

# CONSTITUTION & RULES

## Somerton Bowling Club Inc.

**Adopted on:**

**6<sup>th</sup> April 2024**

1. Adopted by members at Special General Meeting 11th March 2007
2. Amended/approved by members at Special General Meeting 1<sup>st</sup> March 2008
3. Amended/approved by members at Special General Meeting 21<sup>st</sup> September 2013
4. Amended/approved by members at Annual General Meeting 19<sup>th</sup> May 2018
5. Amended/approved by members at Annual General Meeting 25<sup>th</sup> May 2019
6. Amended/approved by members at Annual General Meeting 29<sup>th</sup> May 2021
7. Amended/approved by members at Special General Meeting 21<sup>st</sup> August 2021
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9. Revised/approved by members at Special General Meeting 6<sup>th</sup> April 2024



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## SECTION 1 - NAME AND OBJECTS

### 1. Name

The name of the Club shall be Somerton Bowling Club Inc.

### 2. Interpretations

**2.1** In these Rules, except in so far as the context or subject-matter otherwise indicates or requires:

- 2.1.1 **“Act”** means the Associations Incorporation Act (SA) 1985, as amended.
- 2.1.2 **“Administrative Secretary”** means the Secretary of the Club elected in accordance with these Rules.
- 2.1.3 **“Board of Management”** means the members for the time being of the ‘Board’ of the Club as constituted in accordance with the Rules and is the governing or controlling body of the Club subject only to any direction of the members at an Annual General Meeting or Special General Meeting.
- 2.1.4 **“Bowls SA”** means Bowls SA Inc, the peak body of the sport of Lawn Bowls in South Australia.
- 2.1.5 **“Chairperson”** means the person elected or nominated to chair any meeting of the club.
- 2.1.6 **“Club”** means the club referred to in Rule 1.
- 2.1.7 **“Day”** means calendar day not business day.
- 2.1.8 **“Financial Year”** means the Club’s Financial Year and, unless altered by the members at an Annual General Meeting or Special General Meeting, shall be the period May 1 to April 30.
- 2.1.9 **“Member”** means any member of the Club.
- 2.1.10 **“Month”** means a calendar month.
- 2.1.11 **“Rules”** means the Rules of the club in force for the time being.
- 2.1.12 **“Special Resolution”** means a resolution of the Club which is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under these Rules so to do, vote at an Annual General Meeting or Special General Meeting of which not less than twenty-one (21) day’s written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

**2.2** In these Rules: -

- 2.2.1 Words importing the singular include the plural and vice versa;
- 2.2.2 Words importing any gender include all genders; and
- 2.2.3 A reference to ‘writing’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **3. Objects and Purposes**

The objects and purposes of the Club shall be: -

- 3.1** to maintain and conduct a not-for-profit sporting club of non-political character, which encourages more people in the local community to play more bowls more often;
- 3.2** to provide and maintain facilities for members such as a clubhouse, bowling green and other conveniences for the use and recreation of the members at such place or places;
- 3.3** to promote such other objects as the members shall determine but always to have in mind the advancement and best interests of the game of bowls;
- 3.4** to affiliate with Bowls SA and any other organisation that may be desirable in the pursuit of these objects and purposes;
- 3.5** to do all such things necessary to the attainment of the above objects and purposes.

### **4. Powers**

The Club shall have the power to:

- 4.1** The powers of the Club are subject to section 25 of the Act.
- 4.2** In addition, the Club may undertake other actions or activities necessary, incidental or conducive to advance its objects.

## **SECTION 2 - MEMBERSHIP**

### **5. Register of Members**

- 5.1** The Administrative Secretary shall establish and maintain a Register of Members of the Club specifying the name, membership class, and contact details of each person who is a member of the Club together with the date on which the person became a member.
- 5.2** The Register of Members shall be maintained at all times and shall be open for inspection by any member of the Club, subject to privacy legislation.

### **6. Service of Notices**

- 6.1** A notice may be given by the club to any member by serving the member with the notice personally, or by sending it by electronic mail or post to the address appearing in the register of members. (See rule 5).
- 6.2** Where a notice is sent by post:
  - 6.2.1** the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - 6.2.2** unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- 6.3** Where a notice is sent by electronic mail, it is deemed to be received at the time of sending.

### **7. Membership Quota**

The Board of Management may in its absolute discretion impose a maximum quota on the number of members of the Club.

## **8. Membership Classes**

The Club shall, in respect of bowling members, consist of such classes of membership as to conform with the registration requirements of Bowls SA. In addition, the Club may, in respect of non-bowling members and visiting interstate and/or overseas bowlers, consist of such classes of membership as the Club deems appropriate. The following membership categories must be registered with Bowls SA in accordance with these rules:

### **8.1 Full Members**

Members with full registration will be conferred playing rights in accordance with the Bowls SA Constitution and By Laws. The clearance rule will still apply.

### **8.2 Life Members**

Life Members will be considered by Bowls SA as fully registered members and as such will be conferred playing rights in accordance with the Bowls SA Constitution and By Laws.

