



CONSTITUTION

MORNINGTON CIVIC BOWLS & SOCIAL CLUB INC.

(Established 1982)

Dunns Road, Mornington, VIC. 3931

Registration No A7599E

Adopted at Special General Meeting

18th November 2012.

TABLE OF CONTENTS

Section 1

- 1-1 Name
- 1-2 Definitions
- 1-3 Interpretation and Enforceability
- 1-4 Statement of Purpose
- 1-5 Transitional Arrangements

Section 2 - Membership

- 2-1 Categories of Member
- 2-2 Application for Membership
- 2-3 Life Members
- 2-4 Renewal of Membership
- 2-5 Deemed Membership
- 2-6 Effect of Membership

Section 3 – Annual Subscriptions

Section 4 – Register of Members

- 4-1 Register
- 4-2 Inspection

Section 5 –Liability of Members

Section 6 – Resignation of Members

- 6-1 Notice
- 6-2 Transfers
- 6-3 Expiration of Notice
- 6-4 Forfeiture of Rights

Section 7 – Expulsion, Suspension or Fining of Members

- 7-1 Board Resolution
- 7-2 Basis for Board Resolution
- 7-3 Notice of Alleged Breach
- 7-4 Determination of Board
- 7-5 Appeal to General Meeting by Member
- 7-6 Regulation of Procedures
- 7-7 Disputes and Mediation

Section 8 – General Meetings

- 8-1 Annual General Meeting
- 8-2 General Meetings
- 8-3 Request for General Meetings
- 8-4 Notice of Meetings
- 8-5 Business of Meeting
- 8-6 Proceedings at Meetings
 - 8-6-1 Quorum
 - 8-6.2 Chairman
 - 8-6.3 Chairman May Adjourn Meeting
- 8-7 Voting at General Meetings
 - 8-7.1 Voting Rights
 - 8-7.2 Voting Procedure
 - 8-7.3 Recording Determinations
 - 8-7.4 Poll at General Meetings
 - 8-7.5 Absentee Voting

Section 9 – Board of Management

- 9-1 Powers of Board
- 9-2 Composition of Board
- 9-3 Directors
- 9-4 Casual Vacancy
- 9-5 Election of Directors
 - 9-5.1 Nominations
 - 9-5.2 Voting Procedure
- 9-6 Vacancy on the Board
 - 9-6.1 Grounds for Termination of Director
 - 9-6.2 Removal of Director
- 9-7 Quorum & Procedure at Board Meetings
 - 9-7.1 Convening a Board Meeting
 - 9-7.2 Quorum
 - 9-7.3 Procedures at Board Meetings
- 9-8 Directors Interests
 - 9-8.1 General Principle & Disclosure
 - 9-8.2 Conflicts
- 9-9 Delegated Powers & Duties
 - 9-9.1 Board May Delegate Functions
 - 9-9.2 Exercise of Delegate Functions
 - 9-9.3 Procedure of Delegated Entity
 - 9-9.4 Committees
- 9-10 Indemnity
- 9-11 Sources of Funds
- 9-12 Application of Income

Section 10 – Bowls Section

- 10-1 Bowls Section Committee
- 10-2 Club Delegates

Section 11 – Liquor Licence

- 11-1 Receipts for the Supply of Liquor
- 11-2 Management of the Club
- 11-3 Guests
- 11-4 Register of Guests

Section 12 – Grievance Procedures

- 12-1 Members and the Club
- 12-2 Disputes between Members

Section 13 - General

- 13-1.1 Alteration of Constitution
- 13-1.2 Alteration of Rules
- 13-2 Dissolution
- 13-3 Service of Notices
- 13-4 Custody of Books & Other Documents

Section 14 – Rules of the Club

SECTION 1 – PURPOSES, POWERS AND INTERPRETATION

1-1 Name

The name of the Club is Mornington Civic Bowls & Social Club Incorporated, described as **“the Club”** in this CONSTITUTION and also in the RULES.

