

CONSTITUTION OF
KANGAROO FLAT
BOWLS CLUB INC.

Adopted 14th November 2013

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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

2. INCORPORATION

The Club shall incorporate under the Associations Reform Act 2012.

3. PURPOSES OF ASSOCIATION

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;
- (c) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;
- (e) advance the operations and activities of the Club throughout the local area;
- (f) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
- (g) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;
- (h) apply for, hold and renew any liquor or gaming licences;
- (i) have regard to the public interest in its operations; and
- (j) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

4. FINANCIAL YEAR

The Financial Year of the Club is each period of 12 months ending on 30th April.

5. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it under the Act, in particular Part 4 of the Act.

6. INTERPRETATION AND DEFINITIONS

6.1 Definitions

In this Constitution, unless the contrary intention appears:

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

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

Annual General Meeting means a meeting of Members convened in accordance with rule 12.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 8.

Board means the body consisting of the Officers and Ordinary Members under rule 18, and shall be known as the Board of Management.

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 mean any Club By-Laws approved by the Members under rule 39.

Chairman means the person elected by the members to chair the Board.

Club means Kangaroo Flat Bowls Club Inc.

Club Member means a natural person recognized by the Club as a Member under rule 7.3(e) from time to time. For the avoidance of doubt, such members must meet and maintain any criteria set by Bowls Victoria from time to time for "Affiliated Members" (or equivalent) under its constitution.

Committee means any committee of the Board created under rule 21.4 from time to time.

Constitution means this constitution of the Club as amended from time to time.

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

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

Financial Year means the year ending on 30 April.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 13.

Life Member means an individual elected as such under rule 7.4(a) .

Member means any person recognized as a member of the Club by the Board under rule 7 from time to time.

Region means an area of Victoria having boundaries as approved by Bowls Victoria from time to time. A reference to "Region" also includes the committee or other body appointed to administer an approved area.

Register means the register of Members kept in accordance with rule 9.1.

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.

Sections means Men's and Women's Bowling Sections of the Club.

Special Resolution has the same meaning as the Act.

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

6.2 Interpretation

In this Constitution:

- (a) a reference to a rule, by-law, schedule or annexure is to a rule, by-law, schedule or annexure of, or made under, this Constitution;

- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural 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 By-Laws 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.

6.3 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

7. MEMBERSHIP OF CLUB

7.1 Minimum number of Members

The Club must have at least five Members.

7.2 Categories of Member

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

- (a) Club Members who shall have the right to be present, debate and vote at General Meetings;
- (b) Life Members, who shall have the right to be present, debate and vote at General Meetings; and
- (c) such other category or categories of members as determined by the By-Laws.

7.3 Application for Membership

- (a) To be eligible for membership as a Club Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time. For the avoidance of doubt, such members also must meet and maintain any criteria set by Bowls Victoria from time to time for "Affiliated Members" (or equivalent) under its constitution.
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership in any category must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the Executive Officer of the Board.
- (c) Subject to the By-Laws the Board may, in its discretion, determine whether to approve or decline the application.
- (d) If the Board does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

- (e) If a person satisfies the criteria set by this rule, and the Board accepts the application for membership, the person shall be deemed a Member of the appropriate category, subject always to this Constitution.

7.4 Life Members

- (a) A Member may nominate another Member in writing for Life Membership of the Club which should be lodged with the Executive Officer of the Board. The Board may recommend to the annual general meeting that a nominated person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member, but remain subject to this Constitution.

7.5 Renewal of membership

All Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

7.6 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.

7.7 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 the By-Laws;
 - (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.

8. SUBSCRIPTIONS AND FEES

At each Annual General Meeting the Club must determine

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment .
- (b) The date on which Annual Subscriptions shall fall due.

The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears 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.

9. REGISTERS

9.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) whether the Member has been granted voting rights;
- (e) any other information determined by the Board; and
- (f) for each former Member, the date of ceasing to be a Member.

9.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 38.(e).

10. RESIGNATION OF MEMBERS

10.1 Notice of Resignation

Any Member may resign from the Club by giving notice in writing to the Club. An entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

10.2 Resignation by failure to pay subscription

- (a) A Member is taken to have resigned if:
 - (i) The Member's Annual Subscription is outstanding more than three months after the due date determined by the Board in accordance with 8(b); or
 - (ii) If no annual subscription is payable:
 - (A) the secretary 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 three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

10.3 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.

11. EXPULSION, SUSPENSION OR PENALTY OF MEMBERS

11.1 Establishing a Disciplinary Committee

- (a) Where the Board considers that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws;

- (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, or another Member; or
 - (iii) brought themselves, the Club, Bowls or another Member into disrepute,
- the Board may by resolution and in accordance with rule 21.4, establish a disciplinary committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.
- (b) The grounds listed at rule 11.1(a) do not constitute a grievance, and rule 25(c) does not apply to such grounds.

