

Constitution

Date: 19 May 2020

Kangaroo Flat Bowls Club (Registration No. 10313)

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Constitution of Kangaroo Flat Bowls Club Inc.

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is **Kangaroo Flat Bowls Club Inc.** Registered Number A 10313 (hereafter referred to as “the Club”)

Note

Under section 23 of the Act, the name of the association and its registration number shall appear on all its business documents

2. PURPOSES OF THE CLUB

The Club is established solely for these purposes. The purposes of the Club are to:

- (a) conduct, encourage, promote, advance and administer Bowls throughout its local area;
- (b) act, at all times, on behalf of and in the interest of the Members and Bowls;

3. POWERS OF THE CLUB

3.1 Powers of the Club

- (a) Subject to the Act, the Club has power to do all things incidental or conducive to achieving its purposes
- (b) Without limiting sub-rule 3.1.(a), the Club may;
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) appoint agents to transact business on its behalf;
 - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Club may only exercise its power and use its income and assets (including any surplus) for its purposes.

3.2 Not for Profit Organisation

- (a) The Club shall not distribute any surplus, income or assets directly or indirectly to its members.
 - (b) Rule 3.2. (a) does not prevent the Club from paying a member;
 - (i) reimbursement for expenses properly incurred by the member; or
 - (ii) for goods or services provided by the member;
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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 shall 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 profit for its members.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic).

Absolute Majority means a majority of the Board Members currently holding office and entitled to vote (as distinct from a majority of Board Members present at a Board Meeting)

Affiliated Member means any person recognized as a member of the Club by the Board under rule 5.3. (a).

Annual General Meeting means a meeting of Members convened in accordance with rule 10

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 6

Appointed Director means a Director appointed under rule 11.4

Board of Management means the body consisting of the Chairperson, Executive Officer, and Directors under rule 11.2

Bowls means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by Bowls Australia or Bowls Victoria from time to time.

Bowls Australia means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.

Bowls Victoria means Bowls Victoria Incorporated, the governing body for Bowls in Victoria, or its successors.

By – Laws means any Club By-Laws approved by Members under rule 18.

Chairperson means the person elected by the members to chair the Board

Club means Kangaroo Flat Bowls Club Inc.

Constitution means this constitution of the Club.

Delegate means a person appointed by the Board to represent the Club at Bowls Victoria or other meetings.

Director means a member of the Board as an Elected Director

Director of Finance means the person elected by the members at the Annual general meeting and shall act as the Treasurer of the Club

Division means a cluster of Bowls clubs designated by Bowls Victoria, brought together for the purpose of organizing competition within its boundaries and to carry out any other functions defined by Bowls Victoria.

Elected Director means a Director elected under rule 12.

Executive Officer means the person elected by the members at the Annual General Meeting and shall act as the Secretary of the Club.

Financial Year means the year ending on 30th April.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 10.

Life Member means an individual elected as such under rule 5.7.

Region means an area of Victoria having boundaries as approved by Bowls Victoria

Register means the register of Members kept in accordance with rule 7.1.

Registrar means the Registrar of Incorporated Associations

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club.

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

World Bowls means World Bowls Limited, the international governing body for Bowls, or its successors.

4.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, 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 are for convenience only and shall not be used for interpretation, notes, and explanations;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary;
- (f) references to persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) 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); and
- (h) 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.

4.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II - MEMBERSHIP

5. MEMBERSHIP OF CLUB

5.1 Minimum number of Members

The Club shall have at least 5 Members.

5.2 Who is Eligible to be a Member

Any person who supports the purpose of the Club is eligible for membership.

5.3 Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Affiliated Members, who shall have the right to be present, debate and vote at General Meetings;
- (b) Life Members, as per the policy set out in the KFBC By-Laws, who shall have the right to be present, debate and vote at General Meetings
- (c) Social Members, who may attend General Meetings, but have no right to debate and vote;
- (d) Junior members, any member under the age of 18 years at the commencement of the new financial year, and have no right to debate and vote at General Meetings;
- (e) Honorary Members, who do not have the right to vote at General Meetings;
- (f) Dual Members, who do not have the right to vote at General Meetings;
- (g) Restricted Members, who shall have the right to be present, debate and vote at General Meetings;

5.4 Application for Membership – In All Categories

Subject to this Constitution or any procedures set by the Board, an application for membership as a Member shall be:

- (i) in writing in the form prescribed by the Board;
- (ii) may be accompanied by the appropriate joining fee; and
- (iii) lodged with the Executive Officer of the Board.

5.5 Consideration of the Application

The Board may, in its discretion, determine whether to approve or decline the application.

- (a) As soon as practicable after an application for membership is received, the Board shall decide by resolution whether to accept or reject the application

- (b) The Board shall notify the applicant in writing of its decision as soon as practicable after the decision is made
- (c) No reason needs to be given for the rejection of an application.

5.6 New Membership

- (a) If an application for membership is approved by the Board;
 - (i) the resolution to accept the membership shall be recorded in the minutes of the Board meeting; and
 - (ii) the Executive Officer shall as soon as practicable, enter the name and details of the new member, and the date of becoming a member, in the register of members
- (b) A person becomes a member of the Club and subject to rule 5.11 is entitled to exercise their rights of membership from the date, whichever is the later, on which;
 - (i) The Board approves the person's membership; or
 - (ii) The person pays the membership fee.

5.7 Life Members

Any person who shall have rendered special service or services to the Club may be granted Life membership by the Board as per the recommendation, policy, application, or process set out in the KFBC By- Laws under Life Members.

5.8 Renewal of Membership

All Members shall reapply for membership each Financial Year through the procedure set by the Board.

5.9 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

5.10 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution; and
 - (ii) they shall comply with and observe this Constitution and the By-Laws;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club;
 - (iv) this Constitution and By-Laws are necessary and reasonable for promoting the purposes of the Club; and
 - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Club and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;

- (ii) make proposals or submissions to the Board;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (iv) conduct any activity approved by the Club.
- (c) A right, privilege or obligation of a person by reason of their membership of the Club:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

5.11 General Rights of Members

- (a) A member of the Club who is entitled to vote has the right;
- (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (ii) to submit items of business for consideration at a general meeting; and
 - (iii) to attend and be heard at general meetings; and
 - (iv) to vote at a general meeting; and
 - (v) to have access to the minutes of general meetings and other documents of the Club as provided under rule 16.4; and
 - (vi) to inspect the register of members.
- (b) A Member is entitled to vote if;
- (i) the member is an affiliated member, life member or restricted member
 - (ii) the member's membership rights are not suspended for any reason.

