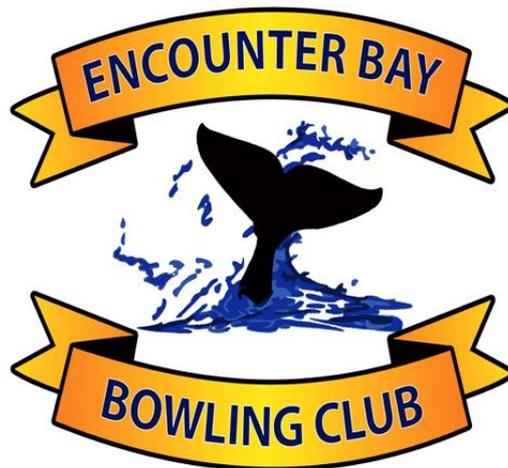


# ENCOUNTER BAY BOWLING CLUB INC.

FOUNDED in 1959

## CONSTITUTION AND RULES

To be read in conjunction with the Club's By-Laws



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ADOPTED

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## SECTION 1 – NAME AND OBJECTS

### 1. Name

The name of the Club shall be the **Encounter Bay 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 “**The 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 Chairperson according to the current office-holder in the various committee categories.
  - 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 April 1 to March 31.
  - 2.1.9 “**Member**” means any member of the ENCOUNTER BAY BOWLING CLUB.
  - 2.1.10 “**Month**” means a calendar month.
  - 2.1.11 “**Rules**” means the Rules of the Club 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) days 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 the other gender; 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 Club of non-political character, and to provide a clubhouse, bowling greens and other conveniences for the use and recreation of the members at such place or places as decided by the members;
- 3.2 to promote, facilitate, oversee and/or conduct a range of lawn bowls competitions and activities for Club and non-Club members to enhance the utilisation of its greens and other facilities and encourage the playing and development of lawn bowls;
- 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; and
- 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 acquire, hold, deal with and dispose of any real or personal property; and
- 4.2 construct, maintain and alter any buildings, grounds, playing surfaces, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the interests of the members of the Club;
- 4.3 open and operate financial institution accounts;
- 4.4 invest money:
  - 4.4.1 in any security in which trust monies may, by Act of Parliament, be invested; or
  - 4.4.2 in any other manner that the Board of Management deems fit;
- 4.5 borrow or acquire money upon such terms and conditions as the Board of Management deems fit;

- 4.6 give such security for the discharge of liability incurred by the Club as the Board of Management deems fit;
- 4.7 appoint agents to contract any business of the Club on behalf of the Club;
- 4.8 enter into any other contract the Club considers necessary or desirable;
- 4.9 promote, facilitate, oversee and/or conduct a range of lawn bowls competitions and activities involving use of its greens and other facilities. This includes competitions involving Club and non-Club members and between Clubs, in a manner not inconsistent with the requirements of this Constitution and its By-Laws, the Rules of Bowls and the requirements of Bowls SA; and
- 4.10 do all other such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Club.

## **SECTION 2 – MEMBERSHIP**

### **5. Membership Qualifications**

A person is qualified to be a member of the Club if, but only if:

- 5.1 the person is a person who has not ceased to be a member of the Club at any time after incorporation of the Club under the Act; or
- 5.2 the person is a person who:
  - 5.2.1 has been nominated for membership of the Club as provided by these Rules; and
  - 5.2.2 has, except as provided for under Rule 5.2.3, been approved for membership of the Club by the Board of Management; and
  - 5.2.3 has, if the nomination is to be a Social Member, been approved for membership of the Club by the person delegated by the Board of Management to approve such applications.

### **6. Register of Members**

- 6.1 The Administrative Secretary shall establish and maintain a Register of Members of the Club specifying the name, address and membership class of each person who is a member of the Club together with the date on which the person became a member, and such further details the Club By-Laws specify for inclusion.
- 6.2 The Register of Members shall be kept at the principal place of administration of the Club in a form and manner required by the Club By-Laws and shall be open for inspection by any member of the Club.

- 6.3 An ongoing onus shall apply to each member to ensure the currency of their own information details as shown in the Register, especially when they are renewing Membership.

## **7. Service of Notices**

- 7.1 For the purposes of these Rules, a notice may be served by or on behalf of the Club on any member either personally or by sending the notice by post to the member at the member's address shown in the Register of Members or by publishing the notice in the 'Public Notices' section of a newspaper circulating generally throughout the State.
- 7.2 Where a document is sent to a person by properly addressing, prepaying and posting to a person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 7.3 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected if it has been successfully transmitted to the email address to which it was sent.

## **8. Nominations and Admission of Members**

- 8.1 A nomination of a person for membership of the Club:
- 8.1.1 must be made by a member of the Club, preferably one who has personal knowledge of the nominee;
  - 8.1.2 must nominate the Membership Class sought and, where applicable, provide evidence of eligibility;
  - 8.1.3 must be made by a member of the Club in writing in the form approved by the Board of Management; and
  - 8.1.4 must be lodged with the Administrative Secretary of the Club.
- 8.2 As soon as practicable after receiving a nomination for membership, the Administrative Secretary shall, unless directing it to a Delegate in accordance with arrangements allowed in Rule 5.2.3:
- 8.2.1 refer the nomination to the Board of Management, who shall determine whether to approve or to reject the nomination; and
  - 8.2.2 post a copy of the application form on the Club's notice board at least fourteen (14) days immediately preceding the day of election to membership.
- 8.3 Where the Board of Management in its absolute discretion, or Delegate, as provided for in Rule 5.2.3, determines to approve a nomination

for the membership the Administrative Secretary shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay within the period of twenty-eight (28) days after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee (if any) and annual subscription.