11.2 Provisional Suspension

- (a) Upon establishing a disciplinary committee under rule 11.1(a) the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

11.3 Disciplinary Committee Members

The members of the disciplinary committee:

- (a) may be Members or anyone else;
- (b) must not be biased against, or in favour of, the Member concerned; and
- (c) must not be a Board Member.

11.4 Notice of Alleged Breach

Where a disciplinary committee is established the Club shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the disciplinary committee at the Disciplinary Hearing. The Member is not entitled to be legally represented at the Disciplinary Hearing;
- (c) stating the date, place and time of that Disciplinary Hearing; and
- (d) informing the Member that he or she may do one or more of the following:
 - (i) attend that Disciplinary Hearing;
 - (ii) give the disciplinary committee prior to or at that Disciplinary Hearing a written statement regarding the alleged breach.

11.5 Determination of Disciplinary Committee

- (a) At the Disciplinary Hearing the disciplinary committee shall:
 - (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether the alleged breach occurred.
- (b) If the disciplinary committee determines there was a breach of rule 11.1(a), it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Board.
- (c) The penalties able to be given to the Member by the disciplinary committee include:
 - (i) expel a Member from the Club; or
 - (ii) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
 - (iii) fine a Member; or

- (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit.

11.6 Appeal to General Meeting

- (a) Where the disciplinary committee makes a determination under rule 11.5, the Member may appeal any part of that determination by providing the Executive Officer with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the disciplinary committee.
- (b) Where the Executive Officer receives a notice under rule 11.6(a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Executive Officer received the notice.
- (c) At a General Meeting of the Club convened under rule 11.6(b):
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the disciplinary committee may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
 - (iii) the member shall be given an opportunity to be heard; and
 - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting:
 - (i) two-thirds of the Members present and entitled to vote do vote in favour of the confirmation of the disciplinary committee's determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.

11.7 Procedures

Subject to this rule 11 and any other relevant provision of this Constitution, the Board may regulate the procedures at a General Meeting convened under this rule 11 as it thinks fit.

PART III- GENERAL MEETINGS

12. ANNUAL GENERAL MEETING

12.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an Annual General Meeting of its Members in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule 12.1(a), be convened at a time, date and venue to be determined by the Board.

12.2 Business

The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with this Constitution.

12.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General meeting is a Special General Meeting.

13. GENERAL MEETINGS

13.1 General Meetings May be Held

The Board may, whenever it thinks fit convene a Special General Meeting of the Club and, where but for this rule more than fifteen months would elapse between Annual General Meetings, it shall convene a Special General Meeting before the expiration of that period.

13.2 Request for General Meetings

- (a) The Board shall convene a Special General Meeting upon receiving a request in writing from not less than 15 Members who would be entitled to vote at such Special General Meeting. The Board may also convene a Special General Meeting.
- (b) The request for a Special General Meeting shall be in writing and shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Executive Officer. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than sixty days after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

14. NOTICE OF MEETINGS

14.1 Notice to be Given for General Meetings

The Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any method permitted under rule 37.

14.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15. PROCEEDINGS AT MEETINGS

15.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 30 Members.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson;
- (b) and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

15.2 Chairman to Chair

The Chairman shall chair each General Meeting of the Club. If the Chairman is absent from a General Meeting or is unwilling to act, then the Board Members present shall elect one of their number to preside as chairperson at the meeting.

15.3 Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.

15.4 Use of technology

- (a) A Member not physically present at a General Meeting may 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.
- (b) A Member participating in a General Meeting as permitted under rule 15.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Voting Rights

Subject to any other provision of this Constitution, each Club Member and Life Member shall be entitled to one vote at General Meetings.

16.2 Voting Procedure

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairman nor the chairperson of the meeting is entitled to exercise a second or casting vote.

16.3 Recording of Determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16.4 Poll at General Meetings

If a poll is demanded by the chairperson or any two Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

16.5 Proxy Voting

- (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) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) 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.
- (d) If the Board has 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.
- (e) Notice of a general meeting given to a member under rule 37 must-

- (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.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) 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.

17. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
 - (ii) 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

18. BOARD OF MANAGEMENT

18.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board of Management constituted under rule 18.2.
- (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 other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

18.2 Composition of Board

- (a) the Board shall consist of :-
 - (i) the officers of the Board.
 - (ii) three ordinary members.
 - (iii) the President, or one office bearer elected by each of the Men's and Women's sections, each of whom shall be deemed to be ordinary members of the Board.
- (b) Each ordinary member shall hold office for not less than 12 months and until their successor is elected but is eligible for re-election.
- (c) The members of the Board shall be elected by members of the class of members who are entitled to vote at General Meetings
- (d) 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.
- (e) The names and addresses of persons proposed 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.