### **8.3 Junior / Student Members**

8.3.1 Junior Members shall be persons under the age of eighteen (18) years as at July 1 in the year of registration.

8.3.2 Student Members shall be full-time students under the age of 25 years as at July 1 in the year of registration.

8.3.3 Members with Junior or Student registration with Bowls SA shall be conferred playing rights in accordance with the Bowls SA Constitution and By Laws.

### **8.4 Restricted Members**

Restricted members are bowlers whose playing category limits participation to casual or Night Owl competitions, or events specifically designated for Restricted members. Playing rights are conferred per the Bowls SA Constitution and By Laws.

### **8.5 Social Members**

Social Members may be admitted as non-bowling members of the Club in the same manner as Full Members and shall be entitled to such privileges as the Board of Management shall determine from time to time. Playing rights are conferred per the Bowls SA Constitution and By Laws.

## **9. Nomination and Admission of Members**

**9.1** A nomination of a person to become a Member of the Club, in any category aside from as a Life Member: -

9.1.1 must be made by a member of the Club via the appropriate form or registration system; and

9.1.2 must be lodged with the Administrative Secretary, or a Board of Management appointed delegate.

**9.2** As soon as practicable after receiving a nomination for membership, the Administrative Secretary, or a Board of Management appointed delegate shall: -

9.2.1 refer the nomination to the Board of Management who shall determine whether to approve or to reject the nomination or whether to delegate the approval of memberships to a Board of Management appointed delegate.

9.2.2 post a copy of the application form on the Club's notice board at least seven (7) days immediately preceding the day of election to membership.

**9.3** Where a membership is approved per the preceding clause, the Administrative Secretary a Board of Management appointed delegate shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay a

membership fee relevant to the membership category as determined per Rule 18 and within the period of time as determined by the Board of Management.

**9.4** The Administrative Secretary or a Board of Management appointed delegate shall, upon payment by the nominee of the fee referred to in Rule 9.3 within the period referred to in that clause: -

9.4.1 enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee becomes a member of the Club; and

**9.5** Where the Board of Management rejects the nominee's application, the nominee shall not again be nominated for a period of at least six (6) months from the date of rejection or voiding of membership.

**9.6** Where the nominee fails to make the payment referred to in Rule 9.3 within the period referred to in that clause, the nominee shall not again be nominated for a period of at least one (1) month from the date of rejection or voiding of membership.

## **10. Life Members**

**10.1** A Full Member who has rendered special service or services to the Club may be conferred life membership by the Board of Management via any process and against any criteria it determines.

**10.2** The Club must still pay any relevant fees (such as Affiliation or registration) to Bowls SA and the Association in relation to Life Members.

**10.3** There shall be no more than ten (10) Life Members at any one time.

## **11. Voting Rights**

The following categories of membership are entitled to vote at the Annual General Meeting or Special General Meetings, with each member entitled to one vote each on any given resolution or matter:

- Full Members
- Life Members
- Student Members - provided the member is eighteen (18) years of age
- Restricted Members (except Night Owlers)

## **12. Cessation of Membership**

A person ceases to be a member of the Club if the person:

**12.1** dies;

**12.2** forfeits their membership;

**12.3** resigns that membership; or

**12.4** is expelled from the Club.

## **13. Forfeiture of Membership**

**13.1** If a member fails to pay their annual subscription within the time prescribed by the Board of Management, then that person shall cease to be a member of the Club.

**13.2** The Board of Management or its delegate may in its absolute discretion restore the member's name to the Register of Members where the Board of Management or its delegate accepts, in its absolute discretion, a satisfactory explanation from the member and the member has paid the amount/s due.

- 13.3** The Administrative Secretary or a Board of Management appointed delegate shall give notice to each member when their subscription is due. This notice must be served on the member in accordance with Rule 6.
- 13.4** Where a member of the Club for whatever reason ceases to be a member for one or more years, such member may be re-admitted under such condition as determined by the Board of Management.

**14. Resignation of Members**

- 14.1** A member of the Club is not entitled to resign their membership except in accordance with this Rule.
- 14.2** A member wishing to resign from the Club shall give seven (7) days' notice in writing to the Administrative Secretary or a Board of Management appointed delegate and shall pay all monies due at the date of such notice including the current Financial Year's subscription or such portion thereof as the Board of Management may determine.
- 14.3** Where a member ceases to hold membership, the Administrative Secretary or a Board of Management appointed delegate shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

**15. Disciplining of Members**

- 15.1** Where the Board of Management is of the opinion that a member of the Club:-
- 15.1.1 has persistently refused or neglected to comply with the provision or provisions of these Rules: or
  - 15.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Club; or
  - 15.1.3 has engaged in conduct deemed by the Board of Management to be undesirable;
  - 15.1.4 the Board of Management may, by resolution:
    - 15.1.4.1 censure the member;
    - 15.1.4.2 expel the member from membership of the Club for a specified period; or
    - 15.1.4.3 expel the member from the Club.
- 15.2** When the Board of Management passes a resolution under Rule 15.1, the Administrative Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
- 15.2.1 setting out the resolution of the Board of Management and the grounds on which it is based with sufficient particularity that the member adequately knows the case to be answered;
  - 15.2.2 stating that the member may address the Board of Management at a meeting to be held not earlier than seven (7) days and not later than twenty-eight (28) days after service of the notice;
  - 15.2.3 stating the date, place and time of that meeting; and
  - 15.2.4 informing the member that the member may do any or all of the following:-
    - (a) object to any member of the Board of Management on the grounds of bias which matter the Board of Management shall determine as a preliminary point;
    - (b) attend and speak at that meeting;
    - (c) arrange for a representative of the member to attend and speak at that meeting on the member's behalf;



