of Members entitled to vote.
- 7.10 Any vacant position shall be treated as a casual vacancy in accordance with clause 6.4.

## **8. President**

The President:

- 8.1 shall be appointed by the elected Office Bearers, in accordance with clause 6.2;
- 8.2 shall preside at all meetings at which present, other than those committee meetings of which not appointed as Chairperson, with the exception that;
  - 8.2.1 If not able to be present, or unwilling or unable to preside, the Vice President shall preside.

8.2.2 If the Vice President is not present, or is unwilling or unable to preside, the Office Bearers present and entitled to vote shall appoint one of their number to preside as Chairperson at that meeting only;

8.3 shall at meetings of the Executive Committee of the Association, be entitled to a deliberative vote.

8.4 may take only such actions as are determined by the Executive Committee, or by the Presidents of Member Clubs at any Annual General Meeting, Special General Meeting or Presidents Meeting of the Association;

8.5 may attend as ex-officio at all committee and sub-committee meetings of the Association.

## **9. Vice President**

The Vice President:

9.1 shall be appointed by the elected Office Bearers, in accordance with clause 6.2, and

9.2 shall, in the absence of the President of the Association, preside as Chairperson at Executive Committee Meetings, Member Club Presidents Meetings, Annual General Meetings and Special General Meetings of the Association.

## **10. Secretary**

The Secretary:

10.1 shall be appointed by the elected Office Bearers, in accordance with clause 6.2, and

10.2 shall, whenever possible, attend all Executive Committee meetings, Annual General Meetings and Special General Meetings of the Association;

10.3 shall keep minutes of proceedings of all meetings of the Association;

10.4 shall attend to all correspondence relating to the general business of the Association;

10.5 shall be the Public Officer of the Association and the holder of the seal of the Association;

10.6 shall perform other duties as directed by the Executive Committee.

## **11. Finance Officer**

The Finance Officer:

11.1 shall be appointed by the elected Office Bearers, in accordance with clause 6.2, and

11.2 shall receive all moneys belonging to the funds of the Association and, in accordance with the By-Laws, deposit, or arrange the deposit, of such moneys with the Association's financial institution/s, or as directed by the Executive Committee;

11.3 shall provide advice to the Executive Committee on the management of the Association finances;

11.4 shall lead the budget process;

11.5 shall be responsible for payment of all Association accounts;

- 11.6 shall keep correct records of all moneys received and expended;
- 11.7 shall prepare and submit financial statements at meetings of the Executive Committee including a record of all transactions made since the last meeting of the Executive Committee;
- 11.8 shall prepare and submit financial statements for audit and presentation to the Annual General Meeting;
- 11.9 shall carry out administrative and financial duties as approved and directed by the Executive Committee.

## **12. Terminations**

- 12.1 In addition to the circumstances in which the position of President, Vice President or Office Bearer becomes vacant by virtue of the Act, the respective position also becomes vacant if the Office Bearer:
  - 12.1.1 dies;
  - 12.1.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - 12.1.3 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;
  - 12.1.4 resigns their office in writing to the Association;
  - 12.1.5 is absent without leave from three consecutive meetings of the Executive Committee, therefore automatically forfeiting their position on the Executive Committee;
  - 12.1.6 accepts any office of employment with the Association, Bowls SA or Bowls Australia;
  - 12.1.7 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
  - 12.1.8 if, in the opinion of the Executive Committee or the Board of Bowls SA, has:
    - 12.1.8.1 acted in a manner unbecoming or prejudicial to the Objects and interests of the Association, Bowls SA or Bowls Australia; or
    - 12.1.8.2 brought the Association, Bowls SA, Bowls Australia, any Member Club, any Member, or the sport into disrepute.
  - 12.1.9 The Office bearer is removed by a Special Resolution of the Board of Bowls SA; or would otherwise be prohibited from being a Director of a corporation under the Corporations Law.
- 12.2 Any member of the Executive Committee terminated in accordance with clauses 12.1.8 or 12.1.9 shall retain the right of appeal to an independent arbitrator or panel in accordance with the laws of natural justice.

