



# **CONSTITUTION & RULES**

**MORNINGTON CIVIC BOWLS & SOCIAL CLUB INC.**

*(Established 1982)*

**Dunns Road, Mornington, VIC. 3931**

**Registration No A0007599E**

**Adopted at Annual General Meeting**

**10 October 2017**

# CONSTITUTION

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# CONSTITUTION

## 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 30 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 Rules. The singular shall include the plural and a reference to the male gender shall include the female gender, and vice versa.
- **“Board Member”** means a member of the Board of Management who is 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 recognized and determined from time to time.
- **“the Act”** means the Associations Incorporation Reform Act 2012 (Vic.)
- **“the Regulations”** means the Regulations under the above 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

### **1-3 Interpretation and Enforceability**

- a) The Board shall interpret the meaning of any words or expressions contained in this Constitution and 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 cannot 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 Members and the sport of 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) 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 Bowl Regulator and adopt their Rules 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) do all such things as are incidental or necessary to achieve advancement of these purposes.

#### **1-5 Code of Conduct**

- a) **RESPECT:** Respect is about members showing consideration for the rights and feelings of other members. It means treating others as you would want them to treat you. Respect also means following the Club rules that protect other people's rights. Being respectful means being polite and using good manners. It means having "pride" in the Club.
- b) **HONESTY:** Being honest means telling the truth, not stealing, giving things back when they belong to another member, and "owning up" when you have done the wrong thing.
- c) **RESPONSIBILITY:** Being responsible means not letting other members down, and doing what you said you would do. It is also about being sensible, and helping those members who are less able to help themselves. It means being prepared to be involved in Club operations, in being loyal and willing volunteers.
- d) **FAIRNESS:** Being fair means following the rules and not cheating; to returning favours and kindness, and helping other members get a fair deal. It also means applying rules consistently without bias. In other words "Fair Play" and playing the game of bowls in the right spirit.
- e) **CARE and SUPPORT:** Supporting and caring for other members means helping, being kind and thoughtful, giving encouragement and listening. It also means being patient, trying to understand and not judging other members. It means having a "spirit" that proudly binds members together, a wanting to win at competition and a mutual support for all our bowlers. This also means willing to bowl with anyone regardless of their ability or experience.
- f) **COOPERATION:** The word **TEAM** can be taken as meaning **Together Everyone Achieves More**. Cooperation also means sharing, listening, encouraging, letting all members have a say, and doing your share of the work. It means having cohesive and understanding "committees" working to achieve shared goals. Members need to be flexible and open to new ideas and accepting the need for necessary change.
- g) **ACCEPTING DIFFERENCES:** Acceptance means learning to live comfortably with the ways of other members who are different to you. Accepting differences requires you to keep an open mind, and be willing to get to know and include members even if

they are different to you. Accepting difference creates peace and harmony and provides a friendly and cohesive environment.

- h) **FRIENDLINESS:** Being friendly means being kind and welcoming to others by being interested in them, making eye contact, smiling, taking the time to say hello and talking to them, and offering help if they need it. Being friendly also means including people in club games, activities and conversations. If you behave in a friendly way to others, they are more likely to be friendly to you. New members and visitors should always be made welcome. Members need to treat each other as equals.
- i) **COMMUNICATION:** Communicating is conveying information by speech, visual aids, writing or behaviour. Communication is the exchange of information between two or more members. All members should be prepared to listen and communicate openly. Communication is essential for all of the above “Core Values” to be meaningful and in a way connects them all.

## **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, 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, 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; and
  - (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 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.
- f) Any member of the Club may object to an application for membership, but such objection must be made in writing to the Board, stating the reasons for such objection, and delivered to the Board Secretary before the date of the next scheduled Board meeting. The letter of objection must be treated as a confidential document.

**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 exceptional service to the Club over a period of at least ten years 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**

- a) All categories of members shall renew their membership through the procedure set out in this Constitution and Rules as applied by the Board from time to time.
- b) Any member who wishes to change their membership status (ie from Full to Social or Social to Full) must request same in WRITING and obtain permission to do so from the Board of Management before any such change is effective.

**2-5 Effects of Membership****2-5.1 – Constitution and Rules as a Contract with Members**

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.

**2-5.2 – Rights of Members**

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 recognized by the Club; and
- d) conduct any activity approved by the Club.

**2-5.3 – Rights cannot be transferred**

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**

**3-1** 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.

**3-2** 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.

**3-3** 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.

**3-4** Any member contemplating absence for a period of time may on application to the Board be granted leave of absence for a period not exceeding two (2) 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 Victorian Commission for Gambling and Liquor Regulation, a Register of Members in which shall be entered –

- a) the full name, address, date of birth (optional) 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 of Members shall be available for inspection by members and officers authorised under the current Victorian Commission for Gambling and Liquor Regulation provided that a written request is given, if appropriate.

