**IPSWICH BOWLS CLUB**



**CONSTITUTION INCORPORATING RULES AND BY-LAWS**

***Adopted at the Annual General Meeting: 26/September/2020***

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**SECTION A – THE CLUB**

**1 Definitions**

**1.1 Club** means the Ipswich Bowls Club Inc.

**1.2 Constitution** means the R**ules** and **By-laws** of the Club in force for the time being.

**1.3 “Board” means the** Management Committee of the Club; that is, members for the time being of the Management Committee of the Club as constituted in accordance with these **Rules** and **By-laws** and is the controlling body of the Club subject only to any direction of members at a General Meeting.

**1.4 Member** means any member of the Club.

**1.5 Seal** means the common seal of the Club.

**1.6 Month** means calendar month.

**1.7 WB** means World Bowls.

**1.8 BA** means Bowls Australia.

**1.9 BQ** means Bowls Queensland.

**1.10 DBA** means District Bowls Association.

**1.11 Book or register**, in addition to its common meaning, may encompass any filed, electronically produced data, minutes, financial reports or any other form of recording.

**1.12** Where “**members present**” is mentioned, it is to be read as “members present or their proxies”.

**1.13 Special resolutions** are matters such as the Election of Life Members, suspension and/or termination of membership, alterations to this Constitution or removal of a Member of the Management Committee.

**1.14 The Financial Year** shall be from 1st July to 30th June of the following year.

**2 Interpretation**

**2.1** In these **Rules**: the **Act** means the *Associations Incorporation Act 1981* as amended.

**2.2 A Quorum for Members Present** means:

 **2.2.1** at a Management Committee meeting, see **Rule 31**; or

 **2.2.2** at a General Meeting, see **Rule 17**.

**2.3** A **word or expression** that is not defined in these **Rules**, but is defined in the Act, has, if the context permits, the meaning given by the Act.

**3 Name**

**3.1** The name of the incorporated association is **Ipswich Bowls Club Inc.** (**the Club**).

**4 Objects**

**4.1** The purposes for which the Club is established are to:

(a) conduct, encourage, promote, advance and administer the sport of Bowls throughout its local area;

(b) act, at all times, on behalf of and in the interest of the Members and Bowls;

(c) affiliate and otherwise liaise with Bowls Queensland (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;

(d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Queensland, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Queensland;

(e) advance the operations and activities of the Club throughout the local area;

(f) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;

(g) have regard to the public interest in its operations; and

(h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

**5 Powers**

**5.1** The Club has all the powers of an individual**.**

**5.2** The Club may, subject to any provisions in the **By-laws** of the Club:

 **5.2.1** enter into contracts;

 **5.2.2** acquire, hold and dispose of property;

 **5.2.3** make charges for services and facilities it supplies; and

 **5.2.4** do other things necessary or convenient in carrying out its affairs.

**5.2.5** raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;

**5.2.6** apply for, hold and renew any liquor licences;

**SECTION B – MEMBERSHIP OF THE CLUB**

**6 Membership**

**6.1** The membership of the Club consists of Ordinary Members and any of the following classes of members: Life Members, Junior Members, Temporary Members, Social Members and Honorary Members.

**6.2** The number of Ordinary, Life Members and Junior Members is unlimited.

**6.3** Every applicant for any class of membership of the Club must be proposed by one (1) Ordinary or Life Member of the Club and seconded by another such member in the manner provided in **Rule 9.1** hereof.

**7 Eligibility for Membership**

**7.1** To be eligible for membership a person must be:

 **7.1.1** not less than 18 years of age for membership other than junior membership;

 **7.1.2** interested in playing the sport of Bowls;

 **7.1.3** prepared to support and promote the welfare of the Club and the sport of Bowls;

 **7.1.4** of good character and compatible with other members; and

 **7.1.5** free of indebtedness to any Bowls Club, DBA, BQ or BA and not under an order or notice of suspension or expulsion from any Bowls Club or DBA.

**7.2** No person will be admitted as a member of the Club who is a member of any club affiliated with BQ unless such person satisfies the Board of Management by presentation of a clearance on the official form as prescribed by BQ.

**7.3** An employee of the Club whether on salary, wages or contract may be a member of the Club but will not be eligible to nominate for or hold any elected office of the Club or to nominate or second any other member for an elected office of the Club.