## **13. Powers of the Executive Committee**

The Executive Committee, subject to these Rules and to any resolution passed at an Annual General Meeting or Special General Meeting of the Association:

- 13.1 has power to perform all such acts as are deemed necessary or desirable for the control and proper management of the affairs of the Association, including but not limited to the following powers:

- 13.1.1 to determine strategic directions of the Association, subject to consultation with Member Clubs;
- 13.1.2 to fill casual vacancies on the Executive Committee;
- 13.1.3 to recommend to the Annual General Meeting of the Association the amount to be contributed by Member Clubs to the funds of the Association for the ensuing year.
- 13.1.4 to impose levies on Member Clubs within the Association, subject to the approval at an Annual General Meeting or Special General Meeting;
- 13.1.5 to employ or appoint personnel to provide services to the Association;
- 13.1.6 to cause correct financial accounts and administrative records to be kept detailing the affairs of the Association;
- 13.1.7 to interpret and ensure compliance with the Constitution and Rules of the Association, Bowls SA and Bowls Australia and to deal with any breaches as provided in clause 21;
- 13.1.8 to formulate, issue, adopt, interpret, amend or repeal By-Laws and policies.
- 13.1.9 to ensure that such By-Laws and policies are consistent with the Constitution of the Association, Bowls SA and Bowls Australia and the Laws of the Sport.
- 13.1.10 to require that all By-Laws and policies made under this clause are binding on Member Clubs and Members.
- 13.1.11 to communicate amendments, alterations or other changes to By-Laws and policies by appropriate means approved by the Executive Committee and prepared and issued by the Secretary.
- 13.1.12 to establish committees to exercise such functions as the Executive Committee shall determine, and to appoint members to those committees.
- 13.1.13 to deal with other matters which may arise, or matters which are not specifically provided for in these Rules;

#### **14. Executive Committee Meetings and Quorum**

- 14.1 The Executive Committee shall meet a minimum of three times a year, or as deemed appropriate, at such place and time as the Executive Committee shall determine.
- 14.2 Special meetings of the Executive Committee may be convened at any time by the President, or at the request of three Office Bearers of the Executive Committee.
- 14.3 Half plus one of the Office Bearers of the Executive Committee shall constitute a quorum at a meeting of the Executive Committee and no business shall be transacted unless a quorum is present.
- 14.4 Each Office Bearer present at a meeting of the Executive Committee, including the person presiding at that meeting, shall have one vote.

## **15. Member Club Presidents Meetings and Quorum**

- 15.1 The Executive Committee shall call at least two meetings of Member Club Presidents, in each financial year, in addition to the Annual General Meeting.
- 15.2 Agenda items for consideration at a meeting of Member Club Presidents, shall be submitted in writing to the Secretary of the Association.
- 15.3 The Executive Committee and Member Club Presidents shall be given not less than twenty-one days notice of the date, time and venue for a meeting of Member Club Presidents, together with the agenda for the meeting.
- 15.4 Members of the Executive Committee and the Member Club Presidents, or their Club Representatives, are entitled to attend a meeting of Member Club Presidents.
- 15.5 Members of the Executive Committee shall be entitled to take part in any debate but shall have no voting rights.
- 15.6 A Member Club shall be entitled to appoint an eligible member of the Member Club to act as proxy, for their President if they are unable to attend.
- 15.7 Members of the Executive Committee may not act as a representative of a Member Club.
- 15.8 Member Club Presidents, or their Club Representatives, present and entitled to vote, shall be entitled to move or second any motion or amendment to a motion with the vote determined by a show of hands unless a ballot is requested by the majority of Presidents, or their Club Representatives present. Absentee voting shall not be allowed.
- 15.9 Member Club Presidents representing not less than fifty percent of Member Clubs, plus a minimum of three members of the Executive Committee, shall constitute a quorum, and no business shall be transacted unless a quorum is present.

## **16. Annual General Meeting**

- 16.1 The Executive Committee shall call an Annual General Meeting in accordance with the Act and this Constitution.
- 16.2 The Annual General Meeting of the Association shall be held not later than May 31 and shall be convened at such place and time as determined by the Executive Committee.
- 16.3 Not less than twenty-one days prior to the Annual General Meeting, the Association Secretary shall distribute to Member Clubs the Agenda and any Notices of Motions, which have been lodged with the Association Secretary, not less than twenty-eight days prior to the Annual General Meeting.
- 16.4 Member Club Presidents, or their Club Representatives, present and entitled to vote, shall be entitled to take part in debate and to move or second any motion or amendment to a motion.
- 16.5 Members of the Executive Committee shall be entitled to take part in any debate but shall have no voting rights.
- 16.6 Member Club Presidents representing not less than fifty percent of Member Clubs, shall constitute a quorum, and no business shall be transacted unless a quorum is present.

