

Constitution

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MELBOURNE BOWLING CLUB
(Registration No. A 002 7695 A)

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Constitution of Melbourne Bowling Club

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is the Melbourne Bowling Club Incorporated. (“the Club”).

2. INCORPORATION

Melbourne Bowling Club shall incorporate under the Act and shall remain incorporated.

3. PURPOSES OF ASSOCIATION

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

- (a) maintain and conduct a Club of a non-political character, and to provide a clubhouse, bowling green and other conveniences for the use and recreation of Members at such place or places as decided by the Members.
- (b) conduct, encourage, promote and advance Bowls throughout its local area;
- (c) act, at all times, on behalf of and in the interest of the Members;
- (d) affiliate with Bowls Victoria or any other appropriate association or organisation;
- (e) advance the operations and activities of the Club throughout the local area;
- (f) 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;
- (g) apply for, hold and renew any liquor or gaming licences;
- (h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.
- (i) Sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the Club except that the Club prohibited from making any distribution whether in money, property or otherwise to its Members.

4. 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.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting means a meeting of Members convened in accordance with rule 11.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 7(a).

Board means the body consisting of the Directors under rule 17.2.

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.

Club means Melbourne Bowling Club

Committee means any committee of the Board created under rule 22.4 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.

Director means a Director elected under rule 18.

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 31st March.

Full Member means a natural person recognized by the Club as a Member under rule 6.3 from time to time.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 12.

Life Member means an individual elected as such under rule 6.4.

Member means any person recognized as a Member of the Club by the Board under rule 6 from time to time.

President means the president of the Club elected in accordance with rule 18 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 8.1.

Regulations mean any regulations made by the Board under rule 42.

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.

Secretary means the Secretary of the Club (if any) elected in accordance with rules 17.2, 17.3 and 18. If a Secretary has not been appointed, all references to the "Secretary" in this Constitution shall be taken to refer to the Board.

Special Resolution has the same meaning as the Act.

The Fund means the Melbourne Bowling Club Memorial Fund

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

5.2 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;
- (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 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.

5.3 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

6. MEMBERSHIP OF CLUB

6.1 Number of Members

- (a) The Club must have minimum of at least five Members.
- (b) The Board shall ensure that Full and Life Members constitute at least 60 per cent of the total Membership of the Club excluding Junior, Special, Honorary and Social Members and persons who are Members by reason only of reciprocal arrangements with another Club.
- (c) Unless the Board shall otherwise decide, the number of Members of the Club shall be unlimited.

6.2 Categories of Member

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

- (a) Full Members, who shall have the right to be present, debate and vote at General Meetings, to hold office in the Club, and shall be entitled to all the privileges and facilities of the club without restriction. Full Members include the following sub categories:
 - (i) Full Pennant Members;
 - (ii) Full Non Pennant Members;
 - (iii) Student Pennant Members;
- (b) Life Members, who shall have the right to be present, debate and vote at General Meetings; and
- (c) Junior Members
 - (i) The Board shall have the power to elect Junior Members on such conditions as shall be fixed by the Board from time to time.
 - (ii) Applications for Junior Membership by any person aged not more than 18 years, must be made on the appropriate form supplied by the Board and such Members shall be elected in the manner prescribed in Rule 6.3
 - (iii) Junior Members shall not be eligible to hold office or vote at any meeting of the Club. Junior Members shall, in addition to these rules, be subject to such special conditions as are prescribed by the Board in accordance with these Rules and / or the provisions of the Liquor Control Act.
 - (iv) On attaining the age of 18 years, Junior Members shall be ineligible to continue in such Membership class but shall be eligible for other Memberships as provided in these Rules, without delay.
- (d) Provisional Members