- 8.4 The Administrative Secretary shall, upon payment by the nominee of the amounts referred to in Rule 8.3, within the period referred to in that clause:
- 8.4.1 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
  - 8.4.2 provide the nominee with a copy of the current Rules, By-Laws and Regulations, plus such further information as required by the Club By-Laws, by membership class and record the receipt of those documents by the nominees.
- 8.5 Where the Board of Management rejects the nominee's application or where the nominee fails to make the payments referred to in Rule 8.3 within the period referred to in the clause, the nominee shall not again be nominated for a period of at least six (6) months from the date of rejection or voiding the membership.

## **9. Membership Classes**

The Club shall, in respect of bowling members, consist of such classes of membership as conform to the registration requirement 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.

- 9.1 Classes of Club Membership available for bowling members requiring Bowls SA registration are:
- 9.1.1 Full Members, including
  - 9.1.2 Life Members
  - 9.1.3 Junior and Student Members
  - 9.1.4 Associate Members
- 9.2 Classes of Club Membership available for members not requiring Bowls SA registration are:
- 9.2.1. Social Members
  - 9.2.2 Temporary Members
  - 9.2.3 Honorary Members

#### 9.2.4 Restricted Players

### 10. Club Member Entitlements and Obligations by Class of Membership

#### 10.1 Full Members

Full Members, including Life Members, are entitled to all Club privileges and are entitled to vote at the Annual General Meeting or Special General Meetings of the Club.

10.1.1 Members with full registration with Bowls SA shall be eligible to play in all Bowls SA, Bowls SA subsidiary organisations and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

#### 10.2 Life Members

A Full Member who has rendered special service or services to the Club of a nature and quality not inconsistent with guidelines in the Club By-Laws may be nominated by any member as provided for in the By-Laws and elected in a secret ballot by the Board of Management at a Meeting subsequent to the one at which the nomination was first tabled, as a Life Member of the Club. This membership gives full privileges without payment of any subscription. For the election to succeed at least three-quarters of the votes of the Board of Management members present, or if By-Laws provide for postal voting for this, of the Board of Management members voting, must be in the affirmative.

10.2.1 A Life Member shall not be relieved of any financial obligation other than the Club annual subscription.

10.2.2 Life Members registered with Bowls SA as fully registered members shall be eligible to play in all Bowls SA, Bowls SA subsidiary organisation and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

#### 10.3 Junior and Student Members

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

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

10.3.3 Junior and Student Members are entitled to play bowls and be engaged in other forms of recreation conducted by the Club but are not entitled to vote at the Annual General Meeting or Special General Meetings of the Club.

10.3.4 Members with Junior or Student registration with Bowls SA shall be eligible to play in all Bowls SA, Bowls SA subsidiary organisations and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

#### 10.4 Associate Members

Associate Members are entitled to all Club privileges and to vote at Annual General Meetings and Special General Meetings of the Club, except on playing matters involving lawn bowls competition issues extending beyond this Club. Their entitlements include participation in all intra-club bowling activities, except as excluded by the Board, in an annual determination, based on inter-club considerations.

10.4.1 Associate Members shall not be selected in pennant teams unless:

10.4.1.1 all available Full Members including eligible Life members, Junior and Student Members have been selected; and

10.4.1.2 shall be permitted to participate in a maximum of three (3) pennant games in any pennant season upon payment of an additional fee as determined by the Board of Bowls SA from time to time for each game played; and

10.4.1.3 may only participate in more than three (3) pennant games upon payment of the balance of the fee required to be a fully registered member of Bowls SA.

#### 10.5 Social Members

Social Members are non-bowling members of the Club entitled to such privileges as provided for in the Club By-Laws, with no entitlement to vote at the Annual General Meeting or Special General Meetings of the Club.

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

#### 10.6 Temporary Members

A member of any other bowling club that is under the jurisdiction of the World Bowls Board, Bowls SA or any other State Authority as provided in the Constitution and By-Laws of Bowls Australia, who visits the Club on any date for the purpose of playing bowls, shall be a Temporary Member of the Club for that day.

## 10.7 Honorary Members

The President or Administrative Secretary shall have the power to confer Honorary Membership on a visiting member of an overseas or interstate club, or any club affiliated with Bowls SA during the period of their visit, provided that such visitor is sponsored by a current member of the Club.

## 10.8 Restricted Players

10.8.1 Restricted Players are bowlers whose playing category limits participation to casual or night owl competitions, or events specifically designated for Restricted Players at their club, or events of other clubs specifically designated for casual bowlers.

10.8.2 Restricted Players shall not be eligible:

10.8.2.1 to play in Bowls SA or Bowls Australia events, and open or invitation tournaments of other clubs; or

10.8.2.2 to be issued with a hatband of this Club.

## 11. Compliance with Bowls SA Registration Requirements

The following classes of Club membership must be registered with Bowls SA in accordance with these Rules:

### 11.1 Full Members and Junior/Student Members

Full registration with Bowls SA is required for all Full Club Members, other than Life Members plus all Junior/Student Members, in accord with its requirements as applicable at the time, including paying all necessary fees.

### 11.2 Life Members

Full registration with Bowls SA is required for all Club Life Members, in accord with the Bowls SA requirements applicable at the time, including paying all necessary fees, except for those who nominate not to have reciprocal playing entitlements.

### 11.3 Associate Members

Associate registration with Bowls SA is required for all Club Associate Members in accord with Bowls SA requirements for Associate Registration, including paying all necessary fees.