**8 Classification and Privileges of Membership**

**8.1 Ordinary Members** are persons whose applications for membership of the Club have been approved by the Management Committee and who have paid all the prescribed fees. Ordinary Members are entitled to all the privileges of the Club and to exercise all the rights of membership.

**8.2 Life Members** are ordinary members who, on the recommendation of the Management Committee, have been elected a Life Member by the Club at a General Meeting in recognition of services rendered to the Club. Such election must be by resolution of a 75% majority of members present and entitled to vote at a General Meeting. A Life Member shall be free to enjoy all Club privileges and exercise all rights but shall be exempt from the payment of the annual subscriptions.

**8.3 Junior Members**.

**8.3.1** Persons under the age of 18 years may apply for Junior Membership of the Club. A Junior Member is:

 **8.3.1.1** neither entitled to vote nor to nominate members for office nor to nominate other persons to membership of the Club;

 **8.3.1.2** entitled to play bowls in any State, District, National or club competition according to the conditions laid down for the playing of the event

 **8.3.1.3** not under any circumstances to be served or consume liquor from or on the Club premises nor engage in any form of gambling on the premises.

**8.3.2** On attaining the age of 18 years, a junior member will automatically be transferred to that of an Ordinary Member.

**8.4 Temporary Members** are persons who do not normally reside within our District to whom the Management Committee has offered membership of the Club. Such a person must be a financial member in good standing with a Bowls Club or Bowls Authority affiliated with BA. Such membership will not exceed three (3) months but may be renewed at the discretion of the Management Committee. Temporary Members are entitled to the privileges of membership except that they must neither hold any office in the Club nor nominate members for election to any position in the Club nor take part in nor vote at meetings of the Club. Temporary Members must pay the membership fees determined by the Board.

**8.5 Social Membership** may be considered by the Board at its discretion provided always that such membership does not permit playing any structured form of bowls other than “barefoot” or “corporate” social games.

**8.6 Honorary Members** are persons the Club may at any General Meeting elect as an Honorary Member who has rendered service, benefit or esteem to the Club. An Honorary Member is entitled to the social privileges of the Club but must not hold any office in the Club nor take part in or vote at any meeting of the Club nor nominate ordinary members of the Club. An Honorary Member is exempt from the payment of members’ subscriptions, fees and levies imposed by the Club. Honorary membership must be renewed annually.

**9 Admission to Membership**

**9.1 Application Form** An application for membership of the Club, with the exception of honorary and temporary members as provided for in these **Rules**, must be made in writing on a form prescribed by the Board and shall bear the name and signature of the proposer and seconder as well as the nominee’s signature, full name, address, date of birth, and be accompanied by the prescribed fee. Such fee is to be refunded if the application is rejected. The application form will display the amount of the club’s public liability.

**9.2 Annual Membership Subscription**

 **9.2.1** The annual membership subscription for each ordinary membership and for each other class of membership (if any) is:

 **9.2.1.1** the amount decided by the members from time to time at a General Meeting; and

 **9.2.1.2** is payable when, and in the way, the Board decides.

**9.3 Proposed Members Register** Particulars of all applications for membership of the Club with the exception of temporary members as provided for in the **Rules** must, upon receipt of same, be entered in the order of time in which each application is received by the Secretary in a book (hereinafter referred to as the Proposed Members Register) to be kept by the Secretary. Each entry must record the full name and address of the person proposed and the time and date of receipt by the Secretary of the application. Each application shall be dealt with and determined in the order in which it is so recorded.

**9.4 Display of Nominations** The names and addresses of each person proposed as a member must, immediately upon the application for membership being recorded in the proposed Members Register, be displayed on the Notice Board for at least 14 days prior to the date on which the Board will consider the application for membership.

**9.5 Objections to Application for Membership**

 **9.5.1** Any member or members may object to any application for membership by delivery of a written objection to the Secretary.

 **9.5.2** All applications for membership shall be dealt with and determined by the Board at a duly convened meeting.

 **9.5.2.1** If a written objection is received from a member or members of the Club, the Board must investigate the objection before making a decision in relation to acceptance or rejection of the applicant.

**9.6 Acceptance of Membership**

 **9.6.1** The Board must ensure that as soon as possible after the person applies to become a member of the Club, and before the Board considers the person’s application, the person is advised whether or not the Club has public liability insurance and that the Board must decide at the meeting whether to accept or reject the application.

