

**CONSTITUTION
AND
RULES
OF
PAYNEHAM BOWLING CLUB INCORPORATED**

Incorporation Number: A1553

REVISED MAY 2022

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SECTION 1 NAME AND OBJECTS

1. Name

- 1.1. The name of the Club shall be the Payneham Bowling Club Incorporated.

2. Interpretations

- 2.1. In these Rules, except in so far as the context or subject matter otherwise indicates or requires:
 - 2.1.1. **“The Act”** means the Association Incorporation Act (SA) 1985 as amended.
 - 2.1.2. **“Assets”** means any tangible or intangible economic resource owned and controlled by the Club and capable of producing value and expected to yield a benefit in future periods and is reported on the balance sheet as an asset of the Club.
 - 2.1.3. **“Associate Director”** means a person appointed by the Board to serve as an advisor to the Board in accordance with Rule 32 of the Constitution.
 - 2.1.4. **“Authorised Person”** means a person authorised by the Board to perform or carry out a function or service.
 - 2.1.5. **“Board”** means the members for the time being of the ‘Board’ of the Club as constituted in accordance with the Rules. It is the governing or controlling body of the Club, subject only to any direction of the members at an Annual General Meeting or Special General Meeting.
 - 2.1.6. **“Chairperson”** means the Chairperson according to the current officeholder in the various committee categories.
 - 2.1.7. **“Club”** means the Payneham Bowling Club Incorporated.
 - 2.1.8. **“Day”** means calendar day, not business day.
 - 2.1.9. **“Director”** means a person appointed to the Board by elected members of the Club in accordance with Rule 32 of the Constitution.
 - 2.1.10. **“Employee”** means a person hired to provide a service to the Club either on a full-time, part-time or casual basis in exchange for payment and included other known terms such as: staff and worker.
 - 2.1.11. **“Financial Year”** means the Club’s financial year. Unless altered by members at an Annual General Meeting or Special General Meeting, this shall be from midnight 30th April to midnight the next 30th April.
 - 2.1.12. **“Member”** means any member of the Payneham Bowling Club Inc.
 - 2.1.13. **“Membership Year”** means the yearly period of twelve months commencing from midnight 31 July to midnight of the next 31 July, unless altered by the members at an Annual General Meeting or Special General Meeting
 - 2.1.14. **“Month”** means a calendar month.
 - 2.1.15. **“Returning Officer”** means a person appointed by the Board to perform duties relating to an election at an Annual General Meeting and Special General Meeting of Club members, in accordance with Rule 28.
 - 2.1.16. **“Rules”** means the Rules of the Club in force for the time being.
 - 2.1.17. **“Secretary”** means the Secretary of the Club elected in accordance with these Rules.

- 2.1.18. The **“Peak Body”** means the peak body of the sport of Lawn Bowls in South Australia.
- 2.1.19. **“Treasurer”** means the Treasurer of the Club elected in accordance with these Rules.
- 2.2. In these **Rules**:
 - 2.2.1. words importing the singular include the plural and vice versa
 - 2.2.2. words importing any gender include the other gender; and
 - 2.2.3. a reference to ‘writing’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

3. Objects and Purposes

The objects and purposes of the Club shall be to:

- 3.1. maintain and conduct a Club of non-political character, and to provide a clubhouse, bowling green and other conveniences for the use and recreation of the members and the broader community at such place or places as decided by the members;
- 3.2. promote such other objects as the members shall determine, but always to have in mind the advancement and best interests of the game of bowls;
- 3.3. affiliate with the Peak Body and any other organisation that may be desirable in the pursuit of these objects and purposes; and
- 3.4. do all such things necessary to the attainment of the above objects and purposes.

4. Powers

The Club shall have the power to:

- 4.1. acquire, hold, deal with and dispose of any real or personal property;
- 4.2. construct, maintain and alter any buildings, grounds, playing surfaces, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the interests of the members of the Club;
- 4.3. open and operate financial institution accounts;
- 4.4. invest money in any security in which trust monies may, by Act of Parliament, be invested or in any other manner the Board deems;
- 4.5. borrow or acquire money upon such terms and conditions as the Board deems fit;
- 4.6. give such security for the discharge of liability incurred by the Club as the Board deems fit;
- 4.7. appoint agents to contract any business of the Club on behalf of the Club;
- 4.8. enter into any other contract the Club considers necessary or desirable; and
- 4.9. do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Club.

SECTION 2 MEMBERSHIP

5. Membership Qualifications

A person is qualified to be a member of the Club if, but only if:

- 5.1. the person has not ceased to be a member of the Club at any time after incorporation of the Club under the Act; or
- 5.2. the person is a person who:
 - 5.2.1. has been nominated for membership of the Club as provided by these Rules; and
 - 5.2.2. has been approved for membership of the Club by the Board.

6. Register of Members

The Secretary shall:

- 6.1. establish and maintain a *Register of Members* of the Club specifying each member's name, contact details (including telephone numbers, postal address, email address), membership class and the date on which membership commenced; and
- 6.2. keep the *Register of Members* at the Club's principal place of administration.

7. Service of Notices

- 7.1. For the purposes of these Rules, a notice may be served by, or on behalf of, the Club on any member either personally, by post or email, using contact details shown in the *Register of Members*.
- 7.2. Where a document is served to a person by a properly addressed, pre-paid letter, the document shall be deemed, for the purpose of these Rules, to have been served on the person at the time at which the letter would have been delivered in ordinary course of post, unless the contrary is proved. If a document is delivered by email, an electronic confirmation is to be retained by the Secretary as proof of delivery.

8. Membership Quota

- 8.1. The Board may, in its absolute discretion, impose a maximum quota on the number of members of the Club.

9. Membership Categories

The Club shall, in respect of bowling members, consist of such categories of membership as conform with the registration requirements of the Peak Body. In addition, the Club may, in respect of non-bowling members and visiting interstate and/or overseas bowlers, consist of such categories of membership as the Club deems appropriate.

9.1. Full Member

- 9.1.1. Full Members with full registration with the Peak Body shall be eligible to play in all the Peak Body and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

9.2. Life Member

- 9.2.1. Life Members registered with the Peak Body as fully registered members shall be eligible to play in all the Peak Body and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

9.3. Associate Member

Associate Members registered with the Peak Body:

- 9.3.1. shall not be selected for pennant teams until all available Full Members and eligible Life Members have been selected; and
- 9.3.2. shall not be eligible to play in the Peak Body or Bowls Australia events.