## 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 in Rule 18.5 then that person shall cease to be a member of the Club.
- 13.2 The Board of Management may in its absolute discretion restore the member's name to the Register of Members where the Board of Management accepts, in its absolute discretion, a satisfactory explanation from the member and the member has paid the amount due.
- 13.3 The Administrative Secretary shall give notice to each member when their subscription is due. This notice must be served on the member in accordance with Rule 7.
- 13.4 Where a member of the Club for whatever reason ceases to be a member for one (1) 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, 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 shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.
- 14.4 A bowling member who ceases to hold membership and intends to transfer to another club shall commence the clearance process in accordance with the clearance procedures prescribed by Bowls SA.
- 14.5 A bowling member who retains membership of the Club but intends to join another club and transfer to the new club their Full or Junior/Student registration with Bowls SA shall commence the clearance process in accordance with the clearance procedures prescribed by Bowls SA.
- 14.6 A member resigning from the Club, or ceasing for any reason whatever to be a member thereof, shall not have any right, title or interest in or to any property of the Club.

## 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 of 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; the Board of Management may, by resolution; to,
  - 15.1.4 expel the member from the Club;
  - 15.1.5 expel the member from membership of the Club for a specified period; or
  - 15.1.6 censure the member.
- 15.2 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.
- 15.3 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:
- 15.3.1 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. In the event that the case changes prior to the hearing then the member shall be given adequate notice of such changes;
  - 15.3.2 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;
  - 15.3.3 stating the date, place and time of that meeting; and
  - 15.3.4 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.
- 15.4 At a meeting of the Board of Management held in accordance with Rule 15.3, the Board of Management shall:
- 15.4.1 give to the member, or the member's representative, an opportunity to make oral representations;
  - 15.4.2 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
  - 15.4.3 by resolution determine whether to confirm or revoke the resolution.
- 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 Board of Management confirms the resolution pursuant to Rule 15.4.

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

- 16.1 A bowling 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 bowling 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 (2) 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, upon admission to membership, pay to the Club an entrance fee (if any) as determined by the members from time to time at an Annual General Meeting or Special General Meeting;
- 18.2 In addition to the amount payable by the member under Rule 18.1, a member of the Club "other than a Life Member", shall pay to the Club an annual Club component subscription as determined by the members from time to time at an Annual General Meeting or Special General Meeting, subject to application of Rule 18.3;
- 18.3 in determining the Club component fees by membership class, the same fee shall apply to Full and Associate Members;

- 18.4 in addition to the amount due in accord with Rule 18.2 the members shall pay to the Club the additional fees required to be paid on their behalf by the Club to Bowls SA and Bowls SA subsidiary organisations according to their class of membership;
- 18.5 The Subscription fee shall be payable annually by no later than 1 July (or at such other time as the Board of Management shall determine from time to time) with penalty payments to be applied in accord with the By-Laws if not paid by this date;
- 18.6 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;
- 18.7 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, in accord with any guidelines set out in the Club By-Laws; and
- 18.8 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 in accord with any guidelines set out in the Club By-Laws.

## **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 to membership of the Club as required by Rule 18.

## **SECTION 3 – MANAGEMENT BY MEMBERS**

### **20. Management by Members**

- 20.1 The Club shall be managed by the members of the Club through the Annual General Meeting and/or Special General Meetings.
- 20.2 The President shall, subject to this Constitution, preside as Chairperson at every Annual Meeting, Special General Meeting, General Meeting and Board of Management Meeting of the Club. If the President is not present, or is unwilling or unable to preside, the Vice President shall preside. If the 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.

## **21. Annual General Meeting**

- 21.1 The Club shall convene an Annual General Meeting of its members by no later than May 15 each year.
- 21.2 The Annual General Meeting of the Club shall, subject to the Act and to Rule 21.3 be convened on such date and at such place and time as the Board of Management deems fit.
- 21.3 The Board of Management shall provide members with at least twenty-eight (28) days notice of the Annual General Meeting and must affix a copy of the Notice of the Meeting to one notice board inside and one outside the clubhouse.
- 21.4 The business to be transacted at the Annual General Meeting shall be in the following order:
  - 21.4.1 reading of the Notice convening the Meeting;
  - 21.4.2 confirmation of the Minutes of the previous Annual General Meeting and/or Special General Meetings;
  - 21.4.3 presentation of Annual Report;
  - 21.4.4 consideration and adoption of Annual Report;
  - 21.4.5 presentation of Audited Balance Sheet and Statement of Accounts;
  - 21.4.6 consideration and adoption of Balance Sheet and Statement of Accounts;
  - 21.4.7 presentation of the Auditor's Report;
  - 21.4.8 consideration and adoption of the Auditor's Report;
  - 21.4.9 other reports;
  - 21.4.10 election of office bearers;
  - 21.4.11 nomination and election of Auditors;
  - 21.4.12 fix amount of annual subscription for all classes of membership;
  - 21.4.13 notices of Motion; and
  - 21.4.14 any other general business.

## **22. Special General Meetings**

- 22.1 The Board of Management shall convene a Special General Meeting when requested to do so by requisition in accordance with this Rule.

- 22.2 The Board of Management shall, on a requisition in writing of not less than three (3) of its members, or fifteen (15) of the Club, entitled to vote on the motions(s), convene a Special General Meeting.
- 22.3 A requisition for a Special General Meeting:
- 22.3.1 shall state the purpose or purposes of the Meeting;
  - 22.3.2 shall, where the purpose involves expenditure of more than \$10,000 and/or additional Club borrowings, identify the amounts involved consistent with any By-Law requirements and, when initiated by the Board of Management, include its written advice on affordability for the Club;
  - 22.3.3 shall be signed by the members making the requisition;
  - 22.3.4 shall be lodged with the Administrative Secretary; and
  - 22.3.5 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 22.4 A Special General Meeting shall be held on a date determined by the Board of Management, such date being, except as provided for in Rule 22.6, not less than fourteen (14) clear days and not more than twenty-eight (28) clear days from the date of requisition. The Administrative Secretary must affix the requisition and Notice of Meeting to notice boards inside and outside of the Club after being satisfied of compliance with all pre-conditions.
- 22.5 If the Board of Management fails to convene a Special General Meeting in accordance with Rule 22.4, 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.
- 22.6 Should the Board of Management unanimously declare special timing needs apply for a Special General Meeting, the earliest date for the holding of that meeting must be at least six (6) clear days after the declaration.