 **9.6.3** If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

 **9.6.4** The Secretary of the Club must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

**9.7 Acceptance of Rules by Members**

 **9.7.1** All members, on admission, are deemed to have agreed to be bound by the **Rules** and **By-laws** of the Club in force at the time.

**9.8 Appeal against rejection or termination of membership**

 **9.8.1** A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of his intention to appeal against the decision.

 **9.8.2** A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.

 **9.8.3** If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

**9.9 A General Meeting to decide appeal**

 **9.9.1** The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.

 **9.9.2** At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

 **9.9.3** Also, the Board and the members of the Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

 **9.9.4** An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

 **9.9.5** If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

**10 Resignation from Membership/Termination**

**10.1**  A Member shall not be deemed to have resigned from the Club unless the resignation is in writing and is delivered or posted to the Secretary. Where the date of resignation is not stipulated by the Member, the resignation becomes effective as from the date of receipt of the resignation by the Secretary.

**10.2** No such resignation shall relieve any person from the payment of any subscription or other money due or payable by them at the time of resignation. The resignation of any Member shall involve automatic forfeiture of all rights and privileges in respect to all Club matters.

**10.3** The Management Committee may terminate a Member’s membership if the Member:

 **10.3.1** is convicted of an indictable offence; or

 **10.3.2** does not comply with any of the provisions of these **Rules**; or

 **10.3.3** has membership fees in arrears for at least two (2) months; or

 **10.3.4** conducts himself in a way considered to be injurious or prejudicial to the character or interests of the Club.

**10.4** Subject to termination of membership under **Rule 10.3,** before the Management Committee terminates a Member’s membership, the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.

**10.5** If, after considering all representations made by the Member, the Management Committee decides to terminate the membership, the Secretary of the Committee must give the Member a written notice of the decision.

**10.6** The Board shallcause a disciplinary procedure to be incorporated into the club’s **by-laws**.

**11 Register of Members**

**11.1** The Management Committee must keep a register of Members of the Club.

**11.2** The register must include the following particulars for each Member:

 **11.2.1** the full name of the Member;

 **11.2.2** the postal or residential address of the Member;

 **11.2.3** the date of admission as a Member;

 **11.2.4** the date of death or time of resignation of the Member;

 **11.2.5** details about the termination or reinstatement of membership; and

 **11.2.6** any other particulars the Board or the members at a General Meeting decide.

**11.3** The register must be open for inspection by members of the club at all reasonable times.

 **11.4** A Member must contact the Secretary to arrange an inspection of the register.

**11.5** However, the Board may, on the application of a Member of the Club, withhold information about the Member (other than the Member’s full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

**12 Prohibition on Use of Information on Register of Members**

**12.1** A Member of the Club must not:

 **12.1.1** use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or

 **12.1.2** disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.

**12.2** Rule **12.1** does not apply if the use or disclosure of the information is approved by the Club for legitimate purposes.

**SECTION C – GOVERNANCE OF THE CLUB**

**13 Annual General Meetings**

**13.1** The Annual General Meeting must be held:

 **13.1**.1 at least once each year; and

 **13.1.2** within three (3) months of the end of the financial year.

 **13.2** The business of the Annual General Meeting shall include:

 **13.2.1** Minutes of the previous meeting, presentation, consideration and adoption of the Annual Report of the Management Committee including the Financial Report and Balance Sheet accompanied by the Auditor's Report (refer to Section 59 of the Act);

 **13.2.2** Election of the Management Committee of the Club;

 **13.2.3** Appointment of a Patron;

 **13.2.4** Appointment of an Auditor (refer to Section 59 of the Act);

 **13.2.7** Consideration of Notices of Motion; and

 **13.2.8** Transaction of any general business.

**14 Business of General Meeting**

**14.1** The confirmation of minutes of business arising from the previous General Meeting

**14.2** Dealing with Notices of Motion

**14.3** Committee Reports

**14.4** General Business

**15 Notices of Motion**

**15.1** Notices of Motion shall be given to the Secretary to be included on the agenda of the Annual General Meeting or any General Meeting at least 21 days prior to the meeting at which they will be discussed.

**16 Notice of General Meeting**

**16.1** The Secretary may call a General Meeting of the Club.

**16.2** The Secretary must give at least 14 days written notice of the meeting.

**16.3** If the Secretary is unable or unwilling to call the meeting, the Board Chair must call the meeting.

**16.4** A notice of a General Meeting must state the business to be conducted at the meeting.

**17 Quorum for and Adjournment of General Meeting**

**17.1** The quorum for a General Meeting is at least double the number of members elected or appointed to the Management Committee at the close of the Club’s last General Meeting plus one (1).

