



# **Albert Park Bowls Club Inc.**

## Constitution

Annual General Meeting 24 May 2020

<b>PART I – PURPOSES, POWERS AND INTERPRETATION</b>	<b>1</b>
1 Name	2
2 Purposes of Association	3
3 Colours	3
4 Powers of Association	3
5 Interpretation and Definitions	4
<b>PART II – MEMBERSHIP</b>	<b>4</b>
6 Membership of Club	4
7 Subscriptions and Fees	6
8 Registers	7
9 Resignation of Members	7
10 Expulsion, Suspension of Fining of Members	7
11 Liability of Members	9
<b>PART III – CLUB INSTITUTIONS</b>	<b>9</b>
12 Board of Management and Executive	9
13 Match Committees	10
14 Green Director	10
15 Delegates of Club	11
16 Vacancy on the Board	11
<b>PART IV – ROLES, DUTIES AND RESPONSIBILITIES</b>	<b>12</b>
17 Board	12
18 Quorum and procedure at Board Meetings	13
19 Executive	14
20 President	15
21 Executive Officer	15
22 Treasurer	15
23 Minutes	16
24 Finance	16
25 Secretary	17
26 Auditors	17
27 Honorary Solicitor	17
<b>PART V – GENERAL MEETINGS</b>	<b>17</b>
28 Annual General Meetings	17
29 Elections	18
30 General Meetings	19
31 Notice of General Meetings	19
32 Proceedings at Meetings	20
33 Voting at General Meetings	21
34 Special Resolution	21

<b>PART VI – OTHER</b>	<b>22</b>
35 Directors' Interests	22
36 Levy	22
37 Proxies	22
38 Liquor Licence	23
39 Grievance Procedures	23
40 Source of Funds	24
41 Application of Income	24
42 Signing of Negotiable Instruments	24
43 Common Seal	24
44 Alteration of Constitution	25
45 Dissolution.	25
46 Indemnity	25
47 Service of Notices	25
48 Custody of Books and Other Documents	26
49 Regulations	26
50 Date of Application for Rules	26
<b>Appendix 1</b>	<b>A - 1</b>
Form of appointment of proxy for meeting of club convened under rule 10.5(2)	A - 1
<b>Appendix 2</b>	<b>A - 2</b>
Form of appointment of proxy	A - 2

## Albert Park Bowls Club Inc.

**Albert Park Bowls Club 2011 –**

**Albert Park V.R.I. Bowls Club 1970 – 2011**

**Albert Park V.R.I. Bowling Club 1945 – 1970**

**Albert Park Bowling Club 1929 – 1945**

**South Melbourne Bowling Club 1873 – 1929**

### PART I – PURPOSES, POWERS AND INTERPRETATION

**Act** means the *Associations Incorporation Reform Act 2012 (Vic)*.

**Annual General Meeting** means a meeting of the Members convened in accordance with rule 28.

**Annual Subscriptions** means the annual fees payable by each category of Member as determined by the Board under rule 7.

**Board** or **Board of Management** means the body consisting of the Directors under rule 12.

**Bowls** means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by Bowls Australia or Bowls Victoria from time to time.

**Bowls Australia** means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.

**Bowls Member** means a natural person recognized by the Club as a Member under rule 6.2(5) from time to time.

**Bowls Victoria** means Bowls Victoria Incorporated, the governing body of Bowls in Victoria, or its successors.

**Club** means Albert Park Bowls Club Inc.

**Committee** means any committee of the Board created under rule 17.2 from time to time.

**Constitution** means this constitution of the Club as amended from time to time.

**Vice-President** means the vice-president of the Club appointed in accordance with rule 12 from time to time.

**Delegate** means a person appointed by the Board to represent the Club at Bowls Victoria or other meetings.

**Director** means a member of the Board appointed under rule 12.

**Division** means a cluster of Bowls clubs designated by Bowls Victoria from time to time, brought together for the purpose of organizing competition within its boundaries and to carry out any other functions defined by Bowls Victoria from time to time.