- (i) Any person over the age of 18 years may be elected by the Board, as a Provisional Member of the Club in the manner prescribed in Rule 6.3. Provisional Members shall not have the right to vote at meetings nor to hold office in the Club. Provisional Members shall have access to the facilities of the Club normally available to Full Members, with the exception of the right to play lawn bowls, other than by invitation of the Board, and then not more than on three occasions in each year.
 - (ii) A Provisional Member shall have the right to become a Full Member of the Club in the manner prescribed in Rule 7(c)
- (e) Social Members
- (i) Any person over the age of 18 years may be elected by the Board, as a Social Member of the Club in the manner prescribed in Rule 6.3. Social Members shall not have the right to vote at meetings nor to hold office in the Club. Social Members shall have access to the facilities of the Club normally available to Provisional Members, with the exception of the right to play lawn bowls, nor the use of billiard tables and darts board.
 - (ii) A Social Member shall have the right to become a Provisional or Full Member of the Club in the manner prescribed in Rule 7(c)
- (f) Special Members
- (i) The Board shall have the power to elect Special Members of the Club on such conditions and for such periods as the Board shall determine are appropriate for each Member so elected.
 - (ii) With the election of each Special Member, the Board shall include in its determination of appropriate conditions for that Member the annual subscription to be applied, whether or not the Special Member shall be eligible to hold office or to vote at any meeting of the Club, and whether or not any restrictions on the use of bowling or other Club facilities, are to apply.
- (g) Honorary Members:
- (i) Members and supporters of other Bowls Clubs present at the Club for the purpose of playing bowls shall be Honorary Members
 - (ii) Any Member of any Bowls Club whose green is distant more than 50km 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 fourteen consecutive days, if so desired, on conditions to be determined by the Board.
 - (iii) 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.
 - (iv) 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.

- (v) A person shall not;
 - (A) Be admitted as an Honorary Member of the club;
 - (B) Be exempted from the obligation to pay the ordinary subscription for Membership of the club –

unless the person is of the class specified in the Rules and the admission or exemption is in accordance with the Rules.

- (vi) shall have no right to be present, debate or vote at General Meetings.

6.3 Application for Membership – Full Member

- (a) To be eligible for Membership as a Full 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 "Full 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 as a Full Member must be:
 - (i) in writing or in the form prescribed by the Board from time to time; must be proposed by one full or life Member and seconded by another full or life Member, each of whom shall have personal knowledge of the applicant. A nomination paper shall be signed by the applicant, proposer and seconder and shall contain the name and address of the applicant together with such other information as may be required by the Board; and
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the Board or its nominee and as soon as is practicable after the receipt of a nomination, the Secretary shall post it on the Club's notice board for exhibition at least fourteen days immediately preceding the day of election.
- (c) Members shall be elected by the Board by ballot and
 - (i) Any adverse vote shall exclude the applicant;
 - (ii) The decision of the Board as to whether any candidate has been duly elected or not, shall be final;
 - (iii) A record shall be kept by the Secretary of Members of the Board voting at any election for Members of any classification.
- (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, and provide a refund of any monies paid as part of the application. The Board is not required to give reasons for its decision.

- (e) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for Membership of the Club.
- (f) The Secretary shall upon payment of the amounts referred to in sub-clause 6.3(b), and on approval of nomination referred to in sub-clause 6.3(e) enter the nominee's name in the register of Members kept by him and, upon the name being so entered, the nominee becomes a Member of the Club.
- (g) The payment of the subscription and or using the Club's property shall imply a Members' acquiescence to the Constitution and Regulations of the Club and any refusal or neglect by a Member to comply with the Constitution and Regulations of the Club shall render that Member liable to expulsion or other disciplinary action.
- (h) Any person whose application for Membership is rejected or whose election is voided under rule 6.3(c) shall not again be nominated for a period of at least six months from the date of the rejection or voidance of Membership.

6.4 Life Members

- (a) Any person who shall have rendered special service or services to the Club may be considered by the Board for election to the position of Life Member, provided written notice of motion is received by the Secretary of the Board and circulated to the Board at least one month prior to the Board meeting at which the matter is to be considered.
- (b) If the Board unanimously agree, the matter shall then be placed on the agenda at the next Annual or Special General Meeting and such person shall, upon receiving the votes of at least three-quarters of the voting Members present at such meeting, be elected a Life Member of the Club with full privileges without payment of any subscription.
- (c) A Life Member shall not be relieved of any financial obligation other than the Annual Subscription.

