



CONSTITUTION OF MOUNT WAVERLEY BOWLING CLUB INC.

REGISTRATION NO:

A0008918F

**Approved by Members at Special General Meeting on 18-1-2024
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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 (Vic)**, 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.

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 purpose of the Club is to be a bowling, sporting, recreational and social club sustainably servicing its Members and the Mount Waverley and surrounding communities.

3 Financial Year

The financial year of the Club is each period of 12 months beginning on 1 July and ending on 30 June of the following year.

4 Definitions

In these Rules—

Absolute Majority of the Committee of Management, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a Simple Majority);

Absolute Majority Resolution of the Committee of Management, means a resolution passed at a Committee Meeting by an Absolute Majority of the Committee of Management;

Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made thereunder;

Annual General Meeting means the annual general meeting of the Club held in accordance with Rule 31;

Annual Subscription means the annual fee payable by Members, in accordance with Rule 13, to maintain their membership of the Club;

Applicant means a person who, in accordance with Rule 9, is eligible to become a Member and who submits an Application;

Application means a written application submitted in accordance with Rule 10 by an Applicant;

Auditor means a relevantly qualified person appointed pursuant to Rule 31(3)(d) who may perform these duties consistent with these Rules and the Act;

Bowls means the sport of bowls played in accordance with the rules of Bowls Victoria, Bowls Australia and/or World Bowls as the case may be;

Business Day means a day other than a Saturday, a Sunday or a public holiday or half-holiday in the State of Victoria appointed under the *Public Holidays Act 1993*;

By-laws means any subsidiary rules made under this Constitution;

Chair, of a General Meeting or Committee 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 comprised of the persons specified in Rule 45 which manages the business of the Club in accordance with these Rules;

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

Committee Member means a Member who is elected or appointed to the Committee of Management (including the Executive and Ordinary Committee Members);

Disciplinary Appeal Meeting means a meeting 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;

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

Financial Year means the period specified in Rule 3;

General Meeting means a general meeting of Members convened in accordance with Part 4 of these Rules and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;

Member means a member of the Club;

Membership Category means the categories of Club membership that Members may be assigned by the Committee of Management in accordance with these Rules;

Membership Rights means, in respect of a Member, any rights provided for in Rule 14 or anywhere else in this Constitution and, in respect of a Voting Member, any rights provided for in Rule 15 or anywhere else in this Constitution;

Membership Year has the same meaning as Financial Year;

Notice Board means the official notice board of the Club, which must be physically present on the Club premises and freely available to Members for viewing, but which is otherwise nominated or identified by the Committee of Management;

Ordinary Committee Member means a Member of the Committee of Management who is not part of the Executive;

President means the person prescribed at Rule 48;

Purposes means the purpose of the Club as set out in Rule 2;

Register of Members means the register of Members that the Secretary must keep and maintain in accordance with Rule 19;

Registrar means the Registrar of Incorporated Associations as that term is defined in section 187 of the Act;

Rule means a rule of this Constitution;

Secretary means the person prescribed at Rule 50;

Simple Majority at a General Meeting means a majority of the Voting Members present at the General Meeting, or of the Committee of Management, means a majority of the Committee Members present at a Committee Meeting (as distinct from an Absolute Majority);

Simple Majority Resolution at a General Meeting means a resolution passed at a General Meeting by a Simple Majority of the Voting Members present at the General Meeting, or of the Committee of Management, means a resolution passed at a Committee Meeting by a Simple Majority of the Committee of Management;

Special General Meeting means a General Meeting, other than an Annual General Meeting or Disciplinary Appeal Meeting, convened in accordance with Rule 32 or 33;

Special Resolution means a resolution that requires, for the resolution to pass, not less than three-quarters of the Voting Members at a General Meeting to vote, whether in person or by proxy, in favour of the resolution;

Treasurer means the person prescribed at Rule 51;

Vice-President means the person prescribed at Rule 49;

Voting Member means a Member who under Rule 15(1) is entitled to vote at a General Meeting.

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 Rule 4 and the provisions of the Act as they vary from time to time (the latter prevailing to the extent of any inconsistency);
 - 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 to the extent of any inconsistency.

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 towards the Club achieving its Purposes.
- (2) Without limiting Rule 6(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 any other contract or agreement 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.