### **SECTION 5 – LIABILITY OF MEMBERS**

**5-1** 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 Secretary, Board of Management of such intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.

#### **6-2 Transfers**

Members transferring to another Club shall lose all member's rights immediately that their signed Clearance Application form has been authorised and dated by the Board Secretary and they are in receipt of their proportional membership fees (excluding the Affiliation fees). They can remain as dual Members, in which case all rights shall be retained. However, if they wish to change from FULL to SOCIAL Membership they MUST apply to the Board of Management in writing and if granted then Social Membership rules shall apply.

#### **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 rights in and claims 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 (14) days after service of the notice;
- c) stating the time, date, and place of that meeting
- d) informing the member that they may do one or more of the following
  - (i) attend the meeting;
  - (ii) give the Club prior to or at that meeting a written statement regarding the alleged breach.

#### **7-4 Determination of the 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 members of the Club in a General Meeting. Such notice of appeal must be provided within forty-eight (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 twenty-one (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 8-3,
  - (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;
  - (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 14<sup>th</sup> 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 (15) 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 may convene a General Meeting. The Board shall also 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;
- b) The request for a General Meeting shall state the objective(s) of the meeting, shall be signed by the members making the request, and shall be sent to the Board 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 request.
- c) If the Board does not cause a General Meeting to be held within thirty (30) 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 (60) days after that date.
- d) A General Meeting convened by members under this Constitution shall be convened in the same manner 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 on the supply of appropriate receipts or other proof of debt.

### **8-4 Notice of Meetings**

- a) The Board Secretary shall, at least fourteen (14) days before the date fixed for holding a General Meeting, send to every member entitled to vote at such meeting notice in writing stating the time, date and place and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under the 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 shall be printed and recorded by the Board Secretary one week prior to the date of meeting. This Register becomes the electoral roll used by the tally officials for any General Meeting.

**8-5 Business of Meetings**

- a) A member desiring to bring any business before a General Meeting shall lodge in writing a Notice of Motion or Question addressed to the Board Secretary, giving the Club at least twenty-one (21) days' notice prior to date of General Meeting. The Club shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- b) No business other than that set out in the notice convening the General Meeting shall be transacted at the General Meeting.

**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 request of members shall be dissolved; and
- b) in any other case, shall stand adjourned to any time, date 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 Chairman**

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 Board Members present shall elect one of their number to preside as Chairman of 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 fourteen (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 by the Chairman.
- 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) If member who is entitled to vote at a General Meeting is for any reason unable to attend the meeting, then that member may submit in person to the appropriate Secretary an absentee vote in a sealed envelope on the approved voting form.
- b) A member who is unable to personally submit their vote may by post, email or other electronic methods send their vote on the approved form to the appropriate Secretary.
- c) For the vote to be accepted in any ballot it must be received and authorised by the appropriate 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.
- d) The format of the absentee voting form shall be determined by the Board from time to time and may be given in a form permitted under the Constitution Section 13-3 Service of Notices.

### **8-7.6 Tally Officials**

The Board shall appoint at least two tally officials for all General and Annual General Meetings as required.

## **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 the Board**

- a) The Board shall consist of nine (9) elected Board Members who must all be Affiliated members and who shall be elected in accordance with Section 9-4 as follows -
  - i) a Chairman
  - ii) a Treasurer
  - iii) a Secretary
  - iv) one (1) Bowls Section Representative
  - v) five (5) Board Members
- b) 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.
- c) Subject to Section 9-5 Vacancy on the Board, each elected Board Member shall take office from 01 July until 30 June thereafter.
- d) No one person can hold more than one position on the Board
- e) The Board may allocate portfolios to Board Members if required.

## **9-3 Casual Vacancy**

In the event of a mid-term casual vacancy of any Board Member, 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 Board Member being replaced. In the event that the Bowls Section Representative vacates office, then the Bowl Section Committee shall nominate a candidate to the Board for consideration.

## **9-4 Election of Board Members**

### **9-4.1 Nominations**

The Board Secretary shall call for nominations for election to the Board of Management at a General Meeting to be held no later than the 31<sup>st</sup> 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 made in writing on the Nomination Forms 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.
- b) Nomination Forms shall be delivered to the Board Secretary by the time and date specified for the call for nominations, and this date will not be less than seven (7) days before the date fixed for holding the General Meeting.
- c) Voting shall be conducted at the General Meeting in such a manner and by such method as described in Section 9-4.2

### **9-4.2 Voting Procedure**

In accordance with the provisions of the Act, the Board shall convene a General Meeting at which time the nominated candidates to the Board of Management shall be elected.