5.12 Rights not Transferable

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

5.13 Ceasing Membership

- (a) The membership of a person ceases on resignation, expulsion or death
- (b) If a person ceases to be a member of the Club, the Executive Officer shall as soon as practicable, enter the date the person ceased to be a member in the register of members

5.14 Resigning as a Member

- (a) A member may resign by notice given to the club in accordance with Rule 16.3
- (b) A member is taken to have resigned if;
 - (i) A member's annual subscription is more than 6 months in arrears;
 - (ii) Where no annual subscription is payable;
 - a) The Executive Officer has made a written request to the member to confirm that he or she wishes to remain a member; and
 - b) The member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

5.15 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club and its property unless there is a legal obligation to do otherwise.

6. SUBSCRIPTIONS AND FEES

6.1 Annual Subscription and Fee on Joining

At each annual general meeting, the Board shall determine;

- (a) The amount of the annual subscription (if any) for the following financial year for each category, and a payment date which is to be no later than 6 months after the Annual General Meeting; and
- (b) The Club may determine that a lower annual subscription is payable by Junior Members.
- (c) The Board may determine that any new member who joins after the start of a financial year shall, for that financial year, pay a fee equal to;
 - (i) the full annual subscription; or
 - (ii) a pro rata annual subscription based on the remaining part of the financial year; or
 - (iii) a fixed amount determined by the Board.
- (d) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (e) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears in reference to rule 5.14. (b) (i) from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

7. REGISTER OF MEMBERS

7.1 Club to Keep Register of Members

The Club shall 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; an email address (if any);
 - (iii) the date of becoming a member;
 - (iv) the member's category;
 - (v) any other information determined by the Board; and
- (b) for each former Member, the date of ceasing to be a Member.

7.2 Inspection of Register

Any member may, at a reasonable time and free of charge, inspect the register of members as per rule 16.4

Note

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, Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

8. DISCIPLINARY ACTION

8.1 Grounds for Taking Disciplinary Action

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

- (a) has failed to comply with this Constitution or the By-Laws; or
- (b) refuses to support the purposes of the Club;
- (c) has engaged in conduct prejudicial to the Club; or
- (d) brought themselves, the Club, or another Member into disrepute

8.2 Disciplinary Subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board shall appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the disciplinary subcommittee;
 - (i) shall consist of 3 members, including at least 1 board member
 - (ii) others may be a member of the Club or anyone else; but
 - (iii) shall not be biased against, or in favour of, the member concerned.

8.3 Notice to Member

- (a) Before disciplinary action is taken against a member, the Club shall give written notice to the member
 - (i) stating that the Club proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (iv) advising the member that he or she may do one or both of the following—
 - a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (v) setting out the member's appeal rights under rule 8.5.
- (b) The notice shall be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

8.4 Decision of Disciplinary Subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee shall;
 - (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member. and
 - (iii) determine whether the alleged breach occurred
- (b) After complying with rule 8.4.(a), the disciplinary subcommittee may recommend to the Board that;
 - (i) take no further action against the member; or

- (ii) subject to rule 8.4. (c)
 - a) reprimand the member; or
 - b) suspend the membership rights of the member for a specified period; or
 - c) expel the member from the Club.
- (c) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

8.5 Appeal Rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Club under rule 8.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice shall be in writing and given;
 - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (ii) to the Executive Officer not later than 48 hours after the vote.
- (c) If a person has given notice under rule 8.5.(b), a disciplinary appeal meeting shall be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting shall be given to each member of the Club who is entitled to vote as soon as practicable and shall;
 - (i) specify the date, time and place of the meeting; and
 - (ii) state;
 - a) the name of the person against whom the disciplinary action has been taken; and
 - b) the grounds for taking that action; and
 - c) that at the disciplinary appeal meeting the members present shall vote on whether the decision to suspend or expel the person should be upheld or revoked.

8.6 Conduct of Disciplinary Appeal Subcommittee

- (a) At a disciplinary appeal meeting;
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Disciplinary Subcommittee shall state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled shall be given an opportunity to be heard.
- (b) After complying with rule (8.6.(ii)), the members present and entitled to vote at the meeting shall vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

9. GRIEVANCE PROCEDURE

9.1 Application

- (a) The grievance procedure set out in this Section applies to disputes under these Rules between;
 - (i) a member and another member;

- (ii) a member and the Board;
- (iii) a member and the Club.

(b) A member shall not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

9.2 Parties Shall Attempt to Resolve the Dispute

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

9.3 Appointment of Mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 9.2, the parties shall within 10 days;
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator shall be;
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement;
 - a) if the dispute is between a member and another member; a person appointed by the Board; or
 - b) if the dispute is between a member and the Board or the Club; a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Club but in any case, shall not be a person who;
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

9.4 Mediation Process

- (a) The mediator to the dispute, in conducting the mediation, shall—
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator shall not determine the dispute.

9.5 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 III- GENERAL MEETINGS

10. ANNUAL GENERAL MEETINGS

10.1 Annual General Meetings

- (a) The Board shall convene an annual general meeting of the Club to be held within 5 months after the end of each financial year of the Club.
- (b) The Chairperson shall chair each General Meeting of the Club. If the Chairperson is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson at the meeting

- (c) Despite rule (a), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (d) The Board may determine the date, time and place of the annual general meeting.
- (e) The ordinary business of the annual general meeting is as follows;
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider;
 - a) the annual report of the Board 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 Board in accordance with Part 7 of the Act;
 - (iii) to elect the members of the Board;
 - (iv) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (f) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

10.2 Special General Meetings

- (a) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Board may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 10.4 may be conducted at the meeting.

10.3 Special General Meeting Held at Request of Members

- (a) The Board shall convene a special general meeting if a request to do so is made in accordance with rule 10.3. (b) by at least 5% of the total number of voting members.
- (b) A request for a special general meeting shall;
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the members requesting the meeting; and
 - (iv) be given to the Executive Officer.
- (c) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members under rule 10.3. (c)
 - (i) shall be held within 3 months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Club shall reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 10.3. (c).

10.4 Notice of General Meetings

- (a) The Executive Officer (or, in the case of a special general meeting convened under rule 10.3.(c), the members convening the meeting) shall give to each member of the Club;
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice shall;

- (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed;
 - a) state in full the proposed resolution; and
 - b) state the intention to propose the resolution as a special resolution; and
 - (iv) comply with rule 10.5. (e).
- (c) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 8.5. (d) sets out the requirements for notice of a disciplinary appeal meeting.