## **23. Procedure**

- 23.1 No item of business shall be transacted at any Annual General Meeting or Special General Meeting of the Club unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 23.2 Twenty-five percent (25%) of members present in person, being members entitled under these Rules to vote at an Annual General Meeting or Special General Meeting, shall constitute a quorum.
- 23.3 If within fifteen (15) minutes after the appointed time for the commencement of an Annual General Meeting or Special 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.

- 23.4 If at the adjourned Annual General Meeting or Special General Meeting a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting the members present and entitled under these Rules to vote, being not less than ten percent (10%), shall constitute a quorum.

## **24. Voting**

- 24.1 At an Annual General Meeting or Special General Meeting of the members of the Club the election of all officers, when there are more nominations than vacancies, shall be by ballot which shall be conducted by two (2) Returning Officers appointed at such meeting. Ballot papers containing votes for a greater or lesser number of persons to be elected shall be informal. If two or more candidates receive an equal number of votes, the Chairperson shall, in such case, draw lots to decide the successful candidate.
- 24.2 All other questions for decision by the members of the Club at an Annual General Meeting or Special General Meeting shall, taking account of the requirements of Rule 24.7 be duly proposed and seconded, and shall be determined by a show of hands of members eligible to vote on the matter, unless a ballot is asked for by ten percent (10%) of members present, and entitled to vote. The ballot shall then be 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 Annual General Meeting or Special General Meeting.
- 24.3 The Chairperson of an Annual General Meeting or Special General Meeting shall, subject to Rule 24.1, be entitled to a deliberative and a casting vote.
- 24.4 Full Members, Life Members and Associate Members only will be entitled to vote at Annual General Meetings and Special General Meetings of the Club.
- 24.5 At any Annual General Meeting of the Club, only such members who are financial at the close of the previous Financial Year or any new member who has paid the current fee shall be entitled to vote. 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 vote.

- 24.6 Proxy or postal voting shall not be permitted at any Annual General Meeting or Special General Meeting of the Club.
- 24.7 Prior to acceptance of any motions otherwise covered by Rule 24.2 and, while the voting procedure shall otherwise be the same, the Chairperson shall explain the chair is obliged to decide, after taking into account the content and any related By-Law requirements, whether the motions should be classed as covering a playing matter involving bowling competition extending beyond the Club and if so must declare this and stipulate that only Full and Life Members entitled to vote can move, second or vote on the matter, with this decision on the treatment being final.
- 24.8 At any Annual General Meeting or Special 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.
- 24.9 All resolutions passed at the Annual General Meeting of the Club or at any Special General Meeting of the Club shall be conclusive and binding on all members of the Club, whether they shall have been present or not at such meeting.

## **SECTION 4 – MANAGEMENT BY OFFICERS**

### **25. Board of Management**

The affairs of the Club including financial and property affairs shall be managed and controlled by the Board of Management.

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

The Board of Management, subject to the Act, the Regulations and these Rules, and to any resolution passed by the Club at an Annual General Meeting or Special General Meeting:-

- 26.1 shall control and manage the affairs of the Club;
- 26.2 has power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Club, including but not limited to, the following powers:-
- 26.2.1 to delegate, in accordance with Rule 32, the exercise of functions to committees and sub-committees;
- 26.2.2 to fill casual vacancies on the Board of Management;

- 26.2.3 to appoint such officers as are required to carry out the objects of the Club, including a Board of Management Member other than the Administrative Secretary as Public Officer and may delegate any of its powers to such officers and employees;
- 26.2.4. to promote oversee and/or conduct Lawn Bowls competitions and activities at the Club as provided for in Rule 3.2, subject to any By-Law or Bowls SA requirements;
- 26.2.5 to issue warnings, censure or initiate removal of Board of Management Members from the Board of Management if satisfied their conduct as Members of the Board of Management warrants such action;
  - 26.2.5.1 actions taken under Rule 26.2.5 that are not subject to further action under Rule 30 are not open to appeal to a Special General Meeting but can be used as an aid to any case presented by the Board of Management to further an action under Rule 30;
- 26.2.6 to impose levies on members, subject to the approval of an Annual General Meeting or Special General Meeting of the Club;
- 26.2.7 to review the resignation of a member in accordance with Rule 14;
- 26.2.8 to make By-Laws in conformity with Rules of the Club;
- 26.2.9 interpret the Rules and By-Laws of the Club, and such interpretation shall be final, subject to Rule 54.1;
- 26.2.10 to 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;
- 26.2.11 to ensure compliance with the Rules and By-Laws of the Club, and deal with any breaches as provided in Rule 15;
- 26.2.12 to deal with other matters which may arise or matters which are not specifically provided for in Rules of the Club;
- 26.2.13 to cause correct financial accounts and books, and administrative records, to be kept showing the affairs of the Club. The Board of Management shall authorise all expenditure including any expenditure passed at an Annual General Meeting or Special General Meeting of the Club, and direct the method of dealing with monies received for or on behalf of the Club;
- 26.2.14 to invest funds in any security which trust money may by an Act of Parliament be invested, or in any other manner specifically authorised by the members at a General Meeting of the Club.

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

- 27.1 The first Board of Management elected following the acceptance of this amended Constitution shall hold office until the following Annual General Meeting, at which time the Secretary or Treasurer, who shall be chosen by ballot and two (2) Committee Members, shall retire but shall be eligible for re-election.
- 27.2 The Board of Management shall consist of the office bearers of the Club each of whom shall be elected at the Annual General Meeting of the Club pursuant to Rule 33.
- 27.3 The Board of Management of the Club shall be:-
- 27.3.1 the President, who shall be the Chairperson
  - 27.3.2 one (1) Vice President
  - 27.3.3 the Treasurer
  - 27.3.4 the Administrative Secretary
  - 27.3.5 three (3) Committee members
- 27.4 Each member of the Board of Management shall, subject to the Rules, hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but shall be eligible for re-election.
- 27.5 In the event of a casual vacancy occurring, the Board of Management may appoint an eligible member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the term of office of the Board Member being replaced.

