

Constitution

Toorak Burnside Bowling Club Inc

(Constitution as approved by general meeting of the Club on 2nd February, 2024)

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1. NAME OF INCORPORATED ASSOCIATION

The name of the incorporated association is Toorak Burnside Bowling Club Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

Act means the *Associations Incorporation Act 1985* (SA).

Ad Hoc Committee means a committee referred to in clause 24.1.2.

AGM means an annual general meeting of Members held in accordance with the Act.

Board means the Board of Management of the Club.

Board Appointed Board Member means a member of the Board appointed by the Board under clause 19.

Board Meeting means a meeting of the Board.

Board Member means an Elected Board Member or a Board Appointed Board Member.

Bowls Australia means Bowls Australia Limited (ACN 076 229 699).

Bowls SA means Bowls SA Incorporated (A37058), and where the context permits includes Metro Bowls.

Chair of the Meeting means, subject to this Constitution:

- (a) in respect of any General Meeting, the President; and
- (b) in respect of any Board Meeting, the Chairperson.

Chairperson means the person elected Chairperson under clause 22 from time to time.

Club means Toorak Burnside Bowling Club Incorporated (A21891).

Committee means an Ad Hoc Committee or a Standing Committee.

Constitution means this Constitution as amended from time to time.

Elected Board Member means, subject to this Constitution, a Member:

- (a) elected as a Board Member by the Club under clause 18; or
- (b) appointed as a Board Member by the Board under clause 21.

General Meeting means an AGM or a Special General Meeting.

Liabilities means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Life Member means a Member approved as a life member of the Club in accordance with clause 12 and **Life Membership** has a corresponding meaning.

Life Membership Policy means the life membership policy of the Club as varied by the Board from time to time.

Member means a member of the Club (including any Life Member) and **Membership** has a corresponding meaning.

Member Protection Policy means the member protection policy as issued by Bowls SA from time to time.

Metro Bowls means Metropolitan Bowls Association Incorporated (A43041).

Non-Voting Member means a person who is a supporter of the Club within a category established under clause 14.1 and **Non-Voting Membership** has a corresponding meaning.

Office Bearer means a person elected office bearer under clause 22 from time to time.

Officer means an officer of the Club within the meaning of the Act.

President means the person elected President of the Club under clause 23 from time to time.

Public Officer means a Public Officer of the Club as required by the Act.

Register means the register of Members established under clause 11.1.

Returning Officer means a person appointed by the Board as returning officer for the election of Board Members under clause 18.2 or of the President under clause 23.2.

Secretary means the person elected as Secretary under clause 22 from time to time.

Special General Meeting means a general meeting of Members other than an AGM.

Special Resolution means a resolution of Members passed at a General Meeting if:

- (a) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed by at least three quarters of the Members who vote on the resolution.

Standing Committee means a committee referred to in clause 24.1.3.

Treasurer means the person elected as Treasurer under clause 22 from time to time.

2.2 In this Constitution, unless the context otherwise requires:

2.2.1 headings do not affect interpretation;

- 2.2.2 singular includes plural and plural includes singular;
- 2.2.3 words of one gender include any gender;
- 2.2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it; and
- 2.2.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

3. OBJECTS AND PURPOSES

- 3.1 The objects and purposes of the Club are to:
 - 3.1.1 maintain and conduct a not for profit sporting club and to provide a clubhouse, bowling greens and other conveniences for the use and recreation of the Members and other supporters of the Club at such place or places as may be decided by the Members;
 - 3.1.2 promote such other objects as the Members may decide but always to have in mind the advancement and best interests of the game of bowls;
 - 3.1.3 affiliate with Bowls SA and any other organisation that may be desirable in the pursuit of these objects and purposes, and to comply with the Constitutions and rules of such organisations to the extent that is required by the Club to be an affiliate of these organisations; and
 - 3.1.4 pursue such other objects or purposes which are consistent with or ancillary to the above objects and purposes.
- 3.2 The assets and income of the Club must be applied exclusively to the promotion of its objects and purposes and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

4. POWERS

- 4.1 The Club has, subject to the Act and other applicable laws, the powers set out in Section 25 of the Act.
- 4.2 The Club may exercise the above powers as the Board determines necessary or convenient for, or in connection with, the attainment of the objects and purposes of the Club.

5. CLASSES OF MEMBERSHIP

- 5.1 Membership of the Club is open to individuals who support the objects and purposes of the Club.
- 5.2 The Club shall, in respect of bowling members, consist of such classes of membership as conform to the registration requirements of Bowls SA.

- 5.3 The Club may also, in respect of non-bowling members and visiting interstate and/or overseas bowlers, consist of such classes of membership as the Club deems appropriate.
- 5.4 The membership categories set out below must be registered with Bowls SA in accordance with these rules.
- 5.5 Persons registered in the following membership categories are Members for the purposes of this Constitution with full entitlements to the rights and benefits of Membership:

5.5.1 Full Members

- (a) Members with full registration will be conferred playing rights in accordance with the Constitution and by-laws for Bowls SA. The clearance rule will still apply.
- (b) Members with full registration must satisfy the requirements of clause 6 as part of their registration.

5.5.2 Life Members

- (a) Life Members will be considered by Bowls SA as fully registered members and as such will be conferred playing rights in accordance with the Constitution and by-laws of Bowls SA Constitution.
- (b) A Member must hold a Life Membership in accordance with and subject to clauses 12 and 13.

- 5.6 Persons registered in the following membership categories are Non-Voting Members for the purposes of this Constitution and are granted the rights and benefits as determined by the Board from time to time:

5.6.1 Junior Members

- (a) Junior members shall be persons under the age of eighteen (18) years as at July 1 in the year of registration.
- (b) Junior members registered with Bowls SA shall be conferred playing rights in accordance with the Constitution and by-laws of Bowls SA.
- (c) Junior members are Non-Voting Members in accordance with clause 14.

5.6.2 Restricted Players

- (a) Restricted players are bowlers whose playing category limits participation to casual or Night Owl competitions, or events specifically designated for restricted players.
- (b) Playing rights are conferred per the Constitution and by-laws for Bowls SA.
- (c) Restricted players are Non-Voting Members in accordance with clause 14.

