



CONSTITUTION OF MOUNT WAVERLEY BOWLING CLUB INC.

REGISTRATION NO:

A0008918F

**Special meeting 13 September 2018
Amended 23 October 2018
Confirmed by consumer affairs on**

CONSTITUTION OF THE MOUNT WAVERLEY BOWLING CLUB INC.

Preamble

The persons who from time to time are members of the Club are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Club and its members.

It is important that all members have access to and an understanding of this Constitution and its by-laws.

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Mount Waverley Bowling Club Incorporated".

Note

Under section 23 of the Act, the name of the Club and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Club are to —

- (a) conduct, encourage, promote, advance and administer 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 Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rules 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 Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;
- (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) 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;
- (h) apply for, hold and renew any liquor licences;
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes; and
- (j) have regard to the public interest in its operations and be a good citizen in the local community.

3 Financial Year

The financial year of the Club is each period of 12 months ending on 31 January.

4 Definitions

In these Rules—

absolute majority of the Committee of Management, means a majority of the Committee of Management members currently holding office and entitled to vote at the time (as distinct from a majority of Committee of Management members present at a Committee of Management meeting);

auditor means a person appointed pursuant to rule 31(3)(d) and performing the duties outlined in rule 77;

business days means a day other than a Saturday, a Sunday or a public holiday or half-holiday appointed under the Public Holidays Act 1993

by-laws means the subsidiary rules made under this Constitution;

Chair, of a general meeting or Committee of Management meeting, means the person chairing the meeting as required under rule 47;

Club means the Mount Waverley Bowling Club Incorporated;

Committee of Management means the Committee of Management having management of the business of the Club;

committee meeting means a meeting of the Committee of Management held in accordance with these Rules;

committee member means a member of the Committee of Management elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 24;

disciplinary meeting means a meeting of the Committee of Management convened for the purposes of rule 23;

disciplinary subcommittee means the subcommittee appointed under rule 21;

due date means the date determined under rule 13;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Club;

member entitled to vote means a member who under rule 15(1) is entitled to vote at a general meeting;

membership rights means any rights provided for at rule 14;

membership year means each period of 12 months ending 31 May;

President means the person prescribed at rule 48;

Secretary means the person prescribed at rule 50;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the *Associations Incorporation Reform Act 2012* of the State of Victoria and includes any regulations made under that Act;

the Executive means the collective of persons who hold the elected offices of President, Vice-President, Secretary and Treasurer

the Registrar means the Registrar of Incorporated Associations;

Treasurer means the person prescribed at rule 51;

Vice President means the person prescribed at rule 49.

5 Interpretation

- (1) In this Constitution and any by-laws made under this Constitution:
 - (a) a reference to a rule, by-law, schedule or annexure is to a rule, by-law, schedule or annexure of, or made under, this Constitution;
 - (b) words importing the singular include the plural and vice versa;
 - (c) words importing any gender include the other genders;
 - (d) headings, notes and examples are for convenience only and shall not be used for interpretation;
 - (e) the Preamble to this Constitution forms part of this Constitution;
 - (f) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
 - (g) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
 - (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
 - (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
 - (j) requirements, obligations and processes which are prescribed under this Constitution or its by-laws must be read in conjunction with the Act and any other relevant legislation;
- (2) This Constitution must be read in conjunction with the Act and, in the event that the provisions of this Constitution or its by-laws are inconsistent with the Act, the requirements of the Act will prevail.

PART 2—POWERS OF THE CLUB

6 Powers of the Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.

- (2) Without limiting subrule (1), the Club may—
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes as set out in rule 2.

7 Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
- (a) reimbursement for expenses properly incurred by the member on behalf of the Club;
 - (b) amounts with respect to trophies, prizes and scholarships in relation to the sport of Bowls; or
 - (c) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

***Note:** Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.*

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8 Membership

- (1) The Club must have at least 5 members.
- (2) The membership categories in the Club are as set out in Schedule 1 of this Constitution.
- (3) The number of life members at any one time shall be 10 or such other number as prescribed in the by-laws.

9 Who is eligible to be a member

Any person who supports the purposes of the Club, as set out in rule 2, is eligible for membership.

10 Application for membership

- (1) To apply to become a member of the Club, a person must submit a written application to the Secretary stating that the person—
 - (a) wishes to become a member of the Club;
 - (b) supports the purposes of the Club; and
 - (c) agrees to comply with these Rules and by-laws.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) signed by two other Club members as nominator and seconder of the application.

