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# CLUB CONSTITUTION

Edge Hill Memorial Bowls Club Inc

Trading as

Edge Hill Cairns Bowls Club



Version 1  
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# Contents

## 1 Table of Contents

1.	INTRODUCTION .....	1
1.1	Replaceable Rules Excluded.....	1
1.2	Name .....	1
2.	DEFINITIONS AND INTERPRETATIONS.....	1
2.1	Definitions.....	1
2.2	Interpretation .....	2
2.3	Object.....	2
2.4	Powers .....	2
3.	PROPERTY AND INCOME.....	2
3.1	Application of Property and Income.....	2
3.2	No Distribution to Members.....	3
4.	BOARD MEMBERS.....	3
4.1	Board of Directors.....	3
4.2	Qualifications of Board .....	3
4.3	Election of Board .....	4
4.4	Resignation or Removal from the Board .....	4
4.5	Vacancies on the Board .....	5
4.6	Duties of Office Bearer – President.....	5
4.7	Duties of Office Bearer – Vice-President.....	5
4.8	Duties of Office Bearer – Director of Administration .....	5
4.9	Duties of Office Bearer – Director of Finance .....	6
4.10	Duties of Office Bearer – Director of Bowls.....	6
4.11	Duties of Office Bearer – Director of Building & Infrastructure.....	6
4.12	Duties of Office Bearer – Director of Members .....	6
5.	POWERS AND DUTIES OF THE BOARD .....	6
5.1	Powers of the Board.....	6
5.2	Limitation of Directors.....	7
5.3	Power to Borrow or Raise Money.....	7
5.4	Appointment of Staff .....	7
5.5	Minutes.....	8
5.6	Board Remuneration .....	8
6.	SUB-COMMITTEES .....	8
6.1	Power to Establish Sub-Committees .....	8
6.2	Executive Committee.....	8
6.3	Administration Committee.....	9
6.4	Finance Committee.....	9
6.5	Bowls Committee .....	9
6.6	Bowls Committee Sub-Committees .....	9
6.7	Building & Infrastructure Committee .....	10
6.8	Appeal Committee.....	10
7.	PROCEEDINGS OF THE BOARD .....	10

7.1	Regulation of Meeting .....	10
7.2	Technology Meeting of Directors .....	11
7.3	Decisions by Majority.....	11
7.4	Quorum .....	11
7.5	Conflict of Interest.....	11
7.6	Validity of Acts of Board .....	11
7.7	Passing of Directors' Resolutions.....	12
8.	MEMBERSHIP CATEGORIES .....	12
8.1	Membership Generally .....	12
8.2	Full Member .....	12
8.3	Full Member - Pensioner.....	12
8.4	Full Member – Non-Bowling .....	13
8.5	Social Member .....	13
8.6	Dual Member .....	13
8.7	Junior Member .....	13
8.8	Life Member .....	13
8.9	Honorary Membership .....	13
8.10	Reciprocal Members and Visitors.....	14
8.11	Staff .....	14
8.12	Patron.....	14
8.13	Voting .....	14
9.	MEMBERSHIP .....	14
9.1	Application for Membership.....	14
9.2	Determination of Membership Application .....	15
9.3	Annual Subscriptions.....	15
9.4	Membership Rights .....	15
9.5	Register to be Kept.....	15
9.6	Membership not Transferable.....	15
10.	OBLIGATIONS OF MEMBERSHIP AND DISCIPLINARY PROVISIONS.....	16
10.1	Member's Obligation.....	16
10.2	Resignation of Membership.....	16
10.3	Cessation of Membership.....	16
10.4	Breach of Member's Obligation .....	16
10.5	Suspension or Termination of Membership.....	17
10.6	Appeal Against Rejection, Suspension, or Termination of Membership.....	17
11.	AGM AND SGM.....	18
11.1	AGM .....	18
11.2	SGM .....	18
11.3	Method of Calling AGM or SGM .....	18
11.4	Quorum .....	19
11.5	Procedure Where no Quorum .....	19
11.6	Procedures for Meetings .....	19
11.7	Adjournment of Meeting .....	19
11.8	Show of Hands or Ballot.....	20
11.9	Rights of Third Parties to Attend Meetings.....	20
12.	FINANCE.....	20

---

12.1	Proper Records to be Kept.....	20
12.2	Funds and Accounts.....	20
12.3	Specific Limitations of Powers.....	20
12.4	Auditor.....	21
13.	ALTERATION OF CONSTITUTION AND BY-LAWS.....	21
14.	NOTICES.....	21
15.	LEGAL REQUIREMENTS .....	21
15.1	Common Seal.....	21
15.2	Executing documents .....	21
15.3	Security – Electronic and Physical .....	22
15.4	Inspection of Records.....	22
15.5	Insurance.....	22
15.6	Indemnity against liability.....	22
16.	DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS.....	22
17.	AMALGAMATION.....	22
17.1	Amalgamation generally .....	22
17.2	Amalgamation if there is a tax-deductible fund.....	22

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# Constitution of the Edge Hill Memorial Bowls Club Inc

## 1. INTRODUCTION

### 1.1 Replaceable Rules Excluded

The replaceable rules contained in the Law do not apply to the Club.

### 1.2 Name

- (a) The name of the club shall be "Edge Hill Memorial Bowls Club Inc " (in this Constitution called "the Club").
- (b) The Club can register a trading name at its discretion. As at the approval of this Constitution, the trading name is Edge Hill Cairns Bowls Club.

## 2. DEFINITIONS AND INTERPRETATIONS

### 2.1 Definitions

In this Constitution, the following words shall have meanings assigned to them as follows:

**Act:** means the Associations Incorporation Act 1981 or any amendment or re-enactment thereof.

**AGM:** means the Annual General Meeting held each year to elect the Board and Auditor, as well as deal with matters to which due notice has been given to members.

**By-laws:** means any advice, direction or instruction declared by the Board under the provisions of this Constitution for the governance of members or others.

**District Bowls Association:** means the relevant divisional authority within Queensland for the Club.

**Game of Bowls** is a sport, the rules of which are stated in order of control and ascendancy by Bowls Australia, the State authority, the divisional or district authority and any sub-delegate authority and the club on whose green the game is played.

**Employee:** any person employed by the Club.

**Financial Year:** shall mean the period from and including 1<sup>st</sup> July to and including the 30<sup>th</sup> of June.

**Instantaneous Communication Device:** means any device by which the processes of a meeting may be conducted between persons in different places and includes telephone, computer or any other audio and/or visual device or technology which permits instantaneous (or near as practical thereto) communication.

**Law:** means any Act of Parliament, Regulation and Local Government Ordinance that applies to the Club.

**Member:** means a person who has been accepted as such by the Board, in accordance with this Constitution, and who has paid to the Club all nomination fees, subscriptions, and other fees.

**Notice:** includes all notices, consents, approvals, waivers and other communications given by way of electronic, written or typed correspondence. All notices are deemed to have been delivered when forwarded to the last known address provided to the Club.

**Returning Officer** is an adult appointed by the Board at the first board meeting after the AGM to assist in elections of officers and directors at any time whether at an AGM, SGM or pre-polling.