18.3 Office Bearers

- (a) The office bearers of the Board shall be:-
- (i) a Chairman;
 - (ii) Two Vice Chairmen;
 - (iii) a Treasurer;
 - (iv) an Executive Officer;
- (b) Each member of the Board shall be a Member with voting rights and shall hold office for not less than 12 months and until their successor is elected but is eligible for re-election.
- (c) In the event of a casual vacancy in any office referred to in sub-clause (a), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.
- (d) For the purpose of these rules, the office of an officer of the Board or of an ordinary member of the Board becomes vacant if the officer or member:-
- (i) ceases to be a member of the Club;
 - (ii) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (iii) resigns their office by notice in writing given to the Executive Officer; or
 - (iv) fails to attend for two consecutive Board Meetings without leave or apology delivered at or prior to the meetings.
- (e) An officer or ordinary member of the Board shall not be held to have resigned their office until their resignation has been accepted by the Board.

18.4 Casual Vacancy

In the event of a casual vacancy in the office of any Board Member, the Board may appoint an appropriate Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Board Member they are replacing.

18.5 Transitional Arrangements

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule shall apply from the date of adoption of this Constitution.
- (b) The Board and office bearers and all elected Committees will continue in position until the next Annual General Meeting.

19. QUORUM AND PROCEDURE AT BOARD MEETINGS

19.1 Convening a Board Meeting

The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 19, the Board may regulate its meetings as it thinks fit.

19.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held at any time, provided that as much notice as practicable is given to each Board Member by the quickest means practicable.

- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

19.3 Quorum

- (a) Six Members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the Chairman.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Member such that the number of remaining Members is not sufficient to constitute a quorum at a meeting of the Board, those Members may act only for the purpose of increasing the number of Members to a number sufficient to constitute such a quorum.

19.4 Procedures at Board meetings

- (a) At meetings of the Board, the Chairman shall chair the meeting. If the Chairman is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Board Member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the Chairman nor person presiding may exercise a second or casting vote.
- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Members shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Members
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Members entitled to receive notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Members which constitutes a quorum, and none of such Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member is there present and if no Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

19.5 Leave of absence

- (a) The Board may grant a Board Member leave of absence from Board meetings for a period not exceeding three months.

- (b) The Board must 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.

20. BOARD MEMBERS INTERESTS

20.1 Material Personal Interests

- (a) A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Board Member with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule 20.1 does not apply to a material personal interest that:
 - (i) exists only because the Board Member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Board Member has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Board Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Board Member and the said matter. After such general notice it is not necessary for such Board Member to give a special notice relating to the said matter.
- (e) It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Board Member in accordance with this rule 19.1.

20.2 Financial Interest

- (a) A Board Member is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise, except with express resolution of approval of the Board. Any contract or arrangement in which any Board Member is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- (b) The nature of the financial interest of such Board Member must be declared by the Board Member at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (c) A general notice that a Board Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 20.2(b) for such Board Member and the said transactions. After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.
- (d) It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Board Member in accordance with rule 20.2.

20.3 Conflicts

A Board Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Board Member is interested. If the Board Member votes, the vote shall not be counted.

21. DELEGATED POWERS

21.1 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.

21.2 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.

21.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 20. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board. A Club can appoint an unrestricted number of Committees. Such Committees may include technical committees, judicial committees and social committees.

21.4 Committees

- (a) As set out in rule 21.1, 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. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (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 By-Laws that may be prescribed by the Board.
- (c) A Board Member shall be ex-officio member of any committee so appointed.

21.5 Sections

- (a) There shall be two Bowls sections, known as the "Men's" and "Women's" sections.
- (b) Members may participate or associate with either, or both sections.
- (c) The sections shall each be responsible to the Board for the management and conduct of all section Bowls activities including pennant and social bowls, respective Club championships, Club events and any other special events approved by the Board. The sections shall be jointly responsible to the Board for the conduct of such mixed events as are approved by the Board.
- (d) The Board shall determine in writing how the duties and powers afforded to the sections shall be exercised. As for any Committee, the exercise of such powers and duties must conform to any directions or By-Laws that may be prescribed by the Board.

21.6 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 Chairman and Executive Officer of the Club shall be deemed to be the Delegates.