7 Not for profit organisation

- (1) The Club must not distribute any income, assets, or surplus assets (as defined in the Act) directly or indirectly to its Members.
- (2) Rule 7(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) remuneration 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 are set out in Schedule 1 of this Constitution.
- (3) The number of Life Members at any one time shall be 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 to be a Member.

10 Application to become a Member

- (1) To apply to become a Member, an Applicant must submit an Application to the Secretary stating that the Applicant—
 - a) wishes to become a Member;
 - b) supports the Purposes of the Club; and
 - c) agrees to comply with these Rules and any By-laws.
- (2) The Application must be in writing and signed by the Applicant.

11 Consideration of an Application

- (1) As soon as practicable after an Application is received, the Committee of Management must decide by Simple Majority Resolution at a Committee Meeting 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) If the Committee of Management accepts the Application, the Committee of Management will determine which Membership Category shall apply to the Applicant.
- (4) The Committee of Management is not required to provide any reasons in support of a decision to accept or reject an Application, and may accept or reject Applications as it sees fit in its sole and absolute discretion.

12 New membership

- (1) If an Application is accepted by the Committee of Management—
 - a) the Simple Majority Resolution to accept the Application must be recorded in the minutes of the Committee Meeting;
 - b) the Secretary must, as soon as practicable, enter the name and address of the Applicant (now Member), and the date the Applicant became a Member, in the Register of Members.
- (2) An Applicant becomes a Member and, subject to Rule 14(2), is entitled to exercise their Membership Rights from the later of—
 - (a) the date on which the Committee of Management accepted their Application; or
 - (b) the date on which the Applicant pays any joining fee prescribed under the By-laws.

13 Annual Subscription

- (1) At any time the Committee of Management may, by Absolute-Majority Resolution, 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, from time to time at its discretion, determine that a lower Annual Subscription is payable by specified Membership Categories.
- (3) The Committee of Management may, by a Simple Majority Resolution, vary the Due Date for payment of an Annual Subscription for a Member in special circumstances.
- (4) The Committee of Management may, by a Simple Majority Resolution, determine that any Applicant who submits an Application or is accepted as a Member after the start of a Membership Year must, for that Membership Year, pay a fee equal to any one of the following—
 - a) the full Annual Subscription;
 - b) a pro rata amount of the 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 Membership Rights of a Member (including a Voting Member) who has not paid the Annual Subscription by the Due Date determined under this Rule are suspended until that Member has paid the Annual Subscription.

14 General rights and obligations of Members

- (1) A Voting Member 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 a Voting Member if—
 - a) the Member is in a Membership Category specified in Rule 15(1); and
 - b) their 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 Voting Members

- (1) Subject to Rule 12(2), Members of the following Membership Categories may vote at General Meetings—
 - a) Bowling Members;
 - b) Life Members; and
 - c) Long Term Members.
- (2) Members of the following Membership Categories may not vote at General Meetings—
 - a) Junior Members;
 - b) Leave of Absence Members;
 - c) Social Members; and
 - d) Honorary Members.
- (3) Members may apply to the Committee of Management to have their Membership Category changed from time to time.
- (4) For the purposes of Rule 15(3) 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 Membership Category 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 that person ceases to be a Member for any reason.

17 Ceasing to be a Member

- (1) A person ceases to be a Member upon their resignation, expulsion or death.
- (2) If a person ceases to be a Member, 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 the manner prescribed in Rule 82.

- (2) A Member is deemed to have resigned if—
 - a) the Member's Annual Subscription is more than 3 months in arrears; or
 - b) where no Annual Subscription is payable by the Member (excluding Life Members)—
 - (i) the Secretary has made a written request to the Member to confirm that they wish to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that they wish 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) email address last given by the member (if available);
 - (iv) the date of becoming a Member;
 - (v) the class of Member as determined under Rule 11 or Rule 15;
 - (vi) any other information determined by the Committee of Management; and
 - b) for each former Member, the date on which they ceased 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, by Simple Majority Resolution, 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 Disciplinary Subcommittee may be comprised of Committee Members, Members or anyone else that the Committee of Management considers appropriate in the circumstances.
- (3) In appointing the Disciplinary Committee, the Committee of Management must satisfy itself that any potential appointee has no conflict of interest in the matter under consideration.
- (4) The Committee of Management—
 - a) by Simple 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 relevant Member in writing as soon as possible after making any such decision.
- (5) The Committee of Management may only make a decision made under Rule 21(4)a) after the Member who is the subject of the disciplinary action has received notice of the disciplinary action as required by Rule 22.
- (6) 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;
 - c) specifying the date, place and time of the Disciplinary Meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action;
 - d) advising the Member that they may do one or both of the following—
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee;
 - (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 as stipulated in Rule 24.
- (2) The notice referred to in this Rule must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