5.6.3 Social Members

- (a) Social members may be admitted as non-bowling members of the Club and shall be entitled to such rights and privileges as the Board shall determine from time to time.
- (b) Social members are Non-Voting Members in accordance with clause 14.

6. MEMBERSHIP

- 6.1 Membership is open to individuals who support the objects and purposes of the Club.
- 6.2 An application for Membership must be:
 - 6.2.1 in writing and in the form determined by the Board;
 - 6.2.2 endorsed by a Member who has personal knowledge of the applicant and supported by another Member; and
 - 6.2.3 given to the President or Secretary who must post a copy of the application on the Club's notice board at least seven (7) days immediately preceding the day of election to Membership.
- 6.3 The Board determines whether an applicant may become a Member.
- 6.4 The Board is not required to give any reason for the rejection of an application for Membership.
- 6.5 If an application for Membership is accepted, the Club must:
 - 6.5.1 give written notice of the acceptance to the applicant;
 - 6.5.2 request payment of any amount owing for subscription fees under clause 7 (being a pro rata sum if so determined by the Board);
 - 6.5.3 upon payment of that amount:
 - (a) enter the applicant's name in the register of Members under clause 11; and
 - (b) allow the applicant the rights and benefits granted to Members, including the right to vote at any General Meeting.
- 6.6 If an application for Membership is rejected:
 - 6.6.1 the Club must give written notice of the rejection to the applicant; and
 - 6.6.2 the applicant is not entitled to make another application for Membership for at least 12 months from the date of the rejection of the application.

7. SUBSCRIPTIONS

- 7.1 A Member must, unless that person is a Life Member, pay to the Club an annual subscription fee for Membership.

- 7.2 Subject to clause 7.5, the subscription fees for Membership are determined by the Board from time to time.
- 7.3 The subscription fees for Membership are payable annually by 31 August or at any other time determined by the Board from time to time.
- 7.4 Any Member whose subscription fee is outstanding after 31 August ceases to be a Member. The Board may reinstate a person's Membership on any terms it thinks fit.
- 7.5 If the Board wishes to change the subscription fees under clause 7.2:
- 7.5.1 the proposed fee structure must be approved by the Members at the following AGM;
 - 7.5.2 if the Members do not approve the proposed fee structure at the AGM, the Board must revise and resubmit the proposed fee structure for approval at a Special General Meeting until such time as the proposed fee structure is approved by the Members;
 - 7.5.3 until the proposed fee structure is approved by the Members:
 - (a) the proposed fee structure will not be binding on the Members;
 - (b) the fee structure most recently approved by the Members will remain in force; and
 - (c) Members will still be required to pay their subscription fee in accordance with clause 7.3, however the amount paid will be subject to adjustment following approval of the proposed fee structure.

8. RESIGNATION

- 8.1 A Member:
- 8.1.1 may resign from Membership by giving written notice to the President or Secretary; and
 - 8.1.2 must notify the Secretary if that Member intends to transfer their registration with Bowls SA to another club.
- 8.2 A resigning Member is liable for any outstanding subscription fees falling due on or before the effective date of that Member's resignation. The Club may recover them as a debt due to the Club.
- 8.3 Where a Member has provided notice to the Secretary of their intention to transfer to another bowls club in accordance with clause 8.1.2, the Secretary:
- 8.3.1 must do all reasonable things required to complete any clearance procedures stipulated by Bowls SA; and
 - 8.3.2 is authorised to retain a copy of the clearance documentation for the records of the Club.

9. EXPULSION OF A MEMBER

- 9.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Club.
- 9.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 9.3 The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 9.4, Membership ceases 14 days after the Board communicates its determination to the Member.
- 9.4 The Member may appeal to a General Meeting against the expulsion. The Member must communicate to the Secretary the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 9.5 In the event of an appeal against the expulsion:
 - 9.5.1 the Member must be given an opportunity to put their case to the General Meeting by giving the Secretary a written statement for circulation to the Members (providing that the statement is under 1,000 words and, in the opinion of the Secretary, is not defamatory) and/or speaking to the motion at the meeting;
 - 9.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting. The vote at the General Meeting will be held by secret ballot unless the Board determines otherwise.

10. ABSENCE OF A MEMBER

Any Member contemplating absence for a period may, on application to the Board, be granted a leave of absence for a period not exceeding two years, subject to the payment of a fee as determined by the Board.

11. REGISTER OF MEMBERS

- 11.1 The Club must keep an up to date register of its Members listing in relation to each Member:
 - 11.1.1 the Member's name, address and contact number, if applicable;
 - 11.1.2 the Member's nominated addresses for notices to be sent to the Member by post, electronic mail and facsimile (if applicable);
 - 11.1.3 the date on which the Member's name is entered in the register;
 - 11.1.4 if the Member has been granted a leave of absence under clause 10, the period for which that Member has been granted the leave of absence; and
 - 11.1.5 the date on which the Member ceased being a Member.
- 11.2 It is the responsibility of the Secretary to ensure the register of Members is kept in accordance with this clause.

- 11.3 Members must notify the Secretary in writing of any changes to their address or any other contact details.

12. LIFE MEMBERS

- 12.1 A Member who has rendered special service or services to the Club may, on the recommendation of the Board at a General Meeting, be elected as a Life Member of the Club. In considering whether to recommend that a person is elected as a Life Member, the Board must consider whether that person has satisfied the criteria set out in the Life Membership Policy.
- 12.2 The nomination and election of a person as a Life Member must be in accordance with the requirements as set out in the Life Membership Policy.
- 12.3 A Life Member:
- 12.3.1 subject to clause 13.7, has full privileges of Membership and is entitled to vote at General Meetings;
 - 12.3.2 will not be required to pay the annual subscription fee contemplated by clause 7.1;
 - 12.3.3 must continue to satisfy any eligibility requirements of Bowls SA and Bowls Australia relating to their Membership.