11 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee of Management must decide by resolution whether to accept or reject the application.
- (2) The Committee of Management must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) The Committee of Management will determine which class of membership may be relevant to the applicant under Schedule 1 of this Constitution and so determine that person's classification.
- (4) No reason need be given for the rejection of an application.

12 New membership

- (1) If an application for membership is approved by the Committee of Management—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee of Management meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- (2) A person becomes a member of the Club and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee of Management approves the person's membership; or
 - (b) the person pays any prescribed joining fee under the by-laws.

13 Annual subscription

- (1) At each annual general meeting the members of the Club must, taking into account any recommendation of the Committee of Management, determine—
 - (a) the amount of the annual subscription (if any) for the following membership year; and
 - (b) the due date for payment of the annual subscription.
- (2) The Committee of Management may determine that a lower annual subscription is payable by specified classes of member from time to time.
- (3) The Committee of Management may vary the due date for payment of an annual subscription for a member in special circumstances.
- (4) The Committee of Management may determine that any new member who joins after the start of a membership year must, for that membership year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the membership year; or
 - (c) a fixed amount determined from time to time by the Committee of Management.
- (5) The rights of a member (including the right to vote) who has not paid the annual membership subscription by the due date determined under this rule are suspended until the annual membership subscription is paid.

14 General rights and obligations of members

- (1) A member of the Club who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 83.
- (2) A member is entitled to vote if—
 - (a) the member is a member prescribed under rule 15(1); and
 - (b) the member's membership rights are not suspended in full or in part for any reason.

- (3) Members are required to—
 - (a) support the purposes of the Club as set out in rule 2;
 - (b) conduct themselves in a responsible and inclusive manner in all the activities of the Club; and
 - (c) take reasonable care with respect to the health and safety of themselves and other members whilst on Club premises.

15 Categories of members and voting rights

- (1) Membership categories of the Club who may vote at general meeting of the Club, subject to rule 12(2), include—
 - (a) full bowling members;
 - (b) life members;
 - (c) foundation members;
 - (d) social bowling members;
 - (e) long term senior members;
 - (f) indoor bowling members having an entitlement to vote; and
 - (g) electric light members not being External Club members.
- (2) Membership categories of the Club who may not vote at a general meeting of the Club include—
 - (a) indoor bowling members not having an entitlement to vote;
 - (b) electric light members who are External Club members;
 - (c) junior members;
 - (d) first year bowling members;
 - (e) leave of absence members;
 - (f) social members;
 - (g) honorary members;
 - (h) temporary members; and
 - (i) corporate members.
- (3) Members may apply to the Committee of Management to have their category of membership changed from time to time.
- (4) For the purposes of rule 15(4) the Committee of Management:
 - (a) will consider any such application consistent with the principles set out in rule 11; and
 - (b) may determine that a fee, consistent with the principles set out in rule 13, is payable.

- (5) The Committee of Management may determine that a member's category of membership be changed, without written application by the member, in order to:
- (a) acknowledge a member's period of membership in the Club; or
 - (b) acknowledge a member's outstanding service to the Club by conferring the membership category of a life member.

16 Rights not transferable

The rights and obligations of a member are not transferable and end when membership ceases.

17 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18 Resigning as a member

- (1) A member may resign by notice in writing, given to the Club in a manner prescribed at rule 82.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 6 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the class of member as determined under rule 11 or rule 15;
 - (v) any other information determined by the Committee of Management; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, subject to rule 83, inspect the register of members.

Note: Section 58 of the Act provides that it is an offence to disclose or make improper use of information about a person obtained from the Register of Members. Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules or by-laws;
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

21 Disciplinary subcommittee

- (1) If the Committee of Management is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee of Management must appoint a disciplinary subcommittee and a chair of any such subcommittee, to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee of Management members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.
- (3) The Committee of Management—
 - (a) by majority resolution may, if the behaviour described in rule 20 is of a serious nature, provisionally suspend a member until such time as the disciplinary subcommittee makes a decision; and

- (b) must notify the subject member in writing as soon as possible after making any such decision.
- (4) The disciplinary subcommittee may, in its absolute discretion, lift a provisional suspension made by the Committee of Management prior to making a decision under rule 23.