1-2 Definitions

In this Constitution unless the contrary intention appears:-

“Board” means the Board of Management of the Club.

“Financial year” means the year ending on 30th June.

“General Meeting” means a general meeting of members convened in accordance with Section 8.

“Member” means a person approved under a category of membership in this Constitution and the Rules. The singular shall include the plural and a reference to the male gender shall include the female gender.

“Director” means a member of the Board who is not an office bearer under Section 9.

“Bowls Regulator” means the sport and game of bowls as determined by the appropriate governing body of Lawn Bowls in Victoria, Australia and the World, with such variations as may be recognised and determined from time to time.

“The Act” means the Associations Incorporation Reform Act 2012 (Vic).

“The Regulations” means regulations under the Act.

“The Rules” means the key policy procedures and guidelines determined and controlled by the Board, detailed in a separate document as noted under Section 14.

“The Secretary” of the Club is a person who holds office as Secretary of the Board, previously the Public Officer of the Club.

1-3 Interpretation and Enforceability

- (a) The Board shall interpret the meaning of any words or expressions contained in this Constitution or The Rules of the Club.
- (b) 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.

1-4 Statement of Purpose

The purposes of the Club are to:

- (a) Maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members,
- (b) act, at all times, on behalf of and in the interest of the Members and Bowls;
- (c) have regard to the public interest in its operations and to advance and promote these throughout the local area,
- (d) 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;
- (e) to formulate and put into effect such other plans as the Members shall determine, but always to consider the best interest of the sport of bowls,
- (f) apply for, hold, abide by and renew any liquor or gaming licences or any other licences deemed necessary,
- (g) affiliate with the Bowls Regulator and adopt their rule and policy framework to further these purposes and to abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as determined by the Bowls Regulator.
- (h) To do all such things as are incidental or necessary to achieve advancement of these purposes.

1-5 Transitional Arrangements

Whereas it is hereby intended and expedient to adopt the clauses and paragraphs of the new Constitution and Rules as voted and carried in agreement by the Members attending and entitled to vote at a Special General Meeting the following are thereby determined to be enacted as described.

- (a) Notwithstanding any other section of this Constitution, transitional arrangements shall apply from the date of adoption of this Constitution.
- (b) The terms of the elected Directors will not be interrupted to comply with the date of the adoption of this Constitution, but will continue so as to coincide with the end of the financial year thereafter.
- (c) The financial year will be the year ending on 30th June.

SECTION 2 - MEMBERSHIP

2-1 Categories of Members

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

- (a) Full Members, who shall have the right to hold office, be present, debate and vote at General Meetings;
- (b) Life Members, who shall have the right to hold office, be present, debate and vote at General Meetings;
- (c) Social Members, who shall be entitled to all the privileges of the Club other than the right to vote or hold office or to take part in bowling on the Club greens.
- (d) such other category or categories of members as determined by the Board from time to time.

2-2 Application for Membership

- (a) To be eligible for membership, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- (b) Subject to this Constitution or Rules or any procedures set by the Board from time to time, an application for membership must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) lodged with the Board or its nominee.
- (c) The Board may, in its discretion, determine whether to approve or decline the application.
- (d) If the Board does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.
- (e) If a person satisfies the criteria set by this Section 2-1 and the Board accepts the application for membership, and the person has paid the appropriate fee or fees, then the person shall be deemed a Member, subject always to this Constitution.

2-3 Life Members

- (a) Nominations for Life Membership should be lodged with the Board or its nominee. The Board may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member, but remain subject to this Constitution.

2-4 Renewal of Membership

All categories of Members reapply annually for membership through the procedure set out in this Constitution and the Rules as applied by the Board from time to time.

2-5 Deemed Membership

Prior to the approval of this Constitution under the Act, all persons who are 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.