**Eligible Member** means a Member defined as such under rule 7(2).

**Executive Officer** means the executive officer of the Club (if any) appointed in accordance with rule 12 from time to time. If an Executive Officer has not been appointed all references to the "Executive Officer" in this Constitution shall be taken to refer to the Board.

**Financial Year** means the year ending 31 March.

**General Meeting** means an Annual General Meeting together with any meeting of Members convened in accordance with rule 30.

**Green Director** means the green director of the Club (if any) appointed in accordance with rule 14 from time to time. If a Greens Director has not been appointed, all references to the "Green Director" in this Constitution shall be taken to refer to the Board.

**Life Member** means an individual elected as such under rule 6.3.

**Match Committees** means the **Weekend Match Committee** and the **Midweek Match Committee** (if any) appointed in accordance with rule 13 from time to time. If a Weekend Match Committee or a Midweek Match Committee has not been appointed, all references to the same in this Constitution shall be taken to refer to the Board.

**Member** means any person recognized as a member of the Club by the Board under rule 6 from time to time.

**President** means the president of the Club appointed in accordance with rule 12 from time to time.

**Region** means an area of Victoria having boundaries as approved by Bowls Victoria from time to time. A reference to "Region" also includes the committee or other body appointed to administer an approved area.

**Register** means the register of Members kept in accordance with rule 8.1.

**Regulations** means any regulations made by the Board under rule 49.

**Secretary** has the same meaning as the Act.

**Special Resolution** means the same meaning as the Act.

**Treasurer** means the treasurer of the Club (if any) appointed in accordance with rule 12 from time to time. If a Treasurer has not been appointed, all references to the "Treasurer" in this Constitution shall be taken to refer to the Board.

**World Bowls** means World Bowls Limited, the international governing body for Bowls, or its successors.

## 1 Name

The name of the incorporated association is "Albert Park Bowls Club Inc." (**Club**)

## **2 Purposes of Association**

### **2.1 Statement of Purposes**

The Club is established solely for these purposes. The purposes of the Club are to:

- (1) encourage and promote social and competitive bowls both amongst members and other clubs, and the provision of social amenities for its members.
- (2) conduct, encourage, promote, advance and administer Bowls throughout its local area;
- (3) act, at all time, on behalf of and in the interest of the Members and Bowls;
- (4) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;
- (5) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;
- (6) advance the operations and activities of the Club throughout the local area;
- (7) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
- (8) raise and borrow monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined by the Board;
- (9) apply for, hold and renew any liquor licences;
- (10) have regard to the public interest in its operations; and
- (11) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### **2.2 Equal Opportunity**

In addition to the Purposes, the Club and the Board will make reasonable endeavours to provide for equal opportunity of members in all aspects of Club participation, including in social and Pennant play and Club Institutions, regardless of gender or any other attribute protected under the Equal Opportunity Act (Vic).

## **3 Colours**

**3.1** The colours of the Club shall be maroon, gold and green.

**3.2** The logo of the Club shall be as it appears on this Constitution.

## **4 Powers of Association**

Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it under the Act, in particular section 30.

## **5 Interpretation and Definitions**

### **5.1 Definitions**

In this Constitution, unless the contrary intention appears:

### **5.2 Interpretation**

In this Constitution:

- (1) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (2) words implying the singular include the plural and vice versa;
- (3) words importing any gender include the other genders;
- (4) headings are for convenience only and shall not be used for interpretation;
- (5) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (6) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (7) a reference to statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (8) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail or short messaging service.

### **5.3 Enforceability**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it can not be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

## **PART II – MEMBERSHIP**

### **6 Membership of Club**

#### **6.1 Categories of Member**

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

- (1) Bowls Members, who shall be entitled to the full privileges of the Club, including the right to stand for office, to be present, debate and vote at General Meetings,

and to participate in relevant pennant bowls competitions entered by the Club and to compete for all relevant trophies available to Members;

- (2) Life Members, who shall have all the rights and privileges of Bowls Members without having to renew their membership, for the term of their natural life; and
- (3) such other category or categories of members as determined by the Board from time to time, who shall not have the right to stand for office, nor to be present, debate and vote at General Meetings.