**Rules:** are each of the clauses which make up this Constitution.

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**SGM:** means a Special General Meeting which may be called in accordance with the Act, Constitution and By-Laws.

**Voting Member:** category of membership entitled to vote as provided by this Constitution.

**Special resolution:** means a resolution that has been passed by at least seventy-five per cent (75%) of the votes cast by members entitled to vote on the resolution.

## 2.2 Interpretation

- (a) In the interpretation of this Constitution, unless the context or subject matter otherwise require:
- i. words importing any gender include the other genders.
  - ii. singular words include the plural and vice versa.
  - iii. references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in Council, By-laws and ordinances made under those statutes.
  - iv. where a word or a phrase is given a particular meaning in legislation, then that same meaning is to apply wherever this Constitution relates to that piece of legislation in any way.
  - v. headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and
  - vi. a reference to dollars (\$) shall mean a reference to Australian dollars, unless otherwise expressly intended.
- (b) The Board has the power to interpret the rules in a way which may be deemed fair and reasonable.

## 2.3 Object

- (a) The object of the Club is.
- i. To promote and enhance the game of bowls.
  - ii. To provide the best possible standard of playing facilities for members.
  - iii. To provide, develop and promote activities that are from time to time considered appropriate to encourage good fellowship between members of the Club.
  - iv. To provide members and their guests with social amenities, including entertainment, of a kind and standard compatible with the good reputation of the members and the game of bowls.
  - v. To give help to persons in necessitous circumstances and generally to support charitable and other such causes for the benefit of the public or local community.
- (b) For the purposes of carrying out the principal objects the Club may do all such acts and things as may be reasonably necessary for, or incidental to, carrying out the primary objects.

## 2.4 Powers

The Club has in the exercise of its affairs, all the powers of a person, subject to the specific limitations provided by the Law and contained within this Constitution and By-laws.

## 3. PROPERTY AND INCOME

### 3.1 Application of Property and Income

The income and property of the Club however derived, shall be applied solely for the benefit and promotion of the object of the Club.

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### **3.2 No Distribution to Members**

- (a) No portion thereof shall be:
  - i. paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the members of the Club; or
  - ii. paid to Board Members as fees or other remuneration or other benefit in money or money's worth.
- (b) Provided that prior approval of the Board and an agreed form of appropriate notice is received, nothing in this Rule shall preclude:
  - i. payment in good faith of reasonable and proper remuneration to any Board Member, officer or employee of the Club or to any member in return for any services rendered to the Club.
  - ii. reimbursement of reasonable out-of-pocket expenses to any of the Board Members or employee of the Club for expenses incurred in the conduct of services rendered to the Club; and
  - iii. remuneration to any member of the Club in return for services rendered to the Club or for goods supplied in the ordinary course of business.
- (c) No payment may be made to any member, officer or employee of the Club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Club or the receipts of the Club for such liquor.

## **4. BOARD MEMBERS**

### **4.1 Board of Directors**

- (a) The Management of the Club shall be vested in a Board of Directors comprising a maximum of seven (7) Directors.
  - i. President
  - ii. Vice-President
  - iii. Director of Finance
  - iv. Director of Administration
  - v. Director of Bowls
  - vi. Director of Building & Infrastructure
  - vii. Director of Members
- (b) The Club has a rotational Board whereby the positions come up for re-election every two years, in the following format:
  - i. (Even Years) The President, Director of Finance, and the Director of Bowls
  - ii. (Odd Years) The Vice-President, Director of Administration, Director of Building & Infrastructure, and the Director of Members

### **4.2 Qualifications of Board**

Each Director must satisfy the following criteria to be eligible for election and to serve as a director:

- (a) ordinarily reside within Queensland.
- (b) be a financial member of the club.
- (c) not be a paid employee of the Club.
- (d) thoroughly read and sign a statement confirming that the following documentation has been read, understood and agreed to a copy of the Club's governance documentation, Constitution. By-laws; Directors Code of Conduct and last two Annual Reports.

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### 4.3 Election of Board

The election of Directors shall take place in the following manner:

- (a) Any two financial voting members of the Club are eligible to nominate any other Life, Full or Pensioner member to serve as a director. The proposers and seconders may nominate more than one (1) candidate.
- (b) The nomination shall be lodged with the Director of Administration at least fourteen (14) days before the AGM, in writing in the format as prescribed by the Board, signed by the member and their proposer and seconder.
- (c) In the event a full member has been nominated for election to more than one (1) Office and is elected to the senior Office, their name shall be automatically eliminated from the Ballot Count for election to a lower Office. Order of seniority shall be:
  - i. President
  - ii. Vice-President
  - iii. Director
- (d) Should an incumbent Director be voted into a different position (e.g., Director becomes the President) during their term, their current office becomes vacated and dealt with under rule 4.5.
- (e) If there is only one candidate for any office that candidate shall be deemed to be elected at the AGM.
- (f) Should there be an insufficient number of candidates nominated for positions available, any remaining vacancies will be dealt with under rule 4.5.
- (g) Where there is a greater number of candidates than vacancies, every member belonging to a class entitled to vote under this Constitution shall be entitled to vote in a first-past-the-post election via secret ballot.
- (h) A Returning Officer (RO) and any required Returning Officers Assistants (ROA) shall be appointed by the Board to take charge of the ballot and count the results.
  - i. The RO and ROAs must not be persons who have nominated for a position.
  - ii. Each candidate shall have the right to appoint one scrutineer if they so desire.
  - iii. A person can only act as a scrutineer if they are eligible to vote at the AGM.
  - iv. A person is ineligible to act as a scrutineer if their position is up for election, has nominated for a position, or nominated another person for a position.

### 4.4 Resignation or Removal from the Board

- (a) The office of a director will be automatically vacated if:
  - i. a director becomes bankrupt, suspends payment or makes any arrangement or compromise with creditors.
  - ii. by notice in writing to the Club a director resigns from office.
  - iii. by reason of any provision of the Law a director vacates office or becomes prohibited from being on the Board.
  - iv. a director becomes of unsound mind.
  - v. a director is permanently incapacitated from performing the required duties.
  - vi. a director's position contravenes any Acts or Laws.
  - vii. a director is absent without permission of the Board for 3 consecutive Board meetings or 5 or more Board meetings out of 8 consecutive meetings.
  - viii. a director ceases to be a member of the Club in one of the classes required for eligibility to hold office; or
  - ix. a Director whose membership to the Club has been suspended shall also be suspended from acting as a Director for the corresponding period of the suspension, subject to rule 4.4(b).
- (b) The Board may determine to terminate or suspend a Director from the Board if that Director has lost the confidence of the fellow Directors. Such a termination or suspension must be determined by the full Board and decided by a supporting unanimous vote.

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#### **4.5 Vacancies on the Board**

- (a) The Board shall have the power to appoint a member of the Club to fill a casual vacancy of a Director as the case requires, provided the person fulfills the qualifications in rule 4.2.
- (b) Such appointment will only be effective until the next AGM. The subsequent appointment of a Director at the AGM will be for the remainder of the appointed term for the vacant Director's positions.
- (c) In the event the President ceases to hold office before the expiration of their term of office, the Vice President becomes the Acting President.
- (d) In the event the Vice President ceases to hold office before the expiration of their term of office, the Board may appoint an Acting Vice President from the current Board members.
- (e) Despite the need for the Board to use best endeavours to have a Board comprised of a minimum of five (5) Directors, the Board may continue to function with less than five (5) Directors as a consequence of a casual vacancy being created in any way.
- (f) Should the number of Directors fall below five (5) the Board will call a SGM of the Club for the purpose of election of new Directors to bring the Board to the prescribed number for the balance of the term to the next AGM.