13. FORFEITURE AND SUSPENSION OF LIFE MEMBERSHIP

- 13.1 Subject to giving a Life Member an opportunity to be heard or to make a written submission, the Board may resolve to revoke a Life Membership if:
- 13.1.1 a Life Member breaches any policy, by-laws or requirements of this Constitution; or
 - 13.1.2 the Board otherwise determines that the person is no longer a fit and proper person to hold a Life Membership, including but not limited to, a determination that the Life Member has brought the name of the Club into disrepute.
- 13.2 This provision will only be exercised in exceptional circumstances and will require the unanimous support of the Board to be enacted. As part of the deliberations, the Life Member concerned will be given an opportunity to respond and present their case for retention of their Life Membership status.
- 13.3 Particulars of the proposed reasons for revocation must be communicated to the Life Member at least one calendar month before the Board Meeting at which the matter will be determined. Notice to the Life Member in accordance with this clause 13.3 will be deemed to also be a notice of expulsion as a Member under clause 9.2 unless the Board resolves otherwise.
- 13.4 The Board must communicate its determination to the Life Member. In the event of an adverse determination the Life Membership will be revoked 14 days after the Board communicates its determination to the Life Member.
- 13.5 A resolution by the Board to revoke a Life Membership must be carried unanimously, save that if the person whose Life Membership may be revoked is also a Board Member, that person will not be entitled to vote on the resolution.

- 13.6 The revocation of a person's Life Membership will also result in the expulsion of that person as a Member. The expelled Member maintains the right to appeal against the expulsion as a Member (but not a Life Member) as provided for in clauses 9.4 and 9.5.
- 13.7 The Board may resolve to suspend a Life Membership if the Life Member serves notice on the Club, or otherwise obtains clearance from Bowls SA, for the participation by the Life Member in an MBA competition on behalf of another bowls club located in South Australia.
- 13.8 The Board may not suspend a Life Membership under clause 13.7 if the Life Member:
- 13.8.1 becomes a social or restricted member of another club in South Australia but does not apply to participate in an MBA competition on behalf of that club; or
 - 13.8.2 is registered with a club outside of South Australia, whether as a pennant player or otherwise.
- 13.9 For such time as a Life Membership is suspended, the affected Life Member will no longer have any of the privileges of Membership, including that they will not be entitled to vote at General Meetings.
- 13.10 The Board may resolve to lift a suspension and reinstate a Life Membership if the Board is satisfied that the reasons for the suspension are no longer in effect. The Board may require the affected Life Member to provide a submission in writing detailing the reasons for why the suspension should be lifted.

14. NON-VOTING MEMBERS

- 14.1 Subject to this clause 14, the Board may establish non-voting classes of membership on any terms the Board thinks fit, including without limitation patron or honorary members and the categories listed in clause 5.6.
- 14.2 The Board may make by-laws or policies concerning any class of Non-Voting Member.
- 14.3 A Non-Voting Member has the rights specified in clause 5.6 for the relevant class of Non-Voting Membership, and:
- 14.3.1 is not a Member for the purposes of this Constitution or the Act;
 - 14.3.2 will not have their details included in the Register, but the Club may maintain a register of Non-Voting Members containing such information as the Board deems appropriate; and
 - 14.3.3 may at the discretion of the Board:
 - (a) be given notice of General Meetings;
 - (b) attend and speak (but not vote) at General Meetings;
 - (c) receive financial reports of the Club when those are made available to Members.

15. FUNCTIONS AND POWERS OF THE BOARD

15.1 The affairs of the Club are to be governed exclusively by the Board. In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are within the objects and purposes of the Club, and are not by the Act or by this Constitution, required to be done by the Club in General Meeting.

15.2 The Board:

15.2.1 may by unanimous agreement from time to time:

- (a) make any by-laws, policies or other regulations that the Board considers appropriate for the efficient working of the Club, and
- (b) alter, amend or rescind the same as the occasion may require;

15.2.2 must:

- (a) keep a record of all by-laws, policies and regulations; and
- (b) make them available for inspection by the Members on reasonable request.

15.3 Subject to this Constitution, the Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.

15.4 The Board may interpret this Constitution and determine any matter relating to the affairs of the Club on which this Constitution is silent.

16. COMPOSITION OF THE BOARD

16.1 The Board comprises:

16.1.1 not less than five and no more than seven Elected Board Members;
and

16.1.2 not more than two Board Appointed Board Members.

16.2 Notwithstanding clause 16.1, while the number of Elected Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to appoint additional Elected Board Members under clause 21, but for no other purpose.

16.3 A person may be appointed or elected a Board Member only if such person:

16.3.1 is an individual over 18 years of age;

16.3.2 is otherwise qualified to hold office in accordance with the Act; and

16.3.3 has consented in writing to be a Board Member.

16.4 Every Elected Board Member, other than the Secretary, must be a Member.

16.5 The President may, but is not required to be, a Board Member.

16.6 The Board supports and encourages the ongoing contribution of women as Board Members and will use reasonable efforts to comply with the directions

from the Office for Recreation, Sport and Racing, as well as any future directions from Bowls SA or any other relevant body, regarding its composition. However, for any period during which the Board does not satisfy any minimum participation requirements, the Board will not be in breach of this Constitution or the Act and may continue to exercise the powers granted to it by this Constitution and the Act.

- 16.7 The Board at the adoption of this Constitution comprises the persons listed in Schedule 2 and such persons are to be treated as Elected Board Members or Board Appointed Board Members as set out above their respective names in Schedule 2.

17. RETIREMENT OF ELECTED BOARD MEMBERS

- 17.1 Subject to clause 17.3, half of the Elected Board Members must retire from office.
- 17.2 The Elected Board Members to retire at an AGM under clause 17 are:
- 17.2.1 those Elected Board Members appointed by the Board to fill a vacancy under clause 21 since the previous AGM; and
 - 17.2.2 those Elected Board Members who have been longest in office since their last election,
 - 17.2.3 and as between persons who became Elected Board Members on the same day, are to be determined by ballot (unless otherwise agreed amongst themselves).
- 17.3 If at the time of the retirement of any Elected Board Member under clause 17, the number of Elected Board Members is not a whole number, then the number of Elected Board Members to retire is to be rounded down to the nearest whole number.
- 17.4 A retiring Elected Board Member is eligible for re-election under clause 18.

18. ELECTION OF ELECTED BOARD MEMBERS

18.1 Election of Elected Board Members

Subject to clause 16, at each AGM the Club may elect Board Members under this clause 18.

18.2 Appointment of Returning Officer

The Board must appoint a returning officer in respect of each election of Board Members under this clause 18.