## **6.2 Application for Membership**

- (1) To be eligible for membership, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- (2) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as a member must be:
  - (a) in writing in the form prescribed by the Board from time to time;
  - (b) accompanied by the appropriate fee or fees, if any; and
  - (c) lodged with the Board or its nominee.
- (3) The Board may, in its discretion, determine whether to approve or decline the application;
- (4) The Board may decline an application for membership. The Board is not required to give reasons for its decision.
- (5) If a person satisfies the criteria set by this rule 6.2 and the Board accepts the application for membership, the person shall be deemed to be the category of member that has been approved, subject always to this Constitution.

## **6.3 Life Members**

- (1) The Board may resolve to confer life membership on any natural person who has rendered distinguished service to the Club over a period of time.
- (2) A resolution of the Board to confer life membership must be unanimous.
- (3) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member, but remain subject to this Constitution.
- (4) A Life Member shall not be relieved of any financial obligations to the Club other than annual subscriptions and/or levies.
- (5) A Life Member Bar with Club badge appended shall be presented to all Life Members on acceptance.

## **6.4 Renewal of Membership**

All Members (except Life Members) must reapply for membership as determined by the Board from time to time.



## 6.5 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

## 6.6 Effect of Membership

- (1) Members acknowledge and agree that:
  - (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
  - (b) they shall comply with and observe this Constitution and the Regulations;
  - (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
  - (d) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Club; and
  - (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by this Constitution and the Board.
- (2) Members may by virtue of membership of the Club and subject to this Constitution:
  - (a) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
  - (b) make proposals or submissions to the Board;
  - (c) engage and participate in any activity approved, sponsored or recognised by the Club, subject to any restrictions associated with categories of membership, as set by the Board from time to time; and
  - (d) conduct any activity approved by the Club.
- (3) A right, privilege or obligation of a person by reason of their membership of the Club:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

## 7 Subscriptions and Fees

- (1) The Annual Subscription and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (2) Life Members and those Bowls Members who have made the required payments under rule 7(1) shall be recognised as Eligible Members, and be eligible to exercise the rights set out in rule 6.1(1).
- (3) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

- (4) If any Member fails to pay the Annual Subscription within four (4) months of the commencement of the Financial Year in any year his or her membership shall thenceforth cease but should a sufficient explanation be made to the Board it shall have the power to restore his name to the register upon payment of the amount due.

## **8 Registers**

### **8.1 Club to Keep Register of Members**

The Club shall keep and maintain a Register of Members in which shall be entered the full name, address, (any) electronic contact details, category of membership, and date of entry of the name of each Member.

### **8.2 Inspection of Register**

Inspection of the Register will only be available as required by the Act and provided that a written request is given.

## **9 Resignation of Members**

### **9.1 Notice of Resignation**

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving thirty (30) days' notice in writing to the Club of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **9.2 Expiration of Notice Period**

Upon the expiration of a notice given under rule 9.1, an entry, recording the date on which the Member who gave notice ceases to be a Member, shall be recorded in the Register.

### **9.3 Forfeiture of Rights**

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

## **10 Expulsion, Suspension or Fining of Members**

### **10.1 Board Resolution**

Subject to this Constitution, the Board may by resolution:

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

### **10.2 Basis for Board Resolution**

The Board may take any action under 10.1 if the Board considers that the Member has:

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

Such grounds do not constitute a grievance, and rule 39 does not apply.

### **10.3 Notice of Alleged Breach**

Where the Board considers that a Member may have satisfied one or more of the grounds in rule 10.2, the Board shall, as soon as practicable, serve on the Member a notice in writing:

- (1) setting out the alleged breach of the Member and the grounds on which it is based;
- (2) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) days after service of the notice;
- (3) stating the date, place and time of that meeting;
- (4) informing the Member that he, she or it may do one of more of the following:
  - (a) attend that meeting;
  - (b) give the Club prior to or at that meeting a written statement regarding the alleged breach.