#### **4.6 Duties of Office Bearer – President**

- (a) The President shall chair all meetings of the Directors and/or general meetings of full members.
- (b) The President shall promptly attend to the carrying out of the decisions of Directors and/or the full members in general meeting.
- (c) The President may, at their discretion, delegate to any Office Bearer, Director, Club employee or Club member any task as required.
- (d) The President shall represent the best interests of the Club, its employees and/or members with local communities, local and state governments, and with organisations representing the district, state and national sport of lawn bowls.
- (e) The President shall ensure that the Constitution, By-Laws and/or Policies of the Club are abided to by all members and/or visitors.

#### **4.7 Duties of Office Bearer – Vice-President**

- (a) The Vice-President shall assist the President in the execution of the President's duties and responsibilities.
- (b) The Vice-President shall ensure the duties and/or responsibilities allocated or delegated to them by the President and/or the Board are promptly and properly carried out.

#### **4.8 Duties of Office Bearer – Director of Administration**

- (a) Be chairperson of the Planning & Administration Committee.
- (b) Keep a register of all Members and an up-to-date record of their addresses and shall file all Application Forms whether the nominees have been accepted.
- (c) Forward notices of all meetings and the business to be transacted thereat to Members in accordance with the By-Laws.
- (d) Record and keep Minutes of all Annual General, General, Special General, Management Committee, and Executive Committee Meetings.
- (e) Conduct the correspondence of the Club and be responsible for the custody of all documents and instruments of Incorporation belonging to the Club and for the disposition thereof.
- (f) Be responsible for the drafting of the Annual report to be submitted to the Management Committee for approval before printing and circulation to all Members at least seven (7) days prior to the Annual General Meeting.
- (g) Carry out all duties arising from decisions of Annual, Special, General and/or Committee Meetings

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#### **4.9 Duties of Office Bearer – Director of Finance**

- (a) Be chairperson of the Finance & Property Committee.
- (b) Receive all monies on behalf of the Club and shall issue receipts for same and shall be responsible to the Management Committee for such monies. All monies received on behalf of the Club shall be banked within four (4) days of receipt thereof and all payments over \$100 shall be made by an appropriate manner and signed off by two approved signatories.
- (c) Keep the necessary records as required by the relevant Government Act.
- (d) The Treasurer shall ensure that the annual audited statement, applicable statements and returns are submitted to the relevant Government Department, as and when required.
- (e) At each Management Committee Meeting, present a report relating to the Club's finances, showing details of receipts and expenditure since the presentation of the previous report and shall produce the Bank statement together with a reconciliation statement, showing the balance as the debit or credit of the Club's finances.

#### **4.10 Duties of Office Bearer – Director of Bowls**

- (a) Be chairperson of the Bowls Committee.
- (b) Receive all information from the Bowls Committee and report on all bowls activities.
- (c) Carry out all duties as directed by the board.

#### **4.11 Duties of Office Bearer – Director of Building & Infrastructure**

- (a) Be chairperson of the Building & Infrastructure Committee.
- (b) Liaise with management and contractors on all major building & infrastructure requirements.
- (c) Report to board on all activities.
- (d) Carry out all duties as directed by the board.

#### **4.12 Duties of Office Bearer – Director of Members**

- (a) Liaise with members about club activities and any other matters members wish to raise.
- (b) Carry out all duties as directed by the board.

### **5. POWERS AND DUTIES OF THE BOARD**

#### **5.1 Powers of the Board**

- (a) The Board will have sole charge of all affairs of the Club and will govern the business of the Club.
- (b) Subject to the Law and to any other provisions of this Constitution, the Board will appoint who has control and management of the operating activities, property, and funds of the Club and may exercise all the powers of the Club except any powers that, by the Law or by this Constitution, are required to be exercised by the Club at an AGM or SGM.
- (c) Except as otherwise provided by this Constitution and subject to resolutions of the members of the Club carried at any General Meeting, the Board shall have authority to interpret the meaning of these rules and the By-laws and any matter relating to the Club on which these rules and the By-laws are silent, and a simple majority of the Board shall determine such interpretation which will then be binding on all members.

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- (d) In addition to powers given to the Board elsewhere in this Constitution the Board will also have power, from time to time, to make and adopt, alter, repeal and enforce rules, By-laws, policies and procedures not inconsistent with this Constitution as may be necessary for the proper conduct and management of the Club and regulation of its affairs, without limiting the generality thereof it may regulate:
- i. the terms and conditions of appointment of the Club Manager, or equal position, of the Club and the conduct of such person, subject to relevant legislation.
  - ii. the conduct of members of the Club in relation to one another and to the club staff; and
  - iii. the procedure or order of business of meetings of the Club and Board not elsewhere prescribed in this Constitution.
- (e) The Board, in addition to the other powers conferred by this Constitution and those consistent with responsible management, shall also have the following powers:
- i. To enter contracts on behalf of the Club.
  - ii. By way of notice, to appoint any delegate or delegates to represent the Club for any purpose and with such responsibilities as it shall deem fit.
  - iii. To apply such sums as the Board shall determine from time to time towards defraying expenses of official visitors, subject to documentary evidence submitted to the Club Manager and subsequent approved by the board.
  - iv. To reimburse out-of-pocket expenses incurred by any Director of the Board, in the course of their duties. Reimbursement will only be considered upon receipts or relevant documentation of expenditure being provided to the Club Manager, or equivalent position, followed by subsequent Board approval.
- (f) Decisions as to the naming of the Club's greens and its other major facilities may be recommended by the Directors and must be ratified by a special resolution of members.
- (g) No Rule made or resolution passed by the Club at an AGM or SGM can invalidate any prior act of the Directors which would have been valid if that Rule or resolution had not been made or passed.

## **5.2 Limitation of Directors**

No Director has authority to act on the Club's behalf unless formal authority has been delegated to that Director, by prior approval of the Board in writing.

## **5.3 Power to Borrow or Raise Money**

The Board may exercise all the powers of the Club to borrow money, to charge any property or business of the Club or all or any of its uncalled capital or give any other security for a debt, liability, or obligation of the Club. This rule should be read in conjunction with rule 12.3.

## **5.4 Appointment of Staff**

- (a) The Directors may appoint any person, not being a director, to the position of club manager for the period and on the terms (including as to remuneration) the Directors see fit.
- (b) The club manager is not a member of the board of the Club but may attend meetings of the Directors except where the Directors otherwise request.
- (c) The Directors may, upon terms and conditions and with any restrictions they see fit, confer on a club manager any of the powers that the Directors can exercise.
- (d) Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.
- (e) The Directors may revoke or vary:
  - i. an appointment; or
  - ii. any of the powers conferred on a club manager.
- (f) If a club manager becomes incapable of acting in that capacity the Directors may appoint any other person, not being a director, to act temporarily as club manager.