18.3 Nomination and scrutinising of candidates

- 18.3.1 A candidate not being a retired Elected Board Member is not eligible to stand for election under this clause 18 unless a Member (**proposer**) has proposed their nomination by delivering the nomination of that person to the President or Secretary. The nomination must be in a form approved by the Board and must be signed by the proposer and by the candidate to signify a willingness to stand for election.

- 18.3.2 The Club must give Members notice calling for Members to nominate candidates for election as an Elected Board Member not less than 42 days before the AGM.
- 18.3.3 Nominations for election close 18 days before the AGM.
- 18.3.4 A retiring Elected Board Member is deemed to nominate for re-election unless they advise the Returning Officer to the contrary in writing before nominations close.
- 18.3.5 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election under this Constitution. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Board.

18.4 **No contest between candidates**

If the number of accepted candidates for election is equal to or less than the maximum number of positions which could be filled at the AGM:

- 18.4.1 the AGM may appoint one or more candidates as an Elected Board Member by holding a secret ballot at the AGM for the appointment of each candidate;
- 18.4.2 the Club must include on or with the notice of the AGM:
 - (a) a notice:
 - (i) setting out the name of each candidate; and
 - (ii) stating that the AGM will vote separately on the appointment of each candidate as an Elected Board Member by secret ballot;
 - (b) ballot papers for the election of each candidate;
- 18.4.3 a Member may return a completed ballot:
 - (a) at the AGM; or
 - (b) to the Secretary or the Returning Officer prior to the AGM, in which case the vote will be counted as an absentee vote and treated in the same manner as a proxy vote under clause 35;
- 18.4.4 the Returning Officer is responsible for the conduct of the ballot in accordance with this clause 18.4 and any requirements determined by the Board from time to time;
- 18.4.5 the Chair of the Meeting must announce the results of each ballot at the AGM; and
- 18.4.6 in the event that a candidate is not elected, that position on the Board will become vacant.

18.5 Contest between candidates

If the number of accepted candidates for election is more than the number of positions on the Board that the Board has determined will be filled at the AGM:

- 18.5.1 the election of candidates as Elected Board Members is to be by a ballot carried out at the AGM;
- 18.5.2 the Club must include on or with the notice of the AGM a notice:
 - (a) setting out the name of each candidate; and
 - (b) stating that candidates will be elected by a ballot to be carried out at the AGM;
- 18.5.3 the Returning Officer must:
 - (a) prepare ballot papers for the election; and
 - (b) determine the order in which candidates appear on the ballot paper;
- 18.5.4 the Returning Officer is responsible for the conduct of the ballot in accordance with this clause 18.5 and any requirements determined by the Board from time to time; and
- 18.5.5 the Chair of the Meeting must announce the results of the ballot at the AGM.

19. APPOINTMENT OF BOARD APPOINTED BOARD MEMBERS

- 19.1 Subject to clause 16, the Board may at any time appoint Board Members under this clause 19 for a term of up to two years as determined by the Board.
- 19.2 The Board Appointed Board Members at the date of adoption of this Constitution, subject to this Constitution, hold office for the terms set out beside their respective names in Schedule 2.
- 19.3 A Board Appointed Board Member whose term of appointment expires is eligible for re-appointment.
- 19.4 In appointing or re-appointing any person as a Board Appointed Board Member, the Board must have proper regard to:
 - 19.4.1 the qualifications, skills, expertise and experience of that person;
 - 19.4.2 the qualifications, skills, expertise and experience of the incumbent Board Members;
 - 19.4.3 the desired mix of qualifications, skills, expertise and experience amongst Board Members as determined by the Board in light of the Club's objects and activities; and
 - 19.4.4 any other criteria or matter the Board determines relevant.

20. BOARD VACANCIES

The office of a Board Member becomes vacant if the Board Member:

- 20.1 reaches the end of their term of office;
- 20.2 dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
- 20.3 becomes disqualified from holding office under this Constitution or the Act;
- 20.4 resigns from office by notice in writing to the Chairperson or Secretary;
- 20.5 without the leave of the Board, is absent from three consecutive Board Meetings, or is absent from three Board Meetings in any 12 month period;
- 20.6 being an Elected Board Member:
 - 20.6.1 subject to clause 16.4, ceases to be a Member; or
 - 20.6.2 is removed from office by resolution of a General Meeting; or
- 20.7 being a Board Appointed Board Member, is removed from office by resolution of the Board.

21. CASUAL AND OTHER VACANCIES IN ELECTED BOARD MEMBERS

Subject to clause 16, the Board may at any time fill a casual or other vacancy in the office of Elected Board Members by appointing a Member to fill the vacancy. Any person so appointed:

- 21.1 holds office until the commencement of the next AGM; and
- 21.2 is to be treated as an Elected Board Member elected under clause 18 for all other purposes.

22. OFFICE BEARERS

22.1 Election of Office Bearers

- 22.1.1 At the first Board Meeting after each AGM the Board must elect a Chair of the Board, Secretary and Treasurer from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next AGM.
- 22.1.2 A retiring Office Bearer is eligible for re-election.
- 22.1.3 Nominations for election of Office Bearers are made in the manner determined by the Board.
- 22.1.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 22.1.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.

22.2 Vacation of office of Office Bearers

22.2.1 The office of an Office Bearer becomes vacant if the Office Bearer:

- (a) reaches the end of their term of such office;
- (b) resigns from such office by notice in writing to the Board;
- (c) is removed from such office by resolution of the Board; or
- (d) ceases to be a Board Member.

22.2.2 If a vacancy in the office of an Office Bearer occurs, the Board must promptly fill the vacancy by election from among their number.

22.3 Roles and responsibilities of Office Bearers

An Office Bearer must carry out the roles and responsibilities set out in this Constitution in respect of that Office Bearer, and such other roles and responsibilities as may be specified by the Board from time to time.

23. ELECTION OF PRESIDENT

23.1 Election of President

At each AGM the Members must elect the President of the Club under this clause 23.

23.2 Appointment of Returning Officer

The Board must appoint a returning officer in respect of the election of the President under this clause 23.

23.3 Nomination and scrutinising of candidates

23.3.1 A candidate is not eligible to stand for election as President under this clause 23 unless:

- (a) the candidate is a Member; and
- (b) another Member (**proposer**) has proposed their nomination by delivering the nomination of the candidate to the Secretary.