10.5 Proxies

- (a) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) A Member entitled to vote can only have a maximum of 3 proxies for each General Meeting
- (c) The appointment of a proxy shall be in writing and signed by the member making the appointment.
- (d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (e) If the Board has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (f) Notice of a general meeting given to a member under rule 10.4 shall;
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (g) A form appointing a proxy shall be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (h) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

10.6 Use of Technology

- (a) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other. Email communication would not be accepted
- (b) For the purposes of this Part, a member participating in a general meeting as permitted under rule 10.6. (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

10.7 Quorum at General Meetings

- (a) No business may be conducted at a general meeting unless a quorum of members is present.
- (b) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 10.6) of 10% of the members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting;
 - (l) in the case of a meeting convened by, or at the request of, members under rule 10.3; the meeting shall be dissolved;

Note

If members wish to have the business reconsidered at another special meeting, the members shall make a new request under rule 10.3.

- (ii) in any other case;
 - a) the meeting shall be adjourned to a date not more than 21 days after the adjournment; and
 - b) notice of the date, time and place to which the meeting is adjourned shall be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 10.7. (c), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

10.8 Adjournment of General Meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting rule 10.8. (a), a meeting may be adjourned;
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) 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 Board at an annual general meeting.

- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting shall be given in accordance with rule 10.4.

10.9 Voting at General Meeting

- (a) On any question arising at a general meeting;
 - (i) subject to rule 10.9. (c), each member who is entitled to vote has one vote; and
 - (ii) members may vote personally or by proxy; and
 - (iii) except in the case of a special resolution, the question shall be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 8.6.

10.10 Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required;

- (a) to remove a Board Member from office;
- (b) to alter these rules, including changing the name or any of the purposes of the Club.

10.11 Determining Whether Resolution Carried

- (a) Subject to subsection (b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a 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 meeting is conclusive proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by three or more members on any question;
 - (i) the poll shall be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson shall declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment shall be taken immediately.
- (d) A poll demanded on any other question shall be taken before the close of the meeting at a time determined by the Chairperson.

10.12 Minutes of General Meeting

- (a) The Board shall ensure that minutes are taken and kept of each general meeting.
- (b) The minutes shall record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting shall include;
 - (i) the names of the members attending the meeting; and
 - (ii) proxy forms given to the Chairperson of the meeting under rule 10.5. (f); and
 - (iii) the financial statements submitted to the members in accordance with rule 10.1(e) (ii)
 - (iv) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (vi) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART IV – BOARD OF MANAGEMENT

11. BOARD

11.1 Powers of Board

- (a) The affairs of the Club shall be managed by or under direction of a Board
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club except those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting;

11.2 Composition of Board

- (a) The Board shall consist of:

- (i) Minimum of 4 maximum of 6 Elected Directors who shall be Members entitled to vote and who shall be elected in accordance with rule 12; The Board decides prior to the Annual General Meeting on the number of Directors to be elected
 - (ii) a Board Chairperson who shall be Members entitled to vote and who shall be elected in accordance with rule 12
 - (iii) an Executive Officer who shall be Members entitled to vote and who shall be elected in accordance with rule 12
 - (iv) Director of Finance who shall be Members entitled to vote and who shall be elected in accordance with rule 12
 - (v) up to two Appointed Directors who may be appointed by the Elected Directors in accordance with rule 11.4
- (b) The Board shall allocate portfolios to Directors

11.3 Elected Board Members

- (a) Subject to rule 12, each Elected Board Members shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of their term following their election as per rule 11.3.(b).
- (b) Each Board Member will have a term of two years in alternative session, concluding at the second AGM after their election of the board
- (c) The Chairperson and Executive Officer will have a term of two years in alternative session.
- (d) Board Members are eligible for re-election; other than the Chairperson, who may serve no more than two consecutive terms of two years, but shall be eligible for re-election as Chairperson of the Board following absence of not less than 12 months. However, he or she may be elected to the Board as a Director.

11.4 Appointed Directors

- (a) The Board may appoint up to two Appointed Directors. An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Bowls. The Appointed Director does not need to be an Affiliated Member.
- (b) The Appointed Director may be appointed by the Elected Board Members in accordance with the constitution for a term of one year.

11.5 General Duties

- (a) The Board is responsible for inducting new board members into the rules and By-Laws, as soon as practicable after being elected.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with these Rules.
- (c) Board members shall exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Board members shall exercise their powers and discharge their duties;
 - (i) in good faith in the best interests of the Club; and
 - (ii) for a proper purpose.
- (e) Board members and former Board members shall not make improper use of;
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position;

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

- (d) In addition to any duties imposed by these Rules, a board member shall perform any other duties imposed from time to time by resolution at a general meeting.

11.6 Chairperson

- (a) The Chairperson or, in the Chairperson's absence, a Director selected by the board members present, is the Chairperson, for any general meetings and for any board meetings

11.7 Executive Officer

- (a) The Executive Officer of the Club shall act as the Secretary and shall perform any duty or function as per the secretary duties under the Act of an incorporated club.

Example

Under the Act, the executive officer of an incorporated club is responsible for lodging documents of the Club with the Registrar

- (b) The Executive Officer shall;
- (i) maintain the register of members in accordance with rule 7.1
 - (ii) keep custody of the common seal (if any) of the Club and, except for the financial records referred to rule 15.3, all books, documents and securities of the Club in accordance with rules 16.1 and 16.4
 - (iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the Executive Officer by these rules
- (c) The Executive Officer shall give the registrar notice of his or her appointment within 14 days after the appointment.
- (d) If the position of Executive Officer becomes vacant, the Board shall appoint a person to the position within 14 days after the vacancy arises.
- (e) No members shall be elected to the position of Executive Officer if she or he does not reside within Australia. If a member elected to, and acting as Executive Officer ceases to reside in Australia, or gives notice in writing of their intention to so reside during their tenure of office, then that tenure shall be terminated.

