

**BORONIA BOWLS CLUB  
INCORPORATED**

**CONSTITUTION**

**26<sup>th</sup> March, 2013**

## TABLE OF CONTENTS

	<b>Page</b>
<b>PART 1 – PRELIMINARY</b>	
1 Name	4
2 Purposes	4
3 Financial Year	4
4 Definitions	4
5 Interpretation	5
<b>PART 2 – POWERS OF ASSOCIATION</b>	
6 Powers of Association	6
7 Not for profit organisation	6
<b>PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	
<b>Division 1 – Membership</b>	
8 Categories of membership	7
9 Application for membership	7
10 Consideration of application	7
11 New membership	8
12 Annual subscription and fees	8
13 General rights of members	9
14 Rights not transferable	9
15 Ceasing membership	9
16 Resignation as a member	9
17 Register of members	10
<b>Division 2 – Disciplinary action</b>	
18 Grounds for taking disciplinary action	10
19 Disciplinary subcommittee	10
20 Notice to member	11
21 Decision of subcommittee	11
22 Appeal rights	12
23 Conduct of disciplinary appeal meeting	12
<b>Division 3 – Grievance procedure</b>	
24 Application	13
25 Parties must attempt to resolve the dispute	13
26 Appointment of a mediator	13
27 Mediation process	14
28 Failure to resolve the dispute by mediation	14
<b>PART 4 – GENERAL MEETINGS OF THE CLUB</b>	
29 Annual general meetings	14
30 Special general meetings	15
31 Special general meeting held at request of members	16
32 Notice of general meetings	16
33 Use of technology	17
34 Quorum at general meetings	17
35 Adjournment of general meeting	18
36 Voting at general meeting	18
37 Special resolutions	18
38 Determining whether resolution is carried	18
39 Minutes of general meeting	19

## **PART 5 – COMMITTEE**

### **Division 1 – Powers of Committee**

40	Role and powers	20
41	Delegation	20

### **Division 2 – Composition of Committee and duties of members**

42	Composition of Committee	20
43	General Duties	21
44	Executive Director and Deputy Executive Director	21
45	Executive Secretary	22
46	Executive Treasurer	22

### **Division 3 – Election of Committee members and tenure of office**

47	Who is eligible to be a Committee member	23
48	Positions to be declared vacant	23
49	Nominations	23
50	Elections	23
51	Ballot	24
52	Term of office	25
53	Vacation of office	26
54	Filling of casual vacancies	26

### **Division 4 – Meetings of Committee**

55	Meetings of Committee	27
56	Notices of meetings	27
57	Urgent meetings	27
58	Procedures and order of business	27
59	Use of technology	28
60	Quorum	28
61	Voting	28
62	Conflict of interest	28
63	Minutes of meeting	29
64	Leave of absence	29

## **PART 6 – FINANCIAL MATTERS**

65	Source of funds	29
66	Management of funds	30
67	Financial records	30
68	Financial statements	30

## **PART 7 – GENERAL MATTERS**

69	Common seal	31
70	Registered address	31
71	Notice requirements	31
72	Custody and inspection of books and records	32
73	By-laws	33
74	Indemnity	33
75	Liability of members	33
76	Liquor licence	33
77	Guests	34
78	Winding up and cancellation	34
79	Alteration of rules	34

## **PART 1 – PRELIMINARY**

### **1 Name**

The name of the incorporated association is Boronia Bowls Club Incorporated.

### **2 Purposes**

The purposes of the Club are to:

- (a) conduct, encourage, promote and advance lawn bowls in the Boronia and surrounding areas;
- (b) act, at all times, on behalf of and in the interest of the members;
- (c) affiliate and otherwise liaise with Bowls Victoria;
- (d) maintain and conduct a sporting club and to build, maintain or otherwise provide facilities for the use and recreation of members;
- (e) apply for, hold and renew a liquor licence;
- (f) have regard to the public interest in its operations;
- (g) undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### **3 Financial Year**

The financial year of the Club is each period of 12 months ending 31 March.