## **28. Election of Office Bearers – Board of Management**

- 28.1 Nominations of candidates who, for President and Vice President, must be Full Members; for other elected Board of Management positions, either Full or Associate Members, for election as members of the Board of Management of the Club:-
- 28.1.1 shall be made in writing and signed by a nominator and a seconder, both of whom are fully registered members of the Club, and certified by the nominee expressing willingness to accept the position for which nominated; and
  - 28.1.2 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.

- 28.2 If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 28.3 If insufficient further nominations are received, any vacant positions remaining on the Board of Management shall be treated as casual vacancies.
- 28.4 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- 28.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 28.6 The ballot for the election of the Board of Management shall be conducted at the Annual General Meeting in such usual and proper manner as the Board of Management may direct.
- 28.7 There is no restriction on any member of the Board of Management holding dual offices.

## **29. 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:-

- 29.1 dies;
- 29.2 ceases to be a member of the Club;
- 29.3 becomes insolvent under administration within the meaning of the Corporations Law;
- 29.4 resigns office by notice in writing given to the Administrative Secretary;
- 29.5 is removed from office under Rule 30;
- 29.6 becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 29.7 is absent without the consent of the Board of Management from two (2) consecutive regular meetings of the Board of Management.

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

- 30.1 The Club at a Special 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 eligible Club member to hold office until the expiration of the term of office for members so removed.
- 30.2 Where a member of the Board of Management, to whom a proposed resolution referred to in Rule 30.1 relates, makes representation 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.

### **31. Meetings and Quorum – Board of Management**

- 31.1 The Board of Management shall meet at least once each month at such place and time as the Board of Management shall determine.
- 31.2 Special Meetings of the Board of Management may be convened by the President or at the written request of three (3) members of the Board of Management provided that the Administrative Secretary shall give at least two (2) days notice of the meeting to each member of the Board of Management.
- 31.3 Written 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.
- 31.4 Notice of a meeting given under Rule 31.3 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.
- 31.5 Any four (4) members of the Board of Management shall constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- 31.6 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.
- 31.7 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.
- 31.8 At a meeting of the Board of Management:-
  - 31.8.1 the President shall preside; or
  - 31.8.2 if the President is not present or unable to preside Rule 20.2 shall apply.

### **32. Delegation by the Board of Management to Committees and Sub-Committees**

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.

- 32.1 In the establishing resolution, the Board of Management may delegate such functions as are specified in the resolution, other than:
  - 32.2.1 this power of delegation; and
  - 32.2.2 a function imposed on the Board of Management by the Act, by these Rules or by any other law.
  - 32.2.3 all appointments and delegations by the Board of Management shall be in writing and be recorded in an appropriate Register in accordance with the requirements of the By-Laws.
- 32.3 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.
- 32.4 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.
- 32.5 Notwithstanding any delegation under this Rule, the Board of Management may continue to exercise any function delegated.
- 32.6 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.
- 32.7 The Board of Management may, by instrument in writing, revoke wholly or in part, any delegation under this Rule.
- 32.8 A committee and/or sub-committee shall meet and adjourn as it deems appropriate.

### **33. Voting and Decisions – Board of Management**

- 33.1 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 except where otherwise provided for in their terms of reference in the case of committees and sub-committees.

- 33.2 Except as provided for in Rule 33.1 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 31.5 the Board of Management may act notwithstanding any vacancy on the Board of Management.
- 33.3 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.

#### **34. Task Forces**

The Board of Management may establish task forces that have no delegated powers beyond authority for information collecting. They can be assigned to review and/or develop proposals on matters within the Club's ambit as identified by the Board and act in accord with any written operating instructions to provide formal advice/recommendations to the Board of Management in accord with such requests.

### **SECTION 5 – FUNCTIONS OF OFFICERS**

#### **35. President**

- 35.1 The President shall regulate and keep order at all meetings at which the President is to preside as prescribed by these Rules.
- 35.2 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:-
- 35.2.1 that the Rules and the By-Laws of the Club are effectively implemented; and
  - 35.2.2 that effective administrative actions follow decisions made at those meetings over which the President is prescribed by these Rules to preside; and
  - 35.2.3 that the Club maintains a rolling three (3) year Business Plan, current Forward Strategic and Disaster Protection Plans and an annual insurance cover review.
- 35.3 The President may take action in any matter specifically detailed by these Rules.

## **36. Administrative Secretary**

- 36.1 The Administrative Secretary shall be the executive officer of the Board of Management and the Public Officer of the Club unless a separate Board of Management Member is appointed to the latter role in accord with Rule 26.2.3. The Secretary shall:-
- 36.1.1 as soon as practicable after being appointed as Administrative Secretary, lodge notice with the Club of his or her address;
  - 36.1.2 attend all meetings of the Board of Management, Annual General Meeting and Special General Meetings of the Club or arrange, in conjunction with the President, for an alternative Member of the Board of Management to attend;
  - 36.1.3 in the Meeting Minutes, record the name of members of all the Board of Management present at that Board of Management meeting and of all apologies and other absences;
  - 36.1.4 keep minutes of all proceedings at meetings of the Board of Management, the Annual General Meeting and Special General Meetings;
  - 36.1.5 ensure that the minutes are signed by the Chairperson or any other member presiding at the meeting;
  - 36.1.6 attend to all correspondence in connection with the general business of the Club;
  - 36.1.7 prepare for submission to the Annual General Meeting of the Club, the report of the Board of Management on the activities of the Club during the year;
  - 36.1.8 take account of applicable By-Law requirements, and maintain registers of:
    - 36.1.8.1 members in accordance with Rule 6.1 and the date of the latest subscription payments;
    - 36.1.8.2 all Club Delegations; and
    - 36.1.8.3 the responsibilities allocated to each member of the Management Board.
  - 36.1.9 carry out those duties usually associated with the office of secretary with the approval or direction of the Board of Management.