- a) If the number of nominations received is equal to the number of positions to be filled, then those nominated shall be declared elected.
- b) If there are insufficient nominations received to fill all positions on the Board, the remaining positions will be deemed casual vacancies under Section 9-3.
- c) Irrespective of the number of committee vacancies, members need only vote for those nominated candidates they wish appointed. The format of all voting papers shall be approved by the Board Secretary.
- d) The Board will appoint members to act as tally officials to determine the elected Board Members as per Section 8-7.6
- e) Members who are entitled to vote will complete a voting paper by placing an "X" before the name of each preferred candidate and either -
  - i) attend the General Meeting convened for that purpose, or
  - ii) complete an absentee vote as described in Section 8-7.5 of the Rules.
- f) Incorrectly completed voting papers shall be declared informal, and shall not be included in the poll.

## **9.5 Vacancy on the Board**

### **9-5.1 Grounds for Termination of Board Members**

For the purposes of this Constitution, the office of a Board Member becomes vacant if the Board Member

- a) ceases to be a Full or Life member;
- b) becomes bankrupt;
- c) resigns their office by notice in writing given to the Board Secretary;
- 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;
- d) is removed from office in accordance with this Constitution;
- e) 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;
- f) would be prohibited from being a director of a company under the Corporations Act 2001 (Cth); or
- g) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### **9-5.2 Removal of Board Members**

- a) The Club in a General Meeting may by Special Resolution remove any Board Member 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 Board Member;
- b) Where the Board Member to whom a proposed Resolution referred to in Section 9-5.2(a) makes representations in writing to the Board Secretary and requests that



such representations be notified to the members, the Board Secretary may send copy of the representations to each member or, if they are not so sent, the Board Member may require that they be read out at the General Meeting; and the representations shall be so read.

### **9-5.3 Resignation of Board Members**

Refer to Section 9-3 Casual Vacancy

## **9-6 Quorum and Procedure at Board Meetings**

### **9-6.1 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 Board Members' last notified contact details, the Board Secretary shall serve written notice of each Board meeting to each Board Member, specifying the general nature of the business to be transacted, either
  - i) delivering it to that Board Member personally, or
  - ii) sending it in writing by facsimile or other methods of electronic communication;

### **9-6.2 Quorum**

- a) Five (5) Board Members 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 time, date and place determined by the Chairman.

### **9-6.3 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 Board Member by a poll taken in such manner as the Chairman presiding at the meeting may determine.
- c) Each Board Member 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 Board Members 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 Board Members
- e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board Members may be held where one or more of the Board Members 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 Board Members 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 Board Members which constitutes a quorum, and none of such Board Members 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 Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present, the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

## **9-7 Interests of Board Members**

### **9-7.1 General Principle and Disclosure**

Except with the express resolution of approval of the Board, a Board Member 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 Board Member is in any way interested and 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 Board Member must be declared by the Board Member 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 Board Member 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 Board Member and the said transactions. After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.
- e) It is the duty of the Board Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Board Member in accordance with (c) and (d) above.

### **9-7.2 Conflicts**

A Board Member, notwithstanding his interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in

which the Board Member is interested. If the Board Member votes, the vote shall not be counted.

## **9-8 Delegated Powers and Duties**

### **9-8.1 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.

### **9-8.2 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.

### **9-8.3 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 9-6. 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.

### **9-8.4 Committees**

- a) As set out in Section 9-8, 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.

## **9-9 Indemnity**

- a) Every Board Member 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 a Board Member 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 Board Members and employees against all damages and costs (including legal costs) for which any such Board Member 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 Board Member 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.

#### **9-10 Sources of Funds**

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

#### **9-11 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.

#### **9-12 Signing of Negotiable Instruments**

All cheques and other negotiable instruments shall be signed by any two of the Chairman, Treasurer, or Board Secretary, or in such other manner approved by the Board from time to time.

#### **9-13 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 Board Members must witness every use of the Seal, unless the Board determines otherwise but at least one signatory must be by any one of the Chairman, Treasurer and/or Board Secretary.
- c) The Seal of the Club shall be kept in the custody of the Board Secretary.

### **SECTION 10 – BOWLS SECTION COMMITTEE**

#### **10-1 Acts and Responsibilities**

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 Board Members 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 cannot, unless the person is of a category specified in the Constitution and the admission or exemption is in accordance with the clauses herein -
  - 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.

#### **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.
- c) Temporary members/members guests must remain at all times in the reasonable company of the members signing them in, and must NOT remain on the Club premises any longer than the member who signed them in.
- d) At any one time, up to six temporary members/members guests can be signed in on no more than six (6) occasions annually after which time they should be encouraged to become Social Members. This rule can only be varied from time to time by agreement with the Board of Management Chairman or his/her nominee.

## **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 seven (7) 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
  - iv) The Mediator cannot be a current sitting member of the Board
- 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 the 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
  - iv) The Mediator cannot be a current sitting member of the Board.
- 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 Alteration of Constitution**

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

### **13-2 Alteration of Rules**

As described in Section 14 of the Rules.