### **4 Definitions**

In these Rules -

***absolute majority***, of the Committee, means a majority of committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting).

***annual general meeting*** means a meeting of members convened in accordance with Rule 29;

***annual subscription*** means the annual fee payable by each category of members as determined by the Committee under Rule 12;

***bowls*** means the sport and game of bowls as may be recognised by Bowls Victoria from time to time;

***Bowls Victoria*** means Bowls Victoria Incorporated, the governing body for bowls in Victoria, or its successors;

***by-laws*** means the regulations made by the Committee under Rule 73;

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under Rule 44;

***Club*** means the Boronia Bowls Club Incorporated;

***Committee*** means the Committee of Management of the Club;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the members of the Club convened under Rule 22.3;

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of Rule 21;

***disciplinary subcommittee*** means the subcommittee appointed under Rule 19;

***financial year*** means the 12 month period specified in Rule 3;

***general meeting*** means a meeting of the members of the Club convened in accordance with Part 4 and includes the annual general meeting, a special general meeting and a disciplinary appeal meeting;

***member*** means a person admitted as a member of the Club under Rule 11;

***member entitled to vote*** means a member who under sub-rule 13.2 is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of members present and voting at a general meeting to vote in favour of the resolution;

***the ACT*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

***the Registrar*** means the Registrar of Incorporated Associations.

## **5 Interpretation**

In these Rules -

- (a) a reference to a rule or sub-rule is to a rule or sub-rule made under these rules;

- (b) words importing the singular include the plural and vice versa;
- (c) headings are for convenience only and shall not be used for interpretation;
- (d) words or expressions shall be interpreted in accordance with the provisions on the Act as they vary from time to time;
- (e) expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (f) in the event of any doubt arising as to the meaning of any Rule, sub-rule or by-law, or should any question arise as to their interpretation, the Committee shall have the power to pronounce a decision thereon and this decision shall be binding upon members subject only to affirmation or reversal by a general meeting called for that specific purpose.

## **PART 2 – POWERS OF ASSOCIATION**

### **6 Powers of Association**

- 6.1** Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- 6.2** Without limiting sub-rule 6.1, the Club may -
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- 6.3** The Club may only exercise its power and use its income and assets (including any surplus) for its purposes.

### **7 Not for profit organisation**

- 7.1** The Club must not distribute any surplus, income or assets directly or indirectly to its members.

- 7.2** Sub-rule 7.1 does not prevent the Club from paying a member -
- (a) reimbursement for expenses properly incurred by the member, or
  - (b) for goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member, or
  - (c) an honorarium for work done by the member.

## **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 – Membership**

#### **8 Categories of membership**

The members shall be, and shall be divided into, the following categories -

- (a) Full Members, who shall have the right to be present, debate and vote at general meetings;
- (b) Life Members, who shall have all the rights of Full Members and shall be subject to all the financial and other obligations of a Full Member except that they shall not be required to pay any annual subscription;
- (c) such other category or categories of members with such rights as determined by the Committee.

#### **9 Application for membership**

**9.1** To be eligible for membership, the applicant must meet the criteria set by the Committee from time to time.

**9.2** Subject to these rules or any procedures set by the Committee, an application for membership must -

- (a) be in writing in the form prescribed by the Committee; and
- (b) be lodged with the Executive Secretary.

#### **10 Consideration of application**

**10.1** Applications for membership shall be placed on the Club noticeboard for a period of not less than 14 days before being considered by the Committee which may, if it deems necessary, interview the applicant.

- 10.2** As soon as practicable after the expiration of the 14 day period required under sub-rule 10.1, the Committee must decide by resolution whether to accept or reject the application.
- 10.3** The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 10.4** If the Committee rejects the application, it must return any money accompanying the application to the applicant. No reason need be given for the rejection of an application.