- (d) submit to the Board of Management at or prior to the date of that meeting written representations relating to the resolution on the member's behalf;
- (e) arrange for a representative of the member to submit to the Board of Management at or prior to the date of that meeting written representations in relation to the resolution on the member's behalf;
- (f) bring such witnesses to the meeting to give evidence as to facts or character;
- (g) call for any statements made to the Board of Management relevant to the case against the member and for the witness/es making their statement/s to be available for cross-examination if so advised.

15.2.5 In the event that the case changes prior to the hearing then the member shall be given adequate notice of such changes

**15.3** At a meeting of the Board of Management held in accordance with Rule 15.2, the Board of Management shall:-

15.3.1 give to the member, or the member's representative, an opportunity to make oral representations;

15.3.2 give due consideration to any written representations submitted to the Board of Management by the member, or the representative of the member, at or prior to the meeting; and

15.3.3 by resolution determine whether to confirm or revoke the resolution.

**15.4** A resolution of the Board of Management under Rule 15.1 has no effect unless the Board of Management, at a meeting held not earlier than seven (7) days and not greater than twenty-eight (28) days after service on the member of a notice under Rule 15.3 confirms the resolution in accordance with this Rule.

**15.5** Where the Board of Management confirms a resolution under Rule 15.4, the Administrative Secretary shall, within seven (7) days after that confirmation, by notice in writing, advise the member of the fact and of the member's right of appeal under Rule 16.

**15.6** A resolution confirmed by the Board of Management under Rule 15.4 does not take effect:-

15.6.1 until the expiration of the period within which the member is to appeal against the resolution where the member does not exercise the right of appeal within that period; or

15.6.2 where within that period the member exercises the right of appeal, unless and until the resolution is confirmed pursuant to Rule 16.4.

## **16. Right of Appeal of Disciplined Member**

**16.1** A member may appeal to a Special General Meeting against a resolution of the Board of Management which is confirmed under Rule 15.4, within seven (7) days after notice of the resolution is served on the member by lodging with the Administrative Secretary a notice to that effect.

**16.2** Upon receipt of the notice from a member under Rule 16.1, the Administrative Secretary shall notify the Board of Management which will convene a Special General Meeting to be held within twenty-eight (28) days after the date on which the Administrative Secretary received the notice.

**16.3** At the Special General Meeting of the Club convened under Rule 16.2: -

16.3.1 no business other than the question of the appeal shall be transacted;

16.3.2 the Board of Management and the member, or the member's representative, shall be given the opportunity to state their respective cases orally or in writing, or both; and;

16.3.3 the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**16.4** If at the Special General Meeting the meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

**17. Absence of a Member**

Any member contemplating absence for a period may, on application to the Board of Management, be granted leave of absence for a period not exceeding two years, subject to the payment of a fee as determined by the Board of Management.

**18. Fees and Subscriptions**

Except as otherwise provided in these Rules:-

**18.1** a member of the Club shall pay to the Club an annual subscription as determined by the members from time to time at an Annual General Meeting or Special General Meeting;

**18.2** the subscription fee shall be payable annually by no later than September 30 or at such other time as the Board of Management shall determine from time to time;

**18.3** any member whose annual subscription is outstanding for more than four (4) months after the due date shall cease to be a member of the Club, provided always that the Board of Management may reinstate such a person's membership on such terms as the Board of Management deems appropriate;

**18.4** members who are elected to membership after the first day of January in any year shall pay such proportion of the annual subscription as shall be determined by the Board of Management; and

**18.5** a member new to the Club may be admitted as a Full Member, or an existing member may be upgraded to Full Membership, upon payment of a first-year initial subscription fee as determined by the Board of Management.

**19. Members' Liabilities**

The liability of a member of the Club to contribute toward the payment of the debts and liabilities of the Club or the cost, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Rule 18.

## **SECTION 3 – GENERAL MEETINGS**

**20. Annual General Meeting**

**20.1** The Club shall convene an Annual General Meeting in accordance with the Act and these rules and by no later than June 30 each year.

**20.2** The Annual General Meeting of the Club shall, subject to the Act and to Rule 21.1, be convened on such date and at such place and time as the Board of Management deems fit.

**20.3** The Board of Management shall provide members with at least twenty-eight (28) days' notice of the Annual General Meeting in the manner according to Rule 6 and must affix a copy of the Notice of the Meeting to the notice board inside the clubhouse.