### **10.4 Determination of the Board**

- (1) At a meeting of the Board held in accordance with rule 10.3, the Board shall:
  - (a) give the Member every opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) by resolution determine whether the alleged breach occurred.
- (2) If the Board determines there was a breach under rule 10.2, it will determine what penalty (if any) shall be given to the Member.

### **10.5 Appeal to General Meeting**

- (1) Where the Board makes a determination under rule 10.4, the Member may appeal any part of that determination by providing the Executive Officer with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.
- (2) Where the Executive officer receives a notice under rule 10.5(1), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Executive officer received the notice.
- (3) At a General Meeting of the Club convened under rule 10.5(2):

- (a) the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
  - (b) the member shall be given an opportunity to be heard;
  - (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (4) If at the General Meeting:
- (a) two-thirds of the Eligible Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and
  - (b) in any other cases, the determination is revoked.

#### **10.6 Procedures**

Subject to this rule 10 and any other relevant provision of this Constitution, the Board may regulate the procedures at its meetings and General Meeting convened under rule 10.5 as it thinks fit.

#### **11 Liability of Members**

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

### **PART III – CLUB INSTITUTIONS**

#### **12 Board of Management and Executive**

- (1) The Board of Management shall consist of the following Directors:
  - (a) all members of the Executive;
  - (b) the Immediate Past President; and
  - (c) 4 Board Members.
- (2) The Executive shall consist of:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Treasurer; and
  - (d) the Executive Officer.
- (3) The Board may allocate portfolios to Directors in its discretion.
- (4) Any vacancy in Executive office and Board members during the current year may be filled by the Board. A member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

### 13 Match Committees

- (1) There shall be two Match Committees, known as the Weekend Match Committee and the Midweek Match Committee, each comprising 3 members.
- (2) The Match Committees shall be responsible to the Board for the management and conduct of:
  - (a) Weekend Match Committee
    - (i) Weekend Bowls Victoria Pennant
    - (ii) All Club championships
  - (b) Midweek Match Committee
    - (i) Midweek Bowls Victoria Pennant
  - (c) Any other special events and Club events approved by the Board
  - (d) Pennant match practice.
- (3) The Board may delegate to a Club member responsibility and authority to organise Club teams in other competitions.
- (4) Members entitled to vote on appointees to a Match Committee shall be those members who played at least one (1) match in the relevant Bowls Victoria Pennant Competition (Weekend Pennant and/or Midweek Pennant) in the immediate past season for the Club or another club.
- (5) In the event of vacancy of any Match Committee member, the Board may appoint a Club member to the vacant position and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (6) A majority of members of the Match Committee shall constitute a quorum for the transaction of business and every question submitted shall be determined by a show of hands on a majority of those votes of members present.
- (7) A Match Committee member may hold any other office in the Club.

### 14 Green Director

- (1) The Green Director shall have full control and supervision of the playing area and power to prevent play at any time if it is considered the area may be injured thereby, and notice posted by the Green Director shall be sufficient.
- (2) No Member shall be allowed to play on the playing area unless wearing approved smooth soled and heel-less bowling shoes.
- (3) In the absence of the Green Director, any two Members of the Board shall have power to prevent play at any time.
- (4) In all other respects the supervision and control of the playing area and surrounds shall be in the hands of the Board whose ruling thereon shall be final.

- (5) In the event of a casual vacancy of the Green Director, a Green Director shall be elected from one of the Directors of the Board or, if no Director of the Board is willing to stand, shall be appointed by the Board from the general membership.
- (6) The Green Director may also hold any other office in the Club.

## **15 Delegates of Club**

The Board shall appoint Delegates to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Bowls Victoria meetings and Region and Division meetings.