### **13-3 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.

### **13-4 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.

### **13-5 Custody of Books and other documents**

- a) Except as otherwise provided in this Constitution, the Board Secretary shall keep in their custody or control all books, documents and securities of the Club with the exception of all documents relating to financial matters.
- b) The Board Secretary shall keep Minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.
- c) Subject to the Act any Member wishing to inspect the accounts, books, securities and other relevant documents of the Club must receive authorisation in writing from the Board.

### **13-6 Club Colours**

The colours of the Club, including uniforms, shall be as the Board from time to time may determine, subject to approval or rejection by the Bowls Regulator.

## **SECTION 14 – RULES OF THE CLUB**

- a) The Board may determine key policy procedures and guidelines described as the 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.



# RULES

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# RULES

## 2. SECTION 1 – PURPOSES, POWERS AND INTERPRETATION

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### 1-1 Name

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

### 1-3 Interpretation and Enforceability

- 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 HAVE THE SAME FORCE AND EFFECT as the Constitution, but shall not in any way oppose or be in conflict with the Constitution.
- c) Such Rules shall be available for inspection on the Club premises.
- d) Amendments, alterations, interpretation or other changes to Rules of the Club shall be advised to members by means of notice approved by the Board. Such Notices shall be binding upon all members.

## 3. SECTION 2 – MEMBERSHIP

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### 2-1 Categories of Members

As described in the Constitution, the members shall be categorised as Full members, Life members and Social members.

Other categories of members may be determined by the Board from time to time and their entitlements documented in these Rules as and when introduced

Subject to the Constitution Section 2-1 the following also applies -

#### a) Life Members

With reference to Section 2-3 of the Constitution, Life members shall have the right to be present, debate and vote at General Meetings. As described in the Constitution Section 2-3, any person who has rendered exceptional service to the Club over a period of at least ten years may be elected a Life member of the Club and at any Annual General Meeting, on the unanimous recommendation of the Board and the votes of at least three-quarters of the members present at such meeting, be elected with full privileges without payment of any annual subscription.

a) a Life member shall not be relieved of any financial obligation other than the annual subscription and bowls regulator's fees.

b) the number of Life members shall be considered and determined by the Board from time to time.

**b) Social Members**

Social members shall be entitled to all the privileges of the Club, but do not have the right to vote or hold office or to take part in bowling on the Club's greens.

Any person over the age of eighteen (18) years may be elected a Social member of the Club subject to application in writing on the current "Membership Application Form" lodged with the Board Secretary unless **exception made** within these Rules.

- a) The sum payable for a Social member is for the first year's annual subscription.
- b) The Tax Invoice for a new Social member will itemise the sum payable as "Annual Subscription for Social Member" for the nominated year.
- c) Such invoice will include the term "Membership is confirmed upon payment of the fee within 28 days".

**c) Honorary Members**

Honorary members shall not be entitled to take part or vote in any General Meeting or have any right, title or interest in any property of the Club.

- a) Members of other bowls clubs, as well as Barefoot, Corporate and Tri-Bowls visitors and partners who are present at the Club for the purpose of playing bowls are Honorary Members for that day.
- b) The Board shall have the power to withdraw any privileges from Honorary members.
- c) An Honorary Member shall not be relieved of any financial obligation other than the annual subscription, except as provided by these Rules.

**d) Special Members**

Special Members shall not be eligible to hold office or to vote at any meeting of the Club nor to participate in official bowls fixtures, but shall be entitled to use the Clubhouse facilities.

- a) Special members of the Club may be elected by the Board on such conditions and for such period as the Board shall determine.
- b) Special members may be Public Officials, Civic or Parliamentary dignitaries.
- c) The number of Special Members shall be considered and determined by the Board from time to time.

**e) First Year New Bowls Members**

Any person over the age of eighteen (18) may be elected as a First Year New Bowls Member (**FYNBM**) of the Club, subject to application in writing by completing the current "Membership Application Form" unless excepted within these Rules.

- a) FYNBMs of the Club shall have the right to be present, debate and vote at General Meetings and shall be entitled to all of the privileges of the Club, except holding office unless otherwise approved by the Board.
- b) Under these Rules, the sum payable for the first year's annual subscription of FYNBMs shall be equal to 50% of that of a full member, plus the Bowls Regulators' fees.
- c) Being a FYNBM is seen as an intermediate step to Full membership status and as such is not available to persons who have been Full members of a bowls club.

- d) A person may only be a FYNBM for one (1) year unless an extension is granted by the Board.
- e) The Tax Invoice of a FYNBM will itemise the sum payable as -
  - i. Annual Subscription for FYNBM for the nominated year.
  - ii. Bowls Regulators' Fees
- f) Such invoice will include the term "Membership is confirmed upon payment of the fee within 28 days".

**f) Junior Member**

No person under the age of eighteen (18) years shall be admitted as a member other than as a Junior Member, subject to application in writing by completing the current "Application for Membership Form", unless **exception made** within these Rules.