**17.2** No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.

**17.3** If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Management Committee of the Club, the meeting lapses.

**17.4** If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Board of the Club:

 **17.4.1** the meeting is to be adjourned for at least seven (7) days; and

 **17.4.2** the Board is to decide the day, time and place of the adjourned meeting.

**17.5** The Chairperson may, with the consent of any meeting at which there is a quorum, and **must** if directed by the meeting, adjourn the meeting from time to time and from place to place.

**17.6** If a meeting is adjourned under **Rule 17.5**, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

**7.8** The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

**17.9** If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

**18 Procedures at a General Meeting**

**18.1** A Member may take part and vote in a General Meeting in person or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.

**18.2** A Member who participates in a meeting under **Rule 18.1** is taken to be present at the meeting.

**18.3** At each General Meeting:

 **18.3.1** The Chairperson of the Board is to preside;

 **18.3.2** In the absence of the Chairperson, the Deputy Chair shall preside or if neither are present within 10 minutes of the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to be Chairperson of the meeting;

 **18.3.3** The Chairperson must conduct the meeting in a proper and orderly way.

**19 Voting at General Meeting**

**19.1** At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

**19.2** Each Member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.

**19.3** A Member is not entitled to vote at a General Meeting if the Member's annual subscription is in arrears at the date of the meeting.

**19.4** The method of voting is to be nominated by the Chairperson.

**19.5** However, if at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.

**19.6** If a secret ballot is held, the Chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.

**19.7** The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

**19.8** Proxies may be appointed to vote at a General Meeting on a Member’s behalf.

 **19.8.1** An instrument appointing a proxy must be in writing and be in the form as determined from time to time by the Board and set out in the **By-laws**.

**20 Special General Meeting**

**20.1** The Secretary must call a Special General Meeting by giving each Member of the Club notice of the meeting within 14 days after:

 **20.1.1** being directed to call the meeting by the Board; or

 **20.1.2** being given a written request signed by:

 **20.1.2.1** at least two (2) members of the Board when the request is signed; or

 **20.1.2.2** at least the number of Ordinary Members of the Club equal to double the number of members of the Club’s Board when the request is signed plus one (1); or

 **20.1.2.3** being given a written notice of an intention to appeal against the decision of the Board:

 **20.1.2.3.1** to terminate a person's membership; or

 **20.1.2.3.2** to reject an application for membership.

**20.2** A request mentioned in **Sub-rule 20.1.2** must state:

 **20.2.1** why the Special General Meeting is being called and

 **20.2.2** the business to be conducted at the meeting.

**20.3** A Special General Meeting must be held within three (3) months after the Secretary:

 **20.3.1** is directed to call the meeting by the Board; or

 **20.3.2** is given the written request mentioned in **Sub-rule 20.1.2.2**; or

 **20.3.3** is given the written notice of an intention to appeal mentioned in **Sub-rule 20.1.2.3**.

**20.4** If the Secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.

**21 Special Resolutions**

**21.1** Special resolutions are matters such as the Election of Life Members, rejection/suspension/termination of membership, alterations to this Constitution or removal of a Member of the Management Committee. Such resolutions should be decided by an affirmative vote of at least 75% of the members present at the meeting and entitled to vote.

**22 Minutes of General Meetings**

**22.1** The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book: such document may be in electronic form.

**22.2** To ensure the accuracy of the minutes:

 **22.2.1** the minutes of each General Meeting must be signed by the President of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and

 **22.2.2** the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Club that is a General Meeting or Annual General Meeting, verifying their accuracy.

**22.3** If asked by a Member of the Club, the Secretary must, within 28 days after the request is made: **22.3.1** make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and **22.3.2** give the Member a copy of the minutes of the meeting.

**22.4** The Club may require the member to pay the reasonable costs of providing copies of the minutes.

**SECTION D – MANAGEMENT OF THE CLUB**

**23 The Board (Management Committee)**

**23.1 Appointment or Election of Secretary**

 **23.1.1** The Secretary of the Board must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

 **23.1.1.1** a Member of the Club elected as Secretary; or

 **23.1.1.2** any of the following persons appointed by the Board as Secretary:

 **23.1.1.2.1** a Member of the Club’s Board;

 **23.1.1.2.2** another Member of the Club;

 **23.1.1.2.3** another person.

 **23.1.2** If a vacancy happens in the office of Secretary, the Members of the Board must ensure a Secretary is appointed or elected for the Club within one (1) month after the vacancy happens.