## **16 Vacancy on the Board**

### **16.1 Grounds for Termination of Director**

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

- (1) ceases to be a Member;
- (2) becomes bankrupt;
- (3) resigns their office by notice in writing given to the Club;
- (4) is subject to any sanction by the Board, which sanction is confirmed by the Members, under rule 10;
- (5) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his/her interest;
- (6) is removed from office in accordance with this Constitution;
- (7) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (8) would be prohibited from being a Director of a company under the *Corporations Act 2001* (Cth); or
- (9) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### **16.2 Removal of Director**

- (1) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (2) Where the Director to whom a proposed resolution referred to in rule 16.2(1) makes representations in writing to the Executive Officer or the President and requests that such representations be notified to Members, the Executive Officer or the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

## **PART IV – ROLES, DUTIES AND RESPONSIBILITIES**

### **17 Board**

#### **17.1 Role of the Board**

Subject to this Constitution and the Act, the Board:

- (a) shall control and supervise the Executive in its management of the day-to-day business and affairs of the Club;
- (b) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting;
- (c) has power to perform all such acts as appear to the Board to be essential for the proper management of the business and affairs of the Club; and
- (d) shall have power to authorise the purchase of any one article of equipment or works or a maximum annual expenditure on any item or function to the value of **\$30,000**. The consent of a General Meeting of members or Special Meeting of the Board, called for this purpose, shall be necessary however for expenditure in excess of this amount.

#### **17.2 Board May Delegate Functions**

- (1) The Board may, by instrument in writing, create, establish or appoint special Committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.
- (2) At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.
- (3) The President, the Vice-President and the Executive Officer shall be ex-officio members of any Committee so appointed.

#### **17.3 Exercise of Delegated Functions**

- (1) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation;
- (2) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

#### **17.4 Procedure of Delegated Entity**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under rule 18. The entity exercising delegated powers shall make decisions in accordance with the entity's objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

### **18 Quorum and procedure at Board Meetings**

#### **18.1 Convening a Board Meeting**

- (1) The Board or at its directive, the Executive shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 18, the Board may regulate its meetings as it thinks fit.
- (2) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Board meetings shall be given to each Director.
- (3) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
  - (a) delivering it to that Director personally;
  - (b) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.

#### **18.2 Procedures at Board Meetings**

- (1) At meetings of the Board, the President or the President's delegate shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (2) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (3) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the President nor chair may exercise a second or casting vote.
- (4) A resolution in writing signed or assented to by facsimile or other form of electronic communication by voting of Directors, shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (5) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:



- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
- (c) in the event that a failure in communication prevents condition (a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
- (d) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

### **18.3 Quorum**

- (1) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (2) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.
- (3) A majority of Directors of the Board shall constitute a quorum for the transaction of business and every question submitted shall be determined by a show of hands on a majority of those votes of Directors present.

### **18.4 Special Meeting**

The President may on his/her own motion, or shall on receipt of a requisition signed by not fewer than ten members who are Eligible Members, summon a Special Meeting of the Board of Management. This meeting shall be held not more than fourteen days subsequent to the date of receipt by him/her of such requisition. The Executive Officer of the Club shall give seven clear days notice of such a Special Meeting to Members and such notice shall specify the nature of the business to be transacted at such a meeting.

## **19 Executive**

Subject to the discretion of the Board, the Executive shall be responsible to the Board for the management of the day-to-day business, affairs and regulatory compliance of the Club, and for this purpose may exercise all powers of the Club which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.

## **20 President**

Except as otherwise provided in these rules the President shall preside at all meetings, regulate and keep order in all proceedings, and carry into effect the rules and Regulations of the Club.

## **21 Executive Officer**

The Executive Officer shall:

- (1) be the executive officer of the Board;
- (2) keep minutes of the resolutions and proceedings of each General Meeting and each Board Meeting in books provided for this purpose together with a record of the names of persons present at Board Meetings;
- (3) conduct all correspondence in connection with the general business of the Club;
- (4) prepare for submission to the Annual General Meeting the report of the Board and on the activities of the Club during the year;
- (5) in any other respect carry out the duties usually associated with the office of Executive Officer;
- (6) ensure that there are kept proper accounts and records of transactions and affairs of the Club and such other records as will sufficiently explain the operations of the club;
- (7) keep in his/her custody or under his control all books, including documents, securities of the club except as otherwise provided in these rules; and
- (8) act as Secretary under the provisions of the Act, as set out in rule 25.