**20.4** The business to be transacted at the Annual General Meeting shall be in the following order:

- 20.4.1 reading of the Notice of the Meeting;
- 20.4.2 confirmation of the Minutes of the previous Annual General Meeting and/or Special General Meetings;
- 20.4.3 the consideration of the accounts and reports of the committee and the auditor's report ;
- 20.4.4 other reports;
- 20.4.5 fix amounts of annual subscriptions;
- 20.4.6 notices of Motion; and
- 20.4.7 any other business requiring consideration by the Club in a general meeting

**21. Special General Meetings**

- 21.1** The Board of Management shall convene a Special General Meeting when requested to do so by requisition in accordance with this Rule.
- 21.2** The Board of Management shall, on a requisition in writing of not less than three (3) of its members, or thirty (30) members of the Club, convene a Special General Meeting.
- 21.3** A requisition for a Special General Meeting:
  - 21.3.1 shall state the purpose or purposes of the Meeting;
  - 21.3.2 shall be signed by the members making the requisition;
  - 21.3.3 shall be lodged with the Administrative Secretary; and
  - 21.3.4 may consist of several documents in a similar form, each signed, whether physically or electronically, by one or more of the members making the requisition.
- 21.4** A Special General Meeting shall be held on a date determined by the Board of Management, such date being not less than fourteen (14) clear days and not more than twenty-eight (28) clear days from the date of requisition.
- 21.5** The Administrative Secretary shall post the requisition and Notice of Meeting on the notice board of the Club and communicate it to all members and communicate the notice in the manner according to Rule 6.
- 21.6** If the Board of Management fails to convene a Special General Meeting in accordance with Rule 25.4, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after the date of the requisition.

**22. Procedures at General Meetings (Annual and Special)**

- 22.1** The President shall, subject to this Constitution, preside as Chairperson at every General Meeting. If the President is not present, or is unwilling or unable to preside, a Vice President shall preside. If a Vice President is not present, or is unwilling or unable to preside, the members entitled to be present at that meeting shall appoint one of their number to preside as Chairperson of that meeting only.
- 22.2** No item of business shall be transacted at any General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 22.3** Forty (40) members present in person, being members entitled under these Rules to vote at General Meeting, shall constitute a quorum.
- 22.4** If within fifteen (15) minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case, shall stand adjourned to the same day in the

following week at the same time and at the same place, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members.

- 22.5** If at the adjourned General Meeting a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the members present, being not less than forty (40), shall constitute a quorum.

### **23. Voting at General Meetings (Annual and Special)**

- 23.1** The election of all officers, where there are more nominations than vacancies, shall be:
- 23.1.1 Conducted by two Returning Officers appointed at the General Meeting where the election is taking place.
  - 23.1.2 Conducted by ballot
  - 23.1.3 Where two or more candidates receive an equal number of votes, the Chairperson shall, draw lots to decide the successful candidate.
- 23.2** All other questions for decision by the members of the Club at General Meeting shall be duly proposed and seconded, and shall be determined by a show of hands, or the electronic equivalent where the meeting is virtual, unless a ballot is asked for by ten percent (10%) of members present and entitled to vote. The ballot shall then be taken. When a ballot is taken, two Returning Officers shall be appointed by the Chairperson to conduct the ballot. The result of each ballot shall be deemed to be a resolution of the Club adopted at such General Meeting.
- 23.3** The Chairperson of a General Meeting shall, with the exception of election of office bearers, be entitled to a deliberative and a casting vote.
- 23.4** At any Annual General Meeting of the Club, only such members who were financial at the close of the previous Financial Year or any new member who has paid the current fee shall be entitled to attend such meeting. This provision shall apply also to any Special General Meeting of the Club held between the close of the previous Financial Year and the Annual General Meeting of the Club. At all other Special General Meetings only members who are financial according to these Rules shall be entitled to attend such meetings.
- 23.5** Proxy or postal voting shall not be permitted at any Annual General Meeting or Special General Meeting of the Club.
- 23.6** At any General Meeting of the Club, a declaration by the Chairperson that a resolution has been carried, or lost, or not carried by a particular margin, if such is required, and an entry to that effect appearing in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 23.7** All resolutions passed at General Meetings shall be conclusive and binding on all members of the Club, whether they shall have been present or not at such meeting.

## **SECTION 4 – BOARD OF MANAGEMENT**

### **24. Powers of the Board of Management**

- 24.1** The affairs of the Club shall be managed and controlled by the Board of Management which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting, including but not

limited to:-

- 24.1.1 delegate, in accordance with Rule 30, the exercise of functions to committees and sub-committees;
- 24.1.2 fill casual vacancies on the Board of Management;
- 24.1.3 appoint such officers, employees and volunteers as are required to carry out the objects of the Club, including a Public Officer, and may delegate any of its powers to such officers and employees;
- 24.1.4 impose levies on members, subject to the approval of General Meeting of the Club;
- 24.1.5 review the resignation of a member in accordance with Rule 12;
- 24.1.6 make By-Laws in conformity with the Rules of the Club;
- 24.1.7 interpret the Rules and By-Laws of the Club, and such interpretation shall be final;
- 24.1.8 carry out all resolutions, including those of which the prescribed notice has been given, and which have been passed at an Annual General Meeting or Special General Meeting of the Club;
- 24.1.9 ensure compliance with the Rules and By-Laws of the Club, and deal with any breaches as provided in Rule 15;
- 24.1.10 ensure that correct financial accounts and books, and administrative records, are kept showing the affairs of the Club.
- 24.1.11 authorise all expenditure including any expenditure passed at a General Meeting of the Club, and direct the method of dealing with monies received for or on behalf of the Club;
- 24.1.12 ensure the responsible stewardship of club resources, including the investment of funds in accordance with the powers conferred to the Club in Rule 4 under the Act.