22 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee —
 - (a) may conduct the meeting as it sees fit but must do so in a fair and equitable manner; and
 - (b) must give the member an opportunity to be heard; and
 - (c) must consider any written statement or other evidence submitted by the member; and
 - (d) must consider any written statement or other evidence submitted by any other person or persons; and
 - (e) must seek to complete the disciplinary procedure as soon as is reasonably practical.
- (2) After complying with sub rule (1), the disciplinary subcommittee may—
 - (a) adjourn the meeting for deliberation of the situation in the absence of the member subject to the disciplinary proceedings;
 - (b) take no further action against the member; or
 - (c) subject to sub rule (3)—
 - (i) reprimand the member;

- (ii) suspend, conditionally or otherwise, some or all of the membership rights of the member for a specified period;
 - (iii) impose such other action or educative process as the subcommittee considers appropriate in all the circumstances; or
 - (iv) expel the member from the Club.
- (3) The disciplinary subcommittee may not fine the member.
 - (4) The decision of the disciplinary subcommittee must be notified to the member in writing as soon as practicable after the making of the decision and a copy of the decision must be provided to the Secretary.
 - (5) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote of the disciplinary subcommittee is passed.

Note: Section 54 of the Act has certain requirements concerning disciplinary action and must be complied with by all persons involved in the disciplinary process.

24 Appeal rights

- (1) A person whose membership rights have been suspended in whole or in part, who has been reprimanded, or who has been expelled from the Club under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to the Secretary not later than 7 business days after receiving the written determination of the disciplinary subcommittee.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee of Management as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend, reprimand or expel the person should be upheld, varied or revoked.

25 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and

- (b) the Chair of the disciplinary subcommittee must state the grounds for reprimanding, suspending or expelling the member and the reasons for taking that action; and
 - (c) the person who has been reprimanded or who has been expelled, or whose membership has been suspended, must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to reprimand, to suspend or expel the person should be upheld, varied or revoked.
 - (3) A member may not vote by proxy at the meeting.
 - (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee of Management; and
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

27 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

28 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
 - (a) notify the Committee of Management of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee of Management; or
 - (ii) if the dispute is between a member and the Committee of Management or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee of Management may be a member or former member of the Club but in any case, must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

30 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE CLUB

31 Annual general meetings

- (1) The Committee of Management must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) The Committee of Management may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee of Management on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee of Management in accordance with Part 7 of the Act;
 - (c) to elect the President, the Vice-President, the Treasurer, the Secretary and members of the Committee of Management;
 - (d) to appoint a relevantly qualified person, referred to in this Constitution as the *auditor*, under the Act to review or audit the financial statements of the Club in accordance with the Act;
 - (e) to confirm or vary the amounts (if any) of the annual subscription.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32 Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee of Management may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

33 Special general meeting held at request of members

- (1) The Committee of Management must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members who are entitled to vote under rule 15(1).
- (2) A request for a special general meeting must—

- (a) be in writing addressed to the Secretary;
 - (b) may consist of several documents in a like form, each signed by one or more of the members making the request;
 - (c) state the business to be considered at the meeting and any resolutions to be proposed;
 - (d) include the names and signatures of the members requesting the meeting; and
 - (e) be given to the Secretary.
- (3) If the Committee of Management does not convene a special general meeting within one month after the date on which the request in accordance with rule 33(1) is made and received by the Secretary, the members making the request (or any one of them) may convene the special general meeting.
- (4) A special general meeting convened by members under rule 33(3)—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable and necessary expenses incurred by the members convening a special general meeting under rule 33(3).

34 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33(1) and 33(3), the members convening the meeting) must give to each member of the Club—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 28 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.

35 Proxies

- (1) Unless otherwise determined by the Committee of Management, there shall be no proxy or postal voting on any matter.
- (2) The process of dealing with proxy voting, if so determined by the Committee of Management under rule 35(1), is to be set out in the by-laws.

36 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule 36(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or by proxy as allowed under rule 35, or as allowed under rule 36) of 15% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 33—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a meeting convened by, or at the request of, members is dissolved under rule 37(3)(a), the business that was to have been considered at the meeting is taken to have been dealt with and, if members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.
- (5) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 37(3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

38 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee of Management at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

39 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally; and
 - (c) members may vote by proxy, if permitted under rule 35; and
 - (d) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the motion is deemed to be not passed.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

40 Special resolutions

- (1) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy if permitted in accordance with rule 35) vote in favour of the resolution.
- (2) A special resolution is required—
 - (a) to remove a Committee of Management member from office; or
 - (b) to alter these Rules, including changing the name or any of the purposes of the Club.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42 Minutes of general meeting