9.4. Junior and Student Member

- 9.4.1. Junior Members shall be persons under the age of eighteen (18) years as of 1 July in the year of their registration.
- 9.4.2. Student Members shall be full-time students under the age of twenty-five (25) years as of 1 July in the year of their registration.
- 9.4.3. Junior or Student members registered with the Peak Body shall be eligible to play in all the Peak Body and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

9.5. Restricted Member

- 9.5.1. Restricted Members are limited to participate only in events specifically designated for Restricted Members, e.g., Night Owls, or competitions or events at other clubs specifically designated for casual bowlers.
- 9.5.2. Restricted Members are not eligible to play in the Peak Body or Bowls Australia events or open or invitation tournaments of other clubs.

9.6. Social Member

- 9.6.1. Social Members may be admitted as non-bowling members of the Club in the same manner as Full Members and are entitled to privileges as determined by the Board from time to time.
- 9.6.2. Members registered under this category are not eligible to play in the Peak Body or Bowls Australia events or open or invitation tournaments of other clubs.

9.7. Temporary Member

- 9.7.1. A member of any other bowling club under the jurisdiction of the World Bowls Board or the Peak Body (or other State Authority as provided in the Constitution and By-laws of Bowls Australia), who visits the Club on any date for the purpose of playing bowls, shall be a Temporary Member of the Club for that day.
- 9.7.2. The name and bowling club of a Temporary Member must be recorded on score cards.
- 9.7.3. A non-member who attends a function at the Club where a club hire fee and/or a green fee has been paid, shall be a Temporary Member of the club for that day.

9.8. Honorary Member

- 9.8.1. The President or Secretary has the authority to confer Honorary Membership on a visiting member of an overseas or interstate club, or any club affiliated with the Peak Body during the period of their visit, provided the visitor is sponsored by a current member of the Club.

10. Nomination and Admission of Full Members

- 10.1. A nomination for full membership of the Club must be lodged in writing with the Secretary by a full member, on a form approved by the Board.
- 10.2. Within five (5) days of receiving a membership nomination, the Secretary shall:
 - 10.2.1. post a copy of the application on the Club's notice board, at least seven (7) days preceding the day of election to membership; and
 - 10.2.2. refer the nomination for the Board's consideration.
- 10.3. Where the Board, in its absolute discretion, approves a nomination for membership, the Secretary shall notify the nominee as soon as possible and request payment of the entrance fee and annual subscription under these Rules. Payment must be within twenty-eight (28) days of notification.

Upon payment of fees referred to in Rule 10.3 by the nominee within 28 days, the Secretary shall enter their name in the *Register of Members*.

On entry to the *Register of Members*, the nominee becomes a member of the Club entitled to receive copies of the current Rules, By-laws and Regulations. If the nominee requests these documents, the Secretary will provide them.

- 10.4. If the Board rejects a nominee's application or where the nominee fails to make the payments according to the requirements in Rule 10.3, the nominee cannot be nominated again for at least six (6) months from the date of rejection.

11. Membership entitlements not transferable

A right, privilege or obligation which a person has as a Club member cannot be transferred or transmitted to another person. Membership entitlements cease at the termination of the person's membership.

12. Membership Benefits

12.1. Life Members

- 12.1.1. A Full Member who has rendered special service or services to the Club, may on the recommendation of the Board at an Annual General Meeting or Special General Meeting, be elected a Life Member of the Club with full privileges without payment of any subscription.
- 12.1.2. The election of a Life Member shall be by ballot and to succeed, requires affirmative votes of at least three-quarters of Full Members and Life Members present.
- 12.1.3. An elected Life Member retains that status for life.
- 12.1.4. A Life Member shall not be relieved of any financial obligation other than the Club's annual subscription.
- 12.1.5. To be eligible to play in the pennant competition, the Peak Body and Bowls Australia events, or events of other clubs, a Life Member must be registered as a Full Member with the Peak Body.

12.2. Associate Members

- 12.2.1. Associate Members may be admitted in the same manner as Full Members, subject to the terms of these Rules, and are entitled to play bowls and engage in other forms of recreation conducted by the Club.

12.3. Junior and Student Members

- 12.3.1. Junior and Student Members may be admitted in the same manner as Full Members, subject to the terms of these Rules, and are entitled to play bowls and engage in other forms of recreation conducted by the Club.

12.4. Social, Temporary, Restricted and Honorary Members

- 12.4.1. The Secretary shall maintain a register of Social, Temporary, Restricted and Honorary members who shall be eligible to play in casual bowls and/or night bowls events and engage in other specifically designated forms of recreation conducted by the Club.

13. Members Entitlements

The entitlements of members of the Club are as follows.

- 13.1. Full Members and Life Members are entitled to all Club privileges subject to Rule 14 and are the only members entitled to vote at the Annual General Meeting or Special General Meetings of the Club.
- 13.2. Associate, Social, Honorary, Temporary, Junior, Student and Restricted Members are entitled to privileges determined by the Board from time to time and are not entitled to vote at the Annual General Meeting or Special General Meetings of the Club.

14. Board of Management Nominations

- 14.1. Full Members and Life Members, who are not employees of the Club, are entitled to nominate or be nominated for positions on the Board of Management.

15. Cessation of Membership

A person ceases to be a member of the Club if the person:

- 15.1. dies;
- 15.2. forfeits their membership;
- 15.3. resigns their membership; or
- 15.4. is expelled from the Club.

16. Forfeiture of Membership

- 16.1. A member who fails to pay their annual subscription within six (6) months after the beginning of the Financial Year of the Club ceases to be a member.
- 16.2. The Board may, in its absolute discretion, restore a member's name to the *Register of Members* where the Board accepts an explanation from the member and the member has paid the amount/s due.
- 16.3. The Secretary shall notify each member when their subscription is due. This notice must be served in accordance with Rule 7.
- 16.4. Where a member of the Club, for whatever reason, ceases to be a member for one or more years, they may be re-admitted under conditions determined by the Board.

17. Resignation of Members

- 17.1. A member of the Club is not entitled to resign their membership except in accordance with this Rule.

- 17.2. A member seeking to resign from the Club must give notice to the Secretary in writing and pay all monies due at the date of the notice, including the current Financial Year's subscription or such portion thereof as the Board determines.
- 17.3. Where a member ceases to hold membership, the Secretary shall record the date on which the member ceased to be a member in the *Register of Members*.
- 17.4. Where a member ceases to hold membership and intends to transfer to another club, the Secretary shall complete a clearance form to indicate that the member left in good standing. The Secretary shall retain a copy of the clearance form for Club records.
- 17.5. A member resigning from the Club or ceasing for any reason whatever to be a member shall not have any right, title or interest in or to any property of the Club.