2-6 Effect of Membership

2-6-1 Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them under Section 2-1 and the Club, and that they are bound by this Constitution and the Rules,
- (b) they shall comply with and observe this Constitution and the Rules,
- (c) by submitting to this Constitution and the Rules they are subject to the jurisdiction of the Club;
- (d) this Constitution and the Rules are necessary and reasonable for promoting the purposes of the Club; and
- (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

- 2-6-2** Members may by virtue of membership of the Club and subject to this Constitution:
- (a) 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;
 - (b) express in writing any proposals or submissions to the Board;
 - (c) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (d) conduct any activity approved by the Club.
- 2-6-3** A right, privilege or obligation of a person by reason of their membership of the Club:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

SECTION 3 – ANNUAL SUBSCRIPTIONS

- (d) The Annual Subscriptions and any other fees payable by all categories of Members of the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (e) 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.
- (f) If any Member fails to pay the Annual Subscription within thirty (30) days of the commencement of the Financial Year in any year his membership shall thenceforth cease but should a sufficient explanation be made to the Board it shall have the power to restore their name to the register upon payment of the amount due.
- (g) Any member contemplating absence for a period may on application to the Board be granted leave of absence for a period not exceeding two years, subject to the payment of a nominal amount fixed by the Board.

SECTION 4 – REGISTER OF MEMBERS

4-1 Register

The Club shall keep and maintain, in a form approved by the Liquor Licensing Commission, a Register of Members in which shall be entered

- (a) the full name, address and contact details,
- (b) the date of entry of the name and category of membership,
- (c) the date of the latest payment of subscription,
- (d) whether the member has been granted voting rights.

4-2 Inspection

The register shall be available for inspection by members and officers authorised under the current Liquor Control Act provided that a written request is given if appropriate..

SECTION 5 – LIABILITY OF MEMBERS

If a member, by any breach of this Constitution or The Rules of the Club, or by any unlawful act, causes the Club or any officer of the Club to pay any money, such member shall be civilly liable to the Club or such officer for the amount so paid.

SECTION 6 – RESIGNATION OF MEMBERS

6-1 Notice of Resignation

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving seven (7) 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.

6-2 Transfers

A Full Member requesting a transfer to another Club shall complete the designated Clearance Application Form provided by the Bowls Regulator.

Transfer of a Full member will not be final until any outstanding fees are paid and the Clearance Form authorized and signed by both the Treasurer and Secretary.

6-3 Expiration of Notice Period

Upon the expiration of a notice given under Section 6-1, or Clearance Form duly processed under Section 6-2, an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register.

6-4 Forfeiture of Rights

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

SECTION 7 – EXPULSION, SUSPENSION OR FINING OF MEMBERS

7-1. Board Resolution

Subject to this Constitution, the Board may by resolution:

- (a) expel a Member from the Club; or
- (b) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
- (c) fine a Member; or
- (d) impose such other penalty, action or educative process as it sees fit.

7-2. Basis for Board Resolution

The Board may take any action under Section 7-1 if the Board considers that the Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Rules of the Club;
- (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, or another Member; or
- (c) brought the Club, Bowls or another Member into disrepute.

Such grounds do not constitute a grievance, and Section 7-7 Disputes and Mediation does not apply.

7-3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in Section 7.2, the Board shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give the Club prior to or at that meeting a written statement regarding the alleged breach.

7.4 Determination of Board

- (a) At a meeting of the Board held in accordance with Section 7-3, the Board shall:
 - (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) by resolution determine whether the alleged breach occurred.
- (b) If the Board determines there was a breach of Section 7-2, it will determine what penalty (if any) shall be given to the Member.

7-5 Appeal to General Meeting by Member

- (a) Where the Board makes a determination under Section 7-4, the Member may appeal any part of that determination by providing the Board with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.
- (b) Where the Board receives a notice under Section 7-5 (a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Board received the notice.
- (c) At a General Meeting of the Club convened under Section 9:
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
 - (iii) the member shall be given an opportunity to be heard;
 - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting:
 - (i) two-thirds of the Members present and entitled to vote, do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.