- (1) The Committee of Management must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms, if permitted under rule 35, given to the Chairperson of the meeting; and
 - (c) the financial statements submitted to the members in accordance with rule 31(3)(b)(ii); and
 - (d) the certificate signed by two Committee of Management members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE OF MANAGEMENT

Division 1—Powers of Committee of Management and the Executive

43 Role and powers

- (1) The business and affairs of the Club must at all times be managed by or under the direction of the Committee of Management.
- (2) The Committee of Management may exercise all the powers of the Club except those powers that these Rules, by-laws or the Act require to be exercised by general meetings of the members of the Club.
- (3) *The Executive*, as an integral part of the Committee of Management, is empowered to meet as it sees fit and to act in the best interests of the Club, pending the convening of a meeting of the Committee of Management.
- (4) The Committee of Management may also—
 - (a) appoint and remove staff; and
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (5) The President, or in the absence of the President any member of the Executive appointed by the President, may be an *ex-officio* member of any subcommittees formed under this rule, other than the Selection subcommittee, and may address the subcommittee but may not vote on issues considered by the subcommittee.

44 Delegation

- (1) The Committee of Management may delegate to a member of the Committee of Management, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee of Management by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee of Management considers appropriate.
- (3) The Committee of Management may, in writing, revoke a delegation wholly or in part.
- (4) The making of any delegation by the Committee of Management does not mean that the Committee of Management can abrogate any of its responsibilities under the Act, the Constitution or the by-laws.

Division 2—Composition of Committee of Management and duties of members

45 Composition of Committee of Management

The Committee of Management consists of—

- (a) a President;
- (b) a Vice-President;

- (c) a Secretary;
- (d) a Treasurer; and
- (e) Ordinary members, the number of which shall be 6, unless otherwise determined by members of the club at an annual general meeting.

46 General Duties of the Committee of Management

- (1) As soon as practicable after being elected or appointed to the Committee of Management, each Committee of Management member must become familiar with these Rules, by-laws and the Act.
- (2) The Committee of Management is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee of Management comply with the Act, these Rules and by-laws with respect to the operation of the Club.
- (3) Committee of Management members must at all times exercise their powers and discharge their duties—
 - (a) with reasonable care and diligence;
 - (b) in good faith in the best interests of the Club; and
 - (c) for a proper purpose.
- (4) The Committee of Management must take all reasonable steps to ensure that the requirements and obligations under the *Occupational Health and Safety Act 2004* of the State of Victoria with respect to the operations of the Club are complied with.
- (5) Committee of Management members and former Committee of Management members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (6) In addition to any duties imposed by these Rules, a Committee of Management member must perform any other duties imposed from time to time by resolution at a general meeting.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated Club.

47 Chairperson of meetings

- (1) Subject to sub rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee of Management meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or

- (b) in the case of a Committee of Management meeting—a Committee of Management member elected by the other Committee of Management members present.

48 President

- (1) The President is to be a person with the vision and desire to ensure the good order, operation and viability of the Club.
- (2) The President must—
 - (a) represent the Club wherever official representation is required;
 - (b) chair general meetings of club members and meetings of the Committee of Management;
 - (c) monitor and encourage the activities of office bearers, committee members and subcommittee members; and
 - (d) ensure that the Committee of Management maintains a strategic plan to ensure the future sustainability of the Club.

49 Vice-President

- (1) The Vice-President is to be a person who will support and assist the President in that person's role.
- (2) The Vice-President must—
 - (a) undertake the responsibilities of the President, as set out in rule 48, in the absence or unavailability of the President; and
 - (b) assist in the proper management of the affairs of the Club.

50 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 19;
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 74(3), all books, documents and securities of the Club in accordance with rules 80 and 83;
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents;
 - (d) attend all general meetings, special general meetings and Committee of Management meetings of the Club;
 - (e) ensure accurate recordings of the minutes and proceedings of all meetings referred to in rule 50(2)(d);
 - (f) conduct all non-bowling correspondence in connection with the general business and operation of the Club; and
 - (g) perform any other duty or function imposed on the Secretary by these Rules or the by-laws.

- (3) The Secretary must give to the Registrar written notice of his or her appointment within 14 days after the appointment.

51 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Club; and
 - (b) ensure that all moneys received are paid into the account of the Club within 7 business days after receipt; and
 - (c) make any payments authorised by the Committee of Management or by a general meeting of the Club from the Club's funds; and
 - (d) ensure cheques are signed, and EFT payments are authorised, by at least 2 Committee of Management members or such other members of the Club as the Committee of Management determine at a properly constituted meeting of the Committee of Management.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee of Management prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other Committee of Management member has access to the accounts and financial records of the Club.