 **23.1.3** If the Board appoints a person mentioned in **Sub-rule 23.1.1.2.2** as Secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.

 **23.1.5** However, if the Board appoints a person mentioned in **Sub-rule 23.1.1.2.2** as Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.

 **23.1.6** If the Board appoints a person mentioned in **Sub-rule 23.1.1.2.3** as Secretary, the person does not become a member of the Board.

**23.2 Removal of Secretary**

 **23.2.1** The Board of the Club may remove a person appointed as the Secretary.

 **23.2.2** If the Board removes a Secretary under **Sub-rule** 23.1.1.2.1, the person remains a member of the Board.

 **23.2.3** If the Board removes a Secretary who is a person mentioned in **Sub-rule 23.1.1.2.2** and who has been appointed to a casual vacancy on the Board under **Sub-rule 22.1.5**, the person remains a member of the Board.

**23.3 The Secretary’s functions** include, but are not limited to:

 **23.3.1** calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chairperson;

 **23.3.2** keeping minutes of each meeting; and

 **23.3.3** keeping copies of all correspondence and other documents relating to the Club;

 **23.3.4** maintaining the register of members of the Club.

 **23.3.5** some of the functions of the Secretary related to bowls management may be delegated to the Secretaries of the Men’s and Women’s bowls sections respectively.

**23.4 Membership of Board**

 **23.4.1** The business and operations of the Club shall be controlled by a Board (Management Committee) comprising the following: **Chairperson, Deputy Chairperson, Secretary, Treasurer, Greens Director, the President of the Men’s Bowls section, the President of the Women’s Bowls Section, and five (5) Ordinary Members** all of whom shall be full Members of the Club**.**

 **23.4.2** All offices shall be honorary and elective. Subject to **Section 61A** of the Associations Incorporation Act 1981, every financial Ordinary and Life Member of the Club shall be eligible to hold any office.

**24 The Management Committee to be Elected Annually**

**24.1** Each Member of the Board shall be elected at the Annual General Meeting of the Club. They shall hold office until the conclusion of the election held at the next ensuing Annual General Meeting of the Club but shall be eligible for re-election. A contested election for any position shall be resolved by ballot in accordance with the **By-laws**.

**25 Election of the Board**

**25.1** A member of the Management Committee may only be elected as follows:

 **25.1.1** Any two (2) members of the Club may nominate another member (the candidate) to serve as a member of the Management Committee;

 **25.1.2** The nomination must be:

 **25.1.2.1** in writing; and

 **25.1.2.2** signed by the candidate and the members who nominated him; and

 **25.1.2.3** given to the Secretary at least seven (7) days before the Annual General Meeting at which the election is to be held;

 **25.1.3** Each member of the Club present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee;

 **25.1.4** If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting

**25.2** A person may be a candidate only if the person:

 **25.2.1** is not under the age of 18 years;

 **25.2.2** is not ineligible to be elected as a member under Section 61A of the Act

 **25.2.3** is financial; and

 **25.2.4** is not under suspension or expulsion.

**25.3** A list of the candidates’ names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the Notice Board of the Club for at least seven days preceding the Annual General Meeting.

**25.4** If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

**25.5** The Board must ensure that a candidate is advised of the amount of the Club’s public liability cover before being elected to the Management Committee.

**26 Resignation, Removal or Vacation of Office of Board Member**

**26.1** A member of the Board may resign from the Committee by giving written notice of resignation to the Secretary.

**26.2** The resignation takes effect at:

 **26.2.1** the time the notice is received by the Secretary; or

 **26.2.2** if a later time is stated in the notice, the later time.

**26.3** A member may be removed from office at a General Meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

**26.4** Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show why he should not be removed from office.

**26.5** A member has no right of appeal against the member’s removal from office under this **Rule**.

**26.6** A member immediately vacates the office of member of the Board in circumstances outlined in Section 64(2) of the Act.

**27 The Board to fill Vacancies**

**27.1** If a casual vacancy happens on the Board, the continuing members may appoint another member of the Club to fill the vacancy until the next Annual General Meeting.