7-6 Regulation of Procedures

Subject to this Section 7 and any other relevant provision of this Constitution, the Board may regulate the procedures at its meetings and a General Meeting convened under this Section 7 as it thinks fit.

7-7 Disputes and Mediation

The Board will determine whether a dispute between Members or a Member and the Club constitutes a grievance. The procedure for grievances is described in Section 12 of the Constitution..

SECTION 8 – GENERAL MEETINGS

8-1 Annual General Meeting

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act at a venue to be determined by the Board but no later than the 14th October.

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

8-2 General Meetings

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

8-3 Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than fifteen (15) Members who would be entitled to vote at such General Meeting. The Board may also convene a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Secretary of the Club. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is received by the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

8-4 Notice of Meetings

- (a) The Secretary of the Club shall, at least fourteen (14) 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 this Constitution Section 13-3 Service of Notices.
- (b) A copy of the notice shall be posted on the notice board of the Club.

- (c) A Register of Members entitled to vote will be printed and recorded by the Club Secretary at the time of distribution of the notice. This Register becomes the electoral roll used by the tally officials for any General Meeting.

8-5 Business of Meeting

- (a) No business other than that set out in the notice convening the **general** meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a general meeting shall lodge a notice of motion or question in writing addressed to the Secretary giving the Club at least twenty-one (21) days notice. The Club shall include that business in a notice calling the next General Meeting after the receipt of the notice.

8-6 Proceedings at Meetings

8-6.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be thirty (30) Members.

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

- (a) if convened upon the requisition of Members, shall be dissolved; and
- (b) in any other case, shall stand adjourned to any date, time and place determined by the chairman; and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

8-6.2 Chair

The Chairman of the Board shall 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 chairman at the meeting.

8-6.3 Chairman May Adjourn Meeting

- (a) The chairman 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 Section, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

8-7 Voting at General Meetings

8-7.1 Voting Rights

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

8-7.2 Voting Procedure

- (a) Subject to this Section 8-7, votes at a General Meeting shall be given in person by those present as well as absentee votes from those who are entitled to vote.

- (b) Subject to Section 8-7.4, all questions arising at a General Meeting shall be decided on a show of hands or such other method as determined.
- (c) In the case of an equality of votes on a question, the motion shall fail. The chairman of the meeting is not entitled to exercise a second or casting vote.

8-7.3 Recording Determinations

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

8-7.4 Poll at General Meetings

If a poll is demanded by the chairman 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 chairman directs. The result of the poll shall be the resolution of the meeting.

8-7.5 Absentee Voting

A member who is entitled to vote at a General Meeting and may for any reason be unable to attend the meeting, can submit in person to the Secretary of the Club an absentee vote in a sealed envelope on the approved voting form.

For the vote to be accepted in any ballot it must be received and authorised by the Club Secretary up to forty-eight (48) hours prior to the date of the meeting according to the procedure under Section 8-7.5 of the RULES.

The Absentee Voting Form shall be determined by the Board from time to time and may be given in a form permitted under this Constitution Section 13-3 Service of Notices.

SECTION 9 – BOARD OF MANAGEMENT

9-1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under Section 9-2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

9-2 Composition of Board

- (a) The Board shall consist of twelve (12) elected members who must all be Affiliated Members and who shall be elected in accordance with Section 9-5, :
 - (i) a Chairman
 - (ii) a Treasurer
 - (iii) a Secretary
 - (iv) two (2) Bowls Section Directors, (1 male, 1 female)
 - (v) seven (7) Board Directors

9-3 Directors

- (a) Each member of the Board shall hold office for not less than twelve (12) months or until a successor is elected, but is eligible for re-election.
- (b) Subject to Section 9-6 Vacancy on the Board, each elected Director shall take office from the 1st July until the 30th June thereafter.
- (c) No one person can hold more than one position on the Board.
- (d) The Board may allocate portfolios to Directors if required.