## **22 Treasurer**

The Treasurer shall:

- (1) be responsible for the collection and receipt of all monies due to the Club and make all payments authorized by the Board;
- (2) keep correct accounts showing the financial affairs of the Club with the particulars usually shown in accounts of a like nature and full details of all income and expenditure connected with the activities of the Club;
- (3) arrange for the deposit of all monies belonging to the Club with Club's bankers;
- (4) prepare and submit financial statements to each Annual General Meeting; and
- (5) submit a statement of cash transactions and of the financial position of the Club, including bank balances, at each ordinary meeting of the Board.

The accounts and books referred to in sub-clause (2) shall be available for inspection by Members.

## 23 Minutes

- (1) Minutes of proceedings of every meeting of the Board and of the attendance of the members of the Board shall be recorded and retained by the Executive Officer and shall, after confirmation at a following meeting, in the absence of proof or error, be considered a correct record of proceedings. The minutes shall be distributed to members of the Board after each meeting.
- (2) The Executive Officer shall record the minutes at all General Meetings of Members and show therein the names of all candidates for election as set out in rule 28(3) and the number of votes obtained by each candidate.

## 24 Finance

- (1) Receipt Forms

The only type of receipt to be issued by the Club shall be the official printed receipt form provided for that purpose, as determined by the Treasurer from time to time. No other form shall be prepared.

- (2) Revenue

The whole of the revenue of the club shall be derived from nomination fee, subscriptions, green fees, levies and other such sources as the Board of Management determines and must be deposited at the Club bank nominated by the Board in the name of the Club.

- (3) Expenditure

- (a) As verification for expenditure is made from the Club funds properly receipted accounts shall be prepared and retained.
- (b) Petty Cash vouchers shall be prepared and certified on account of all payments for which no receipts are otherwise obtainable.
- (c) All payments, except for petty expenditure, shall be made by cheque or such other medium allowed by the Board.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- (e) No person whatsoever, except a person duly authorised by the Board and acting within the limits of the authority conferred on that behalf, shall have power to enter into any contracts on behalf of the Club or affix the common seal of the club to any document or do anything that will impose any liability on the Club or otherwise pledge the credit of the Club.
- (f) Where required by law, the common seal shall be applied and attested by the signatures of two members of the Board.

## **25 Secretary**

- (1) There shall be a Secretary qualified under the provisions of the Act who shall be a member of the Board and be appointed by the Board and who may hold office until he/she vacates in accordance with the provisions of the Act, or the Board at any time removes the Secretary from office. The Board shall forthwith fill any vacancy which occurs.
- (2) The Secretary shall have and perform any duties conferred or imposed upon a Secretary by the Act.
- (3) Unless the Board otherwise determines, the Secretary shall be the Executive Officer.

## **26 Auditors**

- (1) An auditor shall be appointed at the Annual General Meeting of the Club, but members of the Board, shall not be eligible for such appointment. The auditor shall thoroughly investigate all the accounts, securities and funds of the club and shall furnish a report of such investigations for the information of the Board and the Members at the Annual General Meeting. They shall also certify to the correctness or otherwise of every balance sheet issued by the Club.
- (2) The Board of Management shall give the auditors every assistance and shall produce such books, documents and vouchers and such information as the auditors may require enabling them to perform their duties. In the appointment of auditors preference shall be given to persons possessing accounting qualifications.
- (3) The auditors may be allowed an honorarium, the amount of which shall be fixed by the Board.

## **27 Honorary Solicitor**

There may be an Honorary Solicitor to the Club, who may be appointed by the Board upon such terms and for such period as such Board shall direct. The Solicitor may be allowed an honorarium the amount of which shall be fixed by the Board.