- a) The Tax invoice for a Junior Member will itemise the sum payable as
  - i. Annual Subscription for Junior Member for the nominated year
  - ii. Bowls Regulators' Fees
- b) Junior Members shall not be entitled to purchase or consume liquor on the premises of the Club, nor shall they be eligible to hold office or vote at any meeting of the Club, but shall be entitled to participate in such bowls activities on the greens as the Board shall determine from time to time.
- c) On attaining the age of eighteen (18) years, Junior Members shall be ineligible to continue in such membership class but shall be eligible for nomination and election to other membership as provided in these Rules without delay.

**g) Honorary Former Member**

Any person who, as a member, rendered significant service to the Club over a considerable period of time (normally ten years, or such time as determined by the Board of Management) and is now unable to be involved in any other membership category due to ill health or other condition(s), shall be entitled at the discretion of the Board of Management to become an Honorary Former Member. This membership category is in recognition of their prior service to the Club, and there is no financial or other encumbrance to persons so selected by the Board. Such members will not be entitled to take part or vote in any Annual, General or Special meetings, or hold office, bowl or have any right, title or interest in any property of the Club.

## **2-2 Membership**

### **2-2.1 Application**

As described in the Constitution, to be eligible for membership of the Club, the applicant must meet any criteria set by the Board from time to time.

Subject to the Constitution Section 2-2 the following also applies -

- a) The Board Secretary shall post the Application form on the Club's noticeboard for at least seven (7) days prior to the day of election by the Board.
- b) The Board Secretary shall endeavour to ensure that no more than fourteen (14) days shall elapse between the date of nomination and election. This may be subject to respective dates of meetings of the Board or sooner as determined by the Board from time to time.

**2-2.2 Acceptance/Non-Acceptance of Applicants**

All Club members shall be elected by the Board by ballot or a show of hands.

- a) The decision of the Board as to whether any candidate has been duly elected or not shall be final and recorded accordingly by the Board Secretary.
- b) Any person whose application for membership is rejected or whose election is voided shall not again be nominated for a period of at least six months from the date of rejection or voidance of membership.
- c) Any person whose application is rejected shall be notified in writing within seven (7) days. No reason for the rejection of the application is required to be stated in the notification.

**2-2.3 Approval and Registration**

Upon a nomination being approved by the Board, the Board Secretary shall notify the nominee in writing –

- a) that they are approved for membership of the Club
- b) include a Tax Invoice for payment of fees within the period of twenty-eight (28) days after receipt of the notification
- c) Under these Rules the sum payable is for the first year's annual subscription plus the Bowls Regulator's fees.
- d) Any sum payable as a proportion of the annual fee may only be approved by the Board.
- e) The Tax Invoice for a new Full member will itemise the sum payable as –
  - i) Annual Subscription for the nominated year
  - ii) Bowls Regulator's Fees
- f) Such invoice shall include the term "Membership is confirmed upon payment of the fee within 28 days.

Upon payment of the amounts referred to in Section 2-2.3 the Board Secretary shall

- a) enter the nominee's name in the Register of Members.
- b) advise the nominee's name to the Administration Officer of the Peninsula Bowls District (PBD).
- c) The payment of the subscription or using the Club's property shall imply a member's agreement of and compliance with the Constitution and Rules of the Club.
- d) The membership shall be void until the newly elected member pays their subscription, unless they can justify the delay to the satisfaction of the Board.
- e) Any unfinancial member cannot enjoy the privileges as a member of the Club or enter or be entered into any events.

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**4. SECTION 3 – ANNUAL SUBSCRIPTIONS**

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As described in the Constitution, Section 3, the annual subscriptions and any other fees payable by each of the categories of membership of the Club, the benefits which apply, the time for, and manner of payment shall be determined by the Board from time to time.

**3-1 Renew Annual Membership**

To renew annual membership, the Treasurer shall prepare a Tax Invoice for each current member with the notations –

- a) The sum payable for the category of membership;
- b) 'To be paid within thirty (30) days of the commencement of the financial year';
- c) 'For non-payment by the due date this membership could be suspended by the Board'. The member shall be notified of such suspension in writing.
- d) Any unfinancial member cannot enjoy his privileges as a member of the Club or enter or be entered into any events.

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## **5. SECTION 4 – REGISTER OF MEMBERS**

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As described in the Constitution Section 4

### **4-1 Register**

Further to Section 4-1 of the Constitution, the following shall also apply –

- d) Every member shall communicate in writing addressed to the Club by letter, on the form provided, or by appropriate electronic means any change of address or contact details.

### **4-3 Number of members limited**

Unless the Board shall otherwise decide, the total number of members of the Club shall be seven hundred and fifty (750).

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## **6. SECTION 5 – LIABILITY OF MEMBERS**

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As described in the Constitution Section 5

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## **7. SECTION 6 – RESIGNATION OF MEMBERS**

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As described in the Constitution Section 6

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## **8. SECTION 7 – EXPULSION, SUSPENSION OR FINING OF MEMBERS**

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As described in the Constitution Section 7

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## **9. SECTION 8 – GENERAL MEETINGS**

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As described in the Constitution, Section 8, the Board may convene and hold General Meetings and an Annual General Meeting in accordance with the provision of the Act.