## **11 New membership**

- 11.1** If an application for membership is approved by the Committee -
- (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting.
  - (b) the applicant must be notified of the annual subscription (or pro-rata annual subscription) according to their category of membership and of the due date for payment.
  - (c) upon payment of the nominated sum by the due date as advised in sub-rule 11.1(b), the Executive Secretary shall enter the name and address of the new member, the date of becoming a member and their category of membership, in the register of members.
  - (d) if the applicant fails to pay the nominated sum by the due date, the application shall be void unless justification of the delay is made to the satisfaction of the Committee.

## **12 Annual subscription and fees**

- 12.1** The annual subscription and any other fees payable by members each financial year shall be determined by the Committee.
- 12.2** At each annual general meeting of the Club, members shall be advised of -
- (a) the amount of the annual subscription to be paid by each category of members; and
  - (b) the latest date for payment of the annual subscription; and
  - (c) any other fees that will apply during the new financial year.
- 12.3** The privileges and rights of a member (including the right to vote) who has not paid the annual subscription by the latest date for payment shall -
- (a) unless justification of the delay is made to the satisfaction of the Committee; or



- (b) an extension of time has been granted by the Committee –  
be suspended until the annual subscription is paid.

### **13 General rights of members**

**13.1** A member of the Club who is entitled to vote at a general meeting has the right -

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Club as provided under Rule 72; and
- (f) to inspect the register of members.

**13.2** A member is entitled to vote if -

- (a) the right to vote is permitted under their category of membership; and
- (b) the member's membership rights are not suspended for any reason.

### **14 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **15 Ceasing membership**

**15.1** The membership of a person ceases on resignation, expulsion or death.

**15.2** If a person ceases to be a member of the Club, the Executive Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **16 Resignation as a member**

**16.1** A member may resign by notice in writing given to the Executive Secretary.

**16.2** A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

## **17 Register of members**

**17.1** The Executive Secretary must keep and maintain a register of members that includes -

- (a) for each current member -
  - (i) the member's name;
  - (ii) the address for notice last given by the member;
  - (iii) the date of becoming a member;
  - (iv) the category of membership;
  - (v) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.

**17.2** Any member may, at a reasonable time and free of charge, inspect the register of members but access to the personal information of members recorded in the register may be restricted unless prior approval is obtained from the member concerned.

## **Division 2 – Disciplinary action**

### **18 Grounds for taking disciplinary action**

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member -

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

### **19 Disciplinary subcommittee**

**19.1** If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

**19.2** The members of the disciplinary subcommittee -

- (a) may be committee members, members of the Club or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

## **20 Notice to member**

**20.1** Before disciplinary action is taken against a member, the Executive Secretary must give written notice to the member -

- (a) stating that the Club proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
- (d) advising the member that they may do one or both of the following -
  - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under Rule 22.

**20.2** The notice must be given no earlier than 28 days, or no later than 14 days, before the disciplinary meeting is held.

## **21 Decision of subcommittee**

**21.1** At the disciplinary meeting, the disciplinary subcommittee must -

- (a) give the member the opportunity to be heard; and
- (b) consider any written statement submitted by the member.

**21.2** After complying with sub-rule 21.1, the disciplinary subcommittee may -

- (a) take no further action against the member; or
- (b) subject to sub-rule 21.3 -
  - (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the Club.

**21.3** The disciplinary subcommittee may not fine the member.

**21.4** The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **22 Appeal rights**

**22.1** A person whose membership rights have been suspended or who has been expelled from the Club under Rule 21 may give notice to the effect that they wish to appeal against the suspension or expulsion.

**22.2** The notice must be in writing and given -

- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Executive Secretary not later than 48 hours after the vote.

**22.3** If a person has given notice under sub-rule 22.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but not more than 21 days, after the notice is received.