## **PART V – GENERAL MEETINGS**

### **28 Annual General Meetings**

- (1) The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act on a date during May at a venue to be determined by the Board.
- (2) The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with this Constitution.
- (3) The Members at such meetings shall elect the members of the Board, Green Director and members of the Match Committees for the ensuing year and transact such other business as may be brought forward.
- (4) At least 21 days prior to the Annual General Meeting the Executive Officer shall send the notice of such meeting to each Member of the Club at one or more of the postal address, facsimile number, or electronic mail address

shown in the Club Register of members. A notice shall be exhibited in such a place as the Board may direct.

- (5) Prior to the Annual General Meeting, members shall be provided with an Annual Report including the Financial Statements.
- (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## 29 Elections

- (1) Nominations of candidates for election as Board Directors, Green Director and Match Committee members shall be:
  - (a) made in writing on the form provided by the Club from time to time (if any), signed by two Eligible Members as proposer and seconder and accompanied by the written consent of the nominee. The candidate must be an Eligible Member; and
  - (b) delivered to the Executive Officer or person nominated by the Board no less than 7 days prior to the Annual General Meeting.
- (2) Each Board Director, Green Director and Match Committee member shall be appointed at the Annual General Meeting. Subject to rule 15, each Director, Green Director and Match Committee member shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the next Annual General Meeting following their election.
- (3) The order of voting and appointment at the Annual General Meeting shall be:
  - (a) President;
  - (b) Vice-President;
  - (c) Treasurer;
  - (d) Executive Officer;
  - (e) Board Members (4);
  - (f) Weekend Match Committee;
  - (g) Midweek Match Committee; and
  - (h) Green Director;

A candidate for a role on the Board (including the Executive) may nominate for more than one position but shall not be appointed to more than one position on the Board.

- (4) If the Immediate Past President declines to sit on the Board, the Board may choose to offer the previous Immediate Past President the role of Immediate Past President on the Board.
- (5) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

- (6) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies.
- (7) If the number of nominations exceed the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.
- (8) Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.

## **30 General Meetings**

### **30.1 General Meeting May be Held**

The Board may, whenever it thinks fit convene a General Meeting of the Club.

### **30.2 Request for General Meeting**

- (1) The Board shall convene a General Meeting upon receiving a request in writing from not less than
  - (a) 30% of; or
  - (b) 30 (whichever is lower)
 Eligible Members.
- (2) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Executive Officer.
- (3) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held no later than sixty days after that date.
- (4) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

## **31 Notice of General Meetings**

### **31.1 Notice to be Given for General Meetings**

The Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 30.

### **31.2 Business of Meeting**

- (1) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

- (2) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

## **32 Proceedings at Meetings**

### **32.1 Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present, directly or by proxy, at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be:
- (a) 30% of; or
  - (b) 30 (whichever is lower)
- Eligible Members.
- (2) If within half an hour after the appointed time for commencement of a General Meeting, a quorum is not present, the meeting:
- (a) if convened upon the requisition of Members, shall be dissolved; and
  - (b) in any other case, shall be adjourned to:
    - (i) the same day in the next week at the same time and (unless Members are notified of an alternative venue) at the same place; or
    - (ii) any date, time and place determined by the chairperson;

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

### **32.2 President to Chair**

The President shall chair each General Meeting of the Club. If the President is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson at the meeting.

### **32.3 Chairperson May Adjourn Meeting**

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **33 Voting at General Meetings**

#### **33.1 Voting Rights**

Subject to any other provision of this Constitution, each Eligible Member shall be entitled to one vote at General Meetings.

#### **33.2 Voting Procedures**

- (1) Subject to this rule 33, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (2) Subject to rule 33.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (3) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

#### **33.3 Recording of Determinations**

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

#### **33.4 Poll at General Meetings**

If a poll is demanded by the chairperson or any two Eligible Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

#### **33.5 Proxy Voting**

Votes may be given by proxy.

### **34 Special Resolution**

- (1) In accordance with the Act a Special Resolution requires the Club to provide a minimum of 21 days notice (in accordance with rule 31.1) to Members entitled to vote.
- (2) For a Special Resolution to be passed at least three quarters of the Members at the meeting who are entitled to vote, must vote in favour of the resolution either in person or by proxy, any additional requirements of the rules of the Club relating to passing of the Special Resolution must be met and the chairperson declares the resolution has carried, unless a poll is demanded.
- (3) A Special Resolution must be passed where the Club decides to change its rules or statement of purpose.