**27.2** The continuing members may act despite a casual vacancy.

**27.3** However, if the number of members is less than the number fixed under the **by-laws** as a quorum of the Board, the continuing members may act only to:

 **27.3.1** increase the number of Board members to the number required for a quorum; or

 **27.3.2** call a General Meeting of the Club.

**28 Functions of the Board**

**28.1** Subject to these **Rules** or a resolution of the members of the Club carried at a General Meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Club.

**28.2** The Board has authority to interpret the meaning of these **Rules** and any matter relating to the Club on which the **Rules** are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. (Note: The Act prevails if the Club’s **Rules** are inconsistent with the Act—see Section 1B of the Act.)

**28.3** The Board may exercise the powers of the Club to:

 **28.3.1** invest in such manner as the Members of the Club may from time to time determine; **28.3.2** control its membership, finances, meetings, program and the use of greens.

 **28.3.3** transact and authorise expenditure, provided that the Board is not empowered to authorise any single item of expenditure in excess of the amount prescribed in the **By-laws**, without prior approval of a General Meeting of the Club. Such amounts may only be varied by resolution at a Special General Meeting called for that purpose;

 **28.3.4** appoint committees;

 **28.3.5** call General Meetings of Members;

 **28.3.6** arrange meetings of the Board;

 **28.3.7** charge fees;

 **28.3.8** make, vary and revoke **By-laws** from time to time but not inconsistent with these **Rules**. Until varied or revoked, the **By-laws** attached to this Constitution will be the **By-laws** of the Club;

 **28.3.9** appoint assistants to Members of the Board, such assistants not being able to exercise any power unless they have otherwise been elected to the Management Committee by the Club;

 **28.3.10** do anything required or permitted under this Constitution and the **By-laws** in force from time to time.

 **28.3.11** otherwise act in the interest of Members.

**29 Executive Committee**

**29.1** The Executive Committee of the Club shall consist of the **Chairperson, Vice Chairperson, Secretary, and Treasurer**. Three (3) Members will constitute a quorum.

**29.2** The Executive Committee shall transact any urgent business of the Club that may arise between Board meetings and submit a report of any such business transacted by it to the next meeting of the Board.

**29.3** Between meetings of the Board, the Executive Committee shall not incur expenditure in excess of the amount prescribed in the **By-laws** other than grants funds expenditure which has been previously ratified at a general meeting, nor deal with the property of the Club.

**29.4** All business transacted by the Executive Committee shall be ratified and approved by the Management Committee at the next Management Committee meeting.

**29.5** Specifically, the Executive Committee will respond urgently when there is any suggestion that a serious breach of Club **Rules** may have occurred.

**30 Meetings of Management Committee**

**30.1** The Board must meet at least once every two (2) months to exercise its functions.

**30.2** The Board must decide how a meeting is to be called.

**30.3** Notice of a meeting is to be given in the way decided by the Board.

**30.4** The Board may hold meetings, or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

**30.5** A Board member who participates in the meeting as mentioned in **Rule 30.4** is taken to be present at the meeting.

 **30.6** A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

**30.7** A member of the Board must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract.

**30.8** The Board Chairperson is to preside at meetings.

**30.9** In the absence of the Chairperson, the Vice Chair shall preside or if neither is present within 10 minutes after the time appointed for the holding of the meeting or is/are unwilling to act, the Members present shall elect one of their number to be Chairperson of the meeting.

**30.10** Any member of the Board who absents themselves from three consecutive meetings will be deemed to have vacated office.

**31 Quorum for, and Adjournment of Board Meeting**

**31.1** Half of the Board plus one (1) will constitute a quorum for a Board Meeting.

**31.2** If there is no quorum within 30 minutes after the time fixed for a Board Meeting called on the request of members of the Committee, the meeting lapses.

**31.3** If there is no quorum within 30 minutes after the time fixed for a Board Meeting called other than on the request of the members of the Board:

 **31.3.1** the meeting is to be adjourned for at least one (1) day; and

 **31.3.2** the members of the Board who are present are to decide the day, time and place of the adjourned meeting.

**31.4** If, at an adjourned meeting mentioned in **Rule 31.3**, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

**32 Special Meeting of Management Committee**

**32.1** If the Secretary receives a written request signed by at least three (3) Members of Board, the Secretary must call a special meeting by giving each Member of the Committee notice of the meeting within 14 days after the Secretary receives the request.