Division 3—Election of Committee of Management members and tenure of office

52 Who is eligible to be a member of the Committee of Management

A member is eligible to be elected or appointed as a Committee of Management member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

53 Nominations for positions

- (1) Once the date of the annual general meeting is determined by the Committee of Management, the Secretary shall at least 28 days before that date, display in the Club premises, the Notice of Meeting and call for nominations for the Committee of Management and Executive positions.
- (2) An eligible member of the Club under rule 52 may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) Fifteen business days before the date of the annual general meeting—
 - (a) nominations for Committee of Management and Executive positions shall close, and if a ballot is required, it shall be conducted in accordance with rule 56; and
 - (b) the names of persons proposed for election for the Committee of Management and Executive positions shall be displayed in the Club premises until the date of the election.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which there is a vacancy.

54 Election of Executive members

- (1) Elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for a position, the Secretary must declare the nominated member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 56.
- (4) On his or her election, the new President may take over as Chairperson of the annual general meeting.
- (5) An Executive member holds office until the next annual general meeting in the calendar year after the person is elected.
- (6) An Executive member takes office from the conclusion of the annual general meeting in which they are elected.

- (7) An Executive member may be re-elected.

55 Election of ordinary members

- (1) Elections must be held for ordinary Committee of Management positions.
- (2) If the number of members nominated for the number of positions, under rule 45, of ordinary Committee of Management members is less than or equal to the number to be elected, the Secretary must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 56.

56 Ballots

- (1) If a ballot is required for the election for a position it shall be conducted in accordance with the requirements of the by-laws under this Constitution.
- (2) Any returning officer appointed under the by-laws must not be a member nominated for the position.
- (3) The election must be by secret ballot.

57 Term of office

- (1) A Committee of Management member, other than an Executive member, takes office from the conclusion of the annual general meeting in which they are elected until the conclusion of the second annual general meeting after they are elected.
- (2) A Committee of Management member, other than an Executive member, may be re-elected but may not serve for any more than 3 consecutive terms of 2 years.
- (3) Three ordinary Committee of Management members shall be elected in every odd-numbered year and three in every even-numbered year, in accordance with any process prescribed under the by-laws.
- (4) A Committee of Management member must be elected for a term of not less than 12 months by members of a class of members that constitutes not less than 60% of the total membership of the Club, excluding temporary or honorary members and persons who are members by reason only of reciprocal arrangements with another club and persons whose rights as members are limited to rights as social or non-voting members described at rule 15(2).

58 Removal of a Committee of Management member

- (1) A general meeting of the Club may—
 - (a) by special resolution remove a Committee of Management member from office; and
 - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (2) A member who is the subject of a proposed special resolution under rule 58(1)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.

- (3) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out by the Secretary at the meeting at which the special resolution is to be proposed.

59 Vacation of office

- (1) A Committee of Management member may resign from the Committee of Management by written notice addressed to the Secretary or, if the person who wishes to resign is the Secretary, by written notice to a member of the Executive of the Committee of Management.
- (2) A person ceases to be a Committee of Management member if he or she—
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive Committee of Management meetings (other than special or urgent Committee of Management meetings) without leave of absence under rule 71; or
 - (c) otherwise ceases to be a Committee of Management member by operation of section 78 of the Act.

60 Filling casual vacancies

- (1) The Committee of Management may appoint an eligible member of the Club to fill a position on the Committee of Management that—
 - (a) has become vacant under rule 58 or rule 59; or
 - (b) was not filled by election at the last annual general meeting.
- (2) Upon the appointment of any such person the Committee of Management must, within 14 days of any such appointment, place a written notice on the Notice Board of the Club for the information of all members.
- (3) The Committee of Management or the Executive may continue to act despite any vacancy in its membership.

61 Vacancy in the position of Secretary

- (1) If the position of Secretary becomes vacant, the Committee of Management must appoint a member to the position within 14 days after the vacancy arises.
- (2) Upon the appointment of any such person the Committee of Management must, within 14 days of any such appointment, place a written notice on the Notice Board of the Club for the information of all members.
- (3) The Committee of Management may continue to act despite any vacancy in the position of Secretary.

Division 4—Meetings of Committee of Management

62 Meetings of Committee of Management

- (1) The Committee of Management must meet as many times as is deemed necessary by members of the Committee of Management but not less than at least 6 times in each year at the dates, times and places determined by the Committee of Management.
- (2) The date, time and place of the first Committee of Management meeting must be determined by the members of the Committee of Management as soon as practicable after the annual general meeting of the Club at which the members of the Committee of Management were elected.
- (3) Special Committee of Management meetings may be convened by the President or by any 4 members of the Committee of Management.