18. Disciplining of Members

- 18.1. Where the Board is of the opinion that a member of the Club has:
 - 18.1.1. persistently refused or failed to comply with these Rules, or
 - 18.1.2. persistently and wilfully acted in a manner prejudicial to the Club's interests, or
 - 18.1.3. engaged in conduct deemed by the Board to be undesirable,the Board may, by resolution:
 - 18.1.4. expel the member, or
 - 18.1.5. suspend membership for a specified period, or
 - 18.1.6. censure the member.
- 18.2. A resolution of the Board under Rule 18.1 has no effect unless the Board, at a meeting held not less than seven (7) days and not more than twenty-eight (28) days after serving a notice on the member under Rule 18.3, confirms the resolution in accordance with this Rule.
- 18.3. When the Board passes a resolution under Rule 18.1, the Secretary shall, as soon as practicable, serve a notice in writing on the member setting out the Board's decision and the reasons for it.
 - 18.3.1. The notice shall include sufficient information for the member to understand the case to be answered. If the case changes before the meeting, the member shall be given adequate notice of the changes.
 - 18.3.2. The notice shall state the date, place and time of the meeting.
 - 18.3.3. The notice shall state that the member may address the Board at a meeting to be held not earlier than seven (7) days and not later than twenty-eight (28) days after the notice is served.
 - 18.3.4. The notice shall inform the member that they may do any or all of the following:
 - 18.3.4.1. object to a Board member on the grounds of bias (the Board shall determine this objection as a preliminary point);
 - 18.3.4.2. attend and speak at the meeting, or have a representative attend and speak on the member's behalf;

- 18.3.4.3. submit written representations to the Board at or before the meeting relating to its resolution, or arrange for a representative to do so on their behalf;
 - 18.3.4.4. bring witnesses to the meeting to give evidence as to facts or character;
 - 18.3.4.5. call for any statements made to the Board relevant to the case against them and for person(s) making statement(s) to be available for questioning, if so advised.
- 18.4. At a Board meeting held in accordance with Rule 18.3, the Board shall:
- 18.4.1. give the member (or representative), an opportunity to address the Board
 - 18.4.2. consider written representations submitted by the member (or representative), at or prior to the meeting; and
 - 18.4.3. determine whether to confirm or revoke the resolution.
- 18.5. Where the Board confirms a resolution under Rule 18.4, the Secretary shall advise the member in writing the resolution within seven (7) days and their right of appeal under Rule 18.
- 18.6. A resolution confirmed by the Board under Rule 18.4. does not take effect:
- 18.6.1. until the appeal period has expired according to Rule 19.1, if the member does not appeal within that period; or
 - 18.6.2. where the member appeals within the timeframe, unless and until a Special General Meeting confirms the resolution, pursuant to Rule 19.4.

19. Right of Appeal of Disciplined Member

- 19.1. A member may lodge a notice to appeal, in writing, to a Special General Meeting against a Board decision confirmed under Rule 18.4. This must be done within seven (7) days of receiving a notice of the resolution from the Secretary.
- 19.2. Upon receipt of an appeal from a member under Rule 19.1, the Secretary shall notify the Board which will convene a Special General Meeting within twenty-eight (28) days from the date on which the Secretary received the notice.
- 19.3. At the Special General Meeting of the Club convened under Rule 19.2:
 - 19.3.1. no business other than the question of the appeal shall be transacted;
 - 19.3.2. the Board and the member (or representative), shall state their respective cases orally or in writing or both; and
 - 19.3.3. Full Members and Life Members present shall vote by secret ballot to confirm or revoke the Board's decision.
- 19.4. If three-quarters of the members present and entitled to vote at the Special General Meeting confirm the Board's decision, the decision is upheld.

20. Absence of a Member

- 20.1. 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 fee as determined by the Board.

21. Fees and Subscriptions

Except as otherwise provided in these Rules:

- 21.1. A member of the Club shall, upon admission to membership, pay to the Club an entrance fee as determined by the members from time to time at an Annual General Meeting or Special General Meeting.
- 21.2. A member shall pay to the Club an annual subscription as determined by the members from time to time at an Annual General Meeting or Special General Meeting.
- 21.3. The subscription fee shall be payable annually by no later than 30 September or other time as determined by the Board from time to time.
- 21.4. Any member whose annual subscription is outstanding for more than six (6) months after the beginning of the Financial Year of the Club, shall cease to be a member. The Board may reinstate such a person's membership on terms it deems appropriate.
- 21.5. Members elected to membership after the first day of January in any year shall pay a proportion of the annual subscription as determined by the Board.
- 21.6. A new Club member may be admitted as a Full Member (or an existing member upgraded to Full Membership) on payment of a first-year initial subscription fee, as determined by the Board.

22. Members' Liabilities

- 22.1. The liability of a member of the Club to contribute toward the payment of debts and liabilities of the Club or the cost, charges, and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Rule 21.

SECTION 3 MANAGEMENT BY MEMBERS

23. Management by Members

- 23.1. The Club shall be managed by the members of the Club through the Annual General Meeting and/or Special General Meetings.
- 23.2. The President, elected according to Rule 27 and Rule 28, shall, subject to this Constitution, preside as Chairperson at every Annual General Meeting, Special General Meeting, General Meeting and Board Meeting of the Club.
 - 23.2.1. If the President is not present or is unable to preside, the members entitled to be present at that meeting shall appoint one of their number to preside as Chairperson of that meeting only.

24. Absentee voting

- 24.1. Where a notice of motion is to be placed before an Annual General Meeting or Special General Meeting and is notified in advance, members unable to attend the meeting may register an absentee vote with the President under the following conditions:
 - 24.1.1. the vote is registered on an official absentee voting form distributed by and returned to a designated Returning Officer (see Rule 28.3);
 - 24.1.2. the vote is confirmed to be lodged by a member entitled to vote;

- 24.1.3. the original notice of motion is not amended at the meeting. Any amendment to an original notified motion shall invalidate all absentee votes in relation to any vote on the amended motion.

25. Annual General Meeting

- 25.1. The Club shall convene an Annual General Meeting of its members by no later than 30 June each year, unless the Board has cause to vary the schedule because of particular prevailing circumstances.
- 25.2. The Annual General Meeting of the Club shall, subject to the Act and to Rule 23, be convened on a date and time determined by the Board.
- 25.3. The Board shall provide members with at least fourteen (14) days' notice of the Annual General Meeting and must affix a copy of the Notice of the Meeting to the notice board inside the clubhouse. A copy of Notices of Motion to be considered at the Annual General Meeting must accompany the Notice of the Meeting.
- 25.4. On any question arising at an Annual General Meeting, each Full Member and Life Member of Club has only one (1) vote.
- 25.5. All votes on a notice of motion lodged in advance of the meeting must be given by an absentee vote lodged with a Returning Officer by the designated time and date.
- 25.6. A member may not lodge an absentee vote and vote in person at the meeting.
- 25.7. In the case of an equal number of votes on a question at an Annual General Meeting, the Chairperson shall exercise a casting vote. This is in addition to their deliberative vote.
- 25.8. The business to be transacted at the Annual General Meeting shall be in the following order:
- 25.8.1. reading of the Notice convening the Meeting;
 - 25.8.2. confirmation of the Minutes of the previous Annual General Meeting and/or Special General Meetings;
 - 25.8.3. presentation of Annual Report;
 - 25.8.4. consideration and adoption of Annual Report;
 - 25.8.5. presentation of Balance Sheet and Statement of Accounts;
 - 25.8.6. consideration and adoption of Balance Sheet and Statement of Accounts;
 - 25.8.7. other reports;
 - 25.8.8. election of office bearers;
 - 25.8.9. nomination and election of Auditors;
 - 25.8.10. fix amount of annual subscription for all categories of membership;
 - 25.8.11. fix the limit on single items of capital expenditure the Board may incur, without the approval of the members at a Special General Meeting of the Club;
 - 25.8.12. fix the limit on expenditure which may be incurred by managers and committees or sub-committees without the approval of the Board;
 - 25.8.13. fix the interest to be paid on Debentures;
 - 25.8.14. Notices of Motion.