6.5 Renewal of Membership

- (a) Full Members must renew their Membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.
- (b) Members other than Full Members must reapply for Membership as determined by the Board from time to time.

6.6 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.

6.7 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 Regulations;

- (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
 - (iv) this Constitution and Regulations 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.

6.8 Liability of Membership

- (a) 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 liable to the Club or such officer for the amount so paid.
- (b) The Board shall have no authority to pledge the credit of the Members for debts incurred whether for work done on behalf of the Club or goods supplied to the Club, or for any purpose whatsoever, and no Member shall be liable for any debt incurred by any person on behalf of the Club, unless such Member has expressly authorised such debt to be incurred.

7. SUBSCRIPTIONS AND FEES

- (a) Annual subscriptions shall be as fixed by the Board from time to time and confirmed at the next Annual General Meeting.
- (b) The date on which Annual Subscriptions shall fall due shall be determined by the Board from time to time.

- (c) Any Member transferring to another class of Membership shall pay the difference between the subscription fee for the respective Membership classes where a higher subscription fee is applicable.
- (d) If a Member joins after the 1st day of January in any year the subscription for the then remaining portion of the year shall be fixed at the discretion of the Board.
- (e) Should any Member of the Club from any cause whatsoever cease to be a Member for one or more years they may be readmitted without paying back subscriptions, provided a majority of the Board consent thereto.
- (f) Any Member contemplating absence for a period may, on application to the Board, be granted leave of absence, subject to the payment of a nominal amount fixed by the Board.
- (g) 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.

8. REGISTERS

8.1 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.

8.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 41(b).

9. RESIGNATION OF MEMBERS

9.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving seven days' notice in writing to the Club of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a Member.

9.2 Expiration of Notice Period

Upon the expiration of a notice given under rule 9.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

9.3 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 four months after the due date determined by the Board in accordance with rule 7(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).

9.4 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.

10. EXPULSION, SUSPENSION OR FINING OF MEMBERS

10.1 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 Regulations;
 - (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 22.4, 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 10.1(a) do not constitute a grievance, and rule 26 does not apply.

10.2 Provisional Suspension

- (a) Upon establishing a disciplinary committee under rule 10.1(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.

10.3 Disciplinary Committee Members

The Members of the disciplinary committee:

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

10.4 Notice of Alleged Breach

Where a disciplinary committee is established the Club shall serve on the Member not earlier than 14 days and not later than 28 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;
- (d) informing the Member that they 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.

10.5 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 10.1(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.

10.6 Appeal to General Meeting

- (a) Where the disciplinary committee makes a determination under rule 10.5, the Member may appeal any part of that determination by providing the Secretary 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 Secretary receives a notice under rule 10.6(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 Secretary received the notice.
- (c) At a General Meeting of the Club convened under rule 10.6(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.

10.7 Acceptance of Further Subscriptions

- (a) At the expiration of any financial year in respect of which any person shall have paid the subscription, the Board, if it is of the opinion that it is undesirable in the interest of the Club that such person should continue to be a Member, may decline to accept any further subscriptions from such person;
- (b) The Secretary shall notify such person of this decision and he shall thereupon cease to be a Member of the Club.

- (c) The Member shall have the same right of appeal and on the same conditions as stated in clause 10.6(a).

10.8 Procedures

Subject to this rule 10 and any other relevant provision of this Constitution, the Board may regulate the procedures at a General Meeting convened under this rule 10 as it thinks fit.

PART III- GENERAL MEETINGS

11. ANNUAL GENERAL MEETINGS

11.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule 11.1(a), be convened at a time, date and venue to be determined by the Board.

11.2 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.

11.3 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.

12. GENERAL MEETINGS

12.1 General Meetings May be Held

The Board may, whenever it thinks fit convene a 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 General Meeting before the expiration of that period.

