

# Constitution

Date: 21<sup>st</sup> June 2017

**MORNINGTON PENINSULA BOWLS INC.**

(Registration No. A0100484U)

**A DIVISION OF  
PENINSULA CASEY REGION INC.**

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# Constitution of MORNINGTON PENINSULA BOWLS INC.

## PART I – PURPOSES, POWERS AND INTERPRETATION

### 1. NAME

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The name of the incorporated association is Mornington Peninsula Bowls.

### 2. INCORPORATION

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Divisions shall incorporate under the Act and shall remain incorporated.

### 3. PURPOSES OF ASSOCIATION

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

- (a) assist Bowls Victoria and the relevant Region to manage, promote and control Bowls, all Clubs, and Affiliated Members within the area of its jurisdiction;
- (b) consider and deal with all matters submitted to it by any Member;
- (c) co-operate with other Regions and Divisions of Bowls Victoria in any Bowls related matters;
- (d) conduct and control any Division Bowls event and functions;
- (e) promote the health and safety of all its Members, athletes, officials and other individuals participating in Bowls in any capacity;
- (f) act at all times on behalf of, and in the interests of, the Members and Bowls;
- (g) affiliate and otherwise liaise with Bowls Victoria and such other bodies as may be desirable, in the pursuit of these purposes;
- (h) apply the property and capacity of the Division towards the fulfilment and achievement of these purposes;
- (i) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association; and
- (j) undertake to do all such things and activities which may be necessary for the accomplishment of these objectives.

## 4. POWERS OF ASSOCIATION

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

<i>Constitution</i>	<i>Mornington Peninsula Bowls Inc.</i>	<i>Page</i>
<b>5.</b>	<b>INTERPRETATION AND DEFINITIONS</b>	

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### 5.1 Definitions

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Reform Act 2012 (Vic)* as amended or replaced from time to time.

**Affiliated Member** means a natural person recognised by Bowls Victoria and a Club as a member under their respective constitutions from time to time.

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

**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.

**President** means the President of the Division elected in accordance with rule 17 from time to time.

**Club** means a Bowls club recognised by Bowls Victoria as a member of it from time to time and who Bowls Victoria has nominated for membership of the Division.

**Committee** means any committee of the Board created under rule **22.4** from time to time.

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

**Delegate** means a person appointed to represent a Club at the General Meetings of the Division or other meetings.

**Director** means a member of the Board elected or appointed under rules 17 or 18.

**Division** means **Mornington Peninsula Bowls Inc.**

**Financial Year** means the year ending on 30 June.

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

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

**Region** means an area of Victoria having boundaries as approved by Bowls Victoria from time to time and as defined in the Regulations. 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 37.

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

**Special Resolution** has the same meaning as in the Act.

**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, reenactments 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 can not 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 ASSOCIATION**

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#### **6.1 Minimum number of members**

The Division must have at least five Members.

#### **6.2 Categories of Member**

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

- (a) Clubs, which shall be represented at General Meetings by two Delegates, one male and one female, if possible. Each Delegate shall (subject to this Constitution and rule 15.1 in particular) have the right to be present, to debate and to vote at General Meetings; and
- (b) such other category or categories of members as determined by the Board from time to time.

#### **6.3 Membership – Clubs**

- (a) To be eligible for membership of the Division, a Club must be a member of Bowls Victoria and must be situated within the boundary of the Division as determined by Bowls Victoria from time to time. The Club must meet any other criteria set by the Board from time to time.
- (b) All Clubs who meet the criteria in rule 6.3(a) from time to time will be accepted as Members of the Division.

#### **6.4 Renewal of Membership**

Clubs are not required to reapply for membership each Financial Year. Clubs shall, subject to this Constitution and the constitution of Bowls Victoria (where relevant), remain Members provided all monies due and payable to the Division have been paid. If Members do not pay monies within thirty days of the due date, subject to the discretion of the Board, all of the Members' rights under this Constitution shall be suspended until such times as all monies are fully paid.

#### **6.5 Delegates of Clubs**

- (a) Prior to an Annual General Meeting, each Club shall forward to the Division Administration Officer the names and addresses of the Club's elected Delegates for the succeeding year within 14 days of the election. If a Club fails to provide notification to the Division Administration Officer, the president and administration officer of the Club shall be deemed to be the delegates.