## **PART VI – OTHER**

### **35 Directors' Interests**

#### **35.1 General Principle**

A Director is disqualified from:

- (1) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
- (2) contracting with the Club either as vendor, purchaser or otherwise,

except with express resolution of approval by the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.

#### **35.2 Disclosure of Interests**

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

#### **35.3 General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 35.2 for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

#### **35.4 Recording Disclosures**

It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rules 35.2 and 35.3.

#### **35.5 Conflicts**

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

### **36 Levy**

Every Member of the Club shall be bound to pay any levy that shall be made, provided that a resolution making such levy shall be carried by a two-thirds majority of Eligible Members present and voting at the Annual General Meeting or a Special General Meeting called for that purpose.

### **37 Proxies**

Each Member is entitled to appoint another member as a proxy by notice given to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

The notice appointing the proxy must be-

- (1) for a meeting of the Club convened under rule 10.5(2), in the form set out in Appendix 1; or
- (2) in any other case, in the form set out in Appendix 2.

## **38 Liquor Licence**

### **38.1 Compliance**

Strict compliance with the liquor licence held by the Club or its licensee is required.

### **38.2 Guests**

- (1) A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a Member or otherwise consistent with the liquor licence.
- (2) A person cannot:
  - (a) be admitted as an honorary member or temporary member of the Club, or
  - (b) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

unless the person is of a class specified in the rules or Regulations and the admission or exemption is in accordance with the rules or Regulations.

## **39 Grievance Procedures**

- (1) The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - (a) a Member and another Member; or
  - (b) a Member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or

- (ii) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **40 Source of Funds**

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

#### **41 Application of Income**

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

#### **42 Signing of negotiable instruments**

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

#### **43 Common Seal**

- (1) The Club may have a Seal up which its corporate name shall appear in legible characters.
- (2) Where required by law, the common seal shall be applied and attested to by the signatures of two members of the Board.

- (3) The Seal shall not be used without the express authorisation of the Board.

#### **44 Alteration of Constitution**

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

#### **45 Dissolution**

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

#### **46 Indemnity**

- (1) Every Director and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (2) The Club shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

#### **47 Service of Notices**

- (1) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.

- (3) Where a notice sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (4) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

#### **48 Custody of Books and Other Documents**

- (1) Except as otherwise provided in this Constitution, the Executive Officer shall keep in his or her custody or control all books, documents and securities of the Club.
- (2) The Executive Officer shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose or an appropriate electronic filing system, together with a record of the names of persons present at all meetings.
- (3) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Club, unless authorised in writing by the Board.

#### **49 Regulations**

- (1) The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way opposed to or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Club premises.
- (2) Amendments, alterations, interpretation of other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.

#### **50 Date of Application of Rules**

All the aforesaid rules shall apply from the date of approval at General Meeting, such date to be shown on the front cover of this Constitution.

Secretary: \_\_\_\_\_

**Appendix 1**

**Form of appointment of proxy for meeting of club convened under rule 10.5(2)**

I, .....

being a member of Albert Park Bowls Club

appoint .....

*(name of proxy holder)*

being a member of that Club, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Club convened under rule 10.5(2), to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf as directed below in respect of the following resolution (insert details of resolution passed under rule 10.5(2)):

.....  
Details of Resolution

Voting instruction: ..... in favour  
..... against  
..... at my proxy's discretion

.....  
Signed

.....  
Date

**Appendix 2**

**Form of appointment of proxy**

I, .....

being a member of Albert Park Bowls Club

appoint .....  
(name of proxy holder)

being a member of that Club, as my proxy to vote for me on my behalf at the annual/special  
(strike out inapplicable) general meeting of the Club to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf as directed below in respect of the following resolution  
(insert details of resolution).

.....  
Details of Resolution

Voting instruction: ..... in favour  
..... Against  
..... in my proxy's discretion

.....  
Signed

.....  
Date