- 16.7 The business to be transacted at the Annual General Meeting shall be in the following order:
- 16.7.1 Confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - 16.7.2 Receipt and adoption of the Annual Report and Audited Financial Statements audited in accordance with clause 19.4;
  - 16.7.3 Determination of the Budget and Member Club contributions to Association funds for the ensuing year;
  - 16.7.4 Appointment of the Auditor;
  - 16.7.5 Notices of Motion for which due notice has been given in accordance with clause 16.3;
  - 16.7.6 Endorsement of Returning Officers;
  - 16.7.7 Election of Office Bearers in accordance with clause 7.
  - 16.7.8 Any other general business.

**17. Special General Meetings**

- 17.1 The Executive Committee shall convene a Special General Meeting of the Association when requested to do so in writing, by the President, not less than three members of the Executive Committee, or by Presidents of three Member Clubs.
- 17.2 A Special General Meeting shall be held on a date and at a time and venue determined by the Executive Committee, within twenty-eight days from the date of receipt of the written request.
- 17.3 At least twenty-one days written notice of the date, time and venue of a Special General Meeting and the business to be considered, shall be given to all Member Clubs.
- 17.4 A motion, if previously unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent Special General Meeting of the Association for a period of not less than three months.
- 17.5 No other business shall be transacted at the Special General Meeting unless otherwise agreed by the majority of those present and entitled to vote.
- 17.6 Member Club Presidents, or their Club Representatives, present and eligible to vote shall be entitled to take part in debate and to move or second any motion or amendment to a motion.
- 17.7 Members of the Executive Committee shall be entitled to take part in any debate but shall have no voting rights.
- 17.8 Member Club Presidents representing not less than fifty percent of Member Clubs, shall constitute a quorum, and no business shall be transacted unless a quorum is present.
- 17.9 A three-quarters majority vote of the Member Club Presidents, or their Club Representatives, present and entitled to vote, and voting is required to carry a Special Resolution at a Special General Meeting.

## **18. Finance**

- 18.1 The funds of the Association shall be retained with such financial institutions as shall from time to time be approved by the Executive Committee.
- 18.2 Any expenditure on any one item outside of the approved budget exceeding \$10,000 shall require the prior approval of a meeting of Member Club Presidents or a Special General Meeting.
- 18.3 The Executive Committee shall review and approve the financial statements of the Association at each meeting of the Executive Committee.

## **19. Audit**

- 19.1 The auditor of the Association shall be appointed at the Annual General Meeting.
- 19.2 The auditor shall not be an Office Bearer of the Executive Committee.
- 19.3 The auditor shall have the power at all times to examine the books and the financial and associated documents of the Association.
- 19.4 As soon as practicable after the close of the financial year, the auditor shall audit the statement of receipts and expenditure and balance sheet of the Association since the end of the previous financial year from statements prepared by the Finance Officer in accordance with accepted accounting principles.

## **20. Member Club or Member Misconduct or Breach of Rules**

- 20.1 The Executive Committee shall have the power, after enquiry, to disqualify, suspend or otherwise penalise for misconduct, or for any breach of the Rules of the Association or the Laws of the Sport of Bowls, any Member Club or member of a Member Club, for such period as it may decide, provided that:
  - 20.1.1 such Member Club or member of a Member Club shall be provided with a copy of the charge against them;
  - 20.1.2 notice of the time and venue at which the charge is to be considered has been given, in accordance with the By-Laws, in order that the alleged offender may attend and be heard.
- 20.2 Such Member Club or member of a Member Club shall be entitled to a right of appeal. Such appeal shall be submitted in writing to the Association Secretary and referred for resolution to Bowls SA in accordance with the By-Laws.
- 20.3 Any penalty imposed by the Executive Committee which involves suspension or expulsion of a Member Club or a member of a Member Club must be reported to the Chief Executive Officer of Bowls SA and, at the same time, and if applicable, to all Member Clubs within the Association.