26. Special General Meetings

- 26.1. The Board shall convene a Special General Meeting either on its own resolution or when requested to do so by requisition in accordance with this Rule.
- 26.2. The Board shall, on a requisition in writing of not less than three (3) Board members, or fifteen (15) Full or Life Members of the Club, convene a Special General Meeting.
- 26.3. A requisition for a Special General Meeting:
 - 26.3.1. shall state the purpose(s) of the Meeting;
 - 26.3.2. shall be signed by the members making the requisition;
 - 26.3.3. shall be lodged with the Secretary; and
 - 26.3.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4. A Special General Meeting shall be held on a date determined by the Board, but not less than fourteen (14) clear days and not more than twenty-eight (28) clear days from the date of requisition. The Secretary shall post the requisition and Notice of Meeting on the notice board of the Club.
- 26.5. If the Board fails to convene a Special General Meeting in accordance with Rule 26.2, the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after the date of the requisition.
- 26.6. On any question arising at a Special General Meeting, each Full Member and Life Member of Club has only one (1) vote.
- 26.7. All votes must be given personally or by an absentee vote.
- 26.8. A member may not lodge and absentee vote and vote in person at the meeting.
- 26.9. Absentee votes must be lodged with a Returning Officer by the designated date and time.
- 26.10. In the case of an equal number of votes on a question at a Special General Meeting, the Chairperson shall exercise a casting vote. This is in addition to their deliberative vote.

27. Conducting Annual General Meetings and Special General Meetings

- 27.1. No item of business shall be transacted at an Annual General Meeting or Special General Meeting of the Club unless a quorum of members entitled to vote under these Rules is present during the time the meeting is considering that item.
- 27.2. Twenty (20) percent of the Full and Life Members of the Club present in person at an Annual General Meeting or Special General Meeting, being members entitled to vote under these Rules, shall constitute a quorum.
- 27.3. If thirty (30) minutes after the appointed commencement time of an Annual General Meeting or Special General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and location, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members.
- 27.4. If after thirty (30) minutes of the appointed commencement time of a Special Meeting convened upon the requisition of members a quorum as stated in Rule 27.3 is not present, the meeting shall be dissolved.

- 27.5. If at an adjourned Annual General Meeting or Special General Meeting a quorum is not present thirty (30) minutes after the appointed commencement time, the members present, being not less than ten (10) percent of the Full and Life Members of the Club, shall constitute a quorum.

28. Voting for the Election of Board Members

- 28.1. If the number of nominated candidates for election exceeds the number of vacancies, there shall be an election by secret ballot, using a preferential voting system.
- 28.2. The Board may, from time to time, determine processes to be adopted by the Club for:
- 28.2.1. delivering ballots to members;
 - 28.2.2. returning ballots;
 - 28.2.3. ensuring secrecy of votes cast; and
 - 28.2.4. determining voters are eligible to vote under the Constitution.
- 28.3. Prior to an election, the Board must appoint two or more Returning Officers for the purposes of the election. The Returning Officers shall conduct the ballot.
- 28.4. Not less than twenty-one (21) clear days before the date fixed for the Annual General Meeting, the President must arrange for the names of nominated candidates for election and instructions to be delivered to each member, including:
- 28.4.1. the number of candidates to be elected;
 - 28.4.2. the method of voting;
 - 28.4.3. the closing date for the election, being the date by which votes must be lodged (including absentee votes); and
 - 28.4.4. any other materials relevant to the election.
- 28.5. Board members shall be elected at the Annual General Meeting for a term of two (2) years. In 2023, 50% of members shall be elected for two years; in 2024 other members shall be elected for two (2) years.
- 28.6. Where an election is conducted, all completed absentee votes received on or before the closing date and time must be delivered in a secure manner to the Returning Officer(s). Returning Officers tally these absentee votes with those lodged at the Annual General Meeting, if required.
- 28.7. Prior to or at the Annual General Meeting, the Returning Officers shall:
- 28.7.1. ensure each ballot has been completed by a person eligible to vote in the election, under this Constitution;
 - 28.7.2. ensure each ballot has been completed in a manner that does not render the vote invalid, in accordance with the process determined by the Board pursuant to Rule 28.2;
 - 28.7.3. confirm the total number of votes for each candidate; and
 - 28.7.4. certify to the Chairperson at the Annual General Meeting the number of votes received by each candidate.
- 28.7. If two or more candidates receive an equal number of votes, the Chairperson shall, in such cases, draw lots to decide the successful candidate.

- 28.8. The outgoing Board shall retain office until the close of the Annual General Meeting. The candidates declared elected shall take office at the close of the Annual General Meeting.
- 28.9 All other questions for decision at an Annual General Meeting or Special General Meeting shall be proposed, seconded and determined by a show of hands, unless a ballot is asked for by ten percent (10%) of members present and entitled to vote. The ballot shall then be taken.
- 28.10. When a ballot is taken, the two appointed Returning Officers shall conduct the ballot. The result of each ballot shall be deemed a resolution of the Club adopted at the Annual General Meeting or Special General Meeting.
- 28.11. The Chairperson of an Annual General Meeting or Special General Meeting shall, subject to Rule 25.7 and 26.10, be entitled to a deliberative and a casting vote.
- 28.12 All financial members of the Club may attend and speak at Annual General Meetings and Special General Meetings of the Club, at the discretion of the Chairperson, but only Full Members and Life Members are entitled to vote.
- 28.13 At any Annual General Meeting of the Club, only financial members at the close of the previous Financial Year of the Club or any new member who has paid the current fee shall be entitled to attend. This provision shall apply to any Special General Meeting of the Club held between the close of the previous Financial Year and the Annual General Meeting of the Club. At all other Special General Meetings, only members who are financial according to these Rules shall be entitled to attend.
- 28.14 At any Annual General Meeting or Special General Meeting of the Club, a declaration by the Chairperson that a resolution has been carried, lost, or not carried by a particular margin (if required) and an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 28.15 All resolutions passed at the Annual General Meeting or Special General Meeting of the Club shall be conclusive and binding on all members, whether they were present or not at the meeting.