22. DUTIES

22.1 General Duties

- (a) As soon as practicable after being elected to the Board, each Member must become familiar with this Constitution and the By-Laws.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Members comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, Board Members must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements

22.2 Secretary

- (a) The Executive Officer shall be the Secretary of the Club.
- (b) The Secretary shall perform any duties conferred or imposed by the Act.
- (c) The Secretary must give the registrar notice of his or her appointment within 14 days after the appointment.
- (d) If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

22.3 Financial Duties

- (a) The Board must:
 - (i) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
 - (ii) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt;
 - (iii) make any payments authorised by the Club or by a General Meeting of the Club from the Club's funds;
 - (iv) ensure that the financial records of the Club are kept in accordance with the Act;
 - (v) coordinate the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
 - (vi) ensure that at least two Board Members have access to the accounts and financial records of the Club; and
 - (vii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Board.
- (b) The Treasurer will have responsibility for the financial duties described at rule 22.3(a)

23. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under rules 20.1 or 20.2.

PART V – MISCELLANEOUS

24. LIQUOR LICENCE

24.1 Supply of liquor

- (a) A visitor shall not be supplied with liquor in the Club premises unless in the company of a member.
- (b) No persons shall be allowed to become honorary or temporary members of the Club or be relieved of the payment of the regular subscription except those possessing the qualifications defined in these Rules and subject to the conditions and By-Laws prescribed herein.
- (c) No liquor shall be supplied to any person under 18 years of age unless such person is accompanied by a spouse, a parent or a guardian and the liquor is supplied as part of a meal on the premises of the Club.
- (d) No liquor shall be supplied or sold for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the member purchasing the same.

24.2 Under Age Employees

No persons under 18 years of age, except persons who are being trained as waiters and are not allowed to serve behind the bar, shall be employed by the Club.

24.3 Receipts for the supply of Liquor

No payment or part payment shall be made to any Secretary Manager 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.

24.4 Guests

- (a) Members of the Club may bring guests to the Club during the hours in which it is lawful to supply the guests to a licensed Club with liquor provided that no person shall be introduced as a visitor who is under suspension or expulsion from membership of a bowling club or whose conduct or presence on the Club's premises shall be considered objectionable or prejudicial to the interests of the Club.
- (b) The names of all guests and the names of members introducing them shall be recorded in a book kept for that purpose, and the introducers shall be responsible for their conduct and any damage they may cause while in the Club. Such visitors may only remain in the Club during the pleasure and in the presence of the member introducing them to the Club.
- (c) The foregoing restrictions shall not apply to visitors attending a particular function or particular occasion conducted on the licensed premises in respect of which a limited licence has been obtained under the Liquor Control Reform Act 1998.
- (d) Any member may object to the presence of any guest, and in such case, the guest must immediately retire from the Club.
- (e) The privileges of this rule may be withdrawn by a majority decision made at a Board or Special Board Meeting called for such purpose.
- (f) Guests may be allowed to take part in games, but not to the exclusion of members of the Club.
- (g) Members introducing guests are held responsible for any debts contracted by them to the Club.
- (h) No more than the approved number of persons being such number as the licensed premises can adequately accommodate, will be permitted on the licensed premises at any one time.

25. OBJECTIONABLE BEHAVIOUR

- (a) On the Club premises no objectionable language or behaviour, or unlawful gambling or betting shall be allowed.
- (b) Any infringement of this rule may be brought under the notice of the Board, who for each offence shall have power to inflict a fine not exceeding \$20 on the member so offending, and no member so fined shall be permitted to enjoy the privileges of membership until such fine has been paid, or
- (c) deal with him in accordance with Rule 10 (Discipline of Member)

26. DAMAGE TO PROPERTY.

- (a) No member shall remove from the Club House 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 pay for the same at a price fixed by the Board.

27. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

28. SOURCES OF FUNDS

The funds of the Club shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

29. MANAGEMENT OF FUNDS

- (a) The Club must 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) The Board may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (c) All funds of the Club must be deposited into the financial account of the Club no later than five working days after their receipt.
- (d) With the approval of the Board, the Treasurer 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.

30. 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.

31. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two Board Members or in such other manner approved by the Board from time to time.

32. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two Board Members must witness every use of the Seal, unless the Board determines otherwise.

33. REGISTERED ADDRESS

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the secretary.

34. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

No new rule shall be made nor any existing rule nor the statement of purposes of the Club altered or repealed except at a Special General Meeting called for that purpose, and then only upon the motion being carried by a majority of three-fourths of the members present at the meeting.

35. DISSOLUTION

The Club may be wound up voluntarily by special resolution.