## **25. Office Bearers – Board of Management**

**25.1** The Board of Management shall consist of the office bearers of the Club as follows:

- 25.1.1 An elected President, who shall be Chairperson;
- 25.1.2 An elected Vice President;
- 25.1.3 An elected Treasurer;
- 25.1.4 An elected Administrative Secretary;
- 25.1.5 Six (6) elected Board members
- 25.1.6 up to two Independent Directors, may be appointed for their skills by the Board of Management
- 25.1.7 or such number as determined at the Annual General Meeting; taking into account gender balance

**25.2** Elected Office Bearers :

- 25.2.1 Shall be elected at the Annual General Meeting pursuant to Rule 26
- 25.2.2 Each member of the Board of Management shall, subject to the Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but shall be eligible for re-election.

**25.3** In the event of a casual vacancy occurring, the Board of Management may appoint a financial member of the Club, in any category with full voting rights, to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual

General Meeting next following the date of appointment.

- 25.4** There is no restriction of any member of the Board of Management holding dual office.
- 25.5** The Board of Management must advise Bowls SA of who the President, Vice President, Treasurer and Administrative Secretary are within seven (7) days of their appointment.
- 25.6** A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the club must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the club.

## **26. Election of Office Bearers - Board of Management**

- 26.1** Nominations of candidates for election as members of the Board of Management of the Club:-
  - 26.1.1** shall be made in writing and signed by a nominator and a seconder, both of whom are fully registered members of the Club with voting rights, and signed by the nominee expressing willingness to accept the position for which nominated; and
  - 26.1.2** shall be delivered to the Administrative Secretary not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 26.2** If insufficient nominations are received to fill all vacancies on the Board of Management, further nominations may be received at the Annual General Meeting.
- 26.3** If the number of nominations received is equal to or less than the number of vacancies, the candidates nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- 26.4** If insufficient further nominations are received, any vacant positions remaining on the Board of Management shall be treated as casual vacancies in accordance with Rule 25.4.
- 26.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 26.6** The ballot for the election of the Board of Management shall be conducted at the Annual General Meeting in accordance with Rule 23.1.

## **27. Casual Vacancies - Board of Management**

For the purpose of these Rules, a casual vacancy in the office of a member of the Board of Management occurs if the member:-

- 27.1** dies;
- 27.2** ceases to be a member of the Club;
- 27.3** becomes an insolvent under administration within the meaning of the Corporations Law;
- 27.4** resigns office by notice in writing given to the Administrative Secretary;
- 27.5** is removed from office under Rule 28;
- 27.6** becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 27.7** is absent without the consent of the Board of Management from three (3) consecutive meetings of the Board of Management.

## **28. Removal of Member from the Board of Management**

**28.1** The Club at a General Meeting may, by resolution, remove any member of the Board of Management from the office of member before the expiration of the member's term of office, and may by resolution, appoint another person to hold office until the expiration of the term of office for members so removed.

**28.2** Where a member of the Board of Management, to whom a proposed resolution referred to in Rule 28.1 relates, makes representations in writing to the Administrative Secretary or President and requests that the representations be notified to the members of the Club, the Administrative Secretary or the President may send a copy of the representations to each member of the Club or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **29. Meetings and Quorum - Board of Management**

**29.1** The Board of Management shall hold regular meetings a minimum of six (6) times each year and at such time and place, or via virtual meeting technology which allows all members to participate equally, as the Board of Management shall determine.

29.1.1 Written or verbal notice of regular meetings shall be given by the Administrative Secretary to each member of the Board of Management at least seven (7) days before the time appointed for the holding of the meeting. At all times, written notice is preferable and where verbal notice is given the time and date of such notice should be recorded.

29.1.2 Notice of a meeting given under Rule 29.1.1 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members of the Board of Management present at the meeting unanimously agree to treat as urgent business.

**29.2** Special Meetings of the Board of Management may be convened by the President or at the request of three (3) members of the Board of Management provided that the Administrative Secretary or in their absence, the President shall give at least two (2) days' notice of the meeting to each member of the Board of Management.

29.2.1 Written or verbal notice of a meeting or Special Meeting of the Board of Management shall be given by the Administrative Secretary to each member of the Board of Management at least two (2) days before the time appointed for the holding of the meeting. At all times, written notice is preferable and where verbal notice is given the time and date of such notice should be recorded.

29.2.2 Notice of a meeting given under Rule 29.2.1 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members of the Board of Management present at the meeting unanimously agree to treat as urgent business.