SECTION 4 MANAGEMENT BY OFFICERS

29. Board

The affairs of the Club including financial and property affairs shall be managed and controlled by the Board.

30. Powers of the Board

The Board, subject to the Act, the Regulations, these Rules, and any resolution passed by the Club at an Annual General Meeting or Special General Meeting:

- 30.1 shall control and manage the affairs of the Club;
- 30.2 has power to perform all acts and do all things necessary or desirable for the proper management of the affairs of the Club, including, but not limited to, the following powers:
- 30.2.1 to delegate, in accordance with Rule 38, the exercise of functions to committees and sub-committees;

- 30.2.2 to fill casual vacancies on the Board;
- 30.2.3 to appoint Associate Directors, Authorised Persons and Employees, as required, to carry out the objects of the Club and delegate any of its powers to such officers and employees;
- 30.2.4 to impose levies on members, subject to the approval of an Annual General Meeting or the Special General Meeting of the Club;
- 30.2.5 to review the resignation of a member in accordance with Rule 17;
- 30.2.6 to make By-laws in conformity with the Rules of the Club;
- 30.2.7 interpret the Rules and By-laws of the Club, and such interpretation shall be final;
- 30.2.8 to carry out all resolutions, including those of which the prescribed notice has been given and which have been passed at an Annual General Meeting or Special General Meeting of the Club;
- 30.2.9 to ensure compliance with the Rules and By-laws of the Club and deal with any breaches as provided in Rule 18;
- 30.2.10 to deal with other matters which may arise or matters which are not specifically provided for in the Rules of the Club;
- 30.2.11 to cause correct financial accounts and books, and administrative records, to be kept showing the affairs of the Club. The Board shall authorise all expenditure including any expenditure passed at an Annual General Meeting or Special General Meeting of the Club and direct the method of dealing with monies received for or on behalf of the Club; and
- 30.2.12 to invest funds in any security which trust money may by an Act of Parliament be invested, or in any other manner specifically authorised by the members at a General Meeting of the Club.

31. Office Bearers – Board

- 31.1 The Board shall consist of the office bearers of the Club each of whom shall be elected at the Annual General Meeting of the Club pursuant to Rule 28.
- 31.2 The Board of the Club shall be:
 - 31.2.1 the President, who shall be the Chairperson;
 - 31.2.2 the Secretary;
 - 31.2.3 the Treasurer, who shall be the Finance Director; and
 - 31.2.4 up to six Board members with coordination responsibilities, as listed in the By-laws; and
 - 31.2.5 the Immediate Past President, who may attend Board Meetings as an advisor in an *ex-officio* capacity.
- 31.3 Each member of the Board shall, subject to the Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but shall be eligible for re-election.
- 31.4 In the event of a casual vacancy, the Board may appoint a member of the Club to fill the vacancy and that member shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of appointment.
- 31.5 At its discretion, the Board may appoint up to three (3) Associate Directors and Authorised Persons as required.

32. Election of Board Directors

- 32.1 Nominations of candidates, who shall be Full or Life Members, subject to Rule 13.1, for election as Directors of the Board of the Club:
 - 32.1.1 shall be made in writing and signed by a nominator and a seconder, both of whom are fully registered Full or Life Members of the Club, and certified by the nominee expressing willingness to accept the position for which nominated; and
 - 32.1.2 shall be delivered to the Secretary not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 32.2 If insufficient nominations are received to fill all Board vacancies, the nominated candidates shall be deemed elected and further nominations may be received at the Annual General Meeting.
- 32.3 If insufficient further nominations are received, any vacant positions remaining on the Board shall be treated as casual vacancies in accordance with Rule 31.14.
- 32.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- 32.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 32.6 The ballot for the election of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct, subject to Rule 28.

33. Casual Vacancies – Board

To these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

- 33.1 dies;
- 33.2 ceases to be a member of the Club;
- 33.3 becomes an insolvent under administration within the meaning of the Corporations Law;
- 33.4 resigns office by notice in writing given to the Secretary;
- 33.5 is removed from office under Rule 36;
- 33.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 33.7 is absent without the consent of the Board from three (3) consecutive meetings of the Board.

34. Associate Directors

- 34.1 At its discretion, the Board may co-opt up to three (3) persons with specialist skills determined by the Board as Associate Directors. Associate Directors are not required to be Club members and may be employees of the Club.
- 34.2 Associate Directors shall serve for either a short, fixed term to assist with special projects or for one (1) year, depending on the nature of the co-option. The term of an Associate Director is at the discretion of the Board.
- 34.3 Associate Directors shall be eligible to be co-opted again for a further period at the Board's discretion.

- 34.4 Associate Directors shall not be eligible to fill the positions of President, Secretary or Treasurer.
- 34.5 Associate Directors shall have no voting rights.

35. Minutes Officer

- 35.1 The Board may co-opt a Minutes Officer, if deemed necessary, to take minutes of Board and other official service meetings. They may be co-opted for up to one (1) year, but may be co-opted for further terms, at the discretion of the Board.
- 35.2 The Minutes Officer has no voting rights.
- 35.3 The Minutes Officer may be a paid employee of the Club.

36. Removal of Member from the Board

- 36.1 At a Special General Meeting, the Club may, by resolution, remove any Board member before their term of office expires and may, by resolution, appoint a replacement Board member.
- 36.2 A Board member, to whom a proposed resolution referred to in Rule 36.1 relates, may make representations to the Secretary or President in writing and may request that members of the Club are notified of them. The Secretary or President may send a copy of the representations to each Club member.
- 36.3 If they are not sent, the member may require the representations be read out at a meeting at which the resolution is considered.

37. Meetings and Quorum – Board

- 37.1 The Board shall meet at least once each month at a place and time determined by the Board.
- 37.2 Subject to Rule 26, Special Meetings of the Board may be convened by the President or at the written request to the Secretary of three (3) Board members.
- 37.3 Notice of a Meeting or Special Meeting of the Board shall be given by the Secretary to each Board member at least two (2) days before the time appointed for the meeting.
- 37.4 Notice of a meeting given under Rule 26 shall specify the general nature of the business to be transacted and no other business shall be transacted, except where Board members at the meeting unanimously agree on other matters of urgent business. A resolution specifying the date and time of the next regular Meeting in the minutes distributed to Board members, shall be sufficient notice of that next regular meeting.
- 37.5 At least fifty percent (50%) plus one (1) of the members of the Board shall constitute a quorum to transact the business of a Board meeting.
- 37.6 No business shall be transacted by the Board unless a quorum is present and, if within fifteen (15) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day, place and time the following week.
- 37.7 If at the adjourned meeting at least fifty percent (50%) plus one (1) of Board members are not present within twenty (20) minutes of the time appointed for the meeting, the meeting shall be dissolved.
- 37.8 At a meeting of the Board:

- 37.8.1 the President shall preside; or
- 37.8.2 if the President is not present or unable to preside Rule 23.2 shall apply.