23 Decision of Disciplinary Subcommittee

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee —
 - a) may conduct the Disciplinary Meeting as it sees fit but must do so in a fair and equitable manner;
 - b) must give the Member an opportunity to be heard;

- c) must consider any written statement or other evidence submitted by the Member;
 - 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 Rule 23(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 Rule 23(3)—
 - (i) reprimand the Member;
 - (ii) suspend, conditionally or otherwise, some or all the Membership Rights of the Member for a specified period;
 - (iii) require the Member to undertake such other action or educative process as the Disciplinary Subcommittee reasonably 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 Member must be notified in writing of the decision of the Disciplinary Subcommittee as soon as practicable after the decision has been made 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 by a simple majority of the Disciplinary Subcommittee.

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 they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to the Secretary no later than 7 Business Days after the Member receives written notice of the decision of the Disciplinary Subcommittee in accordance with Rule 23(4).
- (3) If a person has given notice under this Rule, a Disciplinary Appeal Meeting must be convened by the Committee of Management as soon as practicable, but in any event no later than 21 days after the notice is received.

- (4) Notice of the Disciplinary Appeal Meeting must be given to each Voting Member as soon as practicable and must—
 - a) specify the date, time and place of the Disciplinary Appeal Meeting; and
 - b) state—
 - (i) the name of the person against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the Disciplinary Appeal Meeting, the Voting 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;
 - 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 Rule 25(1), the Voting Members present at the Disciplinary Appeal Meeting must vote by secret ballot on the question of whether the decision to reprimand, to suspend or expel the person should be upheld or revoked.
- (3) A Voting Member may not vote by proxy at the Disciplinary Appeal Meeting.
- (4) The decision reached by the Disciplinary Subcommittee pursuant to Rule 23 is upheld if no less than three quarters of the Voting Members at the Disciplinary Appeal Meeting vote in favour of that 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 under Division 2 of this Part until the disciplinary procedure has been completed.

- (3) If a Member has initiated a grievance procedure in respect of a dispute between the Member and the Club, the Club must not take disciplinary action against that Member until the grievance 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 or a mediator accredited by the Victorian Bar in accordance with the standards of the National Mediator Accreditation System (NMAS) administered by the Mediator Standards Board.
- (3) A mediator appointed by the Committee of Management may be a Member, a former Member of the Club or anyone else.
- (4) In appointing a mediator, the Committee of Management must satisfy itself that any potential appointee has no conflict of interest in the matter under consideration.

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - a) give each party a fair and equitable opportunity to be heard;
 - 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—
 - a. the annual report of the Committee of Management on the activities of the Club during the preceding Financial Year; and
 - b. 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 Members to the positions of the President, the Vice-President, the Treasurer, the Secretary and the Committee Members when those positions are vacant;
 - d) to appoint an Auditor to review or audit the financial statements of the Club in accordance with these Rules and the Act.
- (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, 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 a Special General 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 Rule 33(2) by at least 10% of the total number of Voting Members.
- (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 Voting 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 Voting 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 Voting Members making the request (or any one of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Voting 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 Voting 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 Voting Members convening the Special General 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;
 - b) indicate the general nature of each item of business to be considered at the meeting;
 - 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.
 - (iii) 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 General Meeting may be held and Members may take part by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- (2) For the purposes of this Part, a Member participating in a General Meeting as permitted under 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 Voting Members.
- (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, Voting Members under Rule 33—the meeting must be dissolved;
 - b) in any other case—
 - (iv) 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.