**29.3** At meetings of the Board of Management, the number of Directors whose presence is required to constitute a quorum is:

29.3.1 if the number of Office Bearers in office is an even number, half of the number of Office Bearers plus one; or

29.3.2 if the number of Office Bearers then in office is an odd number, half of the number of Office Bearers rounded up to the next whole number.



29.3.3 If there are any vacancies on the Board of Management, the remaining Office Bearers may act but, if the number of remaining Office Bearers is not sufficient to constitute a quorum at a meeting, they may act only for the purpose of increasing the number of Office Bearers to a number sufficient to constitute a quorum.

29.3.4 In the event that a failure in technology prevents members from being able to reasonably participate, then the meeting shall be suspended until the failure is rectified. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated if a quorum is no longer present.

**29.4** No business shall be transacted by the Board of Management unless a quorum is present and, if within fifteen (15) minutes 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 such other venue, date and time as appropriate.

**29.5** If at the adjourned meeting a quorum is not present within fifteen (15) minutes of the time appointed for the meeting the meeting shall be dissolved.

**29.6** At a meeting of the Board of Management:-

29.6.1 the President shall preside; or

29.6.2 if the President is not present or unable to preside, the Board may appoint from among its members present a Chair

**29.7** Office Bearers must declare any interests which may present them with a conflict in considering an agenda item.

### **30. Delegation by the Board of Management to Committees and Subcommittees**

**30.1** The Board of Management may establish committees and/or sub-committees to exercise such functions as the Board of Management shall determine, and appoint members to those committees and sub-committees.

**30.2** In the establishing resolution, the Board of Management may delegate such functions as are specified in the resolution, other than:-

30.2.1 this power of delegation; and

30.2.2 a function imposed on the Board of Management by the Act, by these Rules or by any other law.

**30.3** A function, the exercise of which has been delegated to a committee and/or sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee and/or sub-committee in accordance with the terms of the delegation.

**30.4** A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

**30.5** Notwithstanding any delegation under this Rule, the Board of Management may continue to exercise any function delegated.

**30.6** Any act or thing done or suffered by a committee and/or sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board of Management.

**30.7** The Board of Management may, by instrument in writing, revoke wholly or in part, any delegation under this Rule.

**30.8** A committee and/or sub-committee shall meet and adjourn as it deems appropriate.



**31. Voting and Decisions – Board of Management**

- 31.1** Questions arising at a meeting of the Board of Management or of any committee and/or sub-committee appointed by the Board of Management shall be determined by a majority of the votes of members of the Board of Management or committee and/or sub- committee present at the meeting.
- 31.2** Each member present at the meeting of the Board of Management or of any committee and/or sub-committee appointed by the Board of Management, including the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a deliberative and a casting vote. Subject to Rule 29.3.3 the Board of Management may act notwithstanding any vacancy on the Board of Management.
- 31.3** Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a committee and/or sub-committee appointed by the Board of Management, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or disqualification of any member of the Board of Management or committee and/or sub-committee.

**SECTION 5 - FUNCTIONS OF OFFICERS**

**32. President**

- 32.1** The President shall regulate and keep order at all meetings at which the President is to preside as prescribed by these Rules.
- 32.2** The President may take only such other actions as are determined by the Board of Management, or by the members of the Club at any meeting of the Club, in assisting to ensure:-
  - 32.2.1 that the Rules and the By-laws of the Club are effectively implemented; and
  - 32.2.2 that effective administrative actions follow decisions made at those meetings over which the President is prescribed by these Rules to preside.

**33. Administrative Secretary**

- 33.1** The Administrative Secretary shall be the Public Officer of the Club and register as such in accordance with the Act
- 33.2** The Administrative Secretary shall ensure that minutes are kept and signed by the Chair in relation to:
  - 33.2.1 all meetings of the Board of Management
  - 33.2.2 all General Meetings of the Club;
  - 33.2.3 all Committee and Subcommittee meetings
- 33.3** The Administrative Secretary shall
  - 33.3.1 attend to all correspondence in connection with the general business of the Club;
  - 33.3.2 carry out administrative duties as required by the Board of Management, for example ensuring member records are maintained.

**34. Treasurer**

**34.1** It is the duty of the Treasurer:-

- 34.1.1 to receive all moneys belonging to the funds of the Club, and within a reasonable time to deposit or arrange for the deposit of such moneys with the Club's bankers, or as directed by the Board of Management.
- 34.1.2 to be responsible for payment of all Club accounts which have been passed for payment by the Board of Management.
- 34.1.3 to keep correct accounts of all moneys received and expended.
- 34.1.4 Ensure appropriate financial reporting to the Board of Management.
- 34.1.5 prepare and submit financial statements at meetings of the Board of Management and at the Annual General Meeting of the Club.

**35. Indemnity of Administrative Secretary and Treasurer**

If the Administrative Secretary or Treasurer are required by their office to pay any money for an act, default or omission of any other person, such money shall be paid by the Club, or any such money paid by the Administrative Secretary or Treasurer shall be refunded by the Club.