- (b) If a Club has failed to notify the Division Administration Officer of a Delegate(s) prior to the Annual General meeting, it may notify the Division Administration Officer prior to any General Meeting who their Delegate(s) will be for that General Meeting.
- (c) If a Delegate is unable to attend a General Meeting, the Club may notify the Division Administration Officer in writing not less than 48 hours before that General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.
- (d) If a Delegate is unable to attend a General Meeting and the Club:
  - (i) has failed to provide notice in writing under rule 6.5(c); or
  - (ii) is otherwise unable to provide the Division Administration Officer with notice at least 48 hours prior to the General Meeting,

the Club can not appoint an alternate Delegate. Any vote that such Delegate would have been entitled to cast may be cast by the other appointed Delegate from the Club.
- (e) The Division Administration Officer shall record any change in Delegate in the Register.
- (f) Each Delegate shall comply with the directions given by a resolution of the Club appointing that Delegate, including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

## **6.6 Effect of Membership**

- (a) All Members acknowledge and agree that:
  - (i) this Constitution constitutes a contract between each of them and the Division 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 Division;
  - (iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Division; and
  - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) All Members may by virtue of membership of the Division 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 Division; and
  - (iv) conduct any activity approved by the Division.
- (c) A right, privilege or obligation of a Member by reason of their membership of the Division:
  - (i) is not capable of being transferred or transmitted to another Member; and
  - (ii) terminates upon the cessation of membership whether by resignation or otherwise.

## **7. SUBSCRIPTIONS AND FEES**

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- (a) Any fee payable by Clubs to the Division, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member whose fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Division, including but not limited to the right to vote at General Meetings.

## **8. REGISTERS**

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### **8.1**

#### **Division to Keep Register of Members**

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

- (a) the full name and address of the Club;
- (b) the date on which the Club became a Member;
- (c) any other information determined by the Board; and
- (d) for each former Member, the date of ceasing to be a Member.

### **8.2 Inspection of Register**

Inspection of the Register will be available as provided by the Act and in accordance with rule 36(d).

### **8.3 Register to be kept by Clubs**

Clubs shall maintain, in a form acceptable to the Division and with such details as are required by the Board, a register of all Affiliated Members of the Club. Such register shall be available for inspection (including copying) by the Board upon reasonable request.

## **9. RESIGNATION OF MEMBERS**

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## **9.1 Notice of Resignation**

A Member who has paid all monies due and payable to the Division may resign from the Division by giving thirty days notice in writing to the Division of such intention to resign provided that they also resign from any membership of Bowls Victoria. 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 twelve months after the commencement of the Financial Year; 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 which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Division and its property.

## **10. EXPULSION, SUSPENSION OR FINING OF MEMBERS**

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The Board has no power to discipline Members where that Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
- (b) acted in a manner unbecoming of a Member prejudicial or prejudicial to the interests of Bowls Victoria, a Region, another Division or another Member; or
- (c) brought Bowls, Bowls Victoria, a Region, another Division or another Member into disrepute.

Bowls Victoria has the power to discipline Members on the above grounds in accordance with the procedures set down in the Bowls Victoria constitution.

## **PART III- GENERAL MEETINGS**

## **11. ANNUAL GENERAL MEETINGS**

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### **11.1 Annual General Meeting to be Held**

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

### **11.2 Business**

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting may (but, for the avoidance of doubt, it does not have to) include the following:

- (a) Confirmation of Minutes;
- (b) President's Report;
- (c) Committee Reports;
- (d) Financial Report;
- (e) Election of Office Bearers;
- (f) Election of Committees;
- (g) Honorariums;
- (h) Member Club Levy/Fees;
- (i) Bowls Programmes;
- (j) Divisional Championship Finals; and
- (k) 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**

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### **12.1 General Meetings May be Held**

- (a) At least two General Meetings will be held annually by the Division.
- (b) The Board may, whenever it thinks fit convene a General Meeting of the Division 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 10% of Clubs 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 Clubs making the request and be sent to the President. The request may consist of several documents in a like form, each signed by one or more of the Clubs 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 President, the Clubs 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 Clubs 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 Division to the Clubs incurring the expenses.

## **13. NOTICE OF MEETINGS**

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### **13.1 Notice to be given for General Meetings**

- (a) The Division Administration Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Club 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 35.
- (b) Notice of a General Meeting must:
  - (i) state that the Member may appoint a proxy in accordance with rule 15.5; and
  - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.