Note *If a meeting convened by, or at the request of, Voting 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 any Voting Members wish to have the business reconsidered at another Special General Meeting, those Voting Members must make a new request in accordance with 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 Voting 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 Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Voting Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting Rule 38(1), a General 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 General Meeting other than the business that remained unfinished when the General Meeting was first adjourned.
- (4) Notice of the adjournment of a General Meeting under this Rule is not required unless the General Meeting is adjourned for 14 days or more, in which case notice of the General 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 Rule 39(3), each Voting Member has one vote; and
 - b) Voting Members may vote personally; and
 - c) Voting 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 Simple 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 General Meeting, only Voting Members who were present at that General Meeting may vote.
- (4) This Rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Rule 25.

40 Special Resolutions

- (1) A Special Resolution is passed if not less than three quarters of the Voting Members present at the 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 Member from the Committee of Management;
or
- b) to alter these Rules, including changing the name or any of the purposes of the Club.

41 Determining whether resolution carried

(1)

- a) Subject to Rule 41(2), the Chair of a General Meeting shall determine whether a resolution is to be voted on by a show of hands by Voting Members present or in writing by a secret ballot.
- b) Subject to Rule 41(2) to 41(5), after the vote, the Chair shall declare that a resolution or Special Resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost

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

- (2) If a count (where votes are cast in writing) is demanded by three or more Voting Members on any question—
 - a) the count must be taken at the General Meeting in the manner determined by the Chair with a scrutineer appointed to conduct the count; and
 - b) the Chair must declare the result of the resolution or Special Resolution on the basis of the count.
- (3) A count demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chair.
- (5) If any Member present at the General Meeting demands that the vote of each Voting Member at the General Meeting (including any vote permitted to be made by proxy) be counted, then the Chair may not make a declaration under Rule 41(1)(b) unless those votes are counted.

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 General Meeting, any resolution or Special 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;
 - b) the financial statements submitted to the Members in accordance with Rule 31(3)b(ii);
 - c) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - d) 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 always 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 Members at General Meetings.
- (3) Subject to and in accordance with Rule 44, the Committee of Management delegates to the Executive, decisions relating to the day to day operation of the Club, urgent matters that require action to be taken before a meeting pursuant to Rule 64 can be convened, and any other matters referred to it by the Committee of Management in writing, except those powers that these Rules, By-laws or the Act must be exercised by Members at General Meetings.
- (4) The Committee of Management may also—
 - a) appoint and remove staff; and
 - b) establish subcommittees consisting of Members and with terms of reference it considers appropriate.
- (5) The President, or in the absence of the President, any member of the Committee of Management appointed by the President, is an *ex-officio* member of any subcommittees formed under this Rule, other than the selection subcommittee, and may attend and address the subcommittee but may not vote on issues considered by the subcommittee.

44 Delegation

- (1) The Committee of Management may delegate to a Committee Member, a Member of 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 at any time.
- (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 Committee Members, the number of which shall be 6, unless otherwise determined by Voting Members 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 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 and all Committee Members comply with the Act, these Rules, the By-laws and any other laws applicable to the operation of the Club.
- (3) Committee 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) Committee Members and former Committee Members must not make improper use of—
 - a) their position; or
 - b) information acquired by virtue of holding their position—to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (5) In addition to any duties imposed by these Rules, a Committee 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 association.

47 Chair of meetings

- (1) Subject to Rule 47(2), the President or, in the President's absence, the Vice-President is the Chair for any General Meetings and for any Committee Meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chair of the meeting must be—
 - a) in the case of a General Meeting—a Voting Member elected by the other Voting Members present; or
 - b) in the case of a Committee Meeting—a Committee Member elected by the other Committee Members present.

48 President

- (1) The President must, as far as is practicable —
 - a) represent the Club wherever official representation is required;
 - b) act as Chair of any General Meeting or Committee Meeting;
 - 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

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 and the minutes of any General Meeting and other books and documents;

- d) attend General Meetings and Committee Meetings of the Club unless granted leave by the Committee of Management;
 - e) ensure accurate recordings of the minutes and proceedings of all meetings referred to in Rule 50(2)(d);
 - f) conduct or delegate 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 the Act, these Rules or the By-laws.
- (3) The Secretary must give to the Registrar written notice in the approved form (as defined by the Act) 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;
 - b) ensure that all moneys received are paid into the account of the Club within 7 Business Days after receipt;
 - c) make any payments authorised by the Committee of Management or by a General Meeting from the Club's funds;
 - d) ensure cheques are signed, and EFT payments are authorised, by at least 2 Committee Members or other Members of any subcommittee to whom the Committee of Management has delegated this power.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Club are kept in accordance with the Act;
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee of Management prior to their submission at the Annual General Meeting.
- (3) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Club.