**22.4** Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must –

- (a) specify the date, time and place of the meeting; and
- (b) state –
  - (i) the name of the person against whom the disciplinary action has been taken; and
  - (ii) the grounds for taking that action; and
  - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

## **23 Conduct of disciplinary appeal meeting**

**23.1** At a disciplinary appeal meeting –

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given the opportunity to be heard.

- 23.2** After complying with sub-rule 23.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- 23.3** A member may not vote by proxy at the meeting.
- 23.4** The decision is upheld if not less than three-quarters of the members voting at the meeting vote in favour of the decision.

### **Division 3 – Grievance procedure**

#### **24 Application**

- 24.1** The grievance procedure set out in this Division applies to disputes under these rules between –
- (a) a member and another member;
  - (b) a member and the Committee
  - (c) a member and the Club.
- 24.2** A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **25 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

#### **26 Appointment of a mediator**

- 26.1** If the parties to a dispute are unable to resolve the dispute themselves by the time required by Rule 25, the parties must within 10 days –
- (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 26.2** The mediator must be –
- (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement –
  - (i) if the dispute is between a member and another member – a person appointed by the Committee; or
  - (ii) if the dispute is between a member and the Committee or the Club – a person appointed or employed by the Dispute Settlement Centre of Victoria.

**26.3** A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who –

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

## **27 Mediation process**

**27.1** The mediator to the dispute, in conducting the mediation, must –

- (a) give each party the opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

**27.2** The mediator must not determine the dispute.

## **28 Failure to resolve the dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – GENERAL MEETINGS OF THE CLUB**

### **29 Annual general meetings**

**29.1** The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.

**29.2** The Committee may determine the date, time and place of the annual general meeting.

**29.3** The ordinary business to be transacted at the annual general meeting is as follows –

- (a) reading of the notice convening the meeting;
- (b) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (c) to receive and consider –
  - (i) the annual report of the activities of the Club during the preceding financial year; and
  - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
- (d) to receive notification from the Committee of –
  - (i) the amount of the annual subscriptions to be paid by each category of members for the new financial year; and
  - (ii) the latest date for payment of the annual subscriptions; and
  - (iii) any other fees that will apply during the new financial year.
- (e) fix the amount of any honorarium to be paid to a member, recommended by the Committee, for work done in the past financial year.
- (f) consider special business of which notice has been given.
- (g) general business, but any resolutions passed shall only be as recommendations to the Committee.
- (h) declaration of the results of election for the Committee.
- (i) the election to any unfilled vacancies on the Committee.
- (j) any other business required by the Act.

### **30 Special general meetings**

**30.1** Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

**30.2** The Committee may convene a special general meeting whenever it thinks fit.

**30.3** No business other than that set out in the notice under Rule 32 may be conducted at the meeting.

## **31 Special general meeting held at request of members**

- 31.1** The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule 31.2 by at least 10% of the total number of members entitled to vote.
- 31.2** A request for a general meeting must –
- (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Executive Secretary.
- 31.3** If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 31.4** A special general meeting convened by members under sub-rule 31.3 –
- (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- 31.5** The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 31.3.

## **32 Notice of general meetings**

- 32.1** The Executive Secretary (or, in the case of a special general meeting convened under sub-rule 31.3, the members convening the meeting) must give to each member of the Club –
- (a) at least 21 day's notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 day's notice of a general meeting in any other case.
- 32.2** The notice must –
- (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and



- (c) if a special resolution is to be proposed –
  - (i) state in full the proposed resolution; and
  - (ii) state the intention to propose the resolution as a special resolution.

**32.3** This rule does not apply to a disciplinary appeal meeting.

### **33 Use of technology**

**33.1** A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

**33.2** For the purpose of this Part, a member participating in a general meeting as permitted under sub-rule 33.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **34 Quorum at general meetings**

**34.1** No business may be conducted at a general meeting unless a quorum of members is present.

**34.2** The quorum for a general meeting is the presence (physically or as allowed under Rule 33) of 10% of the members entitled to vote.