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## **5.5 Minutes**

- (a) The Board must ensure that proper minutes are recorded of the attendance and business transacted at Board Meetings, AGMs or SGMs.
- (b) The minutes of any meeting, signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

## **5.6 Board Remuneration**

- (a) No Director may receive any remuneration or honorarium for his previous yearly services in his capacity as a Director of the Club unless first approved by the members at an AGM.
- (b) No Director will be paid any remuneration or honorarium in advance.
- (c) Any remuneration or honorarium approved by the members at the AGM will be distributed at the discretion of the Directors.
- (d) The Club may pay the Directors' travelling and other expenses that they properly incur in:
  - i. attending Directors' meetings or any meetings of committees of Directors.
  - ii. attending any AGMs or SGMs of the Club; and
  - iii. connection with the Club's business.
- (e) To the extent, if any, required by the Law, a director must ensure that the requirements of the Law are complied with in relation to any financial benefit given by the Club to the Director or to any other related party of the Director.

## **6. SUB-COMMITTEES**

### **6.1 Power to Establish Sub-Committees**

- (a) The Board may create Sub-committees consisting of members and suitably qualified non-members of the Club.
- (b) Sub-committees must conform to terms of reference and regulations imposed on it by the Board.
- (c) Except for the delegated powers associated with the disciplinary processes outlined in this Constitution, the Board cannot delegate its powers to a Sub-committee.
- (d) Sub-committees may be empowered to investigate matters, make findings and make recommendations within a defined brief to the Board.
- (e) The Board will seek a Chairperson for the Sub-committee.
- (f) The President is an ex-officio member of all sub-committees from time to time created by the Board and shall be notified of the time and place of all meetings of Sub-committees unless the President or the Board otherwise directs.
- (g) No Sub-committee shall, without the express approval of the Board via notice, commit the Club in any way.
- (h) A Sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Sub-committee members present and, in the case of an equality of votes, the Sub-committee Chairperson has a casting as well as a deliberate vote.

### **6.2 Executive Committee**

- (a) The Executive Committee of Directors are to oversee and manage the day-to-day affairs of an urgent nature of the Club that may arise from time to time.
- (b) The members of the Executive Committee shall be President, Director of Administration and the Director of Finance. The quorum for an Executive Committee meeting is all members of the Executive Committee.
- (c) The Executive Committee shall table as soon as is reasonably practicable, Minutes and Resolutions of the Committee for ratification at the next meeting of Directors.

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### **6.3 Administration Committee**

- (a) The Administration Committee are to assist the Director of Administration with the preparation of Club Newsletters, Annual Report, Sponsorship Program, Grants and any other matters that may arise from time to time.
- (b) The Administration Committee shall be chaired by the Director of Administration and consist of two other members. More members may be appointed as needed,
- (c) The Administration Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of Directors.

### **6.4 Finance Committee**

- (a) The Finance Committee are to assist the Director of Finance with the preparation of Club Budgets, Budget Reviews, Annual Audit Report, Sponsorship Program, Grants and any other matters that may arise from time to time.
- (b) The Finance Committee shall be chaired by the Director of Finance and consist of two other members. More members may be appointed as needed,
- (c) The Finance Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of Directors.

### **6.5 Bowls Committee**

- (a) The Bowls Committee are to assist the Director of Bowls with all aspects of Bowls that are conducted around the club.
- (b) The Bowls Committee shall be chaired by the Director of Bowls and be made up of,
  - i. Men's Games Coordinator
  - ii. Ladies Games Coordinator
  - iii. Chairperson of Men's Selection Committee
  - iv. Chairperson of Ladies Selection Committee
  - v. Men's District Delegate
  - vi. Ladies District Delegate
  - vii. Chairperson of Bowls Events Committee
  - viii. Chairperson of Junior Bowls Committee
- (c) The Bowls Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of Directors.

### **6.6 Bowls Committee Sub-Committees**

#### **(a) Men's Selection Committee**

- i. The Men's Selection Committee are responsible for the selection of all Men's club teams.
- ii. The Men's Selection Committee shall be chaired by the Chairperson of the Men's Selection Committee and consist of two other members.
- iii. The Men's Selection Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of the Bowls Committee.

#### **(b) Ladies Selection Committee**

- i. The Ladies Selection Committee are responsible for the selection of all Ladies club teams.
- ii. The Ladies Selection Committee shall be chaired by the Chairperson of the Ladies Selection Committee and consist of two other members.
- iii. The Ladies Selection Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of the Bowls Committee.

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**(c) Bowls Events Committee**

- i. The Bowls Event Committee are responsible for putting together all the club bowls events.
- ii. Events are but not limited to Men's and Ladies Classics, Men's and Ladies Triples.
- iii. The Bowls Event Committee shall be chaired by the Chairperson of the Bowls Event Committee and consist of three other members. More members may be appointed as needed,
- iv. The Bowls Events Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of the Bowls Committee.

**(d) Junior Bowls Committee**

- i. The Junior Bowls Committee is responsible for conducting all Junior Bowls activities.
- ii. The Junior Bowls Committee shall be chaired by the Chairperson of the Junior Bowls Committee and consist of three other members. More members may be appointed as needed,
- iii. The Junior Bowls Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of the Bowls Committee.

**6.7 Building & Infrastructure Committee**

- i. The Building & Infrastructure Committee are to assist the Director of Building & Infrastructure with the preparation of getting information, quotes and tenders for any major new infrastructure or major repairs and maintenance to be done around the club.
- ii. The Building & Infrastructure Committee shall be chaired by the Director of Building & Infrastructure and consist of two other members. More members may be appointed as needed,
- iii. The Building & Infrastructure Committee shall table as soon as is reasonably practicable information and documentation prepared for ratification at the next meeting of Directors.

**6.8 Appeal Committee**

- (a) In the event a member appeals against a disciplinary decision of the Board, the Board will establish an independent Appeal Committee which will consist of three (3) persons.
- (b) Members of the Appeal Committee shall be independent and shall not have been party to the initial decision of the Board.
- (c) The Appeal Committee must be provided with such resources as are reasonably necessary to discharge its duties, including independent legal advice and assistance if required.
- (d) The Appeal Committee decision is absolute.
- (e) Members of the Appeal Committee must hold a membership class which has voting rights, are persons of excellent character and are only appointed for the appeal at hand.

**7. PROCEEDINGS OF THE BOARD**

**7.1 Regulation of Meeting**

- (a) The Board shall meet at least once a month for the dispatch of the business of the Club and adjourn and otherwise regulate its meetings as it deems fit. A Special Meeting of the Board shall be convened:
  - i. by the President; or
  - ii. by the Director of Administration on the requisition in writing signed by not less than four members of the Board, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.

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- (b) Not less than 24 hours' notice shall be given by the President, Director of Administration or designate to Directors of any Special Meeting of the Board. Such notice shall clearly state the nature of business to be discussed. In an emergency a Special Meeting may be called on such lesser notice as the circumstances require.
  - (c) The President is the chair of all meetings of the Directors unless no President has currently been elected or the President is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Vice-President if present presides as chair of the meeting or, if the Vice-President is not present or willing to act, the Directors present may appoint one (1) of their number to be chair of the meeting.