38. Board Delegation to Managers, Committees, Sub-committees and Authorised Persons

- 38.1 The Board may appoint managers, authorised persons and establish committees and/or sub-committees to exercise functions as determined by the Board and appoint members to those committees and sub-committees. The Board shall set the quorum for meetings of all those committees and sub-committees.
- 38.2 In the establishing resolution, the Board may delegate functions as specified in the resolution, other than:
 - 38.2.1 the power of delegation; and
 - 38.2.2 any function imposed on the Board by the Act, these Rules or any other law.
- 38.3 A function, the exercise of which has been delegated to a committee, manager, authorised persons or sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee or manager, authorised persons and/or sub-committee in accordance with the terms of their delegation.
- 38.4 Notwithstanding any delegation under this Rule, the Board may continue to exercise any delegated function.
- 38.5 Any act or thing done by a manager, authorised persons, committee and/or sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done by the Board.
- 38.6 The Board may, by instrument in writing, revoke wholly or in part, any delegation under this Rule.
- 38.7 A committee and/or sub-committee shall meet and adjourn as it deems appropriate, unless otherwise specified in the instrument of delegation.
- 38.8 As soon as possible following the Annual General Meeting, the Board shall appoint members who were not elected at the Annual General Meeting.

39. Voting and Decisions – Board, Committees and Sub-committees

- 39.1 Questions arising at a meeting of the Board or of any committee and/or sub-committee appointed by the Board shall be determined by most of the votes of members of the Board or committee and/or sub-committee present and entitled to vote at the meeting.
- 39.2 Each member present at the meeting of the Board or of any committee and/or sub-committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote. In the event of equal votes on any question, matter or motion, the person presiding may exercise a deliberative and a casting vote.
- 39.3 Subject to Rule 30, the Board may act, notwithstanding any vacancy on the Board.
- 39.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee and/or sub-committee appointed by the Board, is valid and effectual, notwithstanding any defect that may afterwards be discovered in the appointment or disqualification of any member of the Board or committee and/or sub-committee.

SECTION 5 FUNCTIONS OF OFFICERS

40. President

- 40.1 The President shall regulate and keep order at all meetings at which the President is to preside, as prescribed by these Rules.
- 40.2 The President may only take actions determined by the Board, or members of the Club at any meeting of the Club, to ensure:
 - 40.2.1 the Rules and the By-laws of the Club are effectively implemented; and
 - 40.2.2 effective administrative actions follow decisions made at those meetings over which the President presides, as prescribed by these Rules.
- 40.3 The President may take action in any matter specifically detailed by these Rules.

41. Secretary

- 41.1 The Secretary shall be the executive officer of the Board and the Public Officer of the Club. The Secretary shall:
 - 41.1.1 as soon as practicable after being appointed, lodge notice of their address with the Club;
 - 41.1.2 attend all meetings of the Board, Annual General Meeting and Special General Meetings of the Club;
 - 41.1.3 keep minutes of all appointments of Board members;
 - 41.1.4 keep minutes of the names of Board members present at any Board meeting;
 - 41.1.5 keep minutes of all proceedings at Board meetings, the Annual General Meeting and Special General Meetings;
 - 41.1.6 ensure that minutes are signed by the Chairperson or other member presiding at the meeting;
 - 41.1.7 attend to all correspondence in connection with the general business of the Club;
 - 41.1.8 prepare the report of the Board on the activities of the Club during the year for submission to the Annual General Meeting of the Club;
 - 41.1.9 maintain a *Register of Members* in accordance with Rule 6.1 and the date of the latest subscription payment; and
 - 41.1.10 carry out duties usually associated with the office of Secretary with the approval or direction of the Board.

42. Treasurer

- 42.1 It is the duty of the Treasurer:
 - 42.1.1 to receive all moneys belonging to the funds of the Club, and within a reasonable time to deposit or arrange for their deposit with the Club's bankers, or as directed by the Board;
 - 42.1.2 to implement payment of accounts for which the Club is responsible and/or which have been passed for payment by the Board;
 - 42.1.3 to keep correct accounts of all moneys received and expended;
 - 42.1.4 liaise with financial institutions;
 - 42.1.5 liaise with auditors;
 - 42.1.6 prepare the annual income and expenditure budget for Board approval; and

- 42.1.7 prepare and submit financial statements at Board meetings and at the Annual General Meeting of the Club.
- 42.2 The Board may appoint Assistants to the Treasurer, who will carry out or assist the Treasurer with any duties of the Treasurer.
- 42.2.1 There is no requirement for Assistants to the Treasurer to be Board members.

43. Indemnity of Secretary and Treasurer

- 43.1 If the Secretary or the Treasurer is required by their offices to pay any money for an act, default or omission of any other person, such money shall be paid by the Club, or any such money paid by the Secretary or Treasurer shall be refunded by the Club.

SECTION 6 FINANCIAL

44. Funds – Management

- 44.1 All moneys received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club bank accounts, provided that:
 - 44.1.1 this shall not prohibit managers, committees or sub-committees from deducting the costs of an individual activity before depositing the net proceeds of that activity;
 - 44.1.2 so long as detailed accounts of that activity are lodged with the Treasurer.
- 44.2 The Club bank accounts are to be retained with financial institutions as approved by the Board from time to time.
- 44.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the following:
 - 44.3.1 the President, the Secretary, the Treasurer or one other nominee authorised by the Board.
 - 44.3.2 In the event that any one of the abovementioned is absent for any reason, the Board may appoint a substitute signatory to the Club accounts.

45. Accounts

- 45.1 Recurrent expenses are to be paid by the Club through the Board, as and when they fall due.
- 45.2 The Club shall keep accounting records necessary to correctly record and explain the financial transactions and financial position of the Club.
- 45.3 No single item of capital expenditure exceeding the amount set by the members at the Annual General Meeting shall be entered into without the approval of the members at a Special General Meeting of the Club.
- 45.4 The Board may approve expenditure within the limit set by the members at the Annual General Meeting.
- 45.5 The Board shall determine the limits, up to the maximum set by the members at the Annual General Meeting, within which any manager or committee and/or sub-committee may incur expenditure.
 - 45.5.1 Expenditure exceeding such amount as determined at the Annual General Meeting shall not be entered into without the prior consent of the Board.

