



HEATHMONT BOWLS CLUB Inc

Constitution

*Adopted at the Annual General Meeting held on 21 May 2014
Approved by Consumer Affairs Victoria 4 June 2014*

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1 Name

- (1) The name of the incorporated Association is the Heathmont Bowls Club Inc.

2 Purposes of the Association

- (1) The objectives for which the Club is established are :-
- To maintain and conduct a club of a non-political character and to provide a Clubhouse, bowling greens and other facilities and services for the use and recreation of the members at such place or places as decided by the members.

3 Powers of the Association

- (1) Solely for the purposes set out above the Club shall have power:
- (a) To raise or borrow any monies required for the purposes of the club upon such terms and conditions and/or on such securities as may be determined.
 - (b) To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purposes of the club. To construct, alter, add to or maintain all buildings and other property belonging to the club.
 - (c) To sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the club is prohibited from making any distribution whether in money, property or otherwise to its members.
 - (d) To affiliate with Bowls Victoria Inc. or any other association as appropriate.
 - (e) apply for, hold and renew any liquor or gaming licences.
 - (f) To formulate and put into effect such other objects as the members shall determine, but to always have in mind to the advancement and best interests of the game of bowls and the engendering by association of fraternal feeling among members.
 - (g) To do all things as are incidental or necessary for the purpose of the above objects.
 - (h) To remain incorporated under the *Associations Incorporation Reform Act 2012*, as the Heathmont Bowls Club Inc. and thereby to acquire all the assets and to become responsible for all the liabilities and the management and control of the affairs of that body.

4 Definitions

- (1) In these rules, unless the contrary intention appears:-
- (a) **Annual General Meeting** means a meeting of Members convened in accordance with Rule 22.
 - (b) **Board** means Board of Directors of the Club.
 - (c) **Bowls Australia** means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.
 - (d) **Bowls Victoria** means Bowls Victoria Incorporated, the governing body for Bowls in Victoria, or its successors.
 - (e) **Club** means the Heathmont Bowls Club Inc.
 - (f) **Committee** means any committee of the Board created under Rule 35(2)(d) from time to time.

- (g) **Director** means a member of the Board and includes an Elected Director.
 - (h) **Elected Director** means a Director elected under Rule 36.
 - (i) **Financial Year** means the year ending 31st March.
 - (j) **General Meeting** means a general meeting of members convened in accordance with Rule 23.
 - (k) **Member** means any person recognised as a member of the Club by the Board under Rule 5 from time to time.
 - (l) **Ordinary Member of the Board** means a member of the Board who is not an officer of the club under Rule 35(3).
 - (m) **The Act** means *The Associations Incorporation Reform Act 2012* and includes any Regulations under The Act.
 - (n) **The Regulations** means regulations under the Act.
 - (o) The singular shall include the plural; the masculine shall include the feminine and vice-versa.
 - (p) References to should, will or must within these Rules will mean that the action is compulsory.
 - (q) References to can or may within these Rules will mean that the action is optional.
- (2) In these Rules a reference to the Secretary of the Club is a reference:
- (a) where a person holds office under these Rules as Secretary of the Board to that person; and
 - (b) In other case to the Public Officer of the Club.

The Board shall interpret the meaning of any words or expressions contained in these Rules, in any case where doubt arises subject only to confirmation of contradiction by a general meeting called for the purpose.

5 Membership

- (1) The Club shall consist of the following classes of members :-
- (a) Full Members.
 - (b) Life Members.
 - (c) Senior Members.
 - (d) Junior Members.
 - (e) Social Members.
 - (f) Honorary Members.
 - (g) Temporary Members.
 - (h) Special Members.
- (2) Full, Life and Senior Members, who alone shall be eligible to vote at meetings and to hold office in the Club, shall be entitled to all the privileges of the Club, while Junior, Social, Honorary, Temporary and Special Members shall be entitled to the privileges set out in these rules.