### **8-4 Notice of Meeting Procedure**

- a) A "Notice of Meeting shall be distributed by the appropriate Secretary to the members entitled to vote at least fourteen (14) days before the date fixed for

holding a General Meeting. Notice may be given in any form permitted under the Constitution Section 13-4 and these Rules.

#### **8-7.5 Absentee Voting**

- a) A member who is eligible to vote and who is unable to attend a General Meeting may submit an absentee vote on the voting form approved by the Board from time to time as outlined in 8-7.5 of the Constitution.
- b) THE voting form must be obtained from the appropriate Secretary, completed as instructed and returned personally in a sealed envelope to the appropriate Secretary not later than forty-eight (48) hours prior to the scheduled date of the meeting.

The appropriate Secretary shall -

- c) In the presence of the member, record receipt of the envelope on the Register of Members approved to vote at that meeting by indicating date and time received adjacent to the member's name;
- d) have the member sign the Register adjacent to his name
- e) retain all absentee votes in a secure location until required by the tally officials
- f) If the vote has been sent electronically, then a print-out showing the selected candidates and the member's domain address is sufficient proof of voting.

#### **8-7.6 Tally Officials**

On the nominated time and date of the General Meeting, the tally officials shall –

- a) confirm that, where applicable, the name and signature of the member making the absentee vote has been recorded on the Register of Members;
- b) open the envelope and confirm that the voting form has been completed as instructed.
- c) If correct, include the voting intention in the poll as nominated by the member;
- d) If the voting form has not been completed as instructed, the vote is informal and shall not be included in the poll.

#### **8-8 Auditors**

- a) The Auditors shall be appointed at each Annual General Meeting, and shall not be office bearers of the Club.
- b) The Auditors shall have the power at all times to examine the books and documents of the Club and shall, as soon as conveniently possible after the close of every financial year, provide a Statement of Income and Expenditure and a Balance Sheet setting forth the financial business of the Club since the end of the preceding financial year as prepared by the Treasurer.
- c) Any report of the Auditors shall be submitted to the Annual General Meeting
- d) A "Schedule 1 Regulation 15 Form 1 – Associations Incorporation Reform Act 2012" document shall be completed, and presented to the members with the financial statements at the Annual General Meeting.

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### **10. SECTION 9 – BOARD OF MANAGEMENT**

As described in the Constitution Section 9



**9-1 Powers and Duties of Board****9-1.1 Chairman**

Except as otherwise provided in these Rules, the Chairman shall -

- a) preside at all Board meetings;
- b) regulate and keep order in all proceedings;
- c) carry into effect the Regulations and By-Laws of the Club as stipulated in the Constitution and Rules

**9-1.2 Board Secretary**

Except as otherwise provided in these Rules, the Board Secretary shall -

- a) be the Executive Officer of the Board and perform any duties conferred or imposed under the Act;
- b) keep Minutes of the Resolutions and proceedings of each General Meeting, each Board Meeting and each Annual General Meeting in books provided for this purpose together with a record of the names of persons present at Board Meetings;
- c) conduct all correspondence in connection with the general business of the Club;
- d) prepare for submission to the Annual General Meeting the report of the Board and on the activities of the Club during the year;
- e) ensure that the Treasurer maintains proper accounts and records of the transactions and affairs of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club;
- f) shall keep in custody or under control all books, documents and securities of the Club, except as otherwise provided in these Rules;
- g) and in any other respect carry out the duties usually associated with the office of Secretary.

**9-1.3 Treasurer**

Except as otherwise provided in these Rules, the Treasurer shall -

- a) collect and receive all monies due to the Club and make all payments authorised by the Board;
- b) keep correct accounts and books showing the financial affairs of the Club with the particulars usually shown in books of a like nature and full details of all income and expenditure connected with the activities of the Club;
- c) arrange for the deposit of all monies belonging to the Club with the Club's bankers as shall from time to time be appointed by the Board;
- d) prepare and submit financial statements to each Annual General Meeting;
- e) submit a statement of cash transactions and of the financial position of the Club, including bank balances, at each ordinary meeting of the Board.
- f) All cheques drawn on the account and all drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the Chairman, the Treasurer, or Secretary, 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 the place of any one of the officers, mentioned shall be empowered to sign in like manner.

- g) Subject to the Act, any member wishing to inspect the accounts, books, securities and other relevant documents of the Club must receive authorisation in writing from the Board.
- h) If the Board Executive has paid or is liable to pay money for any act, default or omission of any other person, such monies shall be refunded by the Club or be paid by the Club.
- i) No expenditure exceeding \$100 shall be entered into without the consent of the Board Executive. Payment of recognized accounts for regular goods and services shall be automatic unless deemed otherwise and requiring special authorization by the Board.