12.2 Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 20% of Members who would be entitled to vote at such General Meeting. The Board may also convene a General Meeting.
- (b) The request for a 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 Secretary. 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 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 General Meeting to be held not later than sixty days after that date.

- (d) A 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.

13. NOTICE OF MEETINGS

13.1 Notice to be Given for General Meetings

The Secretary shall, at least 14 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Director 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 form permitted under rule 40.

13.2 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 21 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.

14. PROCEEDINGS AT MEETINGS

14.1 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 20% of Members who would be entitled to vote at such General Meeting.

- (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;
- 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.

14.2 President to Chair

The President shall chair each General Meeting of the Club. If the President 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.

14.3 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. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.4 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 14.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

15. VOTING AT GENERAL MEETINGS

15.1 Voting Rights

- (a) Subject to any other provision of this Constitution, each Full Member and Life Member shall be entitled to one vote at General Meetings.
- (b) At any Annual General Meeting, or Special General Meeting between the close of the previous financial year and the Annual General meeting, those Members who were financial at the close of the previous financial year shall be entitled to vote.

15.2 Voting Procedure

- (a) Subject to this rule 15, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 15.4, 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 President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

15.3 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.

15.4 Poll at General Meetings

If a poll is demanded by the chairperson or any ten 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.

15.5 Proxy and Postal Voting

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

16. 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

17. BOARD

17.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule 17.2.
- (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.

17.2 Composition of Board

- (a) The Board shall consist of:
 - (i) Seven Elected Directors who must all be Full or Life Members and who shall be elected in accordance with rule 18 as follows:
 - (A) a President;
 - (B) a Secretary;
 - (C) a Treasurer; and
 - (D) four Ordinary Directors.
- (b) The Board may allocate portfolios to Directors if required.

17.3 Elected Directors

- (a) Subject to rule 19, each Elected Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the second Annual General Meeting following their election.
- (b) The following Directors shall be elected in every odd numbered year:
 - (i) President
 - (ii) Secretary
 - (iii) 2 Ordinary Directors.
- (c) The following Directors shall be elected in every even numbered year:
 - (i) Treasurer
 - (ii) 2 Ordinary Directors.
- (d) Directors are eligible for re-election, however no Director may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of at least 12 months.

17.4 Casual Vacancy

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

17.5 Transitional Arrangements

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 17.5 shall apply from the date of adoption of this Constitution.
- (b) At the first election of Directors after the adoption of this Constitution:
 - (i) The president, Secretary and two Directors shall be elected and hold office until the conclusion of the second Annual General Meeting following their election and;
 - (ii) The Treasurer and two Directors shall be elected and hold office until the conclusion of the first Annual General Meeting following their election.
- (c) Subject to this Constitution, all Members of the Committee of Management and Section Committees of the Club immediately prior to the time of approval of this Constitution under the Act, shall remain in office until the conclusion of the first Annual General Meeting of the Club following the approval of this Constitution.

18. ELECTION OF ELECTED DIRECTORS

- (a) The Secretary shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations in any form permitted under rule 40
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (c) Nominations of candidates for election as Elected Directors shall be:
 - (i) shall be made in writing, signed by two Full Members of the club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary not less than 8 days before the date fixed for the holding of the Annual General Meeting.
- (d) 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 and further nominations shall be received at the Annual General Meeting.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The Directors and the Members of the Match Committee shall be elected by Members of the class of Members that constitutes not less than sixty percent of the total Membership of the Club, excluding Junior, Honorary and Social Members.