6 Application for Membership

- (1) A person aged not less than 18 years who is nominated and elected to membership as provided in these rules is eligible to be a member of the club on the payment of the appropriate entrance fee and annual subscription payable under these rules.
- (2) A person who was not a member of the club at the time of the Incorporation of the club (or who was such a member at that time but has ceased to be a member) shall not be elected to membership unless:-
 - (a) he is nominated as provided in sub-clause (3) and
 - (b) his admission as a member is approved by the Board.
- (3) A nomination of a person for membership of the club :- (a) shall be made in writing in such a form as the Board from time to time prescribes, and (b) shall be lodged with the Secretary of the club.
- (4) As soon as practicable after the receipt of the nomination the Secretary shall post it on the club's notice board for exhibition at least seven days immediately preceding the day of election and an interval of not less than two weeks shall elapse between the date of the nomination and the election.
- (5) The Board may, in its discretion, determine whether to approve or decline the application.
- (6) If the Board does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.
- (7) Upon a nomination being approved by the Board the Secretary shall with as little delay as possible, notify the nominee in writing that he is approved for membership of the Club and request payment within the period of twenty eight days after the receipt of the notification of the sum payable under these rules as the entrance fee and the first years annual subscription.
- (8) The Secretary shall upon receipt of the amounts referred to in sub-clause (7) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and upon being so entered, the nominee becomes a member of the Club.
- (9) If a newly elected member fails to pay his subscription within the prescribed twenty eight days, his election shall be void unless he justifies the delay to the satisfaction of the Board.
- (10) The payment of the subscription or using the club's property shall imply a member's acquiescence in the Rules, By-Laws and Regulations of the Club.
- (11) Any person whose application for membership is rejected or whose election is voided under Rule 6(9) shall not again be nominated for a period of at least twelve months from the date of rejection or voidance of membership.

7 Effect of Membership

- (1) Members acknowledge and agree that:
 - (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
 - (b) they shall comply with and observe this Constitution and the Regulations;
 - (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;

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

8 Full Members

- (1) Full Members shall have the right to hold office, nominate eligible candidates and vote at all Annual and Special General Meetings.

9 Life Members

- (1) Any person having rendered special or distinguished service or services to the Club may at any Special or General Meeting, on the unanimous recommendation of the Board and on receiving the votes of at least three quarters of the members present at such meeting, be elected a Life Member of the Club with full privileges without payment of any subscription, provided always that there shall not be at any time more than twenty life members of the Club. A Life Member shall have the right to hold office, nominate eligible candidates and vote at Annual and Special General Meetings.
- (2) A Life Member shall not be relieved of any financial obligation other than the annual subscription.

10 Senior Members

- (1) A member reaching over the age of eighty years should have full membership at the recommended Annual Subscription. A Senior Member shall be entitled to all privileges of the Club, shall have the right to hold office, nominate eligible candidates and vote at Annual and Special Meetings. Annual subscription to be set by the Board.

11 Junior Members

- (1) No person under the age of 18 years shall be admitted as a member other than as a Junior Member.
- (2) Any person aged less than 18 years who is nominated and approved for Junior Membership of the Club in accordance with these rules is eligible to be a Junior Member on payment of the entrance fee and annual subscription payable under these rules.
- (3) Junior Members shall not be entitled to purchase or consume liquor on the premises of the Club nor shall they be eligible to hold office, nominate eligible candidates or vote at any

meeting or election of the Club, but shall be entitled to participate in such bowls activities on the greens as the Board shall determine.

- (4) On attaining the age of 18 years, Junior Members shall be ineligible to continue in such membership class but shall be eligible for nomination and election to membership as provided in these rules without delay.

12 Social Members

- (1) Any person over 18 years may be elected a Social Member of the Club.
- (2) Social Members shall be entitled to all the privileges of the Club other than the right to vote or hold office. They cannot take part in bowling on the club green, except on occasions and conditions approved by the Board.
- (3) Social Members shall pay an annual subscription as determined by the Board.

13 Honorary Members

- (1) Persons who are members of another recognised sporting club and who are participating in sporting activities on the premises of the Club may be elected Honorary Members for the time they are participating in such sporting activities.

14 Temporary Members

- (1) Persons over the age of eighteen years whose use of the amenities of the Club shall be subject to such restrictions as the Board may from time to time impose.