- (a) In the event of the Club being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Members.
- (b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

36. INDEMNITY

- (a) Every Board Member and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him/her in his/her capacity as Board Member 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 Board Members and employees against all damages and costs (including legal costs) for which any such Board Members or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (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 of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

37. SERVICE OF NOTICES

- (a) Notices may be given to Members by hand or by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

38. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Executive Officer shall keep in his or her custody or control all books, minutes, documents and securities of the Club.
- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of the Club;
 - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at rule 38 (b).
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the register of members.

- (e) Subject to the Act and rules 38(b) and 38(c), no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other relevant documents of the Club, unless authorised in writing by the Board.

39. BY-LAWS

- (a) The Club 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) A Club By-Law may be repealed or amended by a simple majority of the members present at any Annual or Special General Meeting provided that proper notice is given to the membership of the proposed change.
- (c) Amendments, alterations, interpretation or other changes to By-Laws shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.

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

ADOPTED 14TH NOVEMBER 2013

AMENDED MAY 2014

AMENDED MAY 2017

KANGAROO FLAT BOWLS CLUB INC.

BY – LAWS

1. Title

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

- (a) The Men's Section of the Club shall be known as the Kangaroo Flat Bowls Club Incorporated Men's Section.
- (b) The Women's Section of the Club shall be known as the Kangaroo Flat Bowls Club Incorporated Women's Section.

2. Interpretation

These By-Laws must be read in conjunction with the Constitution of the Kangaroo Flat Bowls Club Incorporated adopted 14th November 2013, 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) Club 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) Restricted Members, who shall have the right to hold office, and to be present, debate and vote at general meetings.
- (iv) Junior Members, who do not have the right to vote at General Meetings.
- (v) Honorary Members, who do not have the right to vote at General Meetings.
- (vi) Social Members, who do not have the right to vote at General Meetings.
- (vii) Dual Members, who do not have the right to vote at General Meetings.

3.2 Club Member

Club Members 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 special service or services to either Section or the Club may at any Annual General Meeting, on the recommendation of the board and on receiving the votes of at least three quarters of the members present at such meeting be elected a life member of the Club with full privileges without payment of any Club Subscription, provided always that there shall not be at any time more than ten Life Members of the Club.
- (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 this criteria.

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 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 “Club 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 Board shall determine.
- (d) Junior Members (under 18 as at 1st May) 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 other Bowls Clubs present at the Club for the purpose of playing bowls are Honorary Members for that day.
- (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 Board as an Honorary Member for a period not exceeding fourteen consecutive days without payment of any subscription, and the Board shall have power to extend the period for a further fourteen consecutive days, if so desired, on conditions to be determined by the Board.
- (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 Board 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 Board 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 Board 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.

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.
- (c) Dual Members shall be entitled to practice on the Club greens when the greens are available for practice, but shall not be entitled to enter any Club Championship event.
- (d) 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 Member subscription.

4. Application for Membership

- (a) An application for membership must be;
 - (i) in writing in the form prescribed by the Board;
 - (ii) accompanied by the appropriate fee or fees, if any, and
 - (iii) lodged with the Executive Officer of the Board.
- (b) As soon as is practicable after the receipt of a nomination the Executive Officer shall post it on the notice board for exhibition, for at least seven days immediately preceding the election.
- (c) All Applications for Membership shall be submitted to either the Men's or Women's Section Committee for recommendation prior to being submitted to a meeting of the Board.
- (d) Members shall be elected by the Board by ballot and
 - (i) three adverse votes shall exclude the applicant.
 - (ii) the decision of the Board as to whether any candidate has been duly elected or not shall be final.
- (e) Upon a nomination being approved by the Board, the Executive Officer shall, with as little delay as possible, notify the nominee 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 nominee's name in the register of members kept by the Executive Officer and, upon the name being so entered, the nominee becomes a member of the Club.
- (g) If a newly elected member fails to pay their subscription within 28 days after notification of their election, their election shall be void unless they justify the delay to the satisfaction of the Board.
- (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.
- (j) Any person whose application for membership is rejected under By-Law 4(d) or whose election 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.

5. Nomination and Membership Fees

- (a) The nomination fee shall be determined by the Members at the Annual General Meeting.
- (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 by the members at the Club's Annual General Meeting and shall be due and payable in advance and 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 Board, but shall be not less than that defined by the Liquor Control Reform Act, 1998.
- (e) The Board 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 financial year in any year their membership shall thenceforth cease but should a sufficient explanation be made to the Board 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 Board consent thereto.
- (h) Any member contemplating absence for a period may on application to the Board be granted leave of absence for a period not exceeding two years, subject to the payment of a nominal amount fixed by the Board.

6. Renewal of Membership

All Members must 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 either the Men's or Women's Section committee for consideration and submission of a copy to the Executive Officer of the Board.

