

**ASSOCIATIONS INCORPORATION ACT 1985 (SA)**

# **Happy Valley Bowling Club Inc.**

## **Constitution**

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## SECTION 1 - NAME AND OBJECTS

### 1. Name of the Club

The name of the Club is the Happy Valley Bowling Club Inc.

### 2. Definitions and Interpretation

#### 2.1 Definitions

In