#### **9-1.4 Greens Manager**

The Board shall have power to appoint a Greens Manager.

Except as otherwise provided in these Rules, the Greens Manager shall -

- a) have full control and supervision of the playing area and power to prevent play at any time when it is considered the area may be damaged thereby; and notice posted by the Greens Manager shall be sufficient.
- b) No person shall be allowed to play on the playing area unless wearing approved smooth-soled and heel-less bowling shoes, or bare feet.
- c) In the absence of the Greens Manager, any two members of the Board shall have power to prevent play at any time.
- d) In all other respects, the supervision and control of the playing area and lawns shall be in the hands of the Board whose ruling thereon shall be final.
- e) The Greens Manager shall present to the Board a monthly, written Report.

#### **9-2 Composition of the Board (Executive)**

- a) The Board Executive shall comprise of the Chairman, Treasurer and Board Secretary.
- b) The Board Executive shall have the right to attend all meetings of the Club.

### **11. SECTION 10 – BOWLS SECTION COMMITTEE**

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There shall be a Bowls Section Committee, as described in the Constitution Section 10

#### **10-1 Acts and Responsibilities**

THE Bowls Section Committee shall be responsible to the Board for the management and conduct of all bowls activities, including the development of proposed events, the Club's final annual bowls programme, and any competitions arranged on behalf of the Bowls Regulators.

##### **10-1.1 Composition of Bowls Section Committee**

The Bowls Section Committee shall consist of a maximum of twelve (12) affiliated members, made up as follows –

- a) One (1) Bowls Section Representative elected to the Board of Management;  
Four (4) Section Officers: President, Vice President, Junior Vice President and Secretary  
Up to five (5) committee members

One (1) Chairman of Match Committee

One (1) Chairman of Selection Committee

- b) Subject to Section 10-4 Vacancy, each member on the Bowls Section Committee (with the exception of the Bowls Section Representative) shall take office immediately upon election, and shall hold office for not less than twelve (12) months or until a successor is elected; but the member is eligible for re-election.
- c) There shall be no restriction on any member holding office on more than one Committee.

#### **10-1.2 President**

Except as otherwise provided in these Rules, the President shall -

- a) preside over all Annual and General Bowls Section Committee meetings;
- b) regulate and keep order in all proceedings;
- c) carry into effect the regulations and by-laws of the Club as stipulated in the Constitution and Rules.

#### **10-1.3 Vice President**

Except as otherwise provided in these Rules, the Vice President shall

- d) carry out the duties in the absence of the President and
- e) carry out any other duties as determined from time to time by the Bowl Section Committee.

#### **10-1.4 Bowls Section Secretary**

Except as otherwise provided in these Rules, the Bowls Section Secretary shall -

- f) keep Minutes of the Resolutions and proceedings of each and every Bowls Section Committee meeting together with a record of the names of persons present.
- g) conduct all correspondence in connection with the general business of the Section;
- h) in every other respect carry out the duties usually associated with the office of Bowls Section Secretary;
- i) be responsible for collection of bowls playing fees, i.e. pennant green fees, State and Club competition entry fees, and fund raisers not related to sponsorship;
- j) perform any other duties as determined necessary from time to time by the Bowls Section Committee.

#### **10-1.5 Bowls Section Representative**

Except as otherwise provided in these Rules, the Bowls Section Representative shall

- k) attend each and every Bowls Section Committee meeting to provide connection and liaison on bowls-related matters from and to the Board of Management
- l) shall be nominated and voted to this position at the Annual Meeting at the same time as the other candidates for the Board of Management to comply with the Liquor Licensing Reform Act.

### **10-2 Club Delegates**

Further to Section 10-2 of the Constitution, the following shall also apply -

- a) Any Delegate absent from two consecutive meetings of the Bowls Regulator shall be deemed to have vacated the office.
- b) The Bowls Section Committee shall have the power to fill such vacancy.

- c) The Delegates shall report to the Bowls Section Committee following attendance at Bowls Regulator's meetings.

#### **10-3 Match Committee**

- a) The Match Committee shall be responsible to the Bowls Section Committee for the day to day planning, control and arrangement of bowls activities.
- b) The Match Committee shall comprise of not less than six (6) and no more than ten (10) affiliated and financial members and shall be elected by the members at the Annual Meeting of the Bowls Section.
- c) Duties of the Match Committee shall be –
  - (i) to arrange teams and control all Bowls Section fixtures;
  - (ii) to make the draw and determine in conjunction with the Selection Committee handicaps for Bowls Section competitions.
- d) In the event that any member or members of the Match Committee vacating their position for any reason whatsoever, then Section 10-6 Vacancy shall apply.
- e) The Match Committee shall have the power to co-opt any financial member to assist, but a final decision on any matter within its duties shall rest with the Bowls Section Committee.
- f) The elected Match Committee shall select a Chairman from their number
- g) The Match Committee Chairman will be a member of the Bowls Section Committee.