## **21. Dispute or Protest Resolution**

- 21.1 Any dispute between Member Clubs or members of a Member Club, or a protest by any Member Club or member of a Member Club, must be submitted in writing to the Association Secretary, accompanied by the required lodgement fee, in accordance with the By-Laws.
- 21.2 The principles of natural justice shall be applied to all disputes and protests.

## **22. Conflict of Interest, Pecuniary Interest, Vested Interest**

- 22.1 At any meeting of the Association all members of the Executive Committee and Member Club Presidents present shall declare any conflict of interest, pecuniary interest and or vested interest, absent themselves from discussions on the matter and shall not be entitled to vote in respect of such matter.
- 22.2 In the event of uncertainty as to whether there is a valid conflict of interest, pecuniary interest and or vested interest, the matter shall be immediately determined by a vote of all present and entitled to vote.

## **23. Office Bearer Misconduct**

- 23.1 At an Association Annual General Meeting or Special General Meeting held for the purpose, the Member Club Presidents may, by a three-quarters majority vote, dismiss from office any elected Office Bearer of the Executive Committee of the Association who is found guilty in accordance with this Constitution of:
- 23.1.1 misappropriation of the funds of the Association;
  - 23.1.2 a substantial breach of the Rules of the Association, Bowls SA or Bowls Australia;
  - 23.1.3 gross misbehaviour or gross neglect of duty; or
  - 23.1.4 ceasing to be eligible to hold office, in accordance with this Constitution, provided that:
    - 23.1.4.1 the elected member of the Executive Committee has been provided with a copy of any charge made against them;
    - 23.1.4.2 notice has been given, in accordance with the By-Laws, by the Association of the venue, date and time such charge is to be considered in order that the person may attend, with representation if desired, and be heard.
- 23.2 In accordance with the By-Laws, the member of the Executive Committee shall be entitled to a right of appeal to the Board of Bowls SA.

## **24. Privacy Act**

The Association, in conducting the business and carrying out the Objects of the Association, shall abide by the Australian Privacy Principles of the Privacy Act 1988 as amended by the Privacy Amendment Act 2012 and adopted March 12, 2014.

## **25. Provision For Cases Not Provided For**

In any matter, whatsoever, which is referred to the Association by any Member Club or member, that is not provided for in this Constitution, or in the current issue of Laws of the Sport, the Executive Committee shall determine such matters and the decision of the Executive Committee thereon shall be final, except that the referring party, if dissatisfied with the decision, shall have the right to appeal in accordance with the clause 17 of the Bowls SA By-Laws.

## **26. Alteration of Constitution**

- 26.1 A three quarters majority vote of those present and entitled to vote at an Annual General Meeting, or Special General Meeting of the Association, is necessary for new clauses to be added to the Constitution or existing clauses altered or repealed.



26.2 A copy of any proposed new clause, alteration or repeal, shall be submitted by the Association Secretary to Member Clubs and Bowls SA not less than twenty-eight days prior to such meeting and shall be inserted in the notice convening the meeting at which the proposed new clause, alteration or repeal is to be considered.

26.3 Any new or altered clause shall come into operation from the date of adoption unless another date is specified in the motion.

## **27. Dissolution**

27.1 Subject to clause 28.1, the Association shall be wound up in accordance with the provisions of the Act.

27.2 The provisions of clauses 28.1 and 29 of this Constitution relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in this clause.

## **28. Winding Up**

28.1 The Association cannot be wound up or dissolved except by Special Resolution at a Special General Meeting of the Association or in any matter prescribed by the Act or not before giving Bowls SA fourteen days notice of its intention to do so.

28.2 The Member Club Presidents in attendance at the Special General Meeting of the Association shall determine that if upon winding up or dissolution there remains, after the satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid or distributed among the Member Clubs but shall be distributed to such other body or bodies in the State of South Australia having similar objects to the Association which prohibit the distribution of its income and property amongst its Members.

28.3 Such body or bodies shall be determined by the Member Club Presidents of the Association at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

## **29. Members' Contributions**

Every Member of the Association undertakes to contribute to the assets of the Association in the event of the Association being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.