23.3.2 The nomination must be:

- (a) in a form approved by the Board;
- (b) signed by the proposer, a seconder (who must also be a Member) and by the candidate to signify a willingness to stand for election; and
- (c) delivered to the Secretary at least 18 days before the AGM at which the election is to take place.

23.3.3 The Club must give Members notice calling for Members to nominate candidates for election as President not less than 42 days before the AGM.

- 23.3.4 Nominations for elections close 18 days before the AGM.
- 23.3.5 A retiring President is deemed to nominate for re-election unless they advise the Returning Officer to the contrary in writing before nominations close.
- 23.3.6 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election under this Constitution. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Board.

23.4 No contest between candidates

If only one person is accepted as a candidate for election as President:

- 23.4.1 the AGM may appoint that person as President by passing a separate ordinary resolution at the AGM; and
- 23.4.2 the Club must include on or with the notice of the AGM a notice:
 - (a) setting out the name of the candidate; and
 - (b) stating that the AGM will vote on the appointment of the candidate as President by separate ordinary resolution.

23.5 Contest between candidates

If more than one person is accepted as a candidate for election as President:

- 23.5.1 the election of the President is to be by a ballot carried out at the AGM;
- 23.5.2 the Club must include on or with the notice of the AGM a notice:
 - (a) setting out the name of each candidate; and
 - (b) stating that candidates will be elected by a ballot to be carried out at the AGM;
- 23.5.3 the Returning Officer must:
 - (a) prepare ballot papers for the election; and
 - (b) determine the order in which candidates appear on the ballot paper;
- 23.5.4 the Returning Officer is responsible for the conduct of the ballot in accordance with this clause 23.5.4 and any requirements determined by the Board from time to time; and
- 23.5.5 the Chair of the Meeting must announce the results of the ballot at the AGM.

23.6 Failure to elect

If no person is elected President under this clause 23, the Chairperson will hold the office of President until the earlier of:

23.6.1 the election of another person as President at a Special General Meeting; or

23.6.2 the next AGM.

24. DELEGATIONS BY THE BOARD

24.1 The Board may delegate any of its powers (including the power to delegate) to:

24.1.1 a Board Member;

24.1.2 an ad hoc committee of Board Members and or other persons;

24.1.3 a standing committee of Board Members and or other persons;

24.1.4 an employee of the Club; or

24.1.5 any other person.

24.2 A delegation must be in writing.

24.3 The Board may revoke or vary a delegation.

24.4 A delegation does not derogate from the powers of the Board to act in any matter.

24.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

25. COMMITTEES

25.1 General

25.1.1 An Ad Hoc Committee may only operate for a period of up to 18 months as determined by the Board.

25.1.2 A Standing Committee operates for so long as the Board determines.

25.1.3 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Board.

25.1.4 All appointments and delegations to Standing Committees must be reviewed at the first Board Meeting held after each AGM.

25.1.5 The Board may remove and appoint replacement or new members of a Committee at any time.

25.1.6 The Board may appoint the Chairperson of a Committee and may remove that person and appoint another person as Chairperson at any time.

25.1.7 Rules about proceedings of Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.

25.1.8 All Committees must report on their activities to the Board at the times and in the manner determined by the Board.

26. VALIDATION OF ACTS

The acts of the Board, a Committee, an Officer or delegate of the Board are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.

27. PROCEEDINGS OF BOARD

27.1 Ordinary meetings

- 27.1.1 The Board should meet monthly, at a time, date and place fixed by the Board from time to time.
- 27.1.2 Notwithstanding clause 27.1.1, the Board will not be in breach of this Constitution if it fails to meet monthly but has met at least six times in the preceding 12-month period.

27.2 Notice

- 27.2.1 Except in the case of an emergency, at least five days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally or by letter, electronic mail or telephone, or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on five days' notice.
- 27.2.2 The Board may unanimously waive the notice requirement set out in clause 27.2.1.
- 27.2.3 The notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting. No business other than the business specified in the notice may be transacted at the meeting, unless otherwise unanimously agreed by all Board Members.

27.3 Quorum

- 27.3.1 The presence of a majority of Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.
- 27.3.2 Where a Board Member holds more than one office, that Board Member is only to be counted in the quorum once.

27.4 Voting

- 27.4.1 All matters for decision at a Board Meeting must be decided by a majority of votes of the Board Members present.
- 27.4.2 Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Chair of the Meeting who, in the case of an equality of votes, also has a casting vote.

27.5 Special meetings

Special Board Meetings may be convened by the Chairperson, or by direction of the Chairperson, or at the written request of three or more Board Members.

27.6 Chairing of meetings

- 27.6.1 Subject to clause 27.6.2, the Chairperson must preside at all Board Meetings.
- 27.6.2 If the Chairperson is absent, or is unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.
- 27.6.3 The Chair of the Meeting may determine any question about procedure at a Board Meeting.

27.7 Attendance other than Board Members

- 27.7.1 Unless the President is also a Board Member:
 - (a) they are not required to attend Board Meetings but may do so at any time; and
 - (b) at any such meetings at which the President is in attendance, the President is to be considered an observer only and is not entitled to vote nor to be included in the quorum for the meeting.
- 27.7.2 Others may attend a Board Meeting with the approval of the Board and recorded in the minutes of the meeting.

27.8 Meetings using technology

- 27.8.1 A Board Meeting may be held with one or more of the Board Members taking part by using any technology that allows Board Members to clearly and simultaneously communicate with each other participating Board Member.
- 27.8.2 A Board Member who participates in a Board Meeting held under clause 27.8.1 is taken to be present at the meeting.
- 27.8.3 A Board Meeting held under clause 27.8.1 is deemed to be held at a place determined by the Board, provided that at least one of the Board Members present at the meeting was at that place for the duration of the meeting.

27.9 Circulating resolutions

- 27.9.1 The Board Members may pass a resolution without a Board Meeting if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 27.9.2 Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 27.9.3 The resolution is passed when 100% of the Board Members have signed the document, which will be deemed to have been signed if a Board Member approves the contents of the document without change by email and the Board Member agrees to sign a copy of the document as soon as is reasonably practicable.