## **37. Treasurer**

- 37.1 It is the duty of the Treasurer:-
- 37.1.1 to receive all monies belonging to the funds of the Club, and within a reasonable time to deposit or arrange for the deposit of such monies with the Club bankers, or as directed by the Board of Management;

- 37.1.2 to be responsible for payment of all Club accounts which have been passed for payment by the Board of Management;
- 37.1.3 to keep correct accounts of all monies received and expended;
- 37.1.4 prepare the annual income and expenditure budget for approval by the Board of Management;
- 37.1.5 prepare and submit financial statements at meetings of the Board of Management and at the Annual General Meeting of the Club, including:
  - 37.1.5.1 provide cash-flow figures to the Board of Management on a rolling twelve (12) monthly basis taking into account applicable By-Law requirements;
- 37.1.6 prepare additional financial reports required by the Board taking into account applicable By-Law requirements;
- 37.1.7 take account of applicable By-Law requirements and maintain Registers of:
  - 37.1.7.1 Club financial commitments.
  - 37.1.7.2 Club property and assets; and
- 37.1.8 the Registers provided for in Rule 37.1.7 are to be in place, at the latest, from the commencement of the second financial year after approval of these provisions.

### **38. 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**

### **39. Funds – Management**

- 39.1 All monies received by the Club shall be deposited as soon as practicable and without deduction to the credit of such bank accounts of the Club.
- 39.2 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.
- 39.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the following office bearers:-
  - 39.3.1 the President, the Administrative Secretary, the Treasurer or Vice President.

- 39.4 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 another of its Members as a substitute signatory to the accounts of the Club.

#### **40. Accounts**

- 40.1 The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- 40.2 No expenditure exceeding ten thousand (\$10,000) dollars shall be entered into without the approval of the members at an Annual General Meeting or Special General Meeting of the Club.
- 40.3 The Board of Management may approve expenditure within the above limit, and shall pass for payment all accounts incurred under provisions of this and the preceding paragraph before payment is made, except as provided for under the By-Laws for amounts of five hundred (\$500) dollars or less.
- 40.4 The Board of Management shall, subject to any applicable By-Law requirements, 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.
- 40.4.1 Expenditure exceeding five hundred (\$500) dollars shall not be entered into without the prior consent of the Board of Management.

#### **41. Control over Property**

- 41.1 The prior approval of an Annual General Meeting or Special General Meeting of the Club is required for the following matters:-
- 41.1.1 negotiating a loan;
- 41.1.2 issuing debentures;
- 41.1.3 granting security over any property of the Club;
- 41.1.4 selling of any real estate on behalf of the Club;
- 41.1.5 leasing any property of the Club; and
- 41.1.6 all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club.
- 41.2 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 41.1, is empowered to:-
- 41.2.1 negotiate loans;
- 41.2.2 issue debentures;

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

41.2.4 lease any property of the Club.

- 41.3 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.
- 41.4 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.
- 41.5 No person who is not a member of the Club shall be entitled to enquire into the regularity of such direction beyond the verification of the signature of the Administrative Secretary.

## **42. Borrowing Powers**

- 42.1 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.
- 42.2 If the Board of Management is authorised to borrow funds pursuant to Rule 42.1 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.
- 42.3 If the Board of Management is authorised to borrow funds pursuant to Rule 42.1 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.
- 42.4 Subject to Section 53 of 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.
- 42.5 All members of the Club shall be bound by the decision of the meeting authorising the borrowing of funds.

## **43. Books**

- 43.1 All records, books of accounts and other financial documents relating to the Club, and Registers required by Rule 37.1.7, shall be kept by the Treasurer.
- 43.2 These records, books of accounts and other financial documents shall be open to the inspection of the Board of Management, taking account of any applicable By-Law requirements.

#### **44. Audit**

- 44.1 The Club shall where required by the Act appoint an Auditor and shall cause the accounts of the Club to be audited.
- 44.2 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.
- 44.3 Nominations for the office of Auditor shall be submitted at the Annual General Meeting of the Club in each year.
- 44.4 The Auditor shall have power at all times to examine the books and documents of the Club.
- 44.5 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.
- 44.6 The Auditor's Report shall be submitted to the Annual General Meetings of the Club.

### **SECTION 7 – CLUB GREENS USAGE AND CARE**

#### **45. Greens Usage**

- 45.1 Consistent with the provisions of Rule 3.2, Rule 4.9, other provisions in this Constitution, applicable By-Laws and any requirements of Bowls SA, the Club Board of Management shall have full responsibility for determining arrangements for use of its greens for bowling competitions and for other lawn bowling activities at the Club, including;
  - 45.1.1 the nature and form of all competitions and approval processes including:
    - 45.1.1.1 eligibility criteria for players;
    - 45.1.1.2 allocation of usage times and greens;
    - 45.1.1.3 additional Club facility entitlements of competitors;
    - 45.1.1.4 control arrangements to apply and assurances required, including for greens protection;
    - 45.1.1.5 disciplinary arrangements covering requirements, enforcement and sanctions for breaches;
    - 45.1.1.6 assurances required to ensure undertakings given will be honoured and sanctions for breaches up to and including immediate cancellation of the competition.