- (g) Voting for the election of directors and for Members of the Match Committee shall take place on Club premises between the hours 12 noon and 6.30 p.m. on the Saturday immediately prior to the day set for the Annual General Meeting. A ballot box shall be provided for receipt of voting slips and shall be in the charge of a duly appointed Returning Officer who shall not be a candidate for any office at the election.
 - (i) The method of voting shall be by crossing out the name of the Member or Members nominated not desired, and leaving the correct number of candidates to fill the vacant offices.
 - (ii) Ballot papers containing a greater or lesser number of persons to be elected shall be informal.
- (h) Postal voting for election of directors and ordinary Members of the match committee:
 - (i) Postal voting for election of directors and Members of the Match Committee shall be permitted to all eligible Members:-
 - (A) who will be more than thirty-two (32) kilometres from the Club premises on the day of voting; or,
 - (B) who, through ill-health, infirmity, or any other approved reason, are unable to attend.
 - (ii) Members shall make their application for a Postal Ballot Paper to the Secretary on such form as may be approved by the Board.
 - (iii) Postal votes shall be forwarded to reach the Secretary by 6.00 p.m. on the Saturday immediately prior to the day set for the Annual General Meeting and shall be handed to the Returning Officer who shall check same with the register of Members.
- (i) In the event of two or more candidates receiving an equal number of votes, the result shall be decided between the same two or more candidates, at the Annual General Meeting, by a majority vote at a secret exhaustive ballot of those Members present and eligible to vote.
- (j) There shall be no restrictions on any Member holding dual office or office on more than one Committee.

19. TERMINATION OF DIRECTORS

19.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) in the case of an Elected Director, ceases to be an Full Member;
- (b) becomes bankrupt;
- (c) resigns their office by notice in writing given to the Club;
- (d) is subject to any sanction by the Board, which sanction is confirmed by the Members, under rule 10;

- (e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution;
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- (i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence in accordance with rule 20.5 or provided reasonable excuse for such absence.

19.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director, 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 Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 19.2(a) makes representations in writing to the Secretary or the President and requests that such representations be notified to the Members, the Secretary or the President 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.

20. QUORUM AND PROCEDURE AT BOARD MEETINGS

20.1 Convening a Board Meeting

- (a) The Board shall meet periodically at least ten times each year for the dispatch of business. Subject to this Constitution, in particular this rule 20, the Board may regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

20.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 20.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

20.3 Quorum

- (a) Four Directors 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 President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

20.4 Procedures at Board meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President 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 Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director 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 President nor chair 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 Directors, 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 Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors 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 Directors entitled to 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 Directors which constitutes a quorum, and none of such Directors 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 Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

20.5 Leave of absence

- (a) The Board may grant a Director 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 Director to seek the leave in advance.

21. DIRECTORS' INTERESTS

21.1 Material Personal Interests

- (a) A Director 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 Director 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 21.1 does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 21.1.

21.2 Financial Interest

- (a) A Director 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 the express resolution of approval of the Board. Any contract or arrangement in which any Director 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 Director must be declared by the Director 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 Director 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 21.2(b) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (d) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rule 21.2.

21.3 Conflicts

A Director, 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 Director is interested. If the Director votes, the vote shall not be counted.

22. DELEGATED POWERS

22.1 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.

22.2 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.

22.3 Procedure of Delegated Entity

22.4 Committees

- (a) As set out in rule 22.1, 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 Regulations that may be prescribed by the Board.
- (c) A Director or the Secretary shall be ex-officio Members of any committee so appointed.

22.5 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 President and secretary of the Club shall be deemed to be the Delegates.

22.6 Match Committee

- (a) A Match Committee comprising five financial Full or Life Members shall be elected by the Members in accordance with rule 18 and shall act as a sub-committee of the Board..
- (b) The duties of the Match Committee shall be:-
 - (i) to select teams and sides to represent the Club in Pennant fixtures;
 - (ii) to select or recommend other playing representatives of the Club.
 - (iii) to make the draws and determine handicaps for Club competitions.
- (c) In the event of any Member of the Match Committee vacating his position for any reason whatsoever, then such vacancy shall be filled by another eligible Member to be appointed by the Board.

- (d) The Match Committee shall have power to co-opt any eligible Member to assist it in carrying out its duties but a final decision on any matter within its area of responsibility shall rest entirely with the Match Committee.