**34.3** If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –

- (a) in the case of a meeting convened by, or at the request of, members under Rule 31 – the meeting must be dissolved.
- (b) in any other case –
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting

**34.4** If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 34.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## **35 Adjournment of general meeting**

- 35.1** The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 35.2** Without limiting sub-rule 35.1, a meeting may be adjourned –
- (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- 35.3** No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 35.4** Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accord with Rule 32.

## **36 Voting at general meeting**

- 36.1** On any question arising at a general meeting –
- (a) subject to sub-rule 36.3, each member who is entitled to vote has one vote; and
  - (b) members must vote in person – proxy voting is not permitted; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 36.2** If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 36.3** If the question is whether to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 36.4** This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 23.

## **37 Special resolutions**

A special resolution is passed if not less than three-quarters of the members present and voting at a general meeting vote in favour of the resolution.

## **38 Determining whether resolution is carried**

- 38.1** Subject to sub-rule 38.2, the Chairperson of a general meeting may, on the basis of a

show of hands, declare that a resolution has been –

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost –

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

**38.2** If a poll (where votes are cast in writing) is demanded by three or more members on any question –

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

**38.3** A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

**38.4** A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

## **39 Minutes of general meeting**

**39.1** The Committee must ensure that minutes are taken and kept of each general meeting.

**39.2** The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

**39.3** In addition, the minutes of each annual general meeting must include –

- (a) the names of the members attending the meeting; and
- (b) the financial statements submitted to the members in accordance with sub-rule 29.3(c)(ii); and
- (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
- (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 – COMMITTEE**

### **Division 1 – Powers of Committee**

#### **40 Role and powers**

- 40.1** The business of the Club must be managed by or under the direction of the Committee.
- 40.2** The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- 40.3** The Committee may establish other committees or subcommittees consisting of members with terms of reference it considers appropriate.

#### **41 Delegation**

- 41.1** The Committee may delegate to a member of the Committee, to a committee or to a subcommittee, any of its powers and functions other than –
- (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- 41.2** The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 41.3** The Committee may, in writing, revoke a delegation wholly or in part.

### **Division 2 – Composition of Committee and duties of members**

#### **42 Composition of Committee**

- 42.1** The Committee shall consist of –
- (a) an Executive Director; and
  - (b) a Deputy Executive Director; and
  - (c) an Immediate Past Executive Director; and
  - (d) an Executive Secretary; and
  - (e) an Executive Treasurer; and
  - (f) two ordinary members; and
  - (g) two additional members appointed by the Committee;

all of whom, with the exception of the Immediate Past Executive Director and the additional members appointed by the Committee, shall be elected in accordance with Rules 49 to 51.

### **43 General Duties**

- 43.1** As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 43.2** The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- 43.3** Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 43.4** Committee members must exercise their powers and discharge their duties –
- (a) in good faith in the best interests of the Club; and
  - (b) for a proper purpose.
- 43.5** Committee members and former committee members must not make improper use of –
- (a) their position; or
  - (b) information acquired by virtue of holding their position –
- so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- 43.6** In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### **44 Executive Director and Deputy Executive Director**

- 44.1** Subject to sub-rule 44.2, the Executive Director or, in the Executive Director's absence, the Deputy Executive Director is the Chairperson for any general meetings and for any committee meetings.
- 44.2** If the Executive Director and Deputy Executive Director are both absent, or unable to preside, the Chairperson of the meeting must be –
- (a) in the case of a general meeting – a member elected by the other members present; or
  - (b) in the case of a committee meeting – a committee member elected by the other committee members present.