- 45.1.2 inter-club agreements for competitions that utilise other greens in addition to the Club greens.
- 45.1.3 utilisation for non-competition bowls activities covering:
  - 45.1.3.1 practise and greens familiarisation;
  - 45.1.3.2 coaching;
  - 45.1.3.3 promotion of lawn bowls and the Club.
- 45.1.4 setting and collecting of fees and charges for use of Club greens, whether as part of a competition or otherwise, as well as for the operation of competitions utilising Club greens and facilities.
- 45.2 There is to be no entitlement for other than Club bowling members to use Club greens except when legitimate participants in Board of Management approved lawn bowling activities or in accord with a written Board of Management determination that allow use at specified times.

## **46. Pennant Bowls**

- 46.1 Allocation of greens, rinks and support facilities.
  - 46.1.1 Pennant bowls competition matches scheduled for Encounter Bay are to have first call at all times for:
    - 46.1.1.1 green and rink preparation and allocation;
    - 46.1.1.2 use of other Club support facilities
- 46.2 Selection and operation of pennant teams.
  - 46.2.1 The Board of Management shall appoint a Chairperson of Selectors for each pennant competition to be entered. The same Chairperson of Selectors may be appointed for more than one pennant competition.
  - 46.2.2 The Board of Management shall, at least two (2) months before each new pennant season is due to commence, have Pennant By-Laws in place for the oncoming season to specify the mechanisms for choosing of Selectors, modus operandi for selection, treatment of complaint and any other By-Laws it deems pertinent to the operation of the oncoming pennant season.
  - 46.2.3 Only Life, financial Full Members and Junior/Student Members are to be considered for pennant selection in the first instance. If insufficient of these are available then Associate Members may be selected to fill the shortfall, but only in accord with the requirements of Rule 10.4.1.

## **47. Greens Management**

### **47.1 Greens Committee and Greens Manager**

47.1.1 The Board of Management shall have the power to appoint a Greens Committee and a Greens Manager, who shall not necessarily be members of the Board of Management.

47.1.2 The Greens Committee shall have full control and supervision of the playing area, including for setting the general policies, timetable and basic priorities for management and care of the greens, subject to any written direction by the Board of Management.

47.1.3 The Greens Manager shall be responsible for the day-to-day application, as well as take on the responsibilities that would normally be carried by a Greenkeeper, in dealing with greens at-risk situations. This includes, in the absence of the Club having a Greenkeeper, preventing play at any time when considered the playing area may be damaged and deciding when play on any rink or green can be safely resumed again, with those decisions being final.

47.1.4 The Greens Manager Committee shall formalise a priority list of alternate Acting Greens Managers with the authority to deal with Greenkeeper greens protection decisions in the absence at the time of the Greens Manager. The priority order set out must be strictly adhered to, based on who is present when a matter presents for decision.

47.1.5 The Greens Manager may post notices to advise of any rink or green closures or restriction and the Club can apply sanctions against transgressors in accord with treatments outlined in the By-Laws.

47.2 The Board of Management shall resolve any failure of joint consultation between the Greens Committee, The Tournament Committees and the Chairpersons of Selectors to resolve differences on the Greens Committee's greens allocation policy and day-to-day application of that policy.

## **48. Beyond Club Lawn Bowling Issues**

The Board of Management may appoint a Bowling Issues Coordination Committee to provide an internal point of formal coordination below Board of Management level between Club Members with key organisation roles within the Club that can be significantly affected by bowling issues that transcend the Club.

## **SECTION 8 – GENERAL**

### **49. Honorary Solicitor**

The Board of Management may appoint an Honorary Solicitor to the Club upon such terms and for such period as the Board of Management shall direct.

### **50. Damage to Property**

50.1 No member shall remove from the Club any property of any kind without the written permission of three (3) members of the Board of Management, who are collectively required to ensure appropriate entry in the Club Property and Assets Register, nor deface or damage any article which is the property of the Club.

50.2 Any member who removes, breaks or damages any of the Club's property shall pay for the property at a price determined by the Board of Management, with details entered on the Property and Assets Register, taking into account applicable By-Law requirements.

### **51. Winding Up and Dissolution**

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

51.2.1 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;

51.2.2 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;

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

(a) not less than one (1) 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.

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

51.2.5 If the Special Resolution referred to in Rule 51.2.4 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.

51.2.6 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.

## **52. Application of Surplus Proceeds**

If after the winding up of the Club there remains “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), or charitable institution(s), or other bodies as may be determined by the Board of Management in its absolute discretion.

## **53. Alteration of Rules**

- 53.1 No new rules shall be made nor any existing rule altered or repealed except at an Annual General Meeting or at a Special General Meeting of the Club called for that purpose, and then only by Special Resolution.
- 53.2 A copy of the proposed new rule, alteration or repeal, as aforesaid, shall be delivered to the Administrative Secretary at least twenty-eight (28) days before such meeting and shall be inserted in the notice convening the meeting at which such proposed new rule, alteration or repeal is to be considered, and notice thereof shall be posted on the notice board at the Club twenty-one (21) clear days before the meeting.
- 53.3 The Administrative Secretary shall comply with all requirements of Section 24 of the Act to give effect to any new rule or alteration to the Constitution.
- 53.4 The Administrative Secretary shall also notify Bowls SA of any new rule or alteration to the Constitution.
- 53.5 Any such new or altered rules shall come into operation from the date of adoption unless another date is specified in the motion.

## **54. 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.

- 54.1 Should the Board be required to pronounce a decision on an interpretation, it only has to demonstrate a reasonable attempt to apply the normal intent of the words used and their apparent intent in any challenge.

## **55. Visitors**

- 55.1 A member shall be allowed to introduce visitors to the Club on such conditions as the Board of Management shall determine from time to time.
- 55.2 Notwithstanding Rule 55.1, no person who has been suspended or expelled from membership of a bowling club or whose conduct or presence on the Club’s premises may be considered objectionable to the interests of the Club, shall be introduced as a visitor.