## **7.2 Technology Meeting of Directors**

- (a) A Director may take part and vote in a Board meeting in person or by using any technology that reasonably allows the Board member to hear and take part in discussions as they happen.
- (b) Directors must provide consent to hold a meeting via technology. The consent may be a standing one and may only be withdrawn within a reasonable period before the meeting. All Directors who take part in the meeting are treated as having consented to the use of the technology for that meeting.
- (c) A Director may not leave a technology meeting by disconnecting his link to the meeting unless that Director has previously notified the chair of the meeting; and
- (d) If the Director of Administration is not present at a technology meeting one of the Directors present must take minutes of the meeting.

## **7.3 Decisions by Majority**

- (a) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the Directors present shall, for all purposes, be deemed to be a determination of the Board.
- (b) In case of a tied vote, the Chairperson has a casting vote in addition to any vote the Chairperson has as a Board member.

## **7.4 Quorum**

- (a) The quorum necessary for the transaction of the business of the Board must be five (5) Directors entitled to vote.
- (b) A quorum must be present throughout each meeting of the Board. If a quorum is not present at any time, the meeting is not validly convened, but this does not affect the validity of any business conducted before the absence of a quorum occurs.
- (c) If within half an hour from the time appointed for the commencement of the Board Meeting a quorum is not present, the meeting, if convened upon the requisition of Directors on the Board, shall lapse.
- (d) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairperson may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## **7.5 Conflict of Interest**

- (a) All pecuniary interests must be declared.
- (b) No Board Member shall be involved personally with any negotiations, debate, discussion or voting on any issue in which they have any material and/or personal interest.

## **7.6 Validity of Acts of Board**

- (a) Any acts done by any meeting of the Board will be valid even though it subsequently becomes known:
  - i. that there was some defect in the election of a person to be a director; or
  - ii. that a person elected was disqualified.

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## **7.7 Passing of Directors' Resolutions**

- (a) The Directors may pass a resolution without a Board Meeting being held, if a majority of the Directors vote in favour of a resolution.
- (b) Agreement may be by digital method, however, must be within the resolution's prescribed time.
  - i. Separate copies of a document may be used for signing by the Board members if the wording of the resolution and the statement is identical in each copy.
  - ii. Digital signatures may be used provided written agreement is also received from the Director.
- (c) The chair has a casting vote, if necessary, in addition to any vote he has as a director. The chair has the discretion both as to whether to use the casting vote and as to the way in which it is used.
- (d) At the next Board Meeting, the resolution is subject to ratification.

## **8. MEMBERSHIP CATEGORIES**

### **8.1 Membership Generally**

- (a) Membership of the Club shall consist of:
  - i. Full Member
  - ii. Full Member - Pensioner
  - iii. Full Member – Non-Bowling
  - iv. Social Member
  - v. Dual Member
  - vi. Junior Member
  - vii. Life Member
  - viii. Honorary Membership
  - ix. Reciprocal members and visitors
- (b) The number of members for which the Club proposes to be registered is unlimited.
- (c) The Board may create classes of members and determine the rights and privileges attaching to those classes as it deems necessary and appropriate for the Club from time to time.

### **8.2 Full Member**

- (a) Any person 18 years of age or older and of good character may apply to be a full member of the Club, and if accepted will be entitled to:
  - i. all the privileges of the Club and recreations and pastimes as may be determined by the Board from time to time.
  - ii. voting rights; and
  - iii. hold office within the Club.

### **8.3 Full Member - Pensioner**

A Pensioner Member is a person eligible to.

- (a) be a full member who has given documentary proof to the Board that the person is in receipt of a government pension. Such person may pay reduced annual fees as determined by the board.
- (b) have all the privileges of the Club and recreations and pastimes as may be determined by the Board from time to time.
- (c) have voting rights; and
- (d) hold office within the Club.

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#### **8.4 Full Member – Non-Bowling**

- (a) Any person 18 years of age or older and of good character may apply to be a full member of the Club, and if accepted will be entitled to:
  - i. all the privileges of the Club and recreations and pastimes as may be determined by the Board from time to time.
  - ii. voting rights.
- (b) Are NOT eligible to hold a Board position within the Club.
- (c) May sit on sub-committees.
- (d) Are NOT eligible to participate in any regular club organized bowls events.

#### **8.5 Social Member**

- (a) Persons over the age of 18 years and of good character may apply to be a social member.
- (b) Social members are only entitled to the social privileges of membership and are not entitled to engage in the game of bowls within the Club unless at the invitation of the Board of Directors.
- (c) Social members are not entitled to vote at AGMs or SGMs.
- (d) Social members are NOT eligible to hold a Board position within the Club.
- (e) Social members may sit on sub-committees.

#### **8.6 Dual Member**

Any person 18 years of age or older and a full member of another club may apply to be a Dual member of the Club, and if accepted will be entitled to:

- (a) all the privileges of the Club and recreations and pastimes as may be determined by the Board from time to time.
- (b) voting rights; and
- (c) Are NOT eligible to hold a Board position within the Club.
- (d) May sit on sub-committees.

#### **8.7 Junior Member**

- (a) Any person who is under eighteen (18) years of age at the date of application may apply for junior membership of the Club.
- (b) Junior members are not entitled to vote, hold office or attend AGMs or SGMs.
- (c) Prior to a Junior member's eighteenth birthday the Director of Administration shall advise in writing that they will no longer be a junior member on reaching the age of eighteen (18) and that they have the option to apply for an adult class of membership.

#### **8.8 Life Member**

- (a) Nominations for life membership for a full member who has contributed significant services to the Club over an extended period of years, may be made by:
  - i. the Board; or
  - ii. any two (2) full or life members by lodging a nomination to the Board for their consideration.
- (b) A full member becomes a life member on the nomination being approved by a special resolution of voting members at an AGM or SGM.
- (c) A life member is entitled to vote and hold office.

#### **8.9 Honorary Membership**

- (a) If a person, not being a member of the Club, has rendered significant services or benefits to the Club over a period of years, the Board may nominate that person to be an honorary member of the Club. The nominated person becomes an honorary member by:
  - i. the person consenting in writing to be an honorary member; or
  - ii. the nomination being approved by an ordinary resolution of members at an AGM or SGM.
- (b) An honorary member shall be entitled only to the privileges of social membership of the Club.
- (c) Honorary membership is for one (1) year but may be renewed on an annual basis.

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## **8.10 Reciprocal Members and Visitors**

- (a) Reciprocal clubs are determined by the Board from time to time. The Director of Administration must ensure a register of the reciprocal clubs is kept.
- (b) Reciprocal members and visitors do not pay membership fees and have no other rights of membership.
- (c) Members shall have the privilege to be able to introduce visitors into the Club and the member introducing such visitors shall at the time of such introduction ensure the name and address of the visitors are registered at reception.
- (d) The member introducing any visitors is responsible personally to the Club for the acts and debts of the visitors if the Board or the Appeal Committee so determines.
- (e) Any visitor who is a member of another bowls club which is affiliated with Bowls Australia and who is not currently under a suspension from that bowls club or expelled from that club may, at the discretion of the Directors who must be satisfied that formal reciprocal arrangements are in place between the clubs, be afforded reciprocal rights of membership on Club premises provided that such visitors would otherwise qualify as a member of the Club in the same class of membership for which reciprocal rights are sought.
- (f) The Board and its delegates shall have the power to exclude visitors individually or collectively at any time.