## **SECTION 6 - FINANCIAL**

**36. Funds - Management**

- 36.1** All moneys received by the Club shall be deposited as soon as practicable and without deduction to the credit of such bank accounts of the Club.
- 36.2** The bank accounts of the Club are to be retained with such financial institutions as shall from time to time be approved by the Board of Management.
- 36.3** All electronic payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or authorised by two of the following office bearers:-
  - 36.3.1 The President, the Administrative Secretary, the Treasurer and one other appointed officer bearer of the Club;
- 36.4** In the event that any one of the abovementioned office-bearers is absent through illness or for any other reason, the Board of Management may appoint a substitute signatory to the accounts of the Club.
- 36.5** The income and capital of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the club.t

**37. Accounts**

- 37.1** The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
  - 37.1.1 These records, books of account and other financial documents shall be open to inspection by the Board of Management.
- 37.2** No single capital expenditure exceeding thirty thousand (\$30,000) dollars) shall be entered into without the approval of the members at an Annual General Meeting or Special General Meeting of the Club.
- 37.3** The Board of Management may approve capital expenditure subject to the above limit in Rule 37.2, and shall approve for payment all accounts incurred under provisions of this and the preceding paragraph before payment is made.

**37.4** The Board of Management shall determine limits within which any committee and/or sub-committee may incur expenditure. All accounts for expenditure incurred under this authority shall be passed for payment by the Board of Management.

**38. Control Over Property**

**38.1** The prior approval of an Annual General Meeting or Special General Meeting of the Club is required for the following matters:-

38.1.1 negotiating a loan;

38.1.2 issuing debentures;

38.1.3 granting security over any property of the Club;

38.1.4 selling of any real estate on behalf of the Club;

38.1.5 leasing any property of the Club; and

38.1.6 all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club.

**38.2** In all other respects the property of the Club shall be subject to the control and disposition of the Board of Management. The Board of Management, subject to the approval of an Annual General Meeting or Special General Meeting in accordance with Rule 38.1, is empowered to:-

38.2.1 negotiate loans;

38.2.2 issue debentures;

38.2.3 sell or purchase any real estate on behalf of the Club; and

38.2.4 lease any property of the Club.

**38.3** A direction of an Annual General Meeting or Special General Meeting of the Club correctly recorded in the minutes of such meeting, the minutes having been confirmed by the Chairperson of the meeting, imposes an obligation on the Board of Management to operate in accordance with the direction made.

**38.4** The duly confirmed minutes provide a justification for the performance of the required direction provided that the terms of the recorded direction have been adhered to.

**38.5** No person who is not a member of the Club with voting rights shall be entitled to enquire into the regularity of such direction beyond the verification of the signature of the Chair indicating the minutes are valid.

**39. Borrowing Powers**

**39.1** Subject to this Rule, the Annual General Meeting or a Special General Meeting of the Club may authorise the Board of Management to borrow funds.

**39.2** If the Board of Management is authorised to borrow funds pursuant to Rule 39.1 then the Board of Management may borrow funds at such rate of interest, and in such form and manner and upon such security as shall be specified in any such resolution of the Annual General Meeting or Special General Meeting.

**39.3** If the Board of Management is authorised to borrow funds pursuant to Rule 39.1 then the Board of Management shall make all dispositions of the Club's property, or any part thereof, and enter into such agreements in relation thereto as the Board of Management may deem proper for giving security for such loans and interest.

**39.4** Subject to the Act, the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board of Management from time to time.

**39.5** All members of the Club shall be bound by the decision of the meeting authorising the borrowing of funds.

**40. Audit**

**40.1** The Club shall cause the accounts of the Club to be audited.

**40.2** The Auditor shall be appointed at each Annual General Meeting of the Club. The Auditor shall not be a member of the Board of Management and shall be appointed in a manner consistent with the terms of the Act.

**40.3** Nominations for the office of Auditor shall be submitted at the Annual General meeting of the Club in each year.

**40.4** The Auditor shall have power at all times to examine the books and documents of the Club.

**40.5** The Auditor shall, as soon as possible after the close of the Financial Year in each year, audit the Statements of Receipts and Expenditure and Balance Sheets of the Club since the end of the preceding Financial Year. These statements shall be prepared by the Treasurer in accordance with accepted accounting principles.

**40.6** The Auditor's Report shall be submitted to the Annual General Meetings of the Club.

## **SECTION 7 – GENERAL**

**41. Alteration of Rules**

**41.1** These Rules may be altered by a resolution passed by a 75% majority of members present and eligible to vote at an Annual General Meeting or a Special General Meeting called for that purpose.

**41.1** Not less than twenty-eight (28) days' notice of proposed amendments to the Constitution shall be given to members in the manner outlined in Rule 6. The notice shall also be posted on the notice board of the Club twenty-eight (28) clear days before the general meeting.

**41.2** Any such new or altered rules shall come into operation from the date of adoption unless another date is specified in the motion.

**41.3** The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.

**41.4** Notification of any new rule or alteration to the Constitution is to be provided to Bowls SA within fourteen (14) days of the date of adoption.