### **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 30 days notice in writing of that business to the Division which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

## **14. PROCEEDINGS AT MEETINGS**

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## 14.1 Quorum

- (a) 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 Division shall be 40% of the Clubs, represented by their Delegates present in person or by proxy and entitled to vote.
- (b) 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 Clubs, 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, those Members present shall constitute a quorum.

#### **14.2 President to Chair**

The President shall chair each General Meeting of the Division. If the President is absent 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**

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#### **15.1 Voting Rights**

Subject to any other provision of this Constitution, at all General Meetings:

- (a) the only people entitled to vote are the Delegates; and
- (b) a Club is entitled to appoint two delegates however, notwithstanding anything in rule 6, only one vote may be cast on behalf of the Club.

## **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 Division 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 two Clubs, 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**

- (a) If both the Club's Delegates are unable to attend a General Meeting, the Club may give its proxy to a Delegate from another Club or the chair of the meeting. For voting by proxy to be valid, the Club must notify the President of the details of its proxy, in writing on the form (if any) required not less than 24 hours before the General Meeting. A Delegate can carry no more than 5 proxy votes.
- (b) Unless otherwise determined by the Board, there shall be no postal voting on any matter.

## **16. MINUTES OF GENERAL MEETINGS**

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- (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.
- (c) In addition, the minutes of each Annual General Meeting must include:



- (i) the financial statements submitted to the members in accordance with rule 11.2; 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**

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#### **17.1 Powers of Board**

- (a) The affairs of the Division 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 Division;
  - (ii) may exercise all such powers and functions as may be exercised by the Division 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 Division

#### **17.2 Composition of Board**

- (i) President
  - (ii) Deputy President
  - (iii) Administration Officer
  - (iv) Treasurer, and
  - (v) Three Directors
  - (vi) Two Bowls Victoria Region representatives
- (a) The President and Deputy President can not be of the same gender.

#### **17.3 Term of Office**

- (a) Subject to rule 19, each 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 next Annual General Meeting following their election.

- (b) Directors are eligible for re-election however no President may serve for more than four consecutive terms of one year. However, that President 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 Director, the Board may appoint an appropriate Affiliated Member of a Club to the vacant office and the person so appointed may continue in office up to the end of the term of the Director they are replacing.

#### **18. ELECTION OF DIRECTORS**

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- (a) The Board shall call for nominations at an appropriate time by sending notice to all Clubs in a manner determined by the Board.
- (b) Candidates must:
  - (i) be aged 18 years or over; and
  - (ii) reside in Australia.
- (c) Nominations of candidates for election as Directors must:
  - (i) come from Affiliated Members;
  - (ii) be made in writing on the form provided by the Division from time to time (if any);
  - (iii) specify the office the candidate is being nominated for;
  - (iv) be signed by Delegates representing two separate Clubs and accompanied by the written consent of the nominee; and
  - (v) be delivered to the President or person nominated by the Board by the date specified in the call for nominations.
- (d) If no more than one nomination is received for a vacancy on the Board, the person nominated shall be declared elected.
- (e) If no person is nominated for a vacancy on the Board, then that vacancy will be deemed a casual vacancy under rule 17.4.
- (f) If the number of nominations for a Board vacancy exceeds one, voting papers shall be prepared containing the names of the candidates in alphabetical order nominated for each vacant position on the Board. Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.

#### **19. VACANCY ON THE BOARD**

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## **19.1 Grounds for Termination of Director**

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

- (a) ceases to be an Affiliated Member of a Club;
- (b) resigns their office by notice in writing given to the Division;
- (c) becomes bankrupt;
- (d) is subject to any sanction by Bowls Victoria under the Bowls Victoria constitution;
- (e) is directly or indirectly interested in any contract or proposed contract with the Division 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 any way 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 Division in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Director 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 President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Club and 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**

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### **20.1 Convening a Board Meeting**

- (a) The Board shall meet as often as is deemed necessary 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 a Board meeting shall be given to each Director.

- (c) Written notice of each Board meeting, specifying the general nature of 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) A majority of the Directors 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 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 members of the Board 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 Board 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. INTERESTS OF THE MEMBERS OF THE BOARD**

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### **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 Division 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 Division Administration Officer 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 Division, or in any company or incorporated association in which the Division is a shareholder or otherwise interested; or
  - (ii) contracting with the Division either as vendor, purchaser or otherwise, except with 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 Division 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 this rule 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 Division Administration Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this 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**

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### **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 by the Act, any other law, this Constitution, or by resolution of the Division 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**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 20. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

- (a) 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 President shall be ex-officio members of any committee so appointed.