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 in May each year

9.1 Business of the Annual General Meeting

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 General Meeting held since that meeting;
- (b) to receive from the Board the Annual report upon the transactions of the Club during the last preceding financial year;
- (c) to receive and consider the statement submitted by the Club in accordance with the Act;
- (d) to elect officers of the Board and the ordinary members of the Board;
- (e) to elect a Greens Director
- (f) to elect Auditors;
- (g) to fix the amount of Annual Subscriptions and all other fees;
- (h) to elect such sub-committees as the Board shall determine; including but not limited to;
 - Greens Committee
 - Refreshments Committee
 - Finance Committee
 - Maintenance Committee
 - Social Committee
 - Coaching Committee
- (i) 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 in addition to any other General Meetings that may be held in the same year.

General meetings of the Club and the Sections shall be held as required.

11. Duties

11.1 Chairman

Except as otherwise provided in the Constitution, the Chairman shall preside at all meetings, regulate and keep order in all proceedings, and carry into effect the Rules and By-Laws of the Club.

11.2 Executive Officer

The Executive Officer of the Board:-

- (a) shall be the Secretary of the Board;
- (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 Board Meeting in books provided for this purpose together with a record of the names of persons present at Board 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 Board and 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 ensure that there are kept proper accounts and records of the transactions and affairs of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club;
- (h) 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; and
- (j) display the minutes of each Board Meeting on the notice board of the Club.

11.3 Treasurer

The Treasurer of the Board:-

- (a) shall collect and receive all moneys due to the Club and make all payments authorised by the Board;
- (b) 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;
- (c) shall arrange for the deposit of all moneys belonging to the Club with the Club's bankers;
- (d) shall prepare and submit financial statements to each Annual General Meeting; and
- (e) shall submit a statement of cash transactions and of the financial position of the Club, including bank balances, at each ordinary meeting of the Board.

The accounts and books shall be available for inspection by members as required under rule 38(e) of the Club Constitution.

12. Tenure of Office

The Chairman of the Board and the Presidents of each of the Sections shall be elected annually as prescribed and be eligible for re-election, but unless there be exceptional circumstances they shall not be elected for more than two consecutive terms.

13. Control of finance

- (a) Sponsorship - All sponsorship monies received shall be allocated by the Board, unless specified for a particular event.
- (b) Accounts held by the Board shall be dealt with as stated in the Constitution Rule 29.
- (c) All cheques issued on behalf of the Board shall be signed by any two of, Chairman, Executive Officer, Finance Committee Chairman and Treasurer.
- (d) Each of the Sections and the sub-committees of the Board shall submit to the Finance Committee a proposed budget not later than one month after the annual general meeting of the Club.
- (e) Following receipt of the budget proposals the Finance Committee will prepare and submit to the Board within 21 days a proposed Club budget for the full financial year.

14. Board

Frequency of meetings- The board of management should meet monthly but shall hold not less than ten meetings per year.

15. Chairman Ex-officio

The Chairman of the Board shall be an ex-officio member of each sub-committee of the Board.

16. Board Reports

Each of the Sections and the sub-committees of the Board shall provide a written report to the Executive Officer of the Board prior to each regular meeting of the Board.

17. Sections

17.1 General

- (a) The Club shall be comprised of the Men's Section and the Women's Section.
- (b) The Sections shall each be responsible to the Board for the management and conduct of all Section Bowls activities including Pennant and Social Bowls, respective Club Championships, Association events and any other special events approved by the Board.
- (c) The Sections shall be jointly responsible to the Board for the conduct of such Mixed events as are approved by the Board.
- (d) In playing Bowls, members shall observe the Laws and Rules of Bowls. Failure to observe any such Laws and Rules will render the offending player liable to disqualification from the match or competition.
- (e) Not later than the 1st May of each year the Sections shall each submit to the Executive Officer of the Board a copy of the Presidents report of its activities during the last preceding year.

17.2 Section Ordinary and Annual Meetings

- (a) Each Section may hold such ordinary meetings of its members as may be convened under these Rules, but shall hold a Section Annual Meeting at such date and place as the Section determines at least one week prior to the Annual General Meeting of the Club.
- (b) The business of the Section Annual Meetings shall be:-
 - (i) to confirm the minutes of the last preceding Section Annual Meeting and of any Section Special General Meetings held since that meeting.
 - (ii) to receive from the Section, a report from the President on the transactions of the Section during the last preceding year.
 - (iii) to elect officers of the Section and the members of the Section Committee.
 - (iv) to elect the Section Match Committee.
 - (v) to elect the Section Selection Committee.
 - (vi) to determine the number of Pennant sides to be entered in Pennant competitions but on the resolution of the members this matter may be referred to the Section Committee with power to act.
 - (vii) to transact any other business of which notice has been given.
- (c) The rules for general meetings of the Club, suitably modified to provide for equivalent Section office bearers and the like, and for a quorum of 20 Men's Section members and 12 Women's Section members, shall apply to Section special general and annual meetings.