15 Special Members

- (1) Public officials and/or major sponsors of club events may be elected Special Members of the Club by the Board on such conditions and for such periods as the Board shall determine.
- (2) Special Members shall not participate in official bowls fixtures except that any special member who is a registered playing member of a bowling club may use the greens subject to the usual conditions applicable to a visiting bowler.

16 Entrance Fee and Annual Subscription

- (1) The entrance fee and annual subscription shall be determined by the Board from time to time and ratified by the members at the Annual General Meeting.
- (2) Any member transferring to another class of membership shall pay the difference between the annual or other subscriptions for the respective membership classes where a higher annual or other subscription is applicable.
- (3) If a member enters after the first day of October in any year, the subscription for the then remaining portion of the year shall be fixed at the discretion of the Board.
- (4) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.
- (5) If any member fails to pay the annual subscription within twenty eight days of the commencement of the financial year in any year, his membership shall thenceforth cease but should a sufficient explanation be made to the Board, it shall have the power to restore

his name to the register on payment of the amount due plus any penalty considered by the Board to be applicable.

- (6) Any member contemplating absence for a period, may on application to the Board, be granted leave of absence for a period not exceeding two years, subject to the payment of a nominal amount fixed by the Board.
- (7) Should any member of the Club from any cause whatsoever cease to be a member for one or more years, he may be readmitted without paying back subscriptions, providing a majority of the Board consent thereto.

17 Register of Members

- (1) The Secretary shall keep and maintain, in a form approved by the Liquor Licensing Commission, a register of members in which shall be entered the full name, address and date of entry of the name of each member, together with the date of the latest payment of his subscription.
- (2) The register shall be available for inspection by officers authorised under the *Liquor Control Reform Act 1998* at the address of the Club.
- (3) Inspection of the Register by members will only be available as required by the Act and provided that a written request is given.
- (4) Every member shall communicate in writing any change of address to the Secretary who shall register same.
- (5) The Board shall ensure that Full, Life and Senior Members constitute at least 60 per cent of the total membership of the Club excluding Junior, Special Honorary or Temporary Members and persons who are members by reason only of reciprocal arrangements with another Club, as required by the *Liquor Control Reform Act 1998*.

18 Liability of Members

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

19 Resignation of a Member

- (1) A member of the Club who has paid all money due and payable by him to the Club may resign from the Club, by first giving one months notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- (3) Any member retiring 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.

20 Expulsion, Suspension or Fining of Members

- (1) Board Resolution

Subject to this Constitution, the Board may by resolution:

- (a) expel a member from the Club; or

- (b) suspend a member from membership of the Club or accessing certain privileges of membership for a specified period; or
- (c) fine a member; or
- (d) impose such other penalty, action or educative process as it sees fit.

(2) Basis for Board Resolution

The Board may take any action under Rule 20(1) if the Board considers that the member has:

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

Such grounds do not constitute a grievance, and Rule 21 does not apply.

(3) Notice of Alleged Breach

Where the Board considers that a member may have satisfied one or more of the grounds in Rule 20(2), the Board shall, as soon as practicable, serve on the member a notice in writing:

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

(4) Determination of Board

- (a) At a meeting of the Board held in accordance with Rule 20(3), the Board shall:
 - (i) give the member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) by resolution determine whether the alleged breach occurred.
- (b) If the Board determines there was a breach of Rule 20(2), it will determine what penalty (if any) shall be given to the member.

(5) Appeal to General Meeting

- (a) Where the Board makes a determination under Rule 20(4), the Member may appeal any part of that determination by providing the Secretary with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.
- (b) Where the Secretary receives a notice under rule 20(5)(a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Secretary received the notice.
- (c) At a General Meeting of the Club convened under 20(5)(b):
 - (i) no business other than the question of the appeal shall be transacted;

- (ii) the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
 - (iii) the member shall be given an opportunity to be heard;
 - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting:
- (i) two-thirds of the Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.
- (6) Procedures
- (a) Subject to this Rule 20 and any other relevant provision of this Constitution, the Board may regulate the procedures at its meetings and a General Meeting convened under this Rule 20 as it thinks fit.