## **45 Executive Secretary**

- 45.1** The Executive Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 45.2** The Executive Secretary must –
- (a) maintain the register of members in accordance with Rule 17; and
  - (b) keep custody of the common seal of the Club and, except for the financial records referred to in sub-rule 67.3, all books, documents and securities of the Club in accordance with Rules 69 and 72; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Executive Secretary by these Rules.
- 45.3** The Executive Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

## **46 Executive Treasurer**

- 46.1** The Executive Treasurer must –
- (a) receive all monies paid to or received by the Club and issue receipts for those monies in the name of the Club; and
  - (b) ensure that all monies received are paid into the account of the Club as soon as practicable after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- 46.2** The Executive Treasurer must –
- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- 46.3** The Executive Treasurer must ensure that a least one other committee member has access to the accounts and financial records of the Club

### **Division 3 – Election of Committee members and tenure of office**

#### **47 Who is eligible to be a committee member**

A member is eligible to be elected or appointed as a committee member if the member –

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

#### **48 Positions to be declared vacant**

**48.1** This rule applies to every annual general meeting of the Club after the annual report and financial statements have been received, and after special business and general business has been concluded.

**48.2** The Chairperson of the meeting must declare all positions on the Committee vacant and declare the results of the ballot conducted in accordance with Rule 51 as advised by the returning officer.

#### **49 Nominations**

**49.1** Nominations for Committee positions must be –

- (a) made in writing specifying for which Committee position the nomination is made; and
- (b) signed by 2 members who are eligible to vote at general meetings of the Club; and
- (c) signed by the person nominated signifying their acceptance of the nomination; and
- (d) delivered to the Executive Secretary no later than 1 month prior to the date of the annual general meeting; and
- (e) displayed on the Club noticeboard as soon as practicable after receipt by the Executive Secretary.

#### **50 Elections**

**50.1** If only one member is nominated for any committee position, the Chairperson of the meeting must declare the member elected to that position.

**50.2** If more than one member is nominated, a ballot must be held in accordance with Rule 51.

**50.3** If there are no nominations for any committee position, nominations for that position shall be called at the annual general meeting.

**50.4** If no nomination is received at the annual general meeting for any vacant committee position, the incoming Committee shall fill that position as a casual vacancy.

## **51 Ballot**

**51.1** If a ballot is required for any Committee position, the Committee shall appoint a ballot arrangement committee to conduct a ballot for that position.

**51.2** The ballot arrangement committee shall consist of –

- (a) a returning officer; and
- (b) two scrutineers;

all of whom must be members of the Club entitled to vote but not candidates for any Committee position.

**51.3** The ballot arrangement committee shall prepare a ballot paper for each Committee position for which a ballot is required, listing the names of the candidates in alphabetical order.

**51.4** Ballot papers shall be delivered, in sealed envelopes, either by hand or by post, to members of the Club who are entitled to vote at least 14 days before the close of the ballot

**51.5** Ballot papers must be returned either –

- (a) by hand – by placing in the ballot box at the Club; or
- (b) by post;

and must be received at the Club no later than 6:00pm on the Saturday preceding the annual general meeting.

**51.6** The ballot arrangement committee shall –

- (a) not commence counting votes before 6:00pm on the Saturday prior to the annual general meeting; and
- (b) admit to the ballot only those ballot papers returned by 6:00pm on the Saturday before the annual general meeting.

**51.7** After completion of counting, the returning officer shall report the results of the ballot in writing and in a sealed envelope to the Executive Secretary who shall retain custody of the sealed envelope until it is handed to the Chairperson at the annual general meeting.



- 51.8** Should candidates for any Committee position receive the same number of votes, the Chairperson of the annual general meeting shall determine the ballot by lot.
- 51.9** Should a ballot be required at an annual general meeting for any unfilled committee position –
- (a) the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot;
  - (b) the returning officer must not be a candidate for any position subject to ballot;
  - (c) the election must be by secret ballot;
  - (d) the returning officer must give a blank piece of paper to each member present who is entitled to vote;
  - (e) if the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote;
  - (f) if the ballot is for more than one position –
    - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
    - (ii) the voter must not write on the ballot paper the names of more candidates than the number to be elected;
  - (g) ballot papers that do not comply with sub-rule 51.9(f)(ii) are not to be counted;
  - (h) each ballot paper on which the name of a candidate is written counts as one vote for that candidate;
  - (i) the returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes;
  - (j) If the returning officer is unable to declare the result of an election under sub-rule 51.9(i) because 2 or more candidates received the same number of votes, the returning officer must decide by lot which of them is to be elected.