**32.2** If the Secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.

**32.3** A request for a special meeting must state:

 **32.3.1** why the special meeting is called; and

 **32.3.2** the business to be conducted at the meeting.

**32.4** A notice of a special meeting must state:

 **32.4.1** the day, time and place of the meeting; and

 **32.4.2** the business to be conducted at the meeting.

**32.5** A special meeting of the Board must be held within 14 days after notice of the meeting is given to the Members.

**33 Documents of the Club**

**33.1** The Board shall provide for the safe custody of books, documents, instrument of title and securities of the Club.

**34 Appointment of Subcommittees**

**34.1** The Board may appoint Subcommittees consisting of members of the Club considered appropriately qualified by the Board to help with the conduct of the Club’s operations.

**34.2** A member of a Subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.

**34.3** A Subcommittee may elect a Chairperson of its meetings.

**34.4** If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their numbers to be Chairperson of the meeting.

**34.5** A Subcommittee may meet and adjourn as it considers appropriate but is answerable and must report to the Board.

**34.6** The Board Chair may opt to be an ex-officio member of any Subcommittee by specifying so at the formation of such subcommittee.

**34.7** The Board may **delegate functions** by an instrument in writing to create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

 (i) this power of delegation; and

 (ii) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

**34.8** At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

**35 Acts not Affected by Defects or Disqualifications**

**35.1** An act performed by the Board, a Subcommittee or a person acting as a member of the Board is taken to have been validly performed.

**35.2 Rule 35.1** applies even if the act was performed when:

 **35.2.1** there was a defect in the appointment of a Member of the Board, Subcommittee or person acting as a Member of the Board; or

 **35.2.2** a Board Member, Subcommittee Member or person acting as a Member of the Board was disqualified from being a member.

**36 Resolutions of Management Committee without Meeting**

**36.1** A written resolution signed by each Member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

**36.2** A resolution mentioned in **Rule 36.1** may consist of several documents in like form, each signed by one or more members of the committee.

**37 By-laws**

**37.1** The Management Committee may make, amend or repeal **By-laws**, not inconsistent with these **Rules**, for the internal management of the Club.

**37.2** A **By-law** may be amended, deleted or added by a vote of members at a General Meeting of the Club

**38 Common Seal**

**38.1** The Management Committee must ensure the Club has a common seal.

**38.2** The common seal must be:

 **38.2.1** kept securely by the Board; and

 **38.2.2** used only under the authority of the Board.

 **38.3** Each instrument to which the seal is attached must be signed by a Member of the Board and countersigned by:

 **38.3.1** the Secretary; or

 **38.3.2** another Member of the Board; or

 **38.3.3** someone authorised by the Board.

**39 Alterations to this Constitution**

**39.1** Subject to the provisions of the Associations Incorporation Act, 1981 (as amended), these **Rules** may be amended, rescinded or added to from time to time by a Special Resolution carried at any General Meeting. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive of the responsible Government agency.

**39.2** The Club shall provide advice to BQ within thirty (30) days of any changes or amendments to the Constitution.

**40 Activities to be Lawful**

 **40.1** The Club must comply with all lawful requirements of the Commonwealth, State and Local Governments and statutory authorities having jurisdiction over any activity of the Club.

**41 Indemnity of Members**

**41.1** In the event of any proceedings being taken against a Member or Members of the Club in respect of any matter or thing done by them in the proper performance of their duties, or by the direction, or with the authority of the Club, the Club shall indemnify such Member or Members of the Club so proceeded against in respect of their costs of such proceedings, and in respect of all costs and damages and other sums which they may be compelled to pay in the course or as a result of such proceedings.

**42 Secretary to Keep Minutes**

**42.1** The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies, in writing, to the Secretary for that inspection.

**42.2** For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting, or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.

**42.3** Similarly, the Chairperson of that meeting, or the Chairperson of the next succeeding General Meeting shall sign the minutes of every General Meeting, provided that the Chairperson of that meeting or the Chairperson of the next succeeding Annual General Meeting shall sign the minutes of any Annual General Meeting.

**43 Finance**

**43.1**

The Financial Year of the Club shall end on 30 June each year.

**43.2 Annual Subscriptions**

 **43.2.1** A nomination fee and Annual Subscription shall be payable by all Members as provided for in this Constitution.

 **43.2.2** Such fees and subscriptions shall be determined at a General Meeting of the Club and such fees shall continue in force until altered at a subsequent General Meeting called for that purpose. When so determined, the Annual Subscription shall be deemed to be due and payable on the first day of the commencement of new financial year and shall apply for that financial year.