63 Notice of meetings

- (1) Notice of each Committee of Management meeting must be given to each Committee of Management member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Committee of Management meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Committee of Management meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the special Committee of Management meeting is the business for which the meeting is convened.

64 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62, provided that as much notice as practicable is given to each Committee of Management member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee of Management.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

65 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee of Management must be determined from time to time by the Committee of Management.
- (2) The order of business may be determined by the members present at the meeting.

66 Use of technology

- (1) A Committee of Management member who is not physically present at a Committee of Management meeting may participate in the meeting by the use of technology that allows that Committee of Management member and the

Committee of Management members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a Committee of Management member participating in a Committee of Management meeting as permitted under sub rule 66(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

67 Quorum

- (1) No business may be conducted at a Committee of Management meeting unless a quorum is present.
- (2) The quorum for a Committee of Management meeting is the presence (in person or as allowed under rule 66) of a majority of the Committee of Management members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee of Management meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 63.

68 Voting

- (1) On any question arising at a Committee of Management meeting, each Committee of Management member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee of Management members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee of Management.
- (4) If votes are divided equally on a question, the motion is deemed to be not passed.
- (5) Voting by proxy is not permitted.

69 Conflict of interest

- (1) A Committee of Management member who has a material personal interest in a matter being considered at a Committee of Management meeting must disclose the nature and extent of that interest to the Committee of Management.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting;
and

- (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

Note: Under section 81(3) of the Act, if there are insufficient Committee of Management members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

70 Minutes of meeting

- (1) The Committee of Management must ensure that minutes are taken and kept of each Committee of Management meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 69.

71 Leave of absence

- (1) The Committee of Management may grant a Committee of Management member leave of absence from Committee of Management meetings for a period not exceeding 3 months.
- (2) The Committee of Management must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee of Management member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

72 Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, bequests, donations, fund-raising activities, grants, interest and any other sources approved by the Committee of Management.

73 Management of funds

- (1) The Club must open an account or accounts with one or more financial institutions from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee of Management may approve expenditure on behalf of the Club.
- (3) The Committee of Management may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee of Management for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed, and all EFT payments must be authorised, by 2 Committee of Management members or 2 persons who are members of the Club and approved by resolution of the Committee of Management.
- (5) A person who is appointed under rule 31(3)(d) to review or audit the financial statements of the Club must not be appointed as a person authorised to sign documents prescribed in rule 73(4).
- (6) All funds of the Club must be deposited into the financial account of the Club no later than 7 business days after receipt.
- (7) With the approval of the Committee of Management, the Treasurer may maintain one or more cash floats provided that all money paid from or paid into the floats is accurately recorded at the time of the transaction.

74 Financial records

- (1) The Club must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee of Management.

75 Financial statements

- (1) For each financial year, the Committee of Management must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting sub rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee of Management;
 - (d) the submission of the financial statements to the annual general meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

76 Insurance and Indemnity

- (1) The Committee of Management must ensure at all times that the Club has a current policy of insurance which is commonly known as a Directors and Officers liability insurance policy.
- (2) The members of the Committee of Management of the Club must also ensure at all times that current policies of insurance are in place with respect to key risks including, but not limited to, such matters as public liability and buildings.
- (3) The Club will indemnify each of its office holders against any liability incurred in good faith by the office holder in the course of lawfully performing his or her duties as an office holder.

77 Audit of Financial statements

- (1) The audit or review of the financial statements of the Club must be undertaken in accordance with the Act.
- (2) The auditor appointed under rule 31(3)(d) to undertake the audit or review of the financial statements of the Club must have the prescribed qualifications under the Act.
- (3) The auditor appointed to undertake the audit or review of the financial statements of the Club must perform their duties in accordance with the Act.
- (4) The auditor of the Club will have full and free access to all records of the Club for the purpose of undertaking their duties and role.
- (5) The Committee of Management and all other members of the Club must provide full cooperation to the auditor of the Club to enable proper performance of the duties of the role.

PART 7—LIQUOR LICENCE

78 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.