Division 3—Election of Committee Members and tenure of office

52 Who is eligible to be a Committee Member

A Member is eligible to be elected or appointed as a Committee Member if the Member—

- a) is of 18 years of age or more; and
- b) is a Voting Member.

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 under Rule 52 may—
 - a) nominate themselves; or
 - b) nominate another Member provided that Member has consented to such a nomination.
- (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 the President, Vice-President, Secretary and Treasurer

- (1) Elections for positions of President, Vice-President, Secretary and Treasurer shall be held in accordance with these Rules and any additional rules specified in the By-laws.
- (2) A Member may be elected to an Executive position notwithstanding their prior membership of the Executive.
- (3) On account of the two-year terms for members of the Executive specified in Rule 57, the positions of President and Treasurer shall, subject to Rule 54(5), be declared vacant and nominations called for election prior to the Annual General Meeting in one year and the positions of Vice-President and Secretary shall, subject to Rule 54(5), be declared vacant and nominations called for election prior to the following year's Annual General Meeting.
- (4) Any vacancies declared under this Rule shall only become effective at, and the incumbent Member shall continue to hold office until, the conclusion of the next Annual General Meeting.
- (5) If only one Member is nominated for a position, the returning officer must declare the nominated Member elected to the position.
- (6) If more than one Member is nominated, a secret ballot must be held in accordance with Rule 56.

55 Election of Ordinary Committee Members

- (1) Elections for positions of Ordinary Committee Members shall be held in accordance with these Rules and any additional rules specified in the By-laws.

- (2) On account of the two-year term specified in Rule 57, the positions of the Ordinary Committee Members who were elected at the previous Annual General Meeting shall not be vacated other than in accordance with these Rules. All other Ordinary Committee Member positions shall be declared vacant and nominations called to fill these positions in accordance with Rule 53.
- (3) Any vacancies declared under this Rule shall only become effective at, and the incumbent Member shall continue to hold office until, the conclusion of the next Annual General Meeting.
- (4) If all Ordinary Committee Members were elected at the previous Annual General Meeting, then half of those positions (determined randomly by lot at the Annual General Meeting) shall be declared vacant and an election for those positions shall be held in accordance with these Rules.
- (5) If the number of Members nominated to be Ordinary Committee Members is less than or equal to the number of Ordinary Committee Member positions specified in Rule 45, then the returning officer must declare each of those Members to be elected as Ordinary Committee Members.
- (6) If the number of Members nominated to be Ordinary Committee Members exceeds the number of Ordinary Committee Member positions specified in Rule 45, then a secret ballot must be held in accordance with Rule 56.

56 Ballots

- (1) If a secret ballot is required for the election for a position, it must be conducted in accordance with the requirements of the By-laws under this Constitution.
- (2) The Committee of Management must appoint a returning officer and deputy returning officer who is to be responsible for the conduct of the ballot.
- (3) Any returning officer appointed by the Committee of Management must not be a Member nominated for the position.
- (4) After determining the result of the secret ballot, the returning officer must pass the declaration of the result of the ballot in a sealed envelope to the Secretary who must announce the declared result of the ballot at the Annual General Meeting.

57 Term of office

- (1) The term of office for the President, Vice-President, Secretary, Treasurer and an Ordinary Member of the Committee of Management shall be two years.
- (2) The President, Vice-President, Secretary, Treasurer and an Ordinary Committee Member take office from the conclusion of the Annual General Meeting in which they are elected until the conclusion of the Annual General Meeting in the second calendar year after the Annual General meeting at which they were first elected.

- (3) The President, Vice-President, Secretary, Treasurer and an Ordinary Committee Member may be re-elected for up to four consecutive two-year terms.
- (4) Should there be no nominations for the President, Vice-President, Secretary, Treasurer or an Ordinary Committee Member position that has been declared vacant under Rule 53 for a Member that has served their four terms, that Member may be nominated to be re-elected for a further two year term.