21 Grievance Procedures

This grievance procedure set out in this rule applies to disputes under these rules between:

- (a) a member and another member; or
 - (b) a member and the Club.
- (1) All disputes must, in the first instance, be referred to the Board in writing, must be duly signed and clearly set out the precise nature of the dispute.
 - (2) The parties to the dispute, must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
 - (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - (4) The mediator must be :-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement :-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - (5) A member of the Club may be the mediator.
 - (6) The mediator cannot be a member who is party to the dispute.
 - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation, must :-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22 Annual General Meeting

- (1) The Club shall in each calendar year, convene an Annual General Meeting of its members.
- (2) The Board shall determine the date and place at which the Annual General Meeting shall be held.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be :-
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board the annual report upon the transactions of the Club during the preceding financial year;
 - (c) to receive and consider any business required by The Act;
 - (d) to install the officers of the Club and the ordinary members of the Board elected in accordance with the provisions of Rule 36;
 - (e) to elect an auditor or auditors;
 - (f) to ratify the amount of annual subscriptions and joining fees;
 - (g) to transact any other business affecting the interest and wellbeing of the Club of which due notice has been given according to the rules;
 - (h) to transact any other general business, but any resolutions arising from such business shall be recommendations only.
 - (i) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

23 Special General Meetings

- (1) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (2) The Board may whenever it thinks fit, convene a Special General Meeting of the Club and where, but for this sub-clause more than fifteen months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- (3) The Board shall, on the requisition in writing of not less than twenty members whose subscriptions are not in arrears, convene a Special General Meeting of the Club.
- (4) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and shall be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

- (6) A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses

24 Notice of Meeting

- (1) The Secretary of the Club shall, at least 14 days before the date fixed for holding a General Meeting of the Club and subject to Rule 46, cause to be sent to each member of the Club a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) A copy of the notice shall be posted on the notice board of the Club.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of that notice.
- (5) If a member requests, a Notice of Meeting may be sent by electronic transmission to the address of the Member by the Club.

25 Proceedings at Meetings

- (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

26 Quorum at General Meetings

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (2) Twenty members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour 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 next week at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

27 Presiding at General Meetings

- (1) The Chairman or in his absence the Deputy Chairman shall preside as Chairman at each General Meeting of the Club.
- (2) If the Chairman or Vice Chairman are absent from a General Meeting, the members present shall elect one of their number to preside at the meeting.

28 Adjournment at General Meetings

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

29 Voting at General Meetings

- (1) A question arising at a General Meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (2) Upon any questions arising at a General Meeting of the Club, a member has one vote only.
- (3) All votes shall be given personally.
- (4) In the case of an equality of voting on a Question, the Chairman of the meeting is entitled to exercise a second or casting vote.

30 Poll at General Meetings

- (1) If at a poll on any question is demanded by not less than ten members, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman, or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may elect.

31 Entitlement to Vote at General Meetings

- (1) At any Annual General Meeting only those members who were financial at the close of the previous financial year shall be entitled to vote.
- (2) At any Special General Meeting held between the close of the previous financial year and the Annual General Meeting only those members who were financial at the close of the previous financial year shall be entitled to vote.
- (3) A member is not entitled to vote at any other Special General Meeting unless all monies due and payable to the Club have been paid.

32 Proxies

- (1) Proxy voting shall not be permitted.

33 Impact of Resolutions on Members

- (1) All resolutions of the Annual General Meeting of members or of any Special General Meeting of the Club shall be conclusive and binding on all members, whether they shall have been present at such meeting or not.

34 Non-Compliance with the Rules

- (1) Non-compliance with any of the rules shall not render any proceeding void unless the members at a General Meeting so direct.