## **56. Appointment of Delegates**

The delegates to the appropriate meetings of Bowls SA or Bowls SA subsidiary organisations shall be elected by the Board of Management

## **57. Dispute and Suggestions**

57.1. All suggestions and complaints 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 information at the next meeting of the Board of Management and concurrently refer them to the appropriate action area(s) nominee(s) to address and to advise the Board on actions taken or provide suggestions on decisions to be considered by the Board in responding as applicable.

57.2 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 and any By-Law requirements.

## **58. Privacy Act**

The Club, in conducting the business and carrying out the objects of the Club, shall abide by the National Privacy Principles of the Privacy Act 1988 as amended by the Privacy Amendment (Private Sector) Act 2000 and adopted 21 December 2001.

## **59. Emergency Administrative Action**

In emergency circumstances, action taken by an officer or officers of the Club and ratified by the appropriate Committee shall not render any proceedings void unless the members so direct at an Annual General Meeting or Special General Meeting.

## **60. Application of Benefit**

60.1 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.

60.2 Nothing contained in Rule 60.1 shall prevent the payment by way of honorarium or refund of expenses to any member or officer of the Club or services rendered to the Club.

## **61. By-Laws**

61.1 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.

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

**62. Clubhouse Open**

The clubhouse 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.

**63. Laws of the Game of Bowls**

The Laws of the Game of Bowls as adopted from time to time by Bowls Australia and conducted in accordance with the Rules and By-Laws of Bowls SA shall apply as appropriate to all games played under the control of the Club. Failure to observe any such laws renders the offending player or players liable to disqualification from the competition or match.

**64. Common Seal**

64.1 The Board of Management at the Club shall provide a Common Seal and shall provide for the safe custody thereof.

64.2 The seal holders shall be the President, the Vice President and the Administrative Secretary of the Club.

64.3 The seal shall not be affixed to any deed, instrument or document except under and by virtue of a resolution of the Board of Management of the Club and in the presence of two (2) seal holders, who shall attest every deed, instrument or document to which the seal is affixed, and every such deed, instrument or document shall be signed by two (2) seal holders in the following form:

THE COMMON SEAL  
ENCOUNTER BAY BOWLING CLUB INC )  
was hereto affixed this      day of      )  
2016                      in the presence of      )

.....  
Seal Holder

.....  
Seal Holder

- 64.4 The Administration Secretary shall maintain a register recording the use of the seal showing:
- 64.4.1 date affixed;
  - 64.4.2 document and purpose;
  - 64.4.3 names of seal holders who sign the document; and
  - 64.4.4 reference to the authority for use, that is, an item in the relevant minutes.

## **STANDING ORDERS**

### **65. Standing Orders**

The following Standing Orders govern the conduct of business at all meetings, except as otherwise provided for by the Board of Management determinations, terms of reference set by it or By-Laws, for other than Annual General Meetings, Special General Meetings or its own Meetings. In regards to Special General Meetings, the Administrative Secretary shall, in the notice of meeting, specify the matters to be dealt with occasioning the calling of the meeting and no other matter shall be discussed.

#### **65.1 Time Limit**

Time limits for speakers, or for the discussion, shall be determined by the Chairperson of the meeting.

#### **65.2 Property of the Meeting**

Any motion or amendment thereto, having been duly proposed and seconded, becomes the property of the meeting, and cannot be withdrawn unless leave is granted in accordance with these Standing Orders.

#### **65.3 Seconding Motions without Speaking**

Any member who seconds a motion without speaking to it may, at a later period, take part in the debate.

#### **65.4 Reply of Mover**

In all cases the member moving the motion has the right of reply, and this reply closes the debate.

#### **65.5 Chairperson's Ruling**

If the Chairperson at any time gives a ruling on any matter before the chair, the Chairperson may be asked to give the reason. If the reasons given are not deemed satisfactory, any member may move that the "Chairperson's ruling be disagreed with". If the motion is seconded and carried, the Chairperson shall forthwith vacate the chair until the matter of his/her ruling is settled, provided that only the reasons given by the Chairperson for his/her ruling can be discussed, and

not the subject matter of the original motion or question. In the absence of the Chairperson a deputy, or a person elected for the purpose, will occupy the chair.

#### **65.6 Question Be Now Put**

A motion moved and seconded “that the question be now put” shall take precedence over all business and, without any discussions, must immediately be put by the Chairperson. The mover and the seconder of this motion shall not be mover or seconder of the original motion. If the motion is carried, the original motion must be put without further debate. A motion “that the question be now put” may not be moved while a member is speaking.

#### **65.7 Motion Withdrawn**

A motion or amendment may, at any time, by leave of the meeting, be withdrawn. A motion opposing the withdrawal, if seconded, may be received.

#### **65.8 Motion and Amendments**

All motions must be moved and seconded. An amendment to the original motion may be moved at any stage of the discussion, provided a speaker is not interrupted. Notice of a further amendment may be given, and the amendment indicated, without discussion, but it cannot be moved until the first amendment has been disposed of. The Chairperson may limit the number of amendments to be received in excess of two (2). An amendment cannot be a direct negative to the original motion.

#### **65.9 Amendments**

An amendment may be made to a motion by:-

65.9.1 striking out certain words;

65.9.2 striking out certain words and inserting other words; or

65.9.3 adding or inserting other words.

#### **65.10 Notice of Motion**

A notice of motion, other than to change these Rules, shall be submitted in writing, signed by the mover and seconder, to the Administrative Secretary twenty-one (21) days prior to the date of the meeting. The Administrative Secretary shall deliver a copy of the notice of motion to all members fourteen (14) days prior to the meeting. Notices of motion on the same subject shall appear on the notice paper in the order of receipt by the Administrative Secretary.

#### **65.11 Amending Notice of Motion**

Any member desiring to amend his/her own notice of motion before moving same at the meeting must ask leave of the seconder and the meeting, and read the amendment.