27.10 Pecuniary interests

27.10.1 A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Club, or in any other matter which is before the Board for discussion, must, as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.

27.10.2 Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Club, or in any other matter which is before the Board for discussion, that Board Member must not vote with respect to that contract or matter but may, subject to that Board Member complying with clause 27.10.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.

27.10.3 Clauses 27.10.1 and 27.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Club is established.

28. BOARD HONORARIUM AND EXPENSES

28.1 The Club must not pay the Board Members any honorarium unless otherwise determined by General Meeting.

28.2 The Club may reimburse a Board Member for extraordinary expenses properly incurred:

28.2.1 in attending a Board Meeting or meeting of a Committee;

28.2.2 in attending a General Meeting; or

28.2.3 otherwise in connection with the business of the Club.

29. CONVENING GENERAL MEETINGS

29.1 The Board may call a Special General Meeting at any time, and must call an AGM in accordance with the Act.

29.2 Within one month of the receipt of a written requisition from at least 20% of the Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.

29.3 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.

29.4 If the Board does not convene the Special General Meeting as required by clause 29.2, the requisitionists may convene it. It must be convened in the same manner as a General Meeting convened by the Board, and for this purpose, the Board must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive notice of the meeting. The reasonable expenses of convening and conducting the meeting must be paid by the Club.

30. GENERAL MEETINGS USING TECHNOLOGY

- 30.1 A General Meeting may be held with one or more Members taking part by using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- 30.2 Without limiting clause 30.1, a General Meeting may be held using any technology determined by the Board.
- 30.3 A Member who participates in a General Meeting held under this clause 30 is taken to be present at the meeting.
- 30.4 A General Meeting held under this clause 30 is deemed to be held at a place determined by the Board, provided that at least one of the Members present at the meeting was at that place for the duration of the meeting.

31. NOTICE OF GENERAL MEETINGS

- 31.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held, particulars of the nature and order of the business to be transacted at the meeting, and be affixed to a notice board inside the clubhouse.
- 31.2 For an AGM, the business to be transacted includes but is not limited to:
 - 31.2.1 reading of the notice convening the AGM;
 - 31.2.2 confirming the minutes from the previous AGM and any other General Meeting;
 - 31.2.3 presenting, considering and if considered appropriate by a majority of the Members present, adopting:
 - (a) the Club's annual report;
 - (b) the Club's financial statements; and
 - (c) any other reports considered appropriate by the Board;
 - 31.2.4 the appointment of auditors, unless such appointment is not required or is made by the Board;
 - 31.2.5 the election of Elected Board Members;
 - 31.2.6 the approval of the annual subscription fees for Membership;
 - 31.2.7 considering any motions submitted by a Member prior to the notice of AGM being given.
- 31.3 The accidental failure to give notice of a General Meeting to a Member, or the failure of a Member to receive the notice, does not invalidate the proceedings at the meeting.

32. QUORUM AT GENERAL MEETINGS

- 32.1 No business may be transacted at a General Meeting unless a quorum is present.

- 32.2 The quorum for a General Meeting is 20% of the Members present in person or by proxy.
- 32.3 If a quorum is not present within 15 minutes after the time appointed for the commencement of a General Meeting:
- 32.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;
- 32.3.2 in any other case, it is adjourned to the following week at the same time and place or to any other day, time and place determined by the Chair of the Meeting. If a quorum is not present within 30 minutes after the time appointed for the commencement of the resumed meeting, the meeting is dissolved.

33. PRESIDING AT GENERAL MEETINGS

33.1 Chairing of Meetings

- 33.1.1 Subject to clause 33.1.2, the President must preside at all General Meetings.
- 33.1.2 If the President is not present within 30 minutes after the time appointed for the commencement of a General Meeting, or is unable or unwilling to preside at the meeting, the following may preside at the meeting (in order of precedence): the Chairperson, a Board Member chosen by a majority of the Board Members present, the only Board Member present, a Member chosen by a majority of the Members present in person or by proxy.

33.2 Powers of Chair

- 33.2.1 The Chair of the Meeting:
- (a) has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;
 - (b) may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);
 - (c) may allow discussion of an item of business brought by a Member at the meeting, but must not allow for that matter to be voted on at that meeting;
 - (d) may require the adoption of any procedure which is in the Chair of the Meeting's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
 - (e) may terminate discussion or debate on any matter whenever the Chair of the Meeting considers it necessary or desirable for the proper conduct of the meeting.
- 33.2.2 The Chair of the Meeting may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:

- (a) the person refuses to permit examination of an article in the person's possession;
- (b) the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chair of the Meeting considers to be dangerous, offensive or liable to cause disruption; or
- (c) the Chair of the Meeting otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

33.2.3 The Chair of the Meeting may require a person at a General Meeting to establish to the satisfaction of the Chair of the Meeting that the person is a Member or the proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting at the meeting.

33.2.4 A decision by the Chair of the Meeting under this clause 33.2 is final.

34. ADJOURNMENTS

- 34.1 The Chair of the Meeting may adjourn a General Meeting to any place, date and time.
- 34.2 The Chair of the Meeting must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chair of the Meeting to do so. The Chair of the Meeting may adjourn the meeting to any place, date and time.
- 34.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given in the same manner as was given for the original meeting.
- 34.4 Only unfinished business may be transacted at a resumed meeting.

35. PROXIES AT GENERAL MEETINGS

- 35.1 A Member may appoint a proxy to vote in place of the Member at a General Meeting.
- 35.2 An appointment of a proxy is valid if it:
 - 35.2.1 is in the form of Schedule 1 or any other form determined by the Board;
 - 35.2.2 is signed by the Member making the appointment;
 - 35.2.3 contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meeting at which the appointment may be used; and
 - 35.2.4 is provided to the President or Secretary at least 24 hours before the time appointed for the commencement of the meeting or resumed meeting.
- 35.3 An appointment of a proxy may be a standing one.