22.7 Greens Director

- (a) The Board shall have power to appoint a Green or Playing Area Director.
- (b) The Green 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 Green or Playing Area Director shall be sufficient.

23. DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Director 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.

23.2 Secretary

- (a) The Secretary of the Board:-
 - (i) 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;
 - (ii) shall conduct all correspondence in connection with the general business of the Club;
 - (iii) shall prepare for submission to the Annual General Meeting the report of the Board and on the activities of the Club during the year;
 - (iv) shall in any other respect carry out the duties usually associated with the office of Secretary;
 - (v) shall keep in his custody or under his control all books, documents and securities of the club, except as otherwise provided in these Rules.
- (b) If the Club does not have a Secretary, the Board will determine from time to time whether the President or another person acts as the Club's secretary under 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.
- (e) the Secretary shall act as public officer of the Club. The Public Officer shall have and perform any duties conferred or imposed upon a Public Officer by the Act.

23.3 Treasurer

- (a) The Treasurer must:
 - (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 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) 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.
 - (vii) ensure that at least two Directors have access to the accounts and financial records of the Club; and
 - (viii) 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.

24. 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 21.1 or 21.2.

PART V - MISCELLANEOUS

25. LIQUOR LICENCE

25.1 Receipts for the supply of liquor

The Club must not pay any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.

25.2 Management of the Club

In accordance with rule 17, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

25.3 Guests

- (a) A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a Member.
- (b) A guest can not:
 - (i) be admitted as an Honorary Member or temporary Member of the Club; or
 - (ii) be exempted from the obligation to pay the ordinary subscription for Membership of the Club,

unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.

25.4 Register of guests

Where a guest in the company of a Member is admitted to any part of the licensed premises, the Secretary shall keep on the Club premises a register of such a guest and such register must contain the:

- (a) name and address of each guest; and
- (b) date on which each guest attended the premises.

26. 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 fourteen 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.

27. SOURCES OF FUNDS

- (a) The funds of the Club shall be derived from entrance fees, annual subscriptions, green fees, competition entry fees, trading operations, investments, rental from properties, bequests and donations and such other sources as the Board determines.
- (b) The Club shall provide and maintain its facilities from the joint funds of the Club.

28. MANAGEMENT OF FUNDS

- (a) Banking
 - (i) 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.
 - (ii) All funds of the Club must be deposited into the financial account of the Club no later than five working days after the receipt.

- (iii) No expenditure exceeding five hundred dollars (\$500) shall be entered into without the consent of the Board, and all accounts against the Club shall be passed by the Board before payment is made unless otherwise authorised by the Board.
 - (iv) 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.
- (b) Melbourne Bowling Club Memorial Fund
- (i) There shall be a separate banking account entitled "The Melbourne Bowling Club Memorial Fund" ("the Fund") which shall consist of:-
 - (A) the proceeds of any bequest, legacy or gift to the Melbourne Bowling Club where the donor has expressed the wish that the same shall be included in the Fund.
 - (B) the proceeds of any bequest, legacy or gift to the Melbourne Bowling Club where the same shall exceed the sum of \$499, and where the donor has not given any specific instructions as to its use by the Club.
 - (C) monies accumulated in the Fund in accordance with rule 28 (b) (iii) shall be referred to as the Fund Capital.
 - (ii) The Fund Capital shall be invested in such manner as the Board shall from time to time direct.
 - (iii) The Board may by resolution made within six months of the Annual General Meeting appropriate to the general bank account from the Fund an amount not exceeding eighty per cent (80%) of the net income of the Fund for the year immediately preceding the Annual General Meeting and that part of such income not so appropriated shall be accumulated to and form part of the Fund Capital.
 - (iv) No part of the Fund Capital shall be removed from the Fund save pursuant to a resolution carried in accordance with voting procedures applicable at any Annual General Meeting.
 - (v) Save as hereinbefore provided for, no part of the Fund Capital or income shall be appropriated for any purpose.