46. Control Over Property

- 46.1 The prior approval of an Annual General Meeting or Special General Meeting of the Club is required for the following matters:
 - 46.1.1 negotiating a loan;
 - 46.1.2 issuing debentures;
 - 46.1.3 granting security over any property of the Club;
 - 46.1.4 selling of any real estate on behalf of the Club;
 - 46.1.5 leasing any property of the Club; and
 - 46.1.6 all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club.
- 46.2 In all other respects the property of the Club shall be subject to the control and disposition of the Board. The Board, subject to the approval of an Annual General Meeting or Special General Meeting in accordance with Rule 30, is empowered to:
 - 46.2.1 negotiate loans;
 - 46.2.2 issue debentures;
 - 46.2.3 sell or purchase any real estate on behalf of the Club; and
 - 46.2.4 lease any property of the Club.
- 46.3 A direction of an Annual General Meeting or Special General Meeting of the Club correctly recorded in the minutes of such meeting, the minutes having been confirmed by the Chairperson of the meeting, imposes an obligation on the Board to operate in accordance with the direction made.
- 46.4 The duly confirmed minutes provide a justification for the performance of the required direction provided that the terms of the recorded direction have been adhered to.
- 46.5 No person who is not 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.

47. Borrowing Powers

- 47.1 Subject to this Rule, the Annual General Meeting or a Special General Meeting of the Club may authorise the Board to borrow funds.
- 47.2 If the Board is authorised to borrow funds pursuant to Rule 30, then the Board may borrow funds at such rate of interest and in such form and manner and upon such security as shall be specified in any such resolution of the Annual General Meeting or Special General Meeting.
- 47.3 If the Board is authorised to borrow funds pursuant to Rule 30, then the Board shall make all dispositions of the Club's 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.
- 47.4 Subject to section 53 of the Act, the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.
- 47.5 All members of the Club shall be bound by the decision of the meeting authorising the borrowing of funds.

48. Books

- 48.1 All financial records, books of accounts and other financial documents relating to the Club shall be kept by the Treasurer.
- 48.2 These records, books of account and other financial documents shall be open to the inspection of the Board.

49. Audit

- 49.1 The Club shall, where required by the Act, appoint an Auditor and shall cause the accounts of the Club to be audited.
- 49.2 The Auditor shall be appointed at each Annual General Meeting of the Club. The Auditor shall not be a member of the Board and shall be appointed in a manner consistent with the terms of the Act.
- 49.3 Nominations for the office of Auditor shall be submitted at the Annual General meeting of the Club in each year.
- 49.4 The Auditor shall have power at all times to examine the books and documents of the Club.
- 49.5 The Auditor shall, as soon as possible after the close of the Financial Year in each year, audit the Statements of Receipts and Expenditure and Balance Sheets of the Club since the end of the preceding Financial Year. These statements shall be prepared by the Treasurer in accordance with accepted accounting principles.
- 49.6 The Auditor's Report shall be submitted to the Annual General Meetings of the Club.

SECTION 7 GENERAL

50. Honorary Solicitor

- 50.1 The Board may appoint an Honorary Solicitor to the Club upon such terms and for such period as the Board shall direct.

51. Damage to Property

- 51.1 No member shall remove from the Club any property of any kind without the permission of the President, the Secretary, the Treasurer, or three members of the Board, nor deface or damage any article which is the property of the Club.
- 51.2 Any member who removes, breaks, or damages any of the Club's property shall pay for the property at a price determined by the Board.

52. Winding Up and Dissolution

- 52.1 The Club may be wound up in the manner provided for in the Act.
- 52.2 In the case of a voluntary winding up or dissolution, the following procedure is to be followed:
 - 52.2.1 The Board shall call a Special General Meeting of the Club to consider whether or not the Club should be wound up or dissolved.
 - 52.2.2 A motion to wind up or dissolve the Club must be carried at the Special General Meeting by a majority of those present and entitled to vote.
 - 52.2.3 If such a motion is carried, then a second Special General Meeting of the Club must be called not less than one calendar month after the first mentioned

Special General Meeting of the Club; and the quorum at this Special General Meeting shall be not less than half of the members of the Club entitled to vote.

- 52.2.4 At this second Special General Meeting a Special Resolution motion to confirm the motion to wind up or dissolve the Club shall be put forward.
- 52.2.5 If the Special Resolution referred to in Rule 52.2.2 is carried, then the Board must, subject to the provisions of the Act, appoint a person, who may be a member of the Club, to act as liquidator and have the appointment approved by the Corporate Affairs Commission.
- 52.2.6 On confirmation from the Corporate Affairs Commission of the liquidator's valid appointment, the liquidator will proceed to sell and realise the property and assets of the Club and out of the net proceeds of such sale and realisation to discharge and satisfy all the liabilities of the Club.
- 52.2.7 If after the winding up of the Club there remains "surplus assets" as defined in the Act, such surplus assets shall not be distributed among the members but shall be given to other bowls clubs, charitable institution(s), or other body(s) as may be determined by the Board in their absolute discretion.

53. Alteration of Rules

- 53.1 No new Rules shall be made, nor any existing Rule altered or repealed except at an Annual General Meeting or at a Special General Meeting of the Club called for that purpose, and then only upon the motion being carried by two-thirds of the members entitled to vote at the meeting voting in the affirmative.
- 53.2 A copy of the proposed new Rule, alteration, or repeal shall be delivered to the Secretary at least twenty-one (21) days before such meeting and inserted in the notice convening the meeting at which the proposal is to be considered, and the notice posted on the notice board of the Club fourteen (14) clear days before the meeting.
- 53.3 The Secretary shall comply with all requirements of Section 24 of the Act to give effect to any new Rule or alteration to the Constitution.
- 53.4 The Secretary shall notify the Peak Body of any new Rule or alteration to the Constitution.
- 53.5 Any new or altered Rules shall come into operation from the date of adoption unless another date is specified in the motion.

54. Interpretation of Rules

- 54.1 In the event of any doubt or difficulty arising as to the meaning of any Rule, By-law, or Regulation, or, should any question arise as to their interpretation, the Board shall have power to pronounce a decision thereon and its decision shall be final and binding on the members, subject only to affirmation or reversal by a Special General Meeting of the Club called for that purpose.

55. Visitors

- 55.1 A member shall be allowed to introduce visitors to the Club on such conditions as the Board shall determine from time to time.

- 55.2 Notwithstanding Rule 55.1, no person who has been suspended or expelled from membership of a bowling club or whose conduct or presence on the Club's premises may be considered objectionable to the interests of the Club, shall be introduced as a visitor.

56. Appointment of Delegates

- 56.1 The delegates to meetings of the Peak Body shall be appointed by the Board.