11.8 Director of Finance

- (a) The Director of Finance shall;
- (i) Receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - (ii) Ensure all the moneys received are paid into the account of the Club as soon as practicable after the receipt of monies; and
 - (iii) Make any payments authorised by the Board or by the general meeting of the Club from the Club's funds; and
- (b) The Director of Finance shall;
- (i) Ensure that the financial records of the Club are kept in accordance with the Act;

- (ii) Coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the Annual General Meeting of the Club
- (c) The Director of Finance shall ensure that at least one other board member has access to the accounts and financial records of the Club

12. ELECTION OF BOARD MEMBERS

12.1 Election of Board Members

- (a) The Executive Officer shall call for nominations by placing the required nomination forms and position vacant on the Club Notice Board not less than 21 days before the election date and shall be prior to the expiration of the term of office of the retiring Elected Board Members
- (b) The Executive Officer shall notify all Members of the call for nominations in accordance with rule 16.3. This Notice is to be given prior to the placing of nomination forms on the Club Notice Board and at an appropriate time determined by the Board.
- (c) Candidates shall:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (d) Nominations of candidates for election as Elected Board members shall be:
 - (i) made in writing on the form provided by the Club from time to time (if any), signed by two Affiliated Members as nominees and accompanied by the written consent of the nominee. The candidate shall be an Affiliated Member, Life Member, or Restricted Member;
 - (ii) delivered to the Executive Officer or person nominated by the Board by the date specified on the call for nominations.
- (e) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (f) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under clause 12.3.
- (g) If the number of nominations exceeds the number of vacancies to be filled, a vote shall be conducted in accordance with 12.1 (g)
- (h) Voting can be conducted by either a show hands or a secret ballot as decided by the chairperson of the general meeting, or 3 voting members request a secret ballot.
- (i) Nominations of candidates for election as officers of the Board or as ordinary members of the Board: -
 - (i) Shall be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) Shall be delivered to the executive officer not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (j) The names of persons purposed for election as members of the Board of Management of the Club shall be displayed in a conspicuous place in the Club premises for not less than 5 days before the date of the election.

12.2 Ballot

- (a) If a ballot is required for the election for a position, the Chairperson of the meeting shall appoint a member to act as returning officer to conduct the ballot.
- (b) The returning officer shall not be a member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (d) The returning officer shall give a blank piece of paper to;
 - (i) each member present in person; and
 - (ii) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 3 other members, the member shall be given 4 ballot papers; one for the member and one each for the other members.

- (e) If the ballot is for a single position, the voter shall write on the ballot paper the name of the candidate for whom they wish to vote.
- (f) If the ballot is for more than one position;
 - (i) the voter shall write on the ballot paper the name of each candidate for whom they wish to vote;
 - (ii) the voter shall not write the names of more candidates than the number to be elected.
- (g) Ballot papers that do not comply with rule 12.2. (g) (ii) are not to be counted.
- (h) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (i) The returning officer shall declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (j) If the returning officer is unable to declare the result of an election under rule (i) because 2 or more candidates received the same number of votes, the returning officer shall;
 - (i) conduct a further election for the position in accordance with rules 12.2.(d) to (j) to decide which of those candidates is to be elected; or
 - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

12.3 Filling Casual Vacancy

- (a) The Board may appoint an eligible member of the Club to fill a position on the Board that;
 - (i) Has become vacant under rule 13.1; or
 - (ii) Was not filled by election at the last annual general meeting
- (b) If the position of Executive Officer becomes vacant, the Board shall appoint under rule 12.3 (a)
- (c) The Board may continue to act despite any vacancy in its membership.

13. VACATION OF OFFICE

13.1 Resignation of Board Member

A Board Member may resign from the Board by written notice addressed to the Board.

13.2 Cessation of Board Member

A person ceases to be a Board Member if he or she;

- (a) Ceases to be a member of the Club
- (b) Fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 14.10
- (c) Otherwise ceases to be a board member by operation of section 78 of the Act.

13.3 Removal of Board Member

- (a) The Club in a General Meeting may by Special Resolution remove any Board Member, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Board Members.
- (b) Where the Director to whom a proposed resolution referred to in rule 13.3(a) makes representations in writing to the Executive Officer or the Chairperson and requests that such representations be notified to the Members, the Executive Officer or the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

14. QUORUM AND PROCEDURE AT BOARD MEETINGS

14.1 Convening a Board Meeting

- (a) The Board shall meet at least 8 times in each year at the dates, times and places determined by the Board.
- (b) The date, time and place of the first board meeting shall be determined by the members of the Board as soon as practicable after the annual general meeting of the Club at which the members of the Board were elected.
- (c) Special board meetings may be convened by the Chairperson or by any 4 members of the Board.

14.2 Notice of Meetings

- (a) Notice of each Board Members meeting shall be given to each board member no later than 7 days before the date of the meeting.
- (b) Notice may be given of more than one board meeting at the same time.
- (c) The notice shall state the date, time and place of the meeting.
- (d) If a special board meeting is convened, the notice shall include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the special Board meeting is the business for which the meeting is convened.

14.3 Urgent Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 14.2 provided that as much notice as practicable is given to each board member by the quickest means practicable.

- (b) Any resolution made at the meeting shall be passed by a majority of the Board in attendance
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

14.4 Procedure and Order of Business

- (a) The procedure to be followed at a meeting of the Board shall be determined by the Board.
- (b) The order of business may be determined by the members present at the meeting.

14.5 Use of Technology

- (a) A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a board member participating in a board meeting as permitted under rule 14.5 (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

14.6 Quorum

- (a) The quorum for a board meeting is the presence in person or as allowed under rule 14.5. (b), of a majority of the board members holding office.
- (b) No business may be conducted at a board meeting unless a quorum is present.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting;
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting shall 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 shall be given in accordance with rule 14.2.

14.7 Voting

- (a) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (b) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (c) Rule 14.7. (b). does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

14.8 Conflict of Interest

- (a) A board member who has a material personal interest in a matter being considered at a board meeting shall disclose the nature and extent of that interest to the Board.
- (b) The member;
 - (i) shall not be present while the matter is being considered at the meeting; and
 - (ii) shall not vote on the matter.

Note

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

- (c) This rule does not apply to a material personal interest;

- (i) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
- (ii) that the member has in common with all, or a substantial proportion of, the members of the Club.

14.9 Minutes of Meeting

- (a) The Board shall ensure that minutes are taken and kept of each board meeting.
- (b) The minutes shall record the following—
 - (i) the names of the Board members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personal interest disclosed under rule 14.8

14.10 Leave of Absence

- (a) The Board may grant a board member leave of absence from board meetings for a period of up to 6 months.
- (b) The Board shall not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

15. FINANCIAL MATTERS

15.1 Source of Funds

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

15.2 Management of Funds.

- (a) The Club shall open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.
- (c) The Board may authorise the Director of Finance to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes, electronic funds and other negotiable instruments shall be authorised by 2 board members.
- (e) All funds of the Club shall be deposited into the financial account of the Club as soon as practicable after receipt of the monies
- (f) With the approval of the Board, the Director of Finance may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

15.3 Financial Records

- (a) The Club shall keep financial records that;
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Club shall retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Director of Finance shall keep in his or her custody, or under his or her control;
 - (i) the financial records for the current financial year; and

(ii) any other financial records as authorised by the Board.