29. 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.
- (c) No person shall receive a greater profit benefit or advantage from the Club than that received by every Member thereof other than a remuneration or honorarium approved by the Act for work done by the Secretary, Treasurer or any other Director of the Club, or salary or wages paid to employees.

30. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two of the President; Secretary; Treasurer, an Ordinary Director as authorised by a resolution of the Board from time to time.

31. CONTROL OVER PROPERTY

- (a) Except that the negotiation of a loan, the issuing of debentures, the giving of any security over any property of the Club, the selling or purchasing any realty, the leasing of any land or buildings the property of the Club for any term exceeding three years, and all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club shall require the previous sanction of an Annual General or Special General Meeting of the Club; the property of the Club shall be subject to the control and disposition of the Board who are empowered to negotiate loans, issue debentures and sell or purchase any realty, and lease any land or buildings of the Club for any term exceeding three years, subject to such sanction as aforesaid.
- (b) The orders in writing of a quorum of those assembled at the meetings, and signed by the President of the day, and attested by the Secretary, shall vindicate anything done or purported to be done by them in pursuance of such direction, and no person not being a Member of the Club shall be entitled to enquire into the regularity of such direction beyond the verification of the signature of the Secretary.

32. BORROWING POWERS

- (a) If at any time the Club in Annual General Meeting or Special General Meeting shall pass a resolution authorising the Board to borrow money, the Board shall thereupon be empowered for the purpose of the Club to borrow such amount of money, either at one time or from time to time and at such rate of interest, and in such form or manner and upon such security as shall be specified in such resolution and thereupon the Board shall make all dispositions of the Club property, or any part thereof and enter into such agreements in relation thereto as the Board may deem proper for giving security for such loans and interest.
- (b) All Members of the Club shall be bound by the decision of the meeting.

33. DEBENTURES

- (a) The Club may issue Unsecured Debentures at a rate of interest as decided by the Board.
- (b) Debentures shall not be transferable by delivery, but with the consent of the Board of the Club, may be transferred to any person, by a transfer in writing, signed by the transferor and the transferee, in a form to be approved by the Board. Upon receipt by the Board of the said transfer, the transferee's name shall be endorsed upon the Debenture Certificate.
- (c) The Club shall keep at the Club premises a register of Debentures wherein shall be entered the names, addresses and description of the holders and particulars of the Debentures held by them, respectively.

- (d) The Club reserves the right to redeem Debentures at any time.
- (e) A Debenture redemption fund shall be created of \$1,000 per annum, or such larger amount as the Board may from time to time determine. First call on the fund shall be the payment to the Estate of a deceased Debenture holder within ninety days from the date of advice from the Executor of the Estate. Each year Debenture holders shall participate in a ballot for the balance (if any) of the redemption fund.
- (f) In the event of unforeseen circumstances arising, Debenture holders may apply to the Board for immediate repayment of Debentures held in their name.

34. AUDIT

- (a) Auditors who shall not be Directors of the Club shall be appointed at each Annual General Meeting.
- (b) Nominations for such office shall be taken at the Annual General Meeting in each year.
- (c) The Auditors shall have power at all times to examine the books and documents of the Club, and shall, as soon as conveniently may be after the close of the financial year, in each year, audit a Statement of Income and Expenditure and Balance Sheet, setting forth the financial business of the Club since the end of the preceding financial year, prepared by the Treasurer.
- (d) Any report of the Auditors shall be submitted to the Annual General Meeting.

35. 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 directors must witness every use of the Seal, unless the Board determines otherwise.

36. 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.

37. ALTERATION OF CONSTITUTION

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

38. DISSOLUTION

- (a) The Club may be wound up voluntarily by special resolution.

- (b) 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.
- (c) 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.

39. INDEMNITY

- (a) Every Director 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 Director 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 and employees against all damages and costs (including legal costs) for which any such Directors 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 Director, 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.

40. SERVICE OF NOTICES

- (a) Notices may be given to Members 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.

41. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in their 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;
 - (iii) the Register of Members.
- (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 41(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 41(b) and 41(d), 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.

42. REGULATIONS

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