## **8.11 Staff**

- (a) All persons in paid employment of the Club are eligible to apply for any classification of membership provided they meet the criteria.
- (b) All staff lose voting rights in any category.

## **8.12 Patron**

- (a) The Board will endeavour to always ensure that the Club has a patron as proposed by the Board and accepted by the full members.
- (b) The Patron has all the rights and privileges of a full member but shall not be entitled to hold office within the Club and is otherwise subject to this Constitution.

## **8.13 Voting**

- (a) Voting by proxy is NOT permitted.

# **9. MEMBERSHIP**

## **9.1 Application for Membership**

- (a) Any person who wishes to make an application for membership may do so provided they meet the criteria for the class of membership to which they wish to be admitted.
- (b) To qualify for membership, a person must be:
  - i. Prepared to support and promote the welfare of the Club and the game of bowls.
  - ii. Free of indebtedness to any other club and not under an order or notice of suspension or expulsion from any club or other association.
- (c) Method of application for membership and any application document(s) shall be prescribed by the Board from time to time.
- (d) An application for membership must be provided with any other information that the Board reasonably requires in addition to that contained in the application.

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## **9.2 Determination of Membership Application**

- (a) The Board will determine the outcome of a membership application.
- (b) The Board is not required to give any reason or explanation for the approval or rejection of any application for membership.
- (c) When an application for membership has been accepted, the Director of Administration will give the applicant notice of the acceptance and will enter the applicant's name in the Register.
- (d) When an application for membership is rejected, the Director of Administration will advise the applicant of the rejection and the subscription fee paid, if any, by that applicant will be refunded in full.

## **9.3 Annual Subscriptions**

- (a) Prior to the close of the current financial year the Board shall decide upon the yearly subscription for each class of member.
  - i. Yearly subscriptions shall be due and payable in advance on the 31 December each year for all classes of membership except Social Members that are due on the anniversary of joining.
- (b) If a person is admitted to membership of the Club other than on 1 January, the Directors may reduce the annual subscription payable by the applicant in any manner they see fit.
- (c) If a member fails to pay their yearly subscription by the last day of December in any year, they shall be unfinancial and their membership may be terminated. The member shall have the right to request an extension of time for payment for which the Board will give due consideration.
- (d) Every member shall receive an identification instrument issued either in card or digital form.
- (e) No refund shall be given for any reason.

## **9.4 Membership Rights**

- (a) Voting members are entitled to receive notices (E.g., Email, Notice board, Flyers), to attend and vote at all AGMs or SGMs of the Club.
- (b) Voting members have one (1) vote.
- (c) During any period where fees are unpaid, members with voting rights, forfeit these rights until all outstanding fees are paid in full.

## **9.5 Register to be Kept.**

- (a) A register of members shall be kept in accordance with the Law.
- (b) The Register shall include the names and residential addresses, email address and phone number of all persons admitted to membership of the Club and the date and category of membership.
- (c) It shall record particulars of deaths, resignations, suspensions, terminations and reinstatements of membership and any further details as the Board may require from time to time.
- (d) All membership information shall be retained in a confidential manner and be managed strictly in accordance with the Privacy Act.
- (e) Each member must notify the Director of Administration in writing of any change in that person's name or address, within one (1) month after the change.

## **9.6 Membership not Transferable**

- (a) Membership of the Club is not transferable.
- (b) All rights and privileges of membership of the Club will cease immediately upon a person ceasing to be a member for any reason.

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## **10. OBLIGATIONS OF MEMBERSHIP AND DISCIPLINARY PROVISIONS**

### **10.1 Member's Obligation**

- (a) Every member will be bound to observe and abide by the Constitution, regulations, policies and By-laws of the Club in force from time to time and any Laws and Acts in place.
- (b) Members are responsible for advising the Club of any change in contact details to ensure they receive notices from the Club.

### **10.2 Resignation of Membership**

- (a) A member of any class may resign from the Club at any time by giving notice in writing to the Director of Administration.
- (b) Such resignation shall take effect at the time the notice is received by the Director of Administration unless a later date is specified in the notice when it shall take effect on that later date.
- (c) No such resignation will relieve any person from the payment of any subscription or other money due to be payable by them at the time of resignation.
- (d) The resignation of any member will involve automatic forfeiture of all rights and privileges in respect to all Club matters.

### **10.3 Cessation of Membership**

- (a) A member shall cease to be a member of the Club if:
  - i. the member resigns.
  - ii. the member is deceased.
  - iii. the member's membership is terminated by the Board in accordance with rule 10.4.
- (b) A life or honorary member ceases to be a member in accordance with 10.3(a) or if the Directors, for any reason, request in writing the resignation of the member and the member does not resign within sixty (60) days after the request is sent.

### **10.4 Breach of Member's Obligation**

- (a) If a member
  - i. fails to comply with this Constitution, regulations, By-laws and policies of the Club; or
  - ii. conducts themselves in a manner considered by the Board to be injurious or prejudicial to the character or interests of the Club; or
  - iii. conducts themselves in a manner considered by the Board to be in contravention of these rules and the By-laws.

the Board may resolve to take disciplinary proceedings against the member or, in certain circumstances, take appropriate action.

- (b) The member concerned shall be given notice of the case that they are called upon to meet and given a full and fair opportunity of presenting their case and if the Board resolves to terminate the membership, it shall instruct the Director of Administration to advise the member in writing accordingly.
- (c) The member concerned may have one supporting person as an observer, who is not a legal representative, present during proceedings. An observer may provide support to the member, but not advocate for, or make representations on behalf of the member during the process.
- (d) Any such member who has been terminated has a right of appeal.
- (e) Any person whose membership has terminated for any reason may be re-admitted to membership on application which the Board shall give due consideration consistent with these rules and the By-laws.
- (f) The Club Manager or an approved officer duly appointed, has the power to temporarily suspend a member effective immediately.
- (g) The member who is given notice of suspension must leave the premises of the Club immediately and remain away from the Club premises for the duration of the suspension.
  - i. Suspension will be for a period of not more than twenty-one (21) continuous days

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pending further investigation.

- ii. Notice of a suspension may be given orally but must be confirmed by way of notice within seven (7) days of the oral notice.
- iii. If an allegation of misconduct of a member has been brought to the Board, it may suspend the member for up to thirty (30) days in addition to any other suspension by way of notice, until it resolves whether to take disciplinary action against the member.
- iv. During suspension the suspended member has no right to vote at or attend AGMs or SGMs.