58 Removal of a Committee Member

- (1) A General Meeting may—
 - a) by Special Resolution remove a Committee Member from office; and
 - b) elect an eligible Member 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 (not exceeding a reasonable length) and may request that the representations be provided to Members attending the General Meeting at which the Special Resolution is to be proposed.
- (3) The Secretary or the President must either give a copy of the representations to each Member at the General Meeting at which the Special Resolution is to be proposed or, if they are not so given, read out the representations at that meeting.

59 Vacation of office

- (1) A Committee Member may resign from the Committee of Management by written notice addressed to the Committee of Management.
- (2) A person ceases to be a Committee Member if they—
 - a) cease to be a Member; or
 - b) fail to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under Rule 71; or
 - c) in the case of the Secretary, cease to reside in Australia; or
 - d) otherwise cease to be a Committee Member by operation of section 78 of the Act.

60 Filling Ordinary Committee Member Vacancies

- (1) The Committee of Management may appoint an eligible Member to fill an Ordinary Committee Member position 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 of the appointment on the Notice Board of the Club.
- (3) Any appointments made in accordance with this Rule shall be effective until the expiration of the term of the position being filled, at which time the appointed position shall be rendered vacant for election purposes.
- (4) The time served by a Member in filling a vacancy on the Committee of Management in accordance with this Rule, shall not counted as part of the four term limit specified in Rule 57(3).
- (5) The Committee of Management or the Executive may continue to act despite any vacancy in its membership.

61 Vacancy in 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. That Member shall act as Secretary from the date of their appointment until the expiration of the Secretary's term of office.
- (2) Upon the appointment of a Member to the position of Secretary under this Rule, the Committee of Management must, within 14 days of the appointment, place a written notice of the appointment on the Notice Board of the Club.
- (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 Committee Meetings

- (1) The Committee of Management must hold Committee Meetings as many times as it deems necessary, but not less than 6 times in each Financial Year at the dates, times and places determined by the Committee Members.
- (2) The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members were elected.
- (3) Special Committee Meetings may be convened by the President or by any 4 Committee Members to consider urgent matters.

63 Notice of Committee Meetings

- (1) Notice of each Committee Meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Committee Meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) An agenda for the Committee Meeting shall be circulated prior to the meeting.
- (5) If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- (6) The only business that may be conducted at the special Committee Meeting is the business for which the meeting is convened.

64 Urgent meetings

- (1) In cases of urgency, a Committee 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 Member by the quickest means practicable.
- (2) Any resolution made at an urgent Committee Meeting must be passed by an Absolute Majority Resolution.
- (3) The only business that may be conducted at an urgent Committee Meeting is the business for which the meeting is convened.

65 Procedure and order of business

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

66 Use of technology

- (1) A Committee Meeting may be held by the use of technology that allows Committee Members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a Committee Member participating in a Committee Meeting as permitted under Rule 66(1) is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.

67 Quorum

- (1) No business may be conducted at a Committee Meeting unless a quorum is present.
- (2) The quorum for a Committee Meeting is the presence (in person or as allowed under Rule 66) of a majority of the Committee Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting—
 - a) in the case of a special Committee 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 Meeting, each Committee Member present at the meeting has one vote.
- (2) Unless otherwise specified in these Rules, a motion at a Committee Meeting is carried by a Simple Majority Resolution.
- (3) Rule 68(2) does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority Resolution.
- (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 Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the Committee Member's position and the nature and extent of that interest to the Committee.
- (2) The Committee Member—
 - a) must not be present while the matter is being considered at the Committee 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 Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - b) that the Committee Member has in common with all, or a substantial proportion of, the Members.
- (4) The Committee of Management must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
 - a) the name and position of the Member who has disclosed a material personal interest;
 - b) a description of the nature and extent of that interest; and
 - c) a management plan documenting actions required to mitigate the conflict.

Note: Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a Committee 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 Meeting.
- (2) The minutes must record the following—
 - a) the names of the Committee 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 Member a leave of absence from Committee Meetings for such period as it sees fit, but at no point exceeding 3 months.
- (2) The Committee of Management must not grant a leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee 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, competition and event fees, 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, 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 Members or 2 Members to whom such power is delegated by the Committee of Management in accordance with these Rules.
- (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 Rule 75(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 at the relevant Annual General Meeting; and
 - 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 always ensure that the Club has a current policy of insurance which is commonly known as a Directors and Officers liability insurance policy.
- (2) The Committee of Management must also always ensure 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 must 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.