15.4 Financial Statements

- (a) For each financial year, the Board shall ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (b) The requirements mentioned in paragraph (a) include;
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Board;
 - (iv) the submission of the financial statements to the annual general meeting of the Club;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee

15.5 Application of Income

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

16. GENERAL MATTERS

16.1 Common Seal

- (a) The Club may have a common seal.
- (b) If the Club has a common seal;
 - (i) the name of the Club shall appear in legible characters on the common seal;
 - (ii) a document may only be sealed with the common seal by the authority of the Board and the sealing shall be witnessed by the signatures of two board members;
 - (iii) the common seal shall be kept in the custody of the Executive Officer.

16.2 Registered Address

The registered address of the Club is;

- (i) the address determined from time to time by resolution of the Board; or
- (ii) if the Board has not determined an address to be the registered address—the postal address of the Executive Officer.

16.3 Notice Requirements

- (a) Any notice required to be given to a member or a board member under these Rules may be given;
 - (i) by handing the notice to the member personally; or
 - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (iii) by electronic transmission
 - (iv) an electronic notice is considered of having being sent unless a rejection notice has been received by the Club
 - (v) a notice by mail is considered to be received by Australian Post standards
- (b) Rule 16.3. (a) does not apply to notice given under rule 14.3.
- (c) Any notice required to be given to the Club or the Board may be given;

- (i) by handing the notice to a member of the Board; or
- (ii) by sending the notice by post to the registered address; or
- (iii) by leaving the notice at the registered address; or
- (iv) if the Board determines that it is appropriate in the circumstances;
 - a) by email to the email address of the Club or the Executive Officer

16.4 Custody and Inspection of Books and Records

- (a) Members may on request in writing inspect free of charge—
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) subject to rule 16.4. (b), the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.
- (b) The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (c) The Board shall on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to rule 16.4.(b), 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.
- (e) 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—

- (i) its membership records;
- (ii) its financial statements;
- (iii) its financial records;
- (iv) records and documents relating to transactions, dealings, business or property of the Club.

16.5 Winding Up and Cancellation

- (a) The Club may be wound up voluntarily by special resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club shall not be distributed to any members or former members of the Club.
- (c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets shall 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.
- (d) The body to which the surplus assets are to be given shall be decided by special resolution.

16.6 Alteration of Rules

These Rules may only be altered by special resolution of a special general meeting of the Club.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Club is taken to have adopted its own rules, not the model rules.

16.7 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board or the Executive Officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.
- (b) At any time, the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

16.8 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

16.9 Committees

- (a) As set out in rule 16.7, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit.
- (b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) A Board Member or the Executive Officer shall be ex-officio members of any committee so appointed.

16.10 Delegates of Clubs

- (a) The Board shall appoint Delegates to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Bowls Victoria meetings and Region and Division meetings.
- (b) The Club shall advise Bowls Victoria prior to a relevant meeting or event who its Delegates will be. If the Club does not provide notification to Bowls Victoria, the Chairperson and Executive Officer of the Club shall be deemed to be the Delegates.

16.11 Sale of Liquor

- (a) No liquor shall be sold or supplied to any person under the age of 18 years
- (b) Liquor shall only be supplied to members and honorary members in accordance to rule 16.11.(g) and to visitors in accordance with rule 16.11 (d)
- (c) No person under the age of 18 years shall serve behind the bar.
- (d) A visitor shall not be admitted to the Club's licensed premises unless such visitor is a guest in the company of a member of the club over the age of 18 years and shall have been introduced by that member and such visitors name appears in the club's visitors book opposite the members own name (written legibly) and club membership number (when applicable) on the day applicable

- (e) These rules preclude the payments or part payment to any Executive Officer, or other officer or servant of the club by way of commission or allowance from or upon the receipts of the club for liquor supplied.
- (f) The supply of liquor to the Club shall be under the control of the Board. The Board shall have the power and it shall be its duty to take such action as may be necessary to enforce and secure compliance by members and all other persons coming upon the club's premises with the rules of the club, and with conformity with the provisions of the Liquor Control Reform Act.
- (g) No liquor shall be sold or disposed of or consumed on the Club's premises except between the hours provided by any licence issued under the provisions of the Liquor Control Reform Act.

17. INDEMNITY

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

18. BY – LAWS

- (a) The Board may make By-Laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such By-Laws shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such By-Laws shall be available for inspection in the Club premises.
- (b) Amendments, alterations, interpretation or other changes to the By-Laws shall be advised to members by means of notice approved by the Board. Notices shall be binding upon all members.

Date: 13 July 2021

**BY-LAWS OF
KANGAROO FLAT
BOWLS CLUB INC.**

ADOPTED JULY 2021

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KANGAROO FLAT BOWLS CLUB INC.

BY – LAWS

1. Title

The Club shall be known as the Kangaroo Flat Bowls Club Incorporated.

2. Interpretation

These By-Laws shall be read in conjunction with the Constitution of the Kangaroo Flat Bowls Club Inc. adopted May 2020 and if there be any conflict with the Constitution, then the Constitution takes precedence.

3. Membership

3.1 Categories of Membership

The Club shall have the following categories of Member;

- (i) Affiliated Members, who shall have the right to be present, debate and vote at General Meetings.
- (ii) Life Members, who shall have the right to be present, debate and vote at General Meetings.
- (iii) Junior Members, who do not have the right to vote at General Meetings.
- (iv) Honorary Members, who do not have the right to vote at General Meetings.
- (v) Social Members, who do not have the right to vote at General Meetings.
- (vi) Dual Members, who do not have the right to vote at General Meetings.
- (vii) Restricted Members, who shall have the right to be present, debate and vote at general Meetings.

3.2 Affiliated Member

Affiliated Members are persons who have paid a full Club membership, and shall be eligible to vote at meetings and to hold office in the Club, and shall be entitled to all the privileges of the Club.

3.3 Life Members

- (a) Any person who shall have rendered outstanding service or services to the Club may be granted Life Membership by the BOM, with full privileges without payment of any Club Subscription, but are responsible for payment of any Affiliation fees.
- (b) A Life Member shall not be relieved of any other financial obligation other than the Annual Club subscription.
- (c) Members submitted for Life Membership should be of not less than fifteen years standing and have served the Club in an outstanding manner with diligence in carrying out their duties during that period.
- (d) Outstanding ability as a bowler does not fall within these criteria.
- (e) Any member may nominate another member, seconded by another, in writing for Life Membership of the Club which should be lodged with the Executive officer of the BOM. If the BOM approves the nomination the award shall be made at the Annual Presentation function

3.4 Restricted Members

Any person over the age of 18 years may be elected as a Restricted Member of the Club.

Restricted Members shall be entitled to all the privileges of the Club, including the right to hold office and to vote.