## **52 Term of office**

- 52.1** Subject to sub-rule 52.3 and Rule 53, a committee member holds office until the conclusion of general business at the annual general meeting next after they were elected when all positions are declared vacant.
- 52.2** A committee member may be re-elected.

- 52.3** A general meeting of the Club may –
- (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- 52.4** A member who is subject of a proposed resolution under sub-rule 52.3(a) may make representations in writing to the Executive Secretary or Executive Director of the Club and may request that the representations be provided to the members of the Club.
- 52.5** The Executive Secretary or Executive Director may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

### **53 Vacation of office**

- 53.1** A committee member may resign from the Committee by written notice addressed to the Executive Secretary.
- 53.2** A person ceases to be a committee member if they –
- (a) cease to be a member of the Club; or
  - (b) fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 64; and
  - (c) otherwise cease to be a committee member by operation of section 78 of the Act.

### **54 Filling of casual vacancies**

- 54.1** The Committee may appoint an eligible member of the Club to fill a position on the Committee that –
- (a) has become vacant under Rule 53; or
  - (b) was not filled by election at the last annual general meeting.
- 54.2** If the position of Executive Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 54.3** Rule 52 applies to any committee member appointed by the Committee under sub-rules 54.1 or 54.2.
- 54.4** The Committee may continue to act despite any vacancy in its membership.

## **Division 4 – Meetings of Committee**

### **55 Meetings of Committee**

- 55.1** The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 55.2** The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting at which the members of the Committee were elected.
- 55.3** Special committee meetings may be convened by the Executive director or by any 4 members of the Committee.

### **56 Notice of meetings**

- 56.1** Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- 56.2** Notice may be given of more than one committee meeting at the same time.
- 56.3** The notice must state the date, time and place of the meeting.
- 56.4** If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 56.5** The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **57 Urgent meetings**

- 57.1** In cases of urgency, a meeting can be held without notice being given in accordance with Rule 56 provided that as much notice as practicable is given to each committee member by the quickest means possible.
- 57.2** Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 57.3** The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **58 Procedure and order of business**

- 58.1** The procedure to be followed at a meeting of the Committee must be determined from time to time by the Committee.
- 58.2** The order of business may be determined by the members present at the meeting.

## **59 Use of technology**

- 59.1** A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 59.2** For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule 59.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **60 Quorum**

- 60.1** No business may be conducted at a committee meeting unless a quorum is present.
- 60.2** The quorum for a committee meeting is the presence (in person or as allowed under Rule 59) of a majority of the committee members holding office.
- 60.3** If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting –
- (a) in the case of a special meeting – the meeting lapses.
  - (b) in any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 56.

## **61 Voting**

- 61.1** On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 61.2** A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 61.3** Sub-rule 61.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 61.4** If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 61.5** Voting by proxy is not permitted.

## **62 Conflict of interest**

- 62.1** A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

**62.2** The member –

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

**62.3** This rule does not apply to a material personal interest –

- (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the club.

### **63 Minutes of meeting**

**63.1** The Committee must ensure that minutes are taken and kept of each committee meeting.

**63.2** The minutes must record the following –

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under Rule 62.

### **64 Leave of absence**

**64.1** The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

**64.2** The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6 – FINANCIAL MATTERS**

### **65 Source of funds**

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

## **66 Management of funds**

- 66.1** The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all the Club's revenue is deposited.
- 66.2** Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 66.3** The Committee may authorise the Executive Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 66.4** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 66.5** All funds of the Club must be deposited into a financial account of the Club as soon as is practicable after receipt.
- 66.6** With the approval of the Committee, the Executive Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **67 Financial records**

- 67.1** The Club must keep financial records that –
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- 67.2** The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 67.3** The Executive Treasurer must keep in their custody, or under their control –
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **68 Financial statements**

- 68.1** For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 68.2** Without limiting sub-rule 68.1, those requirements include –
  - (a) the preparation of the financial statements;

- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual general meeting of the Club.
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 – GENERAL MATTERS**

### **69 Common seal**

The common seal of the Club must –

- (a) show the name of the Club in legible characters;
- (b) only be used to seal a document by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- (c) be kept in the custody of the Executive Secretary.