PART 7—GENERAL MATTERS

77 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 Members;
 - c) the common seal must be kept in the custody of the Secretary.

78 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.*

79 Notice requirements

- (1) Any notice required to be given to a Member, the Secretary or a Committee 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) Rule 79(1) does not apply to notice given under Rule 64 with respect to urgent Committee Meetings.
- (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 Committee Member; 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.

80 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 Rule 80(2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee Meetings.
- (2) The Committee of Management may refuse to permit a Member to inspect records of the Club referred to in Rule 80(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 free of charge.
- (4) The requirement under Rule 80(3) are deemed to be satisfied if these Rules are published and accessible to Members and Applicants on the website of the Club or are displayed in the Club premises.
- (5) Subject to Rule 80(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.

81 Borrowing powers

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, upon such terms and

conditions and/or on such securities including disposition of Club property, as 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.

82 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.
- (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.

83 By-laws

- (1) By-laws to this Constitution shall 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.

84 Alteration of Rules

- (1) These Rules may only be altered by Special Resolution at a General Meeting.
- (2) An alteration of these Rules does not take effect unless and until it is approved by the Registrar, in accordance with section 50 of the Act.

PART 8—TRANSITIONAL ARRANGEMENTS

85 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) The Ordinary Members and Executive Members holding positions on the Committee of Management when this revised Constitution is approved, shall remain as members of the Committee of Management until the term for which they were elected expires.
- (3) At the first Annual General Meeting following the approval of this revised constitution, the President and the Treasurer shall be elected for a two year term (in accordance with Rule 54) and the Vice-President and the Secretary shall be elected for a one year term.
- (4) At the second Annual General Meeting following the approval of this revised Constitution, the Vice-President and the Secretary shall be elected for a two year term (in accordance with Rule 54).
- (5) From the date of the adoption of this revised Constitution, the first full Financial Year shall commence on the first 1 July after the date of the adoption.

SCHEDULE 1

The following is a listing of the Membership Categories for the Club and the relevant attributes of each.

See Rule 15 for Membership Categories and voting rights.

	Membership Category	Description of Membership Category
(1)	Bowling Member	<p>Bowling Members are those Members who can enjoy all the bowling and social benefits offered by the Club and are entitled to full use of the Club's facilities.</p> <p>Bowling Members may or may not be affiliated with Bowls Victoria and participate in bowls competitions conducted by Bowls Victoria.</p>
(2)	Life Member	<p>Life Members are those Members who are created in accordance with Rule 15(5) and can enjoy all the bowling and social benefits offered by the Club and are entitled to full use of the Club's facilities.</p> <p>Life Members may or may not be affiliated with Bowls Victoria and participate in bowls competitions conducted by Bowls Victoria.</p>
(3)	Long Term Member	<p>A Long Term Member is a Member of the Club who is a Bowling Member and who has been a Bowling Member of the Club for a cumulative period of no less than twenty (20) years as at the beginning of the Membership Year.</p>
(4)	Junior Member	<p>A person aged under the age of 18 years who applies for and is approved for membership of the Club in accordance with the Rules, is eligible to be a Junior Member.</p> <p>Junior Members are eligible to play bowls under the same conditions as Bowling Members.</p> <p>The minimum age for Junior members may be determined in the By-laws.</p>
(5)	Leave of Absence Member	<p>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.</p>

(6)	Social Member	<p>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. Social Members do not have any bowling entitlements.</p> <p>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.</p> <p>Social Members shall be entitled to attend any Annual General Meeting but are not entitled to vote.</p>
(7)	Honorary Member	<p>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.</p> <p>The Committee of Management may confer Honorary Membership on persons who support the Club and may revoke such Honorary Membership at any time.</p> <p>Honorary Members can enjoy the bowling and social benefits offered by the Club and are entitled to use of the Club's facilities.</p> <p>Honorary Members are not entitled to take part in any Annual General Meeting or Special General Meetings of the Club and are not entitled to vote.</p>