17.3 Request for Special General Meeting

- (a) The Section Committee shall, on the requisition in writing of not less than 7 members whose subscriptions are not in arrears, convene a special ordinary meeting of members of that Section.
- (b) The requisition for a special ordinary meeting of members shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Section secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the Section committee does not cause a special general meeting of members to be held within one month after the date on which the requisition is sent to the address of the Section secretary, the members making the requisition, or any of them, may convene a special ordinary meeting of members to be held not later than 3 months after that date.
- (d) All reasonable expenses incurred in convening this special ordinary meeting of members convened by members in pursuance of these rules shall be refunded by the Club to the persons incurring the expense.

17.4 Section Committees

- (a) The affairs of each of the Sections shall be managed by the respective Section Committees.
- (b) The officers of each Section shall be:-
 - (i) a President
 - (ii) a Vice President
 - (iii) a Secretary
- (c) The provisions of By-Law 17.8 apply to and in relation to the election of persons to any of the offices mentioned in the sub-clause (b).
- (d) Each officer of the Sections shall hold office for not less than 12 months and until their successor is elected but is eligible for re-election.

- (e) In the event of a casual vacancy in any office referred to in sub-clause (b), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual Meeting next following the date of their appointment.
- (f) Each Section Committee shall consist of:-
 - (i) the Officers of the Section; and
 - (ii) three Ordinary Committee Members - each of whom shall be elected at the Section Annual Meeting.
 - (iii) the Chairperson of each sub-committee who shall be deemed to be Ordinary Members of the Committee.
 - (v) the Section Delegate
- (g) Each ordinary member of the Committee shall, subject to these rules, hold office for not less than 12 months and until their successor is elected but is eligible for re-election.
- (h) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a Club member to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Section Annual Meeting next following the date of their appointment.

17.5 Club Delegates

- (a) Each Section shall elect one Delegate to Bowls Victoria (or Country Region or Division), who shall be a member of the respective Section Committee.
- (b) Any Delegate absenting themselves from two consecutive meetings of BV (or Country Region or Division) without good and valid reason to satisfaction of the Committee shall be held to have vacated their office.
- (c) The Committee shall have the power to nominate a member to fill any vacancy.
- (d) The Delegates shall make regular reports to the respective Committees.

17.6 Section Match Committee

- (a) A Match Committee comprising at least five financial members shall be elected by the members at the Annual Meeting of the Section.
- (b) The Chairperson shall be elected at the Annual Meeting of the Section.
- (c) The duties of the Match Committee shall be:-
 - (i) to arrange the Section fixture programme for the season after liaison between the sections and subject to approval by the Board;
 - (ii) to arrange teams for and control all Section fixtures;
 - (iii) to make the draw and determine handicaps for Section competitions.
- (d) All games to be played in connection with any event arranged by the sections 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 Section 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.

17.7 Section Selection Committee

- (a) A Selection Committee comprising five financial members shall be elected by the members at the Section Annual Meeting.
- (b) The Chairperson shall be elected at the annual meeting of the Section by the members elected to the selection committee.
- (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 Committee, the Section Committee shall appoint a financial member to fill such vacancy.
- (e) The Selection Committee 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 Committee.

17.8 Election of Officers and Committees

- (a) Nominations of candidates for election as officers of the Sections or as ordinary members of the Committees and for the Sub Committees:-
 - (i) shall be made in writing, signed by two members of the respective Section 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 Secretary of the Section not less than 7 days before the date fixed for the holding of the Section Annual Meeting.
 - (iii) The names and addresses of persons proposed for election as members of the Section Committees of the Club shall be displayed in a conspicuous place in the Club premises for not less than 7 days before the date of the election.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Section Annual Meeting.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (e) A draw for positions on the ballot paper shall be held prior to the date of the election. The nominated persons shall be invited to attend that draw.
- (f) The ballot shall be conducted at the Section Annual Meeting by two scrutineers appointed by the members at such meetings.
 - (1)
 - (i) Where only one position is to be filled the method of voting shall be by Preferential voting.
 - (ii) Those voting must place a number beside the name of each candidate on the ballot paper.
 - (iii) If all names on a ballot paper are not numbered then that ballot paper shall be informal.
 - (2) Where more than one position is to be filled the method used shall be as follows;
 - (i) Those voting must place a preferential number beside the number of candidates required to be elected.
 - (ii) When the votes are counted, if there is an equal number of votes for the final position(s) then the result for those position(s) shall be decided on a preferential countback.
- (g) There shall be no restrictions on any member holding office on more than one committee.