Restricted Members shall be entitled to practice on the Club greens when the greens are available for practice and to participate in social bowls at the Club, but shall not be entitled to enter or participate in any Club Championship events or Club Tournaments, Club Games (e.g. 100 up) or participate in pennant bowls.

Restricted Members shall pay an annual subscription, the amount to be fixed at the Club Annual General Meeting, such fee being not less than 50% of the annual subscription payable by "Affiliated Members".

3.5 Junior Members

(a) No person under the age of 18 years shall be admitted as a member other than as a Junior Member.

(b) Any person of good character aged not more than 18 years who is nominated and approved for Junior Membership of the Club in accordance with these Rules is eligible to be a Junior Member on payment of the nomination fee and Annual Subscription payable under these Rules.

(c) Junior Members shall not be entitled to purchase or consume liquor on the premises of the Club nor shall they be eligible to hold office or vote at any meeting of the Club, but shall be entitled to participate in such Bowls activities on the greens as the BOM shall determine.

(d) Junior Members (under 18 as at commencement of the Club's new financial year) shall pay a fee as set at the Annual General Meeting. The fee shall be not more than 50% of the full Club Membership fee.

3.6 Honorary Members

(a) Members of clubs affiliated with Bowls Australia or Bowls Victoria and Social Event players on the day of play, are deemed Honorary Members of the K.F.B.C. and therefore can be provided with liquor pursuant to Rule 16.11 of the Constitution (Sale of Liquor).

(b) Any member of any Bowls Club whose green is distant more than 20km from the Club premises may, on the introduction by a member of the Club, be elected by any two members of the BOM as an Honorary Member for a period not exceeding fourteen consecutive days without payment of any subscription, and the BOM shall have power to extend the period for a further fourteen consecutive days, if so desired, on conditions to be determined by the BOM.

(c) Honorary Members may be elected and the period of their membership fixed or extended by an Election Committee consisting of any two members of the BOM and the name and address of each Honorary Member, together with the name of the introducing member and the names of the members of the BOM by whom they are elected shall be entered in a book to be kept for that purpose, and the introducing member shall be responsible for the bona fides of the person introduced.

(d) The BOM shall have power to withdraw any or all privileges from Honorary Members, and Honorary Members are not and shall not be entitled to take part in any annual or special meeting nor vote upon any subject thereat. They shall not have any right, title or interest in or to any of the property of the Club.

(e) No person shall be allowed to become an Honorary Member of the Club or be relieved of the payment of subscription or other financial obligations, except as provided for by these By-Laws.

(f) The Hirer of Clubrooms (for Social Events) and their guest on the day are deemed Honorary Members of the K.F.B.C. and therefore can be provided with liquor-pursuant to Rule 16.11 of the Constitution (Sale of Liquor).

3.7 Social Members

(a) Any person over the age of 18 years may be elected as a Social Member of the Club.

(b) Social Members shall be entitled to all the privileges of the Club other than the right to vote or to hold office or to take part in bowling on the Club green.

(c) Subject to the provisions of By-Law 5 Social Members shall pay an annual subscription, the amount being fixed by the annual General Meeting.

3.8 Dual Members

- (a) Any person who is a member of another Bowling Club may be elected as a Dual Member of the Club.
- (b) Dual Members shall be entitled to all the privileges of the Club other than the right to vote or to hold office, or enter any Club championship event
- (c) Dual Members shall pay an annual subscription; the amount being fixed at the Annual General Meeting. That fee shall be not less than 50% of the Club Affiliated Member subscription

4. Application for Membership in All Categories

- (a) An application for membership;
 - (i) shall be in writing in the form prescribed by the BOM, and signed by the applicant;
 - (ii) must be signed by a nominator and seconder who must be voting members.
 - (iii) may be accompanied by the appropriate joining fee, if any;
 - (iv) shall be lodged with the Executive Officer of the BOM.

- (b) As soon as is practicable after the receipt of an application the Executive Officer shall post notice of its receipt on the notice board, for at least seven days prior to the BOM's meeting.
- (c) All Applications for Membership shall be submitted to the BOM
- (d) Members shall be approved by the BOM;
 - (i) three adverse votes shall reject the application for membership.
 - (ii) the decision of the BOM as to whether any application has been approved or not shall be final.

- (e) Upon an application being approved by the BOM, the Executive Officer shall, with as little delay as possible, notify the applicant in writing that they have been approved for membership of the Club and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (f) The Executive Officer shall upon payment of the amounts referred to in sub-clause 4.(e) within the period referred to in that sub clause, enter the application's name in the register of members kept by the Executive Officer and, upon the name being so entered, the applicant becomes a member of the Club.
- (g) If a newly approved member fails to pay their subscription within 28 days after notification of their approval to membership, their membership shall be voided unless they justify the delay to the satisfaction of the BOM.
- (h) The payment of the subscription or using the Club's property shall imply a member's acquiescence in the Constitution and By-Laws of the Club.
- ~~(i) If the BOM rejects the application, it shall return any money accompanying the application to the applicant.~~
- (j) Any person whose application for membership is rejected under By-Law 4(d) or whose nomination is voided under By-Law 4(g) shall not again be nominated for a period of at least six months from the date of the rejection or voidance of membership.
- (k) No reason needs to be given for the rejection of an application for membership.

5. Nomination and Membership Fees

- (a) The nomination fee for new members shall be recommended by the BOM to the Annual General Meeting. The Nomination Fee will form part of the subscription. If the application for membership has been rejected, the nomination fee will not be reimbursed.
- (b) Any member transferring to another class of membership shall pay the difference between the fees for the respective membership classes where a higher fee is applicable.
- (c) A defined annual subscription of not less than \$10 for any particular class of member shall be fixed from year to year and recommended by the BOM to the Annual General Meeting then approved with alteration (if any) by the members at that meeting. Such fees shall be due and payable immediately after being fixed at such Annual General Meeting.
- (d) If a member joins after the 1st day of November in any year the subscription for the then remaining portion of the year shall be fixed at the discretion of the BOM.
- (e) The BOM is empowered to prevent any member whose subscription is in arrears from exercising the whole or any of the privileges of the Club.

(f) If any member fails to pay the Annual Subscription within three (3) months of the commencement of the Club's financial year in any year their membership shall thenceforth cease but should a sufficient explanation be made to the BOM it shall have the power to restore their name to the register upon payment of the amount due.

(g) Should any member of the Club from any cause whatsoever cease to be a member for one or more years they may be re-admitted without paying back subscriptions, upon submission of a completed application form, provided a majority of the BOM consent thereto.

(h) Any member contemplating absence for a period may on application to the BOM be granted leave of absence for a period not exceeding two years.