- 35.4 An undated appointment of a proxy is to be taken to have been dated on the day it is given to the President or Secretary.
- 35.5 A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 35.6 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person, including the right to join in a demand for a poll and to vote on a show of hands or a poll.
- 35.7 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event:
- 35.7.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - 35.7.2 if the proxy is the Chair of the Meeting, the proxy must vote on a poll, and must vote that way; and
 - 35.7.3 if the proxy is not the Chair of the Meeting, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- 35.8 Even if the appointment specifies how the proxy must vote on a particular resolution at a General Meeting, the proxy may vote on:
- 35.8.1 an amendment to the resolution, a motion not to put the resolution or a similar motion; or
 - 35.8.2 a procedural motion, including a motion to elect the Chair of the Meeting, remove the Chair of the Meeting or adjourn the meeting.
- 35.9 A proxy's authority to speak and vote for a Member at a General Meeting is suspended while the Member is present at the meeting.
- 35.10 If a proxy is also a Member, this clause does not affect the way that the proxy may vote as a Member.

36. **VOTING AT GENERAL MEETINGS**

- 36.1 Subject to clause 35, at a General Meeting:
- 36.1.1 only Members or their properly appointed proxies may vote;
 - 36.1.2 each Member has one vote in relation to each resolution; and
 - 36.1.3 in the event of an equality of votes in relation to any resolution, the Chair of the Meeting has a deciding vote in addition to any vote that the Chair of the Meeting has as a Member or a proxy of a Member.
- 36.2 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting, and must be determined by the Chair of the Meeting whose decision is final.
- 36.3 At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.

- 36.4 On a show of hands, a declaration by the Chair of the Meeting is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chair of the Meeting nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 36.5 A poll (by public vote or secret ballot) may be demanded in relation to any proposed resolution by:
- 36.5.1 the Chair of the Meeting; or
 - 36.5.2 not less than three Members entitled to vote on the resolution.
- 36.6 A poll may only be demanded:
- 36.6.1 before a vote is taken;
 - 36.6.2 before the voting results on a show of hands are declared; or
 - 36.6.3 immediately after the voting result on a show of hands is declared.
- 36.7 A demand for a poll may be withdrawn.
- 36.8 A poll demanded on a matter other than the election of a Chair of the Meeting or the question of an adjournment at a General Meeting must be taken when and how the Chair of the Meeting directs. A poll on the election of a Chair of the Meeting or the question of an adjournment at a General Meeting must be taken immediately.
- 36.9 A demand for a poll does not prevent the General Meeting dealing with other business.
- 36.10 On a poll in relation to a resolution proposed at a General Meeting:
- 36.10.1 the Chair of the Meeting must conduct a formal count of the individual votes cast in favour of or against the resolution, as well as any abstentions;
 - 36.10.2 include the votes of proxies in the above count;
 - 36.10.3 announce the results of the poll to the meeting.

37. **MINUTES**

- 37.1 The Club must cause minutes of all proceedings of General Meetings and Board Meetings to be entered within one month after the relevant meeting in books or electronic records kept for that purpose.
- 37.2 The Club must cause those minutes to be:
- 37.2.1 confirmed by the Members or Board Members present at a subsequent meeting; and
 - 37.2.2 signed by the Chair of the Meeting of the meeting at which the proceedings took place or by the Chair of the Meeting of the meeting at which the minutes are confirmed.

- 37.3 Minutes that are so entered, confirmed and signed are, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minutes relate.
- 37.4 Where minutes have been so entered, confirmed and signed, they are, in the absence of proof to the contrary, evidence that:
- 37.4.1 the meeting to which the minutes relate was held;
 - 37.4.2 the proceedings that are recorded in the minutes occurred; and
 - 37.4.3 all appointments of Officers or auditors that are recorded in the minutes were validly made.

38. PUBLIC OFFICER

Unless otherwise determined by the Board, the Secretary (ex officio) is the Public Officer.

39. SPOKESPERSON

- 39.1 The President, or at the direction of the Board, the Chairperson or any other Board Member, acts as spokesperson for the Club.
- 39.2 The spokesperson must not make any statements to the media or otherwise make public statements except:
- 39.2.1 in accordance with the Club's by-laws, regulations or policies; or
 - 39.2.2 as otherwise directed by the Board.

40. FINANCE

- 40.1 All money received for the benefit of the Club is the property of the Club and, unless otherwise determined by the Board, must be deposited to the credit of the Club at a bank nominated from time to time by the Board.
- 40.2 Debts incurred by the Club in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by a person with the power to make such payments on behalf of the Club in accordance with relevant delegations made by the Board.
- 40.3 The Club must:
- 40.3.1 keep financial records as required by the Act; and
 - 40.3.2 prepare, distribute and lodge financial reports as required by the Act.
- 40.4 It is the responsibility of the Treasurer to:
- 40.4.1 ensure the Club's financial records are kept and maintained in accordance with the Act; and
 - 40.4.2 provide a copy of the Club's financial records to any Board Member on request.
- 40.5 The financial year of the Club is the 12 month period ending on 31 March each year, and where appropriate, allowing for broken periods:

40.5.1 commencing on the date of registration of the Club; and

40.5.2 ending on the date of deregistration of the Club.

41. AUDIT

If an audit of the Club's financial records is required by the Act:

41.1 the Board or an AGM must appoint an auditor;

41.2 the Board must cause the financial records of the Club to be audited by the auditor in accordance with the Act;

41.3 the auditor holds office from the time of appointment until the next AGM and is eligible for re-appointment; and

41.4 the remuneration of the auditor is fixed by the Board.

42. EXECUTION OF DOCUMENTS

42.1 Subject to any delegation of powers made by the Board, the Club may execute a document only if authorised by the Board.

42.2 The Club may execute a document (including a deed):

42.2.1 without using the seal of the Club if the document is signed by at least two Board Members; or

42.2.2 in any other way authorised by the Board.

43. SEAL AND SEAL HOLDERS

43.1 The Board must provide for the safe custody of the seal of the Club.

43.2 The seal may only be used by the authority of the Board.

43.3 The affixing of the seal to any document must be witnessed by at least one Board Member.

43.4 Any document to which the seal is affixed must be signed by the Board Member who witnessed the affixing of the seal, and countersigned by another Board Member or other person authorised by the Board.

43.5 It is the responsibility of the Secretary to ensure that the Club keeps a register listing the documents to which the seal has been affixed.

44. INDEMNITY

44.1 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Club against any Liabilities incurred in connection with that person's position as an Officer except a Liability:

44.1.1 owed to the Club;

44.1.2 that did not arise out of conduct in good faith;

44.1.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person

cannot be indemnified under any of the foregoing provisions of this clause; or

44.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.