9-4 Casual Vacancy

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

9-5 Election of Directors

9-5.1 Nominations

The Secretary shall call for nominations for Office Bearers and Directors of the Board of Management at a General Meeting to be held no later than the 31st May. All Full and Life Members shall be notified of the call for nominations in a manner determined by the Board.

- (a) Nominations for election shall be:
 - (i) made in writing on the form provided by the Club from time to time, signed by two Full or Life Members as nominees and accompanied by the written consent of the nominee who must be a Full or Life Member; and
 - (ii) delivered to the Secretary by the time and date specified on the call for nominations which will not be less than seven (7) days before the date fixed for holding the general meeting.
- (b) Voting shall be conducted at the General Meeting in such a manner and by such method as described in Section 9-5.2.

9-5.2 Voting Procedure

In accordance with the provisions of the Act, the Board shall convene a General Meeting at which time the Office Bearers and Directors of the Board of Management shall be elected.

- (a) If the number of nominations received is equal to the number of vacancies to be filled then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under Section 9-4 of the Constitution.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.
- (d) The Board will appoint Members to act as tally officials to determine the elected Office Bearers and Directors.
- (e) Members who are entitled to vote will complete a voting paper by crossing out the names of nominees, leaving the correct number of Members to fill the vacancies, either by
 - (i) attending the General Meeting convened for that purpose, or
 - (ii) by completing an absentee vote as described in Section 8-7.5 of the Rules.

- (f) Ballot papers containing a greater or lesser number of nominees shall be declared informal and not included in the poll.

9-6 Vacancy on the Board

9-6.1 Grounds for Termination of Director

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

- (a) ceases to be a Full or Life Member;
- (b) becomes bankrupt;
- (c) resigns their office by notice in writing given to the Club;
- (d) is subject to any sanction by the Board, which sanction is confirmed by the Members, under Section 7;
- (e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution;
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) would be prohibited from being a director of a company under the Corporations Act 2001 (Cth); or
- (i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

9-6.2 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 Full or Life 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 Section 9-6.2(a) makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary 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 **General** Meeting, and the representations shall be so read.

9-7 Quorum and Procedure at Board Meetings

9-7.1 Convening a Board Meeting

- (a) The Board shall hold at least six (6) meetings per year and subject to this Constitution and the Rules, may regulate its meetings as it thinks fit.
- (b) In accordance with the Director's last notified contact details, the Secretary shall serve written notice of each Board meeting to each Director, specifying the general nature of the business to be transacted, either
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication.

9-7.2 Quorum

- (a) Seven (7) 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 a date, time and place determined by the Chairman.

9-7.3 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 as chairman.
- (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 chairman presiding at the meeting may determine.
- (c) Each Director of the Board present at a meeting, including the chairman, is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; the chairman may not exercise a second or casting vote
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairman of the meeting is located.

9-8 Director's Interests

9-8.1 General Principle & Disclosure

Except with express resolution of approval of the Board, a Director is disqualified from:

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

- (b) contracting with the Club either as vendor, purchaser or otherwise, 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.
- (c) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (d) 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 (c) above 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.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with (c) and (d) above.

9-8.2 Conflicts

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

9-9 Delegated Powers and Duties

9-9.1 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, provided always that the Board shall have no power to delegate their control of the supply of liquor to the Club. 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 its officers 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.

9-9.2 Exercise of Delegate 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.

9-9.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Section 9-7. 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.

9-9.4 Committees

- (a) As set out in Section 9-9, 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 Rules that may be prescribed by the Board.
- (c) Any Member of the Board may be ex-officio members of any committee so appointed.

9-10 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 them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them 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.

9-11 Sources of Funds

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

9-12 Application of Income

- (a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

9-13 Signing of Negotiable Instruments

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

9-14 Common Seal

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

SECTION 10 – BOWLS SECTION COMMITTEE

10-1 There shall be a Bowls Section Committee, as described in the Rules Section 10.