#### **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 Chairman shall be ex-officio members of any committee so appointed.

### **23. DUTIES**

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#### **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 Division complies with the Act and that individual members of the Board 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 Division complies with all requirements in the Act regarding financial statements.

#### **23.2 Secretary**

- (a) The Board will determine from time to time whether the President, Administration Officer or other person acts as the Division's secretary under the Act.
- (b) The secretary must give the registrar notice of his or her appointment within 14 days after the appointment.
- (c) If the position of secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

#### **23.3 Treasurer**

The Treasurer must:

- (a) receive all moneys paid to or received by the Division and issue receipts for those moneys in the name of the Division; and



- (b) ensure that all moneys received are paid into the account of the Division within 5 working days after receipt;
- (c) make any payments authorised by the Board or by a General Meeting of the Division from the Division's funds;
- (d) ensure that the financial records of the Division are kept in accordance with the Act;
- (e) coordinate the preparation of the financial statements of the Division and their submission to the Annual General Meeting of the Division;
- (f) ensure that at least one other Director has access to the accounts and financial records of the Division; and
- (g) keep in their custody or under their control:
  - (i) the financial records for the current financial year; and
  - (ii) any other financial records as authorised by the Board.

## **24. MINUTES OF BOARD MEETINGS**

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- (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. GRIEVANCE PROCEDURES**

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- (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 Division.
- (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 Division, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) An Affiliated Member of a Club can be a mediator.
- (f) The mediator cannot be an Affiliated Member of a Club 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.

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**26. SOURCES OF FUNDS**

The funds of the Division shall be derived from fees paid by Members, donations and such other sources as the Board determines from time to time.

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**27. MANAGEMENT OF FUNDS**

- (a) The Division must open an account with a financial institution from which all expenditure of the Division is made and into which all of the Division's revenue is deposited.
- (b) The Board may authorise the Treasurer to expend funds on behalf of the Division up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (c) All funds of the Division must be deposited into the financial account of the Division no later than five working days after the receipt.
- (d) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

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**28. APPLICATION OF INCOME**

- (a) The income and property of the Division shall be applied solely towards the promotion of the purposes of the Division as set out in this Constitution.
- (b) No portion of the income or property of the Division 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.

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**29. SIGNING OF NEGOTIABLE INSTRUMENTS**

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

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**30. COMMON SEAL**

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

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**31. REGISTERED ADDRESS**

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The registered address of the Division 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.

**32. ALTERATION OF CONSTITUTION**

- (a) Any proposed alteration to this Constitution shall be notified to the Board of Bowls Victoria by the Division Administration Officer for approval before any further action can be taken. For the avoidance of doubt, Bowls Victoria may accept or reject (in its absolute discretion) any proposed alteration to this Constitution prior to it being put to the Members.
- (b) If Bowls Victoria approves a proposed alteration to this Constitution, the Division will notify Members of the proposed change. The Constitution can not be altered except by Special Resolution.
- (c) Within one month of a Special Resolution being put to the Members, the Division must notify the outcome to Bowls Victoria in writing.

**33. DISSOLUTION**

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- (a) The Division may be wound up voluntarily by special resolution.
- (b) In the event of the Division being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Division. No other amount shall be payable by the Members.
- (c) If upon winding up or dissolution of the Division, 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 Division 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 will 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. Such body or bodies may include Bowls Victoria or other Divisions of Bowls Victoria or a Region of Bowls Victoria.

**34. INDEMNITY**

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- (a) Every Director and employee of the Division shall be indemnified out of the property and assets of the Division against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings,

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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 Division shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director 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 Division; 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 Division.

### **35. 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.

### **36. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

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- (a) Except as otherwise provided in this Constitution, the Board shall provide for the retention of all books, minutes, documents and securities of the Division.
- (b) If requested by a Member, the Board must permit such Member to inspect:
  - (i) the rules of the Division;
  - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at rule 36(b).
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the register of members.

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- (e) Subject to the Act and rules 36(b) and 36(d) , no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Division, unless authorised in writing by the Board.

### **37. REGULATIONS**

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- (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 oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Division premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Directors. Notices shall be binding upon all Members.