6. Renewal of Membership

All Members shall renew their membership each year on the form distributed to them following the Annual General Meeting at which the fees are set.

7. Clearances

All Applications for a clearance shall be submitted to the Executive Officer of the BOM.

8. Liability of Members

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

9. Annual General Meeting

The Annual General Meeting shall be held within 5 months after the end of each financial year being the 30th of April.

The ordinary business of the Annual General Meeting shall be: -

(a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

(b) to receive from the BOM the Annual report upon the transactions of the Club during the last preceding financial year;

(c) to receive and consider the financial statement submitted by the Club in accordance with the Act;

(d) to elect the officers and Directors of the BOM;

(e) to elect Auditors;

(f) to elect selection committees and match committees for weekend and midweek pennants. Thereafter all other sub-committees to be appointed by the appropriate director, subject to BOM approval.

(g) to fix the amount of Annual Subscriptions and all other fees;

(h) to transact any other business affecting the interest and welfare of the Club, of which due notice has been given according to the Constitution.

10. Meetings

The Annual General Meeting shall be held in addition to any other General Meetings that may be held in the same year or any Special General Meetings held pursuant to Rules 10.2 or 10.3 of the Constitution.

11. Board of Management - Structure

11.1 The Board of Management shall consist of;

(a) Chairperson

(b) Executive Officer

(c) Director of Finance

(d) Director of Administration and Marketing

(e) Director of Infrastructure and Services

(f) Director Food and Beverage

- (g) Director of Midweek Pennant
- (h) Director of Weekend Pennant

11.2 Allocation of Duties

The BOM is responsible for allocating duties to each of the Officers and Directors of the BOM in addition to those duties imposed by the Act. The BOM must ensure Position Descriptions are prepared for each Officer and Director.

The BOM shall provide a KFBC organisation chart, which specifies the main duties of each member of the BOM.

The Position Descriptions shall detail each Member's duties, responsibilities and reporting lines. The BOM shall review the Organisation Chart and Position Descriptions at least every two years and ensure these documents are available to Members.

11.3 Board of Management Executive and Deputy Chairperson

- (a) The BOM Executive will consist of the Chairperson, Executive Officer and the Director of Finance. If the Chairman is unable to preside at any BOM or Special Meeting the BOM will elect a Deputy Chairperson to act as Chairperson for that Meeting.
- (b) Where the BOM is unable to meet to discuss an urgent matter, the Executive can make a decision and have that decision ratified at next BOM Meeting.

11.4 Chairperson

In addition to any responsibilities imposed on the Chairperson by the Constitution, he or she shall preside at the Club's Annual General Meeting, at all Special General Meeting and at all BOM meetings. the Chairperson shall preside at all BOM meetings and Club Special General meetings, the Chairperson shall regulate and keep order in all proceedings, and carry into effect the Rules and By-Laws of the Club, and shall be responsible for duties as defined in their Position Description.

11.5 Executive Officer

The Executive Officer of the BOM: -

- (a) shall be the Secretary of the Club;
- (b) shall carry out the duties formerly carried out by the Public Officer under the provisions of the Incorporated Associations Reform Act 2012;
- (c) shall keep minutes of the resolutions and proceedings of each General Meeting and each BOM Meeting in books provided for this purpose together with a record of the names of persons present at BOM Meetings;
- (d) shall conduct all correspondence in connection with the general business of the Club;
- (e) shall prepare for submission to the Annual General Meeting the report of the BOM on the activities of the Club during the year;
- (f) shall in any other respect carry out the duties usually associated with the office of Secretary;
- (g) shall keep in their custody or under their control all books, documents and securities of the Club, except as otherwise provided in the Constitution and By-Laws;
- (h) display the minutes of each BOM Meeting on the notice board of the Club;
- (i) shall maintain the register of members; and
- (j) shall be responsible for duties as defined in their Position Description.

11.6 Director of Finance

The Director of Finance:

- (a) shall collect and receive all moneys due to the Club;
- (b) shall make any payments authorised by the BOM or by the general meeting of the Club from the Club's funds;

- (c) shall keep correct accounts and books showing the financial affairs of the Club with the particulars usually shown in books of a like nature and full details of all income and expenditure connected with the activities of the Club;
- (d) shall ensure that all the moneys received are paid into the account of the Club as soon as practicable after the receipt of such monies;
- (e) shall co-ordinate the preparation of the financial statements and their certification by the BOM prior to their submission to the Annual General meeting of the Club
- (f) shall submit a statement of cash transactions and of the financial position of the Club, including bank balances, at each ordinary meeting of the BOM.
- (g) The Director of Finance will be Chairperson of the Finance Sub-committee and will be responsible for appointment of up to 4 additional members subject to BOM approval. The Director of Finance will provide Terms of Reference for the Sub Committee for BOM approval.
- (h) shall be responsible for duties as defined in their Position Description

The accounts and books shall be available for inspection by members as required under rule 16.4 of the Club Constitution.

11.7 Director of Administration and Marketing

The Director of Administration and Marketing shall be responsible for duties as defined in their Position Description

11.8 Director of Infrastructure and Services

The Director of Infrastructure shall be responsible for duties as defined in their Position Description.

11.9 Director of Food and Beverage

The Director of Food and Beverage shall be responsible for duties as defined in their Position Description

11.10 Director of Weekend and Midweek Pennant

The Directors shall be responsible for their Selection & Match Committees and the additional duties as defined in their respective Position Descriptions.

12. Sub-Committees and Club Officers

- (a) Directors may appoint any Sub-Committee(s) and Chairperson(s) to be responsible for the implementation and operation of any of the Directors responsibilities subject to having the members and Terms of Reference approved by the BOM.
- (b) Directors may appoint member(s) of the Club to be responsible for the implementation and operation of any of the Director's responsibilities subject to having the member(s) and appropriate Position Description approved by the BOM.

Members of Sub-Committee(s) of the Club shall be Members of the Club including Junior and social members.

13 Board of Management

Frequency of meetings - The BOM should meet monthly but shall hold not less than 8 meetings each year at the dates, times, and places determined by the BOM.

14. Board of Management Reports

Each Director of the BOM shall provide a written report to the Executive Officer of the BOM prior to each regular meeting of the BOM. These reports should be copied to other Members of the BOM and be presented 5 working days prior to the BOM meeting date.

15. Tenure of Office

- (a) Subject to Constitution rule 11.3, each Elected BOM Members shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion to their term following their election as per rule 12.1. of the KFBC Constitution.