79 Management of the Club

- (1) The Committee of Management must exercise all reasonable endeavours to ensure that the requirements of the *Liquor Control Reform Act 1998*, or subsequent legislation, are complied with.
- (2) Temporary members must not be supplied with liquor in the club premises unless the temporary member is a guest in the company of a member of the Club.
- (3) The Club must provide for the keeping of records of temporary members that include the name of each temporary member, and the date on which each temporary member attended the premises.

PART 8—GENERAL MATTERS

80 Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
 - (a) the name of the Club must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee of Management and the sealing must be witnessed by the signatures of two Committee of Management members;
 - (c) the common seal must be kept in the custody of the Secretary.

81 Registered address

The registered address of the Club is—

- (a) the address determined from time to time by resolution of the Committee of Management; or
- (b) if the Committee of Management has not determined an address to be the registered address—the postal address of the Secretary.

Note: There are provisions under sections 28 and 217 of the Act that relate to the registered address of the Club.

82 Notice requirements

- (1) Any notice required to be given to a member, the Secretary or a Committee of Management member under these Rules may be given—
 - (a) by handing the notice to the Secretary or member personally; or
 - (b) by sending it by post to the Secretary or member at the address recorded for the member on the register of members; or

- (c) by email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 64 with respect to urgent meetings of the Committee of Management.
- (3) Any notice required to be given to the Club, the Secretary or the Committee of Management may be given—
 - (a) by handing the notice to the Secretary or another member of the Committee of Management; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee of Management determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

83 Custody and inspection of books and records

- (1) Members may on request inspect, at a reasonable time, free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings; and
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee of Management meetings.
- (2) The Committee of Management may refuse to permit a member to inspect records of the Club referred to in rule 83(1)(c) 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 Committee of Management must make copies of these rules and the by-laws of the Club available to members and applicants for membership free of charge.
- (4) The requirement under rule 83(3) is deemed to be satisfied if these rules are published and accessible to members and applicants on the website of the Club and displayed in the Club premises.
- (5) Subject to sub rule (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.
- (6) 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.

Note: Section 53 of the Act has certain requirements concerning access to rules and minutes of general meetings of the Club. Section 58 of the Act concerns offences for certain types of use or disclosure of information obtained from the register of members of an incorporated association.

84 Control over property and assets

- (1) The control over the Club's property and assets and disposition thereof is vested in the Committee of Management with the proviso that the negotiation of a loan, the issuing of debentures, the giving of any security over any property of the Club, the selling and purchasing of any realty, the leasing of any land and/or buildings the property of the club for any term exceeding 3 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 passing of a Special Resolution at a General Meeting of the Club.
- (2) The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Club.

85 Borrowing powers

- (1) If a Special Resolution is passed at a General Meeting authorising the Committee of Management to borrow money, the Committee of Management shall thereupon:
 - (a) be empowered to borrow for the purpose of the Club such amount of money, whether at one time or from time to time, and at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution; and
 - (b) have authority to make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the Committee of Management may deem proper for giving such security for such loans and interest.
- (2) All members of the Club, whether voting on such resolutions or not, and all persons becoming Members of the Club after the passing of such resolutions shall be bound by such resolutions.

86 Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.

- (4) The body to which the surplus assets are to be given must be decided by special resolution.

87 By-laws

- (1) By-laws to this Constitution may be made by the Committee of Management with respect to matters under this Constitution for the good order and governance of the Club.
- (2) To the extent that any by-laws so made are inconsistent with the provisions of this Constitution or unlawful they shall be deemed to be invalid and impose no obligation or responsibility on members.

88 Alteration of Rules

- (1) These rules may only be altered by special resolution of a general meeting of the Club.
- (2) An alteration of these Rules does not take effect unless or until it is approved by the Registrar, in accordance with section 50 of the Act.

PART 9 - TRANSITIONAL ARRANGEMENTS

89 Transitional Arrangements

- (1) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule shall apply from the date of adoption of this revised Constitution.
- (2) In the event of this revised Constitution being approved, in accordance with rule 88, the outgoing members of the Board shall be appointed as members of the Committee of Management until an election of members of the Committee of Management under this revised Constitution is required.
- (3) Former members of the Board who held the positions of President, Secretary and Treasurer will be deemed to be a member of the Executive in a corresponding position as appropriate.
- (4) The member to perform the role of Vice-President will be appointed by the Committee of Management.
- (5) The remaining members of the Board will be deemed to be ordinary members of the Committee of Management who will draw lots to determine who retires after one or two years.



SCHEDULE 1

The following is a listing of the membership categories for the Club and the relevant attributes of each.

See rule 15 for categories of membership and voting rights.