### **70 Registered address**

The registered address of the Club is –

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address – the postal address of the Executive Secretary.

### **71 Notice requirements**

**71.1** Any notice required to be given to a member or a committee member under these Rules may be given –

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email.

**71.2** Sub-rule 71.1 does not apply to notice under Rule 57.

**71.3** Any notice required to be given to the Club may be given –

- (a) by handing the notice to the Executive Secretary; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) by email to the email address of the Executive Secretary.

## **72 Custody and inspection of books and records**

**72.1** Members may on request inspect free of charge –

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to sub-rule 72.2, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

**72.2** The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

**72.3** The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

**72.4** Subject to sub-rule 72.2, a member may make a copy of any of the other records of the Club referred to in this Rule and the Club may charge a reasonable fee for provision of a copy of such a record.

**72.5** For the purpose of this Rule –

*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.



## **73 By-laws**

- 73.1** The Committee may make by-laws, not inconsistent with these Rules, for the efficient working of the Club and may alter, amend or rescind such by-laws as it deems necessary.
- 73.2** The by-laws shall have the same force and effect as these rules, and shall be binding upon all members.
- 73.3** Any additions, amendments, alterations, interpretations or other changes to by-laws shall be advised to members by means of notice approved by the Committee.
- 73.4** The by-laws shall be available for inspection by members in the Club premises.

## **74 Indemnity**

- 74.1** Any debt or liability incurred by a member of –
- (a) the Committee of Management; or
  - (b) any other committee or sub-committee constituted under these Rules;
- in the course of, or as a result of, the bona fide exercising of the powers or duties of such member whilst acting on behalf of the Club, shall be borne by the Club.
- 74.2** The Club shall indemnify such members against any liability to a third party in consequence of any act or omission except wilful misconduct.

## **75 Liability of members**

If a member –

- (a) by breach of these Rules; or
- (b) by any unlawful act;

causes the Club to pay out money due to that breach or unlawful act, the member shall be civilly liable to the Club for the amount so paid.

## **76 Liquor licence**

- 76.1** The Club must not pay any amount to a member by way of commission or allowance from the receipts of the Club for the supply of liquor.
- 76.2** A visitor to the Club must not be supplied with liquor on the Club premises unless the visitor is a guest in the company of a member.
- 76.3** A register shall be kept on the Club premises recording –

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

**76.4** Persons visiting the Club to play in a Bowls Victoria or Club event shall become honorary members of the Club for the day of their visit.

## **77 Guests**

**77.1** No person shall be introduced as a guest who –

- (a) is under suspension from a bowling club; or
- (b) has been expelled from membership of a bowling club; or
- (c) might be regarded by the Committee as being objectionable to members or prejudicial to the interests of the Club.

**77.2** The member introducing the guest shall be responsible for the conduct of the guest and for any damage they may cause while on the Club premises.

**77.3** A guest may only remain at the Club at the pleasure of the Committee and in the presence of the member who introduced the guest.

**77.4** A member introducing a guest shall be responsible for any debts contracted by such guest to the Club.

## **78 Winding up and cancellation**

**78.1** The Club may be wound up voluntarily by special resolution.

**78.2** In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.

**78.3** Subject to the Act and any court order made under section 133 of the Act, the surplus assets of the Club must be distributed in accordance with a special resolution of the Club.

## **79 Alteration of rules**

These rules may only be altered by special resolution of a general meeting of the Club.