## **10.5 Suspension or Termination of Membership**

- (a) If in the opinion of the Board any member or guest whose conduct in the Club's premises or precincts is such as to be derogatory or prejudicial to the character or interest of the Club, or the comfort of its members, may be suspended at the discretion of the Board for such period as determined.
- (b) Notwithstanding rule 10.4. (f) & (g), no suspension shall become operative until the Board has made due enquiry into such conduct and until the member has been given the opportunity to appear before the Board in their own defence.
- (c) Notice of such right to appear before the Board shall be given by the Director of Administration, giving not less than seven (7) days' notice of the proposed enquiry by the Board.
- (d) During any such period of enquiry or appeal, the Board may prohibit entry of the member to the Club's premises.
- (e) It shall be the Board's responsibility to terminate the membership of any member whose conduct after due investigation shall be found to be such as to render them unfit to continue membership of the Club.
- (f) If the Board considers that the conduct of a member warrants expulsion, the Director of Administration must give written notice to the member of the expulsion. The notice must:
  - i. set out the full particulars of the conduct in question; and
  - ii. advise the person of their right to appeal their expulsion, if they lodge their appeal in writing to the Director of Administration within twenty-one (21) days of receiving the notice.

## **10.6 Appeal Against Rejection, Suspension, or Termination of Membership**

- (a) A person whose application for membership has been rejected or whose membership has been suspended or terminated may within fourteen (14) days of receiving written notification thereof, lodge with the Director of Administration written notice of an appeal.
- (b) Upon receipt of notification of intention to appeal against a rejection, suspension or termination of membership, the Board shall appoint an Appeal Committee. Refer to rule 6.7 for the establishment and powers of the Appeal Committee.
- (c) A meeting shall be convened within forty-five (45) days of the date of receiving such notice from the Member. The Director of Administration must give notice to the Member of the date, time and venue for the meeting before the Appeal Committee at least twenty-one (21) days before the meeting.
- (d) At the meeting at which the appeal is considered, the Appeal Committee must afford the member appealing a reasonable opportunity to be heard and must consider any representations in writing in relation to the appeal.
- (e) The member who is subject to disciplinary action may have one supporting person as an observer, who is not a legal representative, present during proceedings. An observer may provide support to the member, but not advocate for, or make representations on behalf of the member during the process.
- (f) Legal representation is not permitted during the disciplinary process.
- (g) The Appeal Committee may, after having afforded the member concerned a reasonable opportunity to be heard, agree or decline to expel that member from membership of the Club and shall communicate that decision to the Board who shall be responsible for advising the member in writing.

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- (h) A member who is expelled from membership of the Club ceases to be a member upon receipt of written notice of their expulsion and shall forfeit the remainder of their membership and shall not be entitled to financial reimbursement.

## **11. AGM AND SGM**

### **11.1 AGM**

- (a) The AGM shall be held after the 1 July and prior to the 30 September each year; the date to be decided by the Board.
- (b) Notice of AGM shall be given at least 28 days prior to the proposed date of the meeting.
- (c) The only business to be transacted at an AGM shall be:
  - i. To receive, and if in order, confirm the minutes of the previous AGM and any SGMs held during the preceding year.
  - ii. To receive the Board's reports and the statement of the club's financials for the preceding financial year.
  - iii. To receive and consider the Auditor's report upon the books and accounts of the preceding financial year.
  - iv. To deal with resolutions of which at least twenty-one (21) days prior notice in writing has been given to the Director of Administration.
  - v. No resolution shall be presented to an AGM if the Board believes the resolution is frivolous in nature or is not appropriate for presentation to the Club's AGM.
  - vi. The declaration of election results for President, Vice-President and other Directors of the Board for the respective balance of their terms.
  - vii. The appointment of an Auditor for the ensuing year.
  - viii. Any other business as required by Law.

### **11.2 SGM**

- (a) Any Director may, with the written concurrence of most other Directors, convene an SGM.
- (b) The notice convening an SGM shall state the matter(s) to be discussed at the meeting, and no business other than that specified in the notice shall be transacted.
- (c) Except as provided by Law, no member or members may call an SGM. If so called, it must:
  - i. state the resolution(s) to be proposed at the meeting.
  - ii. be signed by required number of members entitled to vote at an SGM.
  - iii. be provided to the Director of Administration of the Club; and
  - iv. not be, in the Board's opinion, of a frivolous or insignificant nature.
- (d) Such SGM must be held no later than two (2) months after the receipt of a duly signed request.

### **11.3 Method of Calling AGM or SGM**

- (a) All members shall be given at least twenty-one (21) days' notice of all AGMs or SGMs.
- (b) All such Notices shall clearly state the date, time and place, of the meeting.
- (c) Notice advising of SGM shall contain a concise statement of the business to be dealt with at the meeting.
- (d) The Board may postpone an AGM or SGM or change the venue for the meeting by giving notice to all members who received the original notice of meeting at least forty-eight (48) hours before the appointed time. The notice must specify a new time and place if postponing the meeting, or the alternative venue if changing the venue.

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## 11.4 Quorum

- (a) At any AGM or SGM the number of members present required to constitute a quorum shall be twice the number of elected directors plus one (1) member.
- (b) No business shall be transacted at any AGM or SGM unless a quorum of members is present at the time when the meeting proceeds to business.
- (c) A quorum of members must be present throughout each AGM or SGM. If a quorum is not present at any time, the meeting is not validly convened, but this will not affect the validity of any business conducted before the absence of a quorum occurs.
- (d) A quorum for SGM called by the members must include at least 75% of the members who signed the instrument requesting a meeting. If less than 75% of the members who requested meeting are present, then the meeting is deemed to have lapsed.
- (e) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) The Board will determine the necessary notice for the adjourned meeting.

## 11.5 Procedure Where no Quorum

- (a) If within thirty (30) minutes from the time appointed for the commencement of a meeting, a quorum is not present:
  - i. where the meeting was convened upon the requisition of members, the meeting will lapse or
  - ii. in any other case, the meeting will be adjourned.
- (b) Any meeting adjourned will be rescheduled to take place on a day and at a time and place that the Board decides.

## 11.6 Procedures for Meetings

- (a) The President of the Club, if present, presides as chair at every AGM and SGM.
- (b) Where an AGM or SGM is held and:
  - i. there is no President of the Club; or
  - ii. the President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act.

the Vice-President if present shall Chair the meeting. If not present or willing to act, then the Directors may elect one of their numbers to chair the meeting.
- (c) Every question, matter, or resolution shall be decided by a majority of votes of eligible members present.
- (d) The chairperson shall have a casting vote.
- (e) A member shall not vote in respect of any contract or proposed contract with the Club in which they hold an interest, or any related matter arising.

## 11.7 Adjournment of Meeting

- (a) The chairperson of an AGM and SGM may adjourn the meeting with the consent of most members present, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) The Board will determine the necessary notice for the adjourned meeting, which is to be held no later than forty-two (42) days after the adjourned meeting.
- (c) When a meeting is adjourned for one (1) month or more, new notice of the resumed meeting must be given.
- (d) Whenever any meeting is postponed (as distinct from being adjourned) the same period of notice must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

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## **11.8 Show of Hands or Ballot**

- (a) Except for the election process, voting shall be by show of hands. On a show of hands, a declaration by the chairperson is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- (b) A secret ballot may be requested by at least 5 of the members' present in line with the Act.
- (c) In the event a secret ballot is held, the chairperson shall appoint a RO and any required ROAs to conduct the secret ballot in a manner as they shall determine. At the conclusion of the meeting all ballot papers will be destroyed.
- (d) The result of the poll, regardless how voting was conducted, shall be the resolution of the meeting at which the poll was demanded.