- (a) The Bowls Section Committee shall be responsible to the Board for the management and conduct of all bowls activities.
- (b) The Board shall determine in writing how the duties and powers afforded the section shall be exercised.
- (c) As for any Committee, the exercise of such powers, duties and proceedings must conform to any directions or rules that may be prescribed by the Board as described under Section 10 of the Rules.

10-2 Club Delegates

- (a) The Bowls Section Committee shall be responsible for the appointment of two Delegates to attend meetings and events held by the Bowls regulators from time to time.
- (b) The Club Communications Officer (CCO) shall advise the Bowls regulators of the names of the appointed Delegates.

SECTION 11 – LIQUOR LICENCE

11-1 Receipts for the supply of liquor

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

11-2 Management of the Club

In accordance with Section 9 the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

11-3 Guests

- (a) A visitor to the Club must not be supplied with liquor unless the visitor is a guest in the company of a Member.
- (b) A person can not:
 - (i) be admitted as an honorary member or temporary member of the Club; or
 - (ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

unless the person is of a category specified in the Constitution and the admission or exemption is in accordance with the clauses herein.

11-4 Register of guests

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

- (a) name and address of each guest; and
- (b) date on which each guest attended the premises.

SECTION 12 – GRIEVANCE PROCEDURES - DISPUTES AND MEDIATION

The grievance procedure set out in this Section applies to disputes between a member and the Club, or a member and another member.

12-1 Members and the Club

- (a) Any complaint or grievance (“the dispute”) of whatever nature must, in the first instance, be made in writing to the Board setting out full particulars of the dispute and be duly signed.
- (b) The Board and member must then meet within 14 days of notice of the dispute being given to discuss and if possible resolve the dispute.
- (c) If the dispute remains unresolved after meeting, then the Board and member must attempt to resolve the dispute by mediation.
 - (i) referral of the dispute to mediation must take place within 14 days of the meeting referred to in Section 12-1(b) above.
 - (ii) The mediation will be heard by a Mediator agreed to by the Board and member, or in the absence of agreement, appointed by the Dispute Settlement Centre of Victoria.
 - (iii) The Mediator cannot determine the dispute.
- (d) These clauses relating to resolution of disputes between the Club and members do not affect the power of the Board to immediately revoke or suspend a member’s membership as otherwise provided for in the Constitution.

12-2 Disputes between members

- (a) Any complaint or grievance (“the dispute”) of whatever nature must be made to the Board.
- (b) The Board on receipt of the notice of dispute may in its discretion,
 - (i) direct the parties to meet with a view to resolving the dispute, and/or
 - (ii) appoint a Mediator (who may be a member of the Club) to mediate the dispute and direct the parties to attend the mediation with a view to resolving the dispute.
 - (iii) The Mediator cannot determine the dispute.
- (c) If the Board gives direction to the parties as referred to in Section 12-1(b), the parties to the dispute must comply with the direction and in good faith, attempt to settle the dispute.
- (d) These clauses relating to resolution of disputes between members do not affect the power of the Board to take whatever other action it considers appropriate to resolve the dispute or otherwise deal with the matters arising from the dispute

SECTION 13 - GENERAL

13-1.1 – Alteration of Constitution

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

13-1.2 - Alteration of Rules

As described in Section 14.

13-2 Dissolution

- (a) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the annual subscription payable in respect of the current financial year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

13-3 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.

13-4 Custody of Books and Other Documents

- (a) Except as otherwise provided in this Constitution, the Secretary shall keep in their custody or control all books, documents and securities of the Club.
- (b) The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other relevant documents of the Club, unless authorised in writing by the Board.

SECTION 14 - RULES OF THE CLUB

- (a) The Board may determine key policy procedures and guidelines described as RULES of the Club, and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach.
- (b) Such Rules shall be documented and have the same force and effect as the Constitution, but shall not in any way oppose or be in conflict with the Constitution. Such Rules shall be available for inspection in the Club premises.
- (c) Amendments, alterations, interpretation or other changes to Rules shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.