35 Board of Directors

- (1) The affairs of the Club shall be managed by a Board of Directors constituted as provided for in Rule 36.
- (2) Subject to this Constitution and The Act the Board;
 - (a) shall control and manage the business and affairs of the Club.
 - (b) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Club.
 - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
 - (d) may from time to time delegate any of its powers to committees consisting of members of the Club as it shall appoint and :-
 - (i) may recall or revoke any such delegation or appointment;
 - (ii) all such committees shall, in the exercise of the powers delegated, conform to any regulation that may be prescribed by the Board and shall be subject and sub-ordinate to such Board.
 - (iii) the Board shall have no power to delegate its power of delegation or its control of the supply of liquor to the Club.
 - (e) shall on authority of a General Meeting of the Club impose levies on the members;
 - (f) shall authorise all expenditure and direct the method of dealing with monies received for or on behalf of the Club;
 - (g) By-Laws:
 - (i) The Board may make By-Laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such By-Laws shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such By-Laws shall be available for inspection in the Club premises.
 - (ii) Amendments, alterations, interpretation or other changes to By-Laws shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.
- (3) The officers of the Board shall be:
 - (a) A Chairman;
 - (b) A Secretary;
 - (c) A Treasurer.

- (4) The Board shall consist of:
 - (a) The Officers of the Board;
 - (b) Five Ordinary Directors.
- (5) Each Officer and each Director of the Board shall be elected in accordance with Rule 36.
- (6) Each member of the Board shall subject to these rules, hold office for a period of two years from the Annual General Meeting of appointment, after which period such member will be eligible for re-election.
- (7) In the event of a casual vacancy occurring in the office of any member of the Board, the Board 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 Annual General Meeting next, following the date of the appointment.
- (8) The members of the Board shall be elected by members of the class of members that constitutes not less than sixty percent of the total membership of the Club, excluding Junior, Honorary, Temporary or Special Members and persons who are members by reason only of reciprocal arrangements with another club.
- (9) For the purposes of this Constitution, the office of a Director becomes vacant if the Director:
 - (a) in the case of an Elected Director, ceases to be an Affiliated Member;
 - (b) becomes bankrupt;
 - (c) resigns their office by notice in writing given to the Club;
 - (d) is subject to any sanction by the Board, which sanction is confirmed by the Members, under Rule 20;
 - (e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
 - (f) is removed from office in accordance with this Constitution;
 - (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
 - (h) would be prohibited from being a director of a company under the Corporations Act 2001 (Cth); or
 - (i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.
- (10) An Officer or Director of the Board shall not be held to have resigned from office until the resignation has been accepted by the Board.

36 Election of Officers, Committees and Vacancies

- (1) The election of Officers, other Members of the Board and Committees shall take place in the following manner:
 - (a) Any two members of the Club shall be at liberty to nominate any other eligible member to serve as an Office bearer, Member of the Board or Section Committee.
 - (b) The nomination shall be in writing and signed by the member, proposer and seconder and shall be lodged with the Secretary not later than the 14th day of March next preceding the Annual General Meeting.

- (c) If more candidates are nominated than there are vacancies to be filled, a ballot shall be held and the Board shall appoint a returning officer who shall conduct a ballot in the following manner;
 - (i) Before the 1st day of April in each year preceding any election, the Returning Officer shall deliver or cause to be delivered to each member entitled to vote, a ballot paper setting forth the names of each candidate. Such delivery may be executed personally or by posting the same to a member at the address appearing in the club register.
 - (ii) The election shall be held on a day at least seven days prior to the date of the Annual General Meeting in each year. The poll shall close at 5pm on such day. Ballot papers may be returned by post or placed in the sealed ballot box which shall be available in the club at least twenty one days prior to the election.
 - (iii) Notwithstanding anything herein contained, all officers of the Club shall be deemed to continue in office until their successors have taken over their duties under these rules provided that this rule shall not apply to extra-ordinary vacancies on the Board.
- (d) In the event that two or more candidates receive the same number of votes at any Club election, the Returning Officer shall determine the result by lot.
- (e) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and the remaining vacancies shall be deemed casual vacancies under Rule 35(7).
- (f) 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.
- (g) The names of persons proposed for election as members of the Board of Directors or Section Committees, shall be displayed in a conspicuous place in the Club premises for not less than one week before the date of election.
- (h) There shall be no restrictions on any member holding office on more than one committee.