**41.5** The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

**42 Interpretation of Rules**

In the event of any doubt or difficulty arising as to the meaning of any Rule, By-Law or Regulation, or, should any question arise as to their interpretation, the Board of Management shall have power

to pronounce a decision thereon and its decision shall be final and binding on the members, subject only to affirmation or reversal by a Special General Meeting of the Club called for that purpose.

#### **43 Winding Up and Dissolution**

The Club may be wound up in the manner provided for in the Act.

**43.1** In the case of a voluntary winding up or dissolution, the following procedure is to be followed

43.1.1 the Board of Management shall call a Special General Meeting of the Club to consider whether or not the Club should be wound up or dissolved;

43.1.2 a motion to wind up or dissolve the Club must be carried at the Special General Meeting by a majority of those present and entitled to vote;

43.1.3 if such a motion is carried then a second Special General Meeting of the Club must be called:-

(a) not less than one calendar month after the first-mentioned Special General Meeting of the Club; and

(b) the quorum at this Special General Meeting shall be not less than half of the members of the Club entitled to vote.

43.1.4 at this second Special General Meeting a Special Resolution motion to confirm the motion to wind up or dissolve the Club shall be put.

43.1.5 if the Special Resolution referred to in Rule 42.2.4 is carried, then the Board of Management must, subject to the provisions of the Act, appoint a person, who may be a member of the Club, to act as liquidator and have the appointment approved by the Corporate Affairs Commission.

43.1.6 on confirmation from the Corporate Affairs Commission of the liquidator's valid appointment, the liquidator will proceed to sell and realise the property and assets of the Club and out of the net proceeds of such sale and realisation to discharge and satisfy all the liabilities of the Club.

#### **44 Application of Surplus Proceeds**

If, after the winding up of the Club there remain "surplus assets" as defined in the Act, such surplus assets shall not be distributed among the members but shall be given to other lawn bowling organisation(s) with aligned objects, such as a neighbouring club, Bowls SA or Bowls Australia as may be determined by the Board of Management, unless voted on by the membership at a general meeting duly convened.

#### **45 Application of Benefit**

**45.1** The Club is a non-proprietary Club. The income and property of the Club shall be applied solely towards the promotion of the objects and purposes of the Club. No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonuses or otherwise to any member.

**45.2** Nothing contained in Rule 44.1 shall prevent the payment by way of expense reimbursement to any member or Officer Bearer of the Club for services rendered to the Club, not shall it preclude the paying of wages and relevant employment expenses to a member who is also a staff member of the Club.

#### **46 By-Laws**

**46.1** The Board of Management shall have power from time to time to make By-Laws and Regulations not inconsistent with these Rules for the efficient working of the Club, and to alter,

amend or rescind any By-Law or Regulation as occasion may require.

- 46.2** A record of all By-Laws and Regulations shall be maintained by the Administrative Secretary and shall be available for inspection by the members.

#### **47 Policy Hierarchy and Provision for Cases Not Provided For**

**47.1** Within the sport of Bowls, there is a policy and procedure hierarchy that sets out the documentation that defines and governs the sport, the organisations affiliated, and the people involved. This hierarchy is as follows: World Bowls, Bowls Australia, State and Territory Associations (ie Bowls SA), Associations and Clubs. The Club will adhere to this policy hierarchy and uphold the Laws of the Sport.

**47.2** In any matter whatsoever which is referred to the Club by Bowls SA, any Association, another Club, or member, that is not provided for in the this Constitution or the Policy Hierarchy in Rule 46.1, or in the current issue of the Laws of the Sport, the Board of Management shall determine such matters and the decision of the Board of Management thereon shall be final, except that the referring party, if dissatisfied with the decision, shall have the right to appeal in accordance with the procedures prescribed within the policy hierarchy in Rule 46.1.

#### **48 Appointment of Delegates to Bowls SA**

**48.1** The delegates to the appropriate meeting of Bowls SA shall be elected by the Board of Management.

**48.2** The Board of Management shall appoint delegates to represent the Club at General Meetings of Bowls SA in accordance with the requirements set out by and constitution of Bowls SA.

#### **49 Suggestions and Disputes**

**49.1** All suggestions to be drawn to the attention of the Board of Management shall be made in writing to the Administrative Secretary, who shall list the same for discussion at the next meeting of the Board of Management.

**49.2** If any dispute or disagreement arises between members concerning any matter relevant to the Club, the same may be referred in writing to the Board of Management by either party. The Board of Management shall have the power to deal with such matters as it deems necessary in a manner consistent with these Rules.

#### **50 Privacy Act**

The Club, in conducting the business and carrying out the Objects of the Club, shall abide by all relevant Privacy legislation.

#### **51 Emergency Administrative Action**

In emergency circumstances, action taken by an Office Bearer or Officer Bearers of the Club and ratified by the Board of Management shall not render any proceedings void unless the members so direct at an Annual General Meeting or Special General Meeting.

#### **52 Club Access**

The club shall be open to members for such times, and on such conditions, as may be decided by the Board of Management from time to time.

#### **53 Visitors**