57. Disputes and Suggestions

- 57.1 All suggestions and complaints to be drawn to the attention of the Board shall be made in writing to the Secretary, who shall list them for discussion at the next meeting of the Board.
- 57.2 If any dispute or disagreement arises between members concerning any matter relevant to the Club, it may be referred to the Board, in writing, by either party. The Board has the power to deal with such matters as it deems necessary in a manner consistent with these Rules.

58. Privacy Act

- 58.1 The Club, in conducting the business and carrying out the objects of the Club, shall abide by the National Privacy Principles of the Privacy Act 1988 as amended by the Privacy Amendment (Private Sector) Act 2000 and adopted December 21, 2001.

59. Emergency Administrative Action

- 59.1 In emergency circumstances, action taken by an officer or officers of the Club and ratified by the appropriate committee shall not render any proceedings void unless the members so direct at an Annual General Meeting or Special General Meeting.

60. Application of Benefit

- 60.1 The Club is a non-proprietary Club. The income and property of the Club shall be applied solely towards the promotion of the Objects and Purposes of the Club. No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonuses or otherwise to any member.
- 60.2 Nothing contained in Rule 60.1 shall prevent the payment by way of honorarium or refund of expenses to any member or officer of the Club for services rendered to the Club.

61. By-laws

- 61.1 The Board shall have power from time to time to make By-laws and Regulations not inconsistent with these Rules for the efficient working of the Club, and to alter, amend or rescind any By-law or Regulation as required.
- 61.2 The Secretary shall post on the notice board details of new By-laws, Regulations or changes to By-laws and Regulations for at least twenty-one (21) days before they take effect.
- 61.3 A record of all By-laws and Regulations shall be maintained by the Secretary and available for inspection by members.
- 61.4 All By-laws and Regulations in operation when this Constitution is adopted shall, if consistent with these Rules, continue to be in force.

62. Clubhouse Open

62.1 The clubhouse shall be open to members for times, and on such conditions, as decided by the Board from time to time.

63. Laws of the Game of Bowls

63.1 The Laws of the Game of Bowls as adopted from time to time by Bowls Australia and conducted in accordance with the Rules and By-laws of the Peak Body shall apply to all games played under the control of the Club. Failure to observe any such laws renders offending player or players liable to disqualification from the competition or match.

64. Common Seal

64.1 The Board of the Club shall provide a Common Seal and provide for its safe custody.

64.2 The seal holders shall be the President, the Secretary and the Treasurer.

64.3 The seal shall not be affixed to any deed, instrument, or document except under and by virtue of a resolution of the Board and in the presence of two seal holders, who shall attest every deed, instrument, or document to which the seal is affixed, and every such deed instrument or document shall be signed by two seal holders in the following form:

THE COMMON SEAL of Payneham Bowling Club Incorporated

was hereunto affixed this day of

in the presence of

.....

Seal Holder

.....

Seal Holder

64.4 The Secretary shall maintain a register recording the use of the seal showing:

64.4.1 date affixed;

64.4.2 document and purpose;

64.4.3 names of seal holders who sign the document; and

64.4.4 reference to the authority for use, that is, an item in relevant minutes.

65. Standing Orders

The following Standing Orders govern the conduct of business at all meetings, except as otherwise provided in the Rules.

Regarding Special General Meetings, the Secretary shall, in the notice of meeting, specify the matters to be dealt with, occasioning the calling of the meeting. No other matter shall be discussed.

65.1 Time Limit

Time limits for speakers, or for the discussion, shall be determined by the Chairperson of the meeting.

65.2 Property of the Meeting

Any motion or amendment, having been duly proposed and seconded, becomes the property of the meeting and cannot be withdrawn unless leave is granted in accordance with these Standing Orders.

65.3 Seconding Motion without Speaking

Any member who seconds a motion without speaking to it may, at a later period, take part in the debate.

65.4 Reply of Mover

In all cases the member moving the motion has the right of reply, and this reply closes the debate.

65.5 Chairperson's Ruling

If the Chairperson at any time rules on a matter before the chair, the Chairperson may be asked to give the reasons. If the reasons given are not deemed satisfactory, any member may move that the "Chairperson's ruling be disagreed with". If the motion is seconded and carried, the Chairperson shall forthwith vacate the chair until the matter of their ruling is settled, provided that only the reasons given by the Chairperson for their ruling can be discussed, and not the subject matter of the original motion or question. In the absence of the Chairperson, a deputy, or a person elected for the purpose, will occupy the chair.

65.6 Question Be Now Put

A motion moved and seconded "that the question be now put" shall take precedence over all business and, without any discussion, must immediately be put by the Chairperson.

The mover and the seconder of this motion shall not be mover or seconder of the original motion.

If the motion is carried, the original motion must be put without further debate. A motion "that the question be now put" may not be moved while a member is speaking.

65.7 Motion Withdrawn

A motion or amendment may, at any time, by leave of the meeting, be withdrawn by the mover.

A motion opposing the withdrawal, if seconded, may be received.

65.8 Motions and Amendments

All motions must be moved and seconded.

An amendment to the original motion may be moved at any stage of the discussion, provided a speaker is not interrupted.

Notice of a further amendment may be given, and the amendment indicated, without discussion, but it cannot be moved until the first amendment has been disposed of.

The Chairperson may limit the number of amendments to be received more than two. An amendment cannot be a direct negative to the original motion.

65.9 Amendments

An amendment may be made to a motion by:

- 65.9.1 striking out certain words;
- 65.9.2 striking out certain words and inserting other words;
- 65.9.3 adding or inserting other words.

65.10 Notice of Motion

A notice of motion, other than to change these Rules, shall be submitted to the Secretary in writing, signed by the mover and seconder, twenty-one (21) days prior to the date of the meeting.

The Secretary shall distribute a copy of the notice of motion to all members fourteen (14) days prior to the meeting.

Notices of motion on the same subject shall appear on the notice paper in the order they were received by the Secretary.

65.11 Amending Notice of Motion

Any member desiring to amend their own notice of motion before moving it at the meeting, must ask leave of the seconder and the meeting and read the amendment.

65.12 Multiple Notices of Motion on a Common Subject

When more than one notice of motion is given on the same subject each notice shall be dealt with as a separate motion thus:

- 65.12.1 Each motion shall be moved and seconded in the order in which it appears on the notice paper, without discussion.
- 65.12.2 Each motion may then be discussed, separately, but in the same sequence.
- 65.12.3 Amendments to each notice of motion may then be received and dealt with in the same sequence.
- 65.12.4 A vote shall then be taken in a manner which will allow the notice of motion receiving the greatest number of votes to succeed.

Where no notices of motion have been received by the appropriate time, motions may be received at the meeting and dealt with as indicated in other sections of these Standing Orders.