37 Proceedings of the Board

- (1) The Board shall meet periodically at least ten times in each year at such place and at such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairman or by any three of the members of the Board.
- (3) Notice shall be given to members of the Board of any special meeting specifying the special nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four members of the Board constitute a quorum for the transaction of business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At the first meeting of the Board a deputy chairman shall be elected by the Board members present.
- (7) At meetings of the Board:
 - (a) the chairman or in his absence the deputy chairman shall preside; or

- (b) if the chairman and the deputy chairman are absent, one of the remaining members of the Board as may be chosen by the members present shall preside.
- (8) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (9) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (10) Written notice of each Board meeting shall be served on each member of the Board by delivering it at a reasonable time before the meeting or by sending it by pre-paid post addressed to the usual or last known place of abode or by electronic transmission to the address provided by the member at least two business days before the date of the meeting.
- (11) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.

38 Chairman

- (1) Except as otherwise provided in these rules, the Chairman of the Board shall preside at all meetings, regulate and keep order in all proceedings, and carry into effect the rules and by-laws of the Club.
- (2) The Chairman of the Board is an Ex-officio member of all committees and sub-committees.

39 Secretary

- (1) The Secretary must perform any duty or function required under The Act to be performed by the secretary of an incorporated association and will be responsible for lodging documents for the Association with the Registrar.
- (2) The Secretary of the Board:
 - (a) shall be the Executive Officer of the Board;
 - (b) shall be responsible for keeping minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books provided for this purpose together with a record of the names of persons present at Board meetings;
 - (c) shall conduct all correspondence in connection with the general business of the Club;
 - (d) shall prepare for submission to the Annual General Meeting the report of the Board and on the activities of the Club during the year;
 - (e) shall in any other respect carry out duties usually associated with the office of Secretary;
 - (f) shall ensure that there are kept proper accounts and records of the transactions and affairs of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club;
 - (g) shall keep in his custody or under his control all books, documents and securities of the Club, except as otherwise provided in these rules.

40 Treasurer

- (1) The Treasurer of the Board:-
 - (a) shall be responsible for the collection and receipt of all moneys due to the Club and make all payments authorised by the Board;

- (b) shall keep correct accounts and books showing the financial affairs of the Club with the particulars usually shown in books of a like nature and full details of all income and expenditure connected with the activities of the Club;
 - (c) shall arrange for the deposit of all moneys belonging to the Club with the Club's bankers;
 - (d) shall prepare and submit financial statements to each Annual General Meeting; and
 - (e) shall submit a statement of cash transactions and of the financial position of the Club, including bank balances, at each ordinary meeting of the Board.
- (2) The accounts and books referred to in sub-clause (1) shall not be available for inspection by members unless authorised in writing by the Board.

41 Duties of Board Directors

- (1) A member or former member of the Board must not knowingly or recklessly make improper use of:
- (a) their position in the Club, or
 - (b) information acquired by virtue of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person, or so as to cause a detriment to the Club.

42 Removal of a Board Director

- (1) The Club, in General Meeting, may by resolution remove any member of the Board before the expiration of the term of office, and appoint another member to hold office until the expiration of the term of the first mentioned member.
- (2) Where the member to whom the proposed resolution referred to in sub-clause (1), makes representations in writing to the Secretary or Chairman of the Board, (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or Chairman of the Board may send a copy of the representations to each member of the Club or, if they are not so sent, the member may require that they be read out at the meeting.

43 Indemnity of Officers

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

44 Committees

- (1) As set out in Rule 35(2)(d), the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (2) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.

45 Directors' Interests (Pecuniary Interests)

- (1) General Principle

A Director is disqualified from:

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

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

- (2) Disclosure of Interests

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

- (3) General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 45(2) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

- (4) Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with Rules 45(2) and 45(3).

- (5) Conflicts

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

46 Notices

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

47 Banking Account

- (1) The banking account of the Club shall be kept with such bank as from time to time be appointed by the Board.
- (2) All cheques and other negotiable instruments shall be signed by any two of the Chairman of the Board, the Treasurer, the Secretary or nominated board members or in such other manner approved by the Board from time to time.