44.2 For the purposes of clause 44.1:

44.2.1 **legal costs** means legal costs on a solicitor and own client basis; and

44.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.

44.3 The Club need not indemnify a person under clause 44.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.

44.4 Where a person seeks to rely on the indemnity contained in clause 44.1, that person must:

44.4.1 immediately notify the Club of any claim which gives rise to or could give rise to a Liability of the Club to that person under the indemnity;

44.4.2 permit the Club to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;

44.4.3 not make any admission without the prior written consent of the Club; and

44.4.4 promptly render all reasonable assurance and co-operation to the Club as requested by the Club.

44.5 The Club must make available for inspection by any person who is or has been an Officer the books and records of the Club at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:

44.5.1 to which the person is a party;

44.5.2 that the person proposes in good faith to bring; or

44.5.3 that the person has reason to believe will be brought against the person.

44.6 The obligations of the Club in respect of any person who is or has been an Officer under clause 44.5 cease on the expiry of seven years after that person ceases to be an Officer.

45. **INSURANCE**

45.1 Subject to the Act and clause 45.6, the Club must maintain at its cost a policy of insurance (**Insurance Policy**) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 44.1.1 to 44.1.4.

- 45.2 The Insurance Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.
- 45.3 The Club must not by any act or omission render the Insurance Policy void or voidable or otherwise vitiate the Insurance Policy.
- 45.4 The Club must promptly upon request by each person who is or has been an Officer, produce to them, a copy of the Insurance Policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Insurance Policy maintained in accordance with this clause.
- 45.5 The obligations of the Club in respect of any person who is or has been an Officer of the Club under this clause ceases on the expiry of seven years after that person ceases to be an Officer.
- 45.6 The Club will be deemed to have satisfied this clause 45 for such time that:
- 45.6.1 Bowls SA maintains one or more insurance policies for every person who is or has been an Officer of the Club; and
- 45.6.2 the Board is satisfied that the terms of the insurance policies referred to in clause 45.6.1 provide substantially the same coverage as the Insurance Policy contemplated in this clause 45.

46. LAWS OF THE SPORT OF BOWLS

The “Laws of the Sport of Bowls” as adopted from time to time by Bowls Australia and conducted in accordance with the rules and by-laws of Bowls SA apply as appropriate to all games played under the control of the Club.

47. DISPUTES AND SUGGESTIONS

- 47.1 All suggestions and complaints to be drawn to the attention of the Board must be made in writing to the Secretary, who will refer them to the Board for discussion at the next Board Meeting.
- 47.2 If any dispute or disagreement arises between Members concerning any matter relevant to the Club, it may be referred in writing to the Board by either party. The Board has the power to deal with such matters as it thinks necessary in a manner consistent with this Constitution.
- 47.3 A Member who is dissatisfied with the way in which the Board has dealt with their matter under clause 47.1 or 47.2 can access the Bowls SA dispute resolution process through their Member Protection Policy.

48. AMENDMENT OF CONSTITUTION

- 48.1 This Constitution may be amended, repealed or replaced by Special Resolution.
- 48.2 The Club must comply with all requirements of the Act to give effect to any amendment to this Constitution.
- 48.3 Subject to the Act, any amendment to this Constitution comes into operation from the date of adoption unless another date is specified in the motion approving the amendment.

- 48.4 The Secretary is directed to notify Bowls SA as soon as is reasonably practicable following the date of adoption of an amendment to this Constitution.

49. WINDING UP

- 49.1 Subject to clause 49.2, the Club may be wound up by Special Resolution in accordance with the Act.

- 49.2 In the case of a voluntary winding up or dissolution:

- 49.2.1 the Board must call a Special General Meeting for the purpose of the Members considering whether or not the Club should be wound up or dissolved;

- 49.2.2 at that meeting, a motion to wind up or dissolve the Club must be carried by an ordinary resolution of those Members present and entitled to vote;

- 49.2.3 if such a motion is carried the Board must call a second Special General Meeting:

- (a) not less than one month after the first-mentioned Special General Meeting;
- (b) at which the quorum shall be not less than half of all Members of the Club entitled to vote;
- (c) at which, a Special Resolution motion to confirm the winding up or dissolution of the Club must be passed; and

- 49.2.4 in the event that the second Special General Meeting is unable to be convened because of a lack of quorum, the Board must call a further Special General Meeting on the same terms as set out in clause 49.2.3, save that the general rules relating to quorum in clause 32 will apply.

- 49.3 If, upon dissolution of the Club, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting which has:

- 49.3.1 objects or purposes similar to those of the Club; and

- 49.3.2 rules which prohibit the distribution of its income among its members.

50. NOTICES TO MEMBERS

- 50.1 The Club may give a notice to a Member by:

- 50.1.1 hand delivering it to the Member personally; or

- 50.1.2 sending it by pre paid post or electronic mail or facsimile to an address of the Member specified in the register of Members.

- 50.2 A notice to a Member is deemed to be received:

- 50.2.1 if hand delivered, on delivery;

- 50.2.2 if sent by prepaid post, five days after posting;
- 50.2.3 if sent by electronic mail, at the time and on the day shown in the sender's electronic mail delivery report; or.
- 50.2.4 if sent by facsimile, at the time and on the day shown in the sender's transmission report.

Schedule 1 - Proxy

TOORAK BURNSIDE BOWLING CLUB INC PROXY

I
Name of Member

of
Address

being a Member of the Club

appoint
Name of proxy or office held

or if no person is named, the Chair of the meeting, as my proxy to vote on my behalf:

- ☐ at the General Meeting of the Club to be held at [date] and [time] and at any adjournment of that meeting;
- ☐ all General Meetings until revoked.

Direction to proxy

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box.

I direct my proxy to vote as follows:

Resolutions
Descriptions

☐ **For** ☐ **Against** ☐ **Abstain**

Date

Signed by in the
presence of:

.....
Signature of witness

.....
Signature of Member

.....
Name of witness (print)

Schedule 2 – Board Members

Elected Board Members

Vicki Feast

David Gamble

Sue Neale

Paul Addle

Carol Dean

David Manley

Board Appointed Board Members

Term of Office