17.9 Vacancy

- (a) For the purpose of these rules, the office of an officer of the Section or of an ordinary member of the Committee becomes vacant if the officer or member:-
 - (i) ceases to be a member of the Club;
 - (ii) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (iii) resigns their office by notice in writing given to the Section Secretary; or
 - (iv) fails to attend for two consecutive Committee Meetings without leave or apology delivered at or prior to the meetings.
- (b) An officer or ordinary member of the Committee shall not be held to have resigned their office until their resignation has been accepted by the Committee.

17.10 Proceedings at Committees

- (a) The Committee shall meet periodically at least 10 times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any 5 of the members of the Committee.
- (c) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (d) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the meeting was a special meeting in which case it lapses.
- (f) At a meeting of the Committee:-
 - (i) the President or in their absence the Vice-President shall preside; or
 - (ii) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (g) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (h) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (j) Subject to sub-clause 17.10(d), the Committee may act notwithstanding any vacancy on the Committee.

17.11 Duties of President

The duties of the Presidents of the Sections shall be;

- to represent their Section
- to preside at all meetings of their Section
- to regulate and keep order in all proceedings of the Section
- to carry into effect the rules and By-Laws of the Club
- to attend Board of Management meetings
- to prepare the annual report of their Section for consideration at the Club Annual General Meeting.

17.12 Duties of Secretary

The Section Secretary shall be the executive officer of the Section. He/she shall;

- attend all meetings of the Committee and general or special meetings of the Section.
- record the minutes of all meetings in a book kept for that purpose.
- attend to all correspondence relating to the Section.
- carry out all other duties normally associated with the office of secretary.

17.13 Catering Committee

- (a) A Catering Committee of at least five members shall be elected at the Annual General Meeting of the Women's Section.
- (b) The Chairperson of the Catering Committee shall be elected at the Annual General Meeting of the Women's Section.
- (c) The Catering Committee shall be responsible to the Women's Section for all catering carried out at the Club.

17.14 Money Collected

Any Money collected by the Sections shall be forwarded to the Club Treasurer without delay.

18. Greens Director

- (a) The Annual General Meeting of the Club shall elect a Greens Director.
- (b) The Greens Director shall have full control and supervision of the playing area and power to prevent play at any time when it is considered the area may be injured thereby and notice posted by the Director shall be sufficient.
- (c) No member shall be allowed to play on the playing area unless wearing approved smooth soled and heel-less bowling shoes.
- (d) In the absence of the Green Director, any two members of the Board shall have power to prevent play at any time.
- (e) In all other respects the supervision and control of the playing area and lawns shall be in the hands of the Board whose ruling thereon shall be final.

19. Greens Committee

A Greens Committee of at least five members in addition to the Greens Director shall be elected at the Annual General Meeting of the Club.

20. Refreshments Committee

- (a) A Refreshments Committee of at least five members shall be elected at the Annual General Meeting of the Club.
- (b) The Chairperson of the Refreshment Committee shall be elected at the Annual General Meeting of the Club and shall be the Bar Manager.
- (c) The Refreshment Committee shall be responsible to the Board for the management of the Bar and purchase and sale of liquor.

21. Finance Committee

- (a) A Finance Committee of at least five members including the Club Treasurer shall be elected at the Annual General Meeting of the Club.
- (b) The Chairperson of the Finance Committee shall be elected at the Annual General Meeting of the Club.
- (c) The Finance Committee shall be responsible to the Board for the development and supervision of the Club Budget.

22. Maintenance Committee

- (a) A Maintenance Committee of at least five members shall be elected at the Annual General Meeting of the Club.
- (b) The Chairperson of the Maintenance Committee shall be elected at the Annual General Meeting of the Club.
- (c) The Maintenance Committee shall be responsible to the Board for the supervision of maintenance of the buildings and assets of the Club.

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. 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.

25. Employees

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

26. Meeting procedure

All meetings shall be conducted under the rules for parliamentary debate.

27. Liquor Licence

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

28. Alteration to By-Laws

- (a) These By-Laws may be amended at any Annual or Special General Meeting provided that proper notice is given to the membership of any proposed change.
- (b) Such resolution is passed if a majority of the members present and voting, vote in favour.

29. Section By-Laws

Each Section may establish additional By-Laws, provided that they do not conflict with the Constitution or By-Laws of the Club.

30. Heat Policy

On days when the temperature reaches 38C all play must 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 organising Match Committee

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

31. Club House Open

The Club House shall be open to members for such times, and on such conditions, as may be decided by the Board from time to time