48 Control over Property

- (1) Except that the negotiation of a loan, the issuing of debentures, the giving of any security of any property of the Club, the selling or purchasing of any realty, the leasing of any land or buildings the property of the Club for any term exceeding three years and all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club, shall require the previous sanction of a general or special meeting of the Club, the property of the Club shall subject to the control and disposition of the Board, who are empowered to negotiate loans, issue debentures and sell or purchase any realty and lease any land or buildings of the Club for any term exceeding three years subject to such sanction as afore-said.
- (2) The orders in writing of a quorum of those assembled at the meetings and signed by the Chairman of the day and attested by the Secretary shall vindicate anything done or purported to be done by them in pursuance of such direction and no person not being a member of the Club shall be entitled to inquire into the regularity of such direction beyond the verification of the signature of the Secretary.

49 Borrowing Powers

- (1) If at any time the Club in general meeting or special meeting, shall pass a resolution authorising the Board to borrow money, the Board shall there-upon be empowered for the purpose of the Club, to borrow such amount of money either at one time or from time to time, at such rate of interest and in such form or manner and upon such security as shall be specified in such resolution and there-upon the Board shall make all dispositions of the Club property or any part there-of and enter into such agreements in relation there-to as the Board may deem proper for giving security for such loans and interest.
- (2) All members of the Club shall be bound by the decision of the meeting.

50 Audit

- (1) An auditor or auditors, who shall be qualified as such and not be Office Bearers of the Club, shall be appointed at each Annual General Meeting.
- (2) Nominations for such office shall be taken at the Annual General Meeting each year.
- (3) The auditors shall have power at all times to examine the books and documents of the Club and shall as conveniently may be after the close of the financial year in each year, audit a Statement of Income and Expenditure and Balance Sheet, setting forth the financial business of the Club since the end of the previous financial year prepared by the Treasurer.
- (4) All reports of the auditors shall be submitted to the Annual General Meeting.

51 Funds

- (1) The funds of the Club shall be derived from entrance fees, annual subscriptions, green fees, competition entry fees, donations, bar takings and other sources as the Board determines.

- (2) The Club shall provide and maintain its facilities from the joint funds of the Club.

52 Bows Section

- (1) There shall be a Bows Section which comprises the members of the Club who are affiliated with Bows Victoria Inc.
- (2) The Bows Section will be overseen by a Committee created under Rule 35 and elected in accordance with Rule 36.
- (3) The Bows Committee shall seek affiliation with Bows Victoria Inc.
- (4) The Bows Committee shall be responsible to the Board for the management and conduct of all Bows Section activities, and shall be subject to the By-Laws of the Club.
- (5) In playing bows, members shall observe the Laws and Rules of Bows Victoria Inc.

53 Greens Director

- (1) The Greens Director shall be appointed by the Board in consultation with the Bows Committee.
- (2) The conditions of employment, discipline, engagement, termination and other matters relating to greens staff shall be the responsibility of the Board.
- (3) The Greens Director's responsibilities shall be as laid down in the By-Laws of the Club.

54 Supply of Liquor

- (1) Receipts for the supply of liquor

The Club must not pay any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.
- (2) Management of the Club

In accordance with Rule 35, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.
- (3) Guests
 - (a) A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a Member.
 - (b) A person can not:
 - (i) be admitted as an honorary member or temporary member of the Club; or
 - (ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club,unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.
- (4) Register of guests

Where a guest in the company of a Member is admitted to any part of the licensed premises, the Secretary shall keep on the Club premises a register of such a guest and such register must contain the:

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

- (c) No more than 370 persons being such number as the licensed premises can adequately accommodate will be permitted on the licensed premises at any one time.

55 Alteration to the Constitution

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

56 Seal

- (1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- (2) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

57 Damage to Property

- (1) No member shall remove from the club-house or deface or injure any article the property of the Club.
- (2) Members removing, breaking or damaging any article the property of the Club shall pay for same at a price fixed by the Board.

58 Application of Income

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

59 Club House Open

- (1) The club-house shall be open to members for such time and on such conditions as may be decided by the Board from time to time.

60 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Board must on request in writing make copies of these rules available as per Rule 17(3) to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

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

61 Winding Up or Cancellation

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