 **43.2.3** Such fees shall be payable in advance.

 **43.2.4** The fees, as fixed, shall be payable by new Members joining the Club. Any person taking up membership subsequent to the commencement of the financial year shall pay their subscription, pro-rata, from the date of acceptance as a Member to the end of the Club’s financial year, plus affiliation and capitation fees where applicable.

 **43.2.5** If Members fail to pay their Annual Subscriptions by the due date, they shall be deemed to be unfinancial.

**43.3 Special Levies**

 **43.3.1** The Club may at any time strike a Special Levy on all Members at an Annual or Special General Meeting of the Club, of which prior notice of at least 14 days has been given by the Management Committee.

 **43.3.2** The levy shall only be payable to the Club, if it has been passed by not less than a 75% majority of the Members present and entitled to vote at that meeting.

 **43.3.3** Each Member shall be advised by letter delivered to the Member or posted to his address of any levy struck as aforesaid. If a Member fails to pay the levy within one month of the day following the posting of the letter of advice, they shall be deemed to be unfinancial.

**43.4 Unfinancial Members**

 **43.4.1** Any member who becomes unfinancial shall forthwith be deprived of all privileges of membership of the Club, including:

 **43.4.1.1** the right to hold office;

 **43.4.1.2** the right to speak or vote at any meetings of the Management Committee or at any General Meeting of the Club;

 **43.4.1.3** the right to nominate any person for office or be nominated for office in the Club; and

 **43.4.1.4** the right to enter for and play in Club matches or social play.

 **43.4.2** All privileges shall be restored to a previously unfinancial Member upon the payment of all subscriptions and monies due to the Club.

**44 General Financial Matters**

**44.1** A detailed financial report, as well as monthly bank balances, shall be presented to each regular monthly Management Committee meeting.

**44.2** As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared for presentation to the Club, and for incorporation into the accounts of the Club, a statement containing particulars of the income and expenditure for the financial year just ended.

**44.2** All such statements shall be examined by the Auditor, who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which the audit was made.

**44.3** The Club’s treasurer, or other authorised officer, must:

 **44.3.1** receive all amounts paid to the club and,

 **44.3.2** if asked, immediately give a receipt for the amounts; and

 **44.3.3** as soon as practicable

 (i) deposit each amount received into the club’s account with a financial institution; and

 (ii) enter the particulars of each amount received, and payments made by the association, into the association’s cash book.

**44.4** Payments of less than $100 may be made from a petty cash account kept on the imprest system.

**44.5** Payments of $100 or more must be made by cheque or electronic funds transfer. All payments must be authorised by any 2 of 3 of the following:

* The Chairperson
* The Secretary
* The Treasurer
* Any 1 of 3 other members of the Club who have been authorised by the management committee to sign cheques issued by the Club
* However, 1 of the persons must be the Chairperson, the Secretary or the Treasurer.

**44.6** Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.

**44.7** The Board must approve or ratify the Club’s expenditure and ensure the approval or ratification is recorded in the Board’s minute book.

**44.8** The association’s expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the Board.

**44.9** The Treasurer, or other authorised officer, must regularly:

 **44.9.1** balance the cash book; and

 **44.9.2** make a reconciliation between the cash book and the balance of the Club’s accounts with a financial institution.

**44.10** The Club must keep its financial records (a) in the State; and (b) for at least 7 years.

**44.11** The income and property of the Club must be used solely in promoting the Club’s objects and exercising its powers.

**45 Distribution of Surplus Assets**

**45.1** This rule applies if the association—

 (a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

**45.2** The surplus assets must not be distributed among the members of the association.

**45.3** The surplus assets must be given to another entity—

 (a) having objects similar to the association's objects; and

 (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

45.4 In this rule— ***surplus assets*** is as defined under section 92(3) of the Act.

**46 Men’s and Women’s Bowls Sections**

**46.1** There shall be two Bowls sections, known as the "Men’s" and "Women’s" sections.

**46.2** Members may participate or associate with either, or both sections.

**46.3** The sections shall each be responsible to the Board for the management and conduct of all section Bowls activities including pennant and social bowls, respective Club championships, Club events and any other special events approved by the Board.

**46.4** The Board shall determine in writing how the duties and powers afforded to the sections shall be exercised. As for any Committee, the exercise of such powers and duties must conform to any directions or By-Laws that may be prescribed by the Board.