#### **10-4 Selection Committee**

- a) The Selection Committee shall report to and be responsible to the Bowls Section Committee for all their activities in regard to planning, control and arrangement of all Club-selected bowls activities. However, they must retain their independence in regard to final decisions on selection of members to represent the Club.
- b) The Selection Committee shall comprise of ten (10) affiliated and financial members and shall be elected by the members at the Bowls Section Annual Meeting.
- c) The Selection Committee may nominate some of its members to be responsible for Midweek Pennant selection and some of its members for Saturday Pennant selection. A member may be on both selection committees as required. Only one member of the Selection Committee may attend Bowls Section Committee meetings.
- d) A monthly meeting between the Chairpersons of the Selection Committee and Bowls Section Committee (or their delegates) shall be held.
- e) The duties of the Selection Committee shall be –
  - (i) to select teams and sides to represent the Club in Pennant fixtures;
  - (ii) to select or recommend other playing representatives of the Club;
  - (iii) to determine the number of Pennant sides to be entered in all types of Pennant competitions, but on the resolution of the members at the Annual Meeting this matter may be referred to the Bowls Section Committee with power to act.
- f) In the event that any member or members of the Selection Committee vacate their position for any reason whatsoever, then Section 10-6 Vacancy shall apply.
- g) The Selection Committee shall have the power to co-opt any financial member to assist but a final decision on any matter within its duties shall rest entirely with the Selection Committee.
- h) The elected Selection Committee shall select a Chairman from their number.

- i) The Selection Committee Chairman will be a member of the Bowls Section Committee.

#### **10.5 Proceedings of Bowls Section Committee**

- a) The Bowls Section Committee shall meet periodically at least six (6) times in each year, and at such place and such times as the Committee may determine.
- b) A minimum of seven (7) constitute a quorum for the transaction of the business of a meeting of the Bowls Section Committee.
- c) 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 reappointed.
- d) The Bowls Section Committee shall be guided by Section 9-6.3 of the Constitution with modifications as applicable.

#### **10-6 Vacancy**

- a) With the exception of the Bowls Section Representative, in the event of a casual vacancy in any office, the Bowls Section Committee may appoint a member to the vacant office; and that member may continue in office up to the next date of elections.
- b) If the Bowls Section Representative vacates office, then the Bowls Section Committee may make recommendations to the Board as to his replacement. The Board will confirm the appointment of the appropriate Bowls Section Representative at the earliest opportunity.
- c) For the purpose of these Rules, a vacancy on any committee occurs if the member –
  - (i) ceases to be an affiliated member of the Club;
  - (ii) is absent from two consecutive meetings without a reason deemed valid by the Bowls Section Committee;
  - (iii) is unable to continue due to illness;
  - (iv) resigns office by notice in writing to the Bowls Section Secretary.

#### **10-7 Bowls Section Annual and General Meetings**

- a) The Bowls Section Committee may hold such ordinary meetings of its members as may be convened under these Rules, but shall hold a Bowls Section Annual Meeting no later than 31 May.
- b) A quorum of thirty (30) affiliated members shall apply to Bowls Section General and Annual Meetings.

##### **10-7.1 Business of the Bowls Section Annual Meetings**

The business of the Bowls Section Annual Meetings shall be –

- a) to confirm the Minutes of the last preceding Bowls Section Annual Meeting or any Bowls Section General Meetings held since that meeting;
- b) to receive from the Bowls Section President a report on the transactions of the Bowls Section during the past period or preceding year.
- c) The Bowls Section shall be guided by Section 9-4 of the Constitution with modifications as applicable to elect the Bowls Section Committee to include –
  - (i) The Bowls Section Office Bearers and Committee member
  - (ii) A number of affiliated members to form a Match Committee

- (iii) A number of affiliated members to form a Selection Committee
- d) to appoint two affiliated members to act as the Club delegates to attend meetings and events held by the Bowls Regulators from time to time.
- e) to transact any other business of which notice has been given
- f) to transact any other general business, but any Resolutions arising from such business shall be recommendations only to the Bowls Section Committee.

#### **10-7.2 Election of Bowls Section Office Bearers and Committees**

The Bowls Section Committee shall adopt the policy of the Club with regard to protocols and procedures as per Section 8 of the Constitution, suitably modified, to provide for the election of Bowls Section Office Bearers and Committees.

### **12. SECTION 11 – LIQUOR LICENCE**

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As described in the Constitution

### **13. SECTION 12 – GRIEVANCE PROCEDURES – DISPUTES AND MEDIATION**

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As described in the Constitution

### **14. SECTION 13 – GENERAL**

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As described in the Constitution

### **15. SECTION 14 – RULES OF THE CLUB**

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As described in the Constitution

**16. SECTION 15 - MODIFICATION TO RULES**

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<b>Date of Board Meeting</b>	<b>Section #</b>	<b>Amendment/Addition</b>