	Membership category	Description of membership category
(1)	full bowling member	Full bowling members are those members who are affiliated with Bowls Victoria and intend to participate in bowls competitions conducted by Bowls Victoria. They enjoy all of the bowling and social benefits offered by the Club and are entitled to full use of the Club's facilities
(2)	life member	Life members are those members who are created in accordance with rule 15(5) and can enjoy all the benefits of the Club. They may or may not be affiliated with Bowls Victoria.
(3)	foundation member	A Foundation member means a member who was a member of the Club at the initial formation of the Club in 1964.
(4)	long term senior member	A Long-Term Senior member is a member of the Club who is an Affiliate member or Restricted member and who has attained the age of eighty (80) years of age and who has had twenty (20) years of membership of the Club as at the 31 st May in any year.
(5)	social bowling member	Social bowling members are those members who do not intend to participate in bowls competitions conducted by Bowls Victoria but who are entitled to use the Club's facilities for social bowling purposes and to participate in the social bowling events and tournaments conducted by the Club. These members enjoy all the social benefits offered by the Club, are entitled to participate in the social events conducted by the Club and are entitled to full use of the Club's facilities.
(6)	indoor bowling member	Indoor Bowling Members may play indoor bowls upon the Club premises at such times as the Committee of Management approves and to participate in organized Indoor Bowling Competitions. Indoor Bowling Members shall be entitled to the privileges of the Club including attending any Annual General Meeting or Special General Meeting of the Club. Unless otherwise entitled Indoor bowling, members are not entitled to vote thereat.
(7)	electric light member	An electric light member who is not a member of another bowls club may play electric light bowls at

		such times as the Committee of Management approves and to participate in organized electric light bowls competitions. An electric light member may be an External Club member which is a person who is already a member of another bowls club and for whom affiliation capitation fees have been paid to a recognized bowls association. Electric light members and External Club members shall be entitled to the privileges of the Club including attending any Annual General Meeting or Special General Meeting of the Club. Electric light members who are not an External Club member are entitled to vote thereat and to hold office as an elected member of the Committee of Management.
(8)	junior member	A person aged under the age of 18 years who is nominated and approved for membership of the Club in accordance with the Regulations, is eligible to be a Junior Member. Junior Members are eligible to play bowls under the same conditions as Full Bowling Members. A Junior Member is not required to pay an Entrance Fee but on transfer to Full Bowling Membership or Social Bowling Membership at 18 years of age the standard club fees for a Full Bowling Member or a Social Bowling Member is payable. Junior Members shall not be entitled to purchase or consume liquor on the Club's licensed premises. The minimum age for Junior members may be determined in the by- laws.
(9)	first year bowling member	A first-year bowler is a person taking up the sport of bowls for the first time.
(10)	leave of absence member	Any member contemplating absence for an extended period through business, travel or injury may, on application to the Committee of Management be granted leave of absence for a period not exceeding two (2) years, subject to the payment of an amount as fixed by the Committee of Management. Such amount shall not be less than ten (10) dollars per annum.
(11)	social member	Social members are those members who do not wish to participate in any of the Club's bowling activities but who are entitled to enjoy use of the Club's social facilities and to participate in the social events conducted by the Club. The Committee of Management will determine the circumstances and the conditions, including the payment of fees, for Social Members to have access to the Club's greens for casual bowling purposes. Social members shall be entitled to attend any Annual General Meeting but are not entitled to vote thereat.

(12)	honorary member	Any Player or Official affiliated with Bowls Australia or Bowls Victoria who visits the Club for the purpose of competing in organised games are classified as Honorary Members of the Club for the duration of their visit. Honorary Members are not entitled to take part in any Annual or Special General Meeting. They shall not have any right, title or interest in or to any of the property of the Club.
(13)	temporary member	A temporary member may be a person attending the Club premises who is permitted to enter as a guest and whose attendance is recorded in the relevant register and endorsed by a member of the Club. Temporary Members are not entitled to take part in any Annual or Special General Meeting. They shall not have any right, title or interest in or to any of the property of the Club.
(14)	corporate member	Corporate members are those organisations, clubs, businesses and other similar bodies, whether incorporated or not, which have a desire for their support of the Club to be recognised through a form of membership and for their members to be able to access the social facilities of the Club. The Committee of Management will determine the terms and conditions applicable to such access. Corporate members may, upon giving required notice to the Secretary, nominate a representative to attend any Annual General Meeting or Special General Meeting of the Club but that representative shall not be entitled to vote thereat.