## **11.9 Rights of Third Parties to Attend Meetings**

- (a) Even if they are not members of the Club, the following persons have the right to attend any AGM or SGM, and if requested by the Board, to speak at such meeting:
  - i. external consultants with expert knowledge in a relevant field; or
  - ii. any other person invited by the Board.

## **12. FINANCE**

### **12.1 Proper Records to be Kept.**

- (a) The Board must ensure that proper accounting and other records are kept in accordance with legal and regulatory requirements.
- (b) The financial year shall close on the last day of June in each year, and as soon thereafter as possible a full statement of the assets and liabilities, balance sheet and associated accounts shall be prepared by a duly qualified Accountant as appointed by the Board.
- (c) The profits, if any, and any form of dividend or distribution shall not be paid nor profits, income or property of the Club, be distributed among members.

### **12.2 Funds and Accounts**

- (a) The funds of the Club shall be banked in the name of the Club in such Bank or Building Society as the Board may from time to time direct.
- (b) Proper records shall be kept and maintained up to date, either in written or digital form showing the correct financial affairs of the Club, in line with Australian Accounting Standards.
- (c) All money shall be banked as soon as practicable after receipt thereof.
- (d) All payments on such accounts and other negotiable instruments shall be signed or digitally approved in line with the Club's By-laws.
- (e) All expenditure shall be approved at a Board Meeting.
- (f) The financial year of the Club shall run from the 1st day of July to the 30<sup>th</sup> day of June.

### **12.3 Specific Limitations of Powers**

- (a) Surplus funds of the Club shall be invested or applied for the benefit of the Club and its members. The Board shall undertake due diligence, including but not limited to the sourcing of independent third-party advice regarding the investment of the Club's funds as coordinated by the Club Manager.
- (b) The Board is entitled to consider capital investments into diversified operational assets outside its primary operations.
- (c) All capital projects proposed by the Board and exceeding, five hundred thousand dollars (\$500,000) shall be supported by a business case for the proposed project. The business case shall be prepared, in consultation with the Club Manager and shall provide detailed forecast cash flow schedules, assumptions adopted and sensitivity case scenarios. The Board shall apply its best endeavours to make decisions that are in the best interests of the Club and its members.

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- (d) All capital projects proposed by the Board and exceeding two million dollars (\$2,000,000) shall require the business case to be completed by an independent industry expert.
  - (e) The business case identified in rule 12.3(c) must be completed to the satisfaction of the Board and the Board may only approve the planned capital project if it is satisfied, on reasonable grounds, that the project is viable and enhances the financial position of the Club.
  - (f) The Board shall not without approval of 75% of voting members present at an AGM or SGM, incur capital expenditure exceeding two hundred thousand dollars (\$200,000) in **one single project** for a particular purpose.
  - (g) For the purposes of this Article, the term “one single project” incorporates all reasonable components of a single project and will include all items that are appropriately capitalised for the project, such as building works and expenditure on fit-out, equipment, fixtures and professional designs and approvals. The Board shall not disaggregate a single project to two or more smaller projects in order to avoid complying with the limits shown above.

## 12.4 Auditor

The Club must appoint a properly qualified Auditor, who shall report and otherwise discharge their duties as Auditor of the Club under the Law.

## 13. ALTERATION OF CONSTITUTION AND BY-LAWS

- (a) Subject to the provisions of the Law, this Constitution or any other constitution for the time being in force may be amended, rescinded or added to from time to time by a special resolution carried at an SGM called for this specific purpose. Provided that no such amendment, rescission or addition shall be valid until the same is submitted to and registered by the relevant Government Department(s).
- (b) The Board may from time to time make, amend, or repeal By-laws not inconsistent with this Constitution, for the internal management of the Club and its premises.

## 14. NOTICES

- (a) Notice of every AGM or SGM, and any other notices to be given by the Club, shall be given in any manner as determined by the Board to every member eligible to vote.
- (b) Where Notices are sent via electronic means, the last known email address on file (rule 10.1(b)) will be used. Service of the notice shall be deemed to be affected on the date of the transmission.
- (c) Where a notice is sent by post, service of the notice shall be deemed to be affected seven (7) days after the notice has been sent to the last known postal address on file (rule 10.1(b)).

## 15. LEGAL REQUIREMENTS

### 15.1 Common Seal

- (a) The Club may, but does not need to, have a common seal.
- (b) If the Club has a common seal the Directors must provide for its safe custody.
- (c) The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.
- (d) When a document is to be executed by the common seal, the fixing of the seal must be witnessed by:
  - i. two (2) Directors of the Club

### 15.2 Executing documents

- (a) The Club may execute a document without using the common seal if the document is signed by:
  - i. two (2) Directors of the Club.
- (b) No person shall enter any contract on behalf of the Club over \$10,000, without the approval of the Board in writing.

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- (c) Contracts less than the amount in 15.2(b), may be entered into by the Club Manager with the approval of the Executive Committee.
    - i. In the event the contract includes an incentive of any kind for any person involved in the approval process, the contract will require approval by the Board in writing.

### **15.3 Security – Electronic and Physical**

- (a) The Board, in conjunction with the Club Manager, are responsible for ensuring the safe keeping of the Club's security information, including but not limited to electronic logins, physical keys and any form of password or security code.
- (b) When a person with any form of security access leaves their position, all passwords and passcodes must be changed and any other secure information they had access to, should be reviewed to ensure no breaches could occur.

### **15.4 Inspection of Records**

Other than expressly provided under this Constitution, a member other than a director does have the right to inspect any document of the Club providing the correct procedure is followed.

### **15.5 Insurance**

- (a) To the extent permitted by the Law, the Club must always maintain with an insurer adequate insurance:
  - i. to protect the Club's assets; and
  - ii. to indemnify a director and/or officer of the Club against any liability under rule 15.6.

### **15.6 Indemnity against liability**

- (a) Every Officer, agent and every member of the Board or Sub-committees constituted under these Articles and any person employed by the Club acting in accordance with this Constitution, policies and the By-laws shall be indemnified out of the property of the Club against all losses and expenses incurred in the discharge of their duties, except such as shall happen through their own wilful act or default, and each one shall be responsible only for so much money or property as they themselves actually receive for in the discharge of the business of the Club.

## **16. DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS**

- (a) The Club shall be dissolved and wound up following:
  - i. the unanimous resolution of the Board; and
  - ii. the vote of at least 75% of those members present and eligible to vote at a SGM convened to consider the dissolution of the Club.
- (b) If after winding up or dissolution of the Club, any property remains after payment of all its debts and liabilities, that property must be given or transferred to one or more funds, authorities or institutions selected by the members of the Club at a General Meeting, at or before the dissolution of the Club, having objects similar to the Club and prohibiting the distribution of its or their income and property among its members.

## **17. AMALGAMATION**

### **17.1 Amalgamation generally**

In furtherance of the objects of the Club, the Club may consider amalgamating with any one or more organisations having objects similar to those of the Club and which shall prohibit the distribution of its income and property amongst its members and which is a fund, authority, or institution which is endorsed as a deductible gift recipient or is exempt from income tax under appropriate taxation laws.

### **17.2 Amalgamation if there is a tax-deductible fund.**

Notwithstanding the general provision set out in rule 17.1, if the Club conducts any funds which are tax-deductible, procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached upon amalgamation.