- (b) Each BOM Member will have a term of two years in alternative session, concluding at the second AGM after their election to the BOM
- (c) The Chairperson and Executive Officer will have a term of two years in alternative session.
- (d) BOM Members are eligible for re-election, other than the Chairperson who may serve no more than two consecutive terms of two years, but shall be eligible for re-election as Chairperson of the Board following an absence of not less than 12 months, however he or she may be elected to the Board as a Director.

16. Club Delegates

- 16.1 The BOM may delegate a financial member to represent the Kangaroo Flat Bowls Club with the Kangaroo Flat Sports Club
- 16.2 The Director of Weekend and Midweek Pennant may delegate a financial member to represent the KFBC with Bendigo Bowls Division

17. Control of Finance

- (a) Sponsorship - All sponsorship monies received shall be allocated by the BOM, unless specified for a particular event.
- (b) Accounts held by the BOM shall be dealt with as stated in the Constitution Rule 15.
- (c) All cheques, drafts, bills of exchange, promissory notes, electronic funds and other negotiable instruments shall be authorised by 2 BOM members.
- (d) Each of the Directors of the BOM shall submit to the Director of Finance their proposed budgets not later than one month after the annual general meeting of the Club.
- (e) The Finance Committee develops a budget for each Section of the Club in conjunction with the Directors. These budgets are utilised by the Finance Committee to develop a KFBC Budget for the financial year which will be submitted to the BOM for consideration/approval.
- (f) Following receipt of the budget proposals the Director of Finance will prepare and submit to the BOM within 21 days a proposed Club budget for the full financial year.
- (g) Any Money collected by the Committees shall be forwarded to the Club Director of Finance without delay.

18. Match Committees

- (a) Match Committees for weekend and midweek pennant comprising at least five financial members each shall be elected by the members at the Annual General Meeting.
- (b) The Chairperson shall be elected by each Match Committee.
- (c) The duties of the Match Committees shall be: -
 - (i) to arrange the fixture programme for the season after liaison between the 2 Directors and subject to approval by the BOM;
 - (ii) to arrange teams for, and control all fixtures;
 - (iii) to make the draw and determine handicaps for competitions.
- (d) All games to be played in connection with any event arranged by the Match Committees shall be played on the specified date and time. All games must be played within the time prescribed for the conclusion of the event.
- (e) In all competitions, the date of the round or rounds and finals to be played shall be placed on the draw sheet. Should the players not complete these rounds or final by the fixed date, both players may be eliminated from the competition by the Match Committee. Notwithstanding this rule, either player may appeal to the Match Committee. The Match Committee's decision shall be final.
- (f) In the event of any member or members of the Match Committee vacating their position for any reason whatsoever, then such vacancy or vacancies shall be filled by another financial member or members to be appointed by the Committee.
- (g) The Match Committee shall have power to co-opt any financial member to assist in conducting tournaments, but a final decision on any matter within its duties shall rest entirely with the Match Committee.

19. Selection Committees

- (a) Selection Committees for weekend and midweek pennant, each comprising five financial members shall be elected by the members at the Annual General Meeting.
- (b) The Chairpersons shall be elected by the members elected to the selection committees.
- (c) The selection committees will select all sides to represent the Club in pennant and all other official inter club matches.
- (d) In the event of a casual vacancy occurring on the Selection Committees, the Committees shall appoint a financial member to fill such vacancy.
- (e) The Selection Committees shall have power to co-opt any financial member to assist in its duties but a final decision on any matter within its duties shall rest entirely with the Selection Committees.

20. Colours of the Club

The Colours of the Club shall be Green and White.

Bowlers representing the Club in Championship events shall wear the current Club uniform.

21. Employees

Any employee of the Club shall be appointed by the BOM under such conditions as decided by the BOM in each individual case.

22. Liquor Licence

The BOM shall be responsible to meet all conditions of the liquor licence, and ensure payment of fees.

- (a) The Licensee shall report to the BOM. If the Licensee is the Club then the director of Food & Beverage is responsible for the role;
- (b) If the licensee is not the Club then the Licensee shall be a member of the Food and Beverage group and the Bar Manager of the Bar Committee (if formed).
- (c) The functions of the licensee are;
 - (i) To ensure that the Club meets the requirements of the Liquor Licencing Act.
 - (ii) To ensure that all members of the Club involved in the serving of alcohol meet the requirements of the Liquor Licencing Act.

23. Laws of the Game of Bowls

The laws of the game of bowls as adopted from time to time by BV shall apply to all games played under the control of the Club except where specifically stated otherwise.

24. Alteration to By-Laws

- (a) These By-Laws may be amended by the BOM provided that proper notice is given to the BOM Members by the inclusion of the proposed amendment on the agenda for the upcoming BOM meeting.
- (b) Such resolution is passed if a majority of the BOM Members present and voting, vote in favor. Notice to members shall be given pursuant to Rule 16.3 of the Constitution.
- (c) If Club members at any time come across any By-Law, requiring amendment, they may request that such matter be dealt with by the BOM. If members are not satisfied with the outcome, a request may be made to call a Special General Meeting pursuant to provisions of Rules 10.2 or 10.3 of the Constitution.

25. Heat Policy

On days when the temperature reaches the temperature as per the Bendigo Bowls Division heat policy, all play shall cease. This covers tournaments, social, and all organised events conducted at the

Club. Any player or players that continue to play on such days in either practice or other events, will do so at their own risk and will have no rights to claim or compensation. The responsibility to enforce the provisions of this By-Law shall be with the organising committee for the day's game.

This By-Law is not to be read as to override the heat policy of Bowls Australia, Bowls Victoria, or Bendigo Bowls Division.

26. Club Facility Availability

- (a) The Club House shall be open to members for such times, and on such conditions, as may be decided by the BOM
- (b) Greens practice shall be available for such times and such conditions as may be decided by the Greens Committee

27. Code of Conduct

Being a member of the Kangaroo Flat Bowls Club entitles you to certain rights and responsibilities, as it does other members, guests, visitors and the club overall. Members of, and visitors to, the Kangaroo Flat Bowls Club are required, under this Code of Conduct, to behave at all times in a way which upholds the values and good reputation of the Kangaroo Flat Bowls Club.

The BOM is responsible for the development and implication of the code of conduct.

28. Objectionable Behaviour

- (a) On the Club premises no objectionable language, or unlawful gambling or betting shall be allowed.
- (b) Any infringement of this rule may be brought to the notice of the BOM, and shall be dealt with by the BOM

29. Damage to Property

- (a) No member shall remove from the Club facilities, or deface or injure any article, the property of the Club
- (b) Members removing, breaking or damaging any article, the property of the Club, shall be dealt by the BOM

30. Privacy Act.

The Club and its members must abide by the provisions of the Club's Privacy Policy, with any breach thereof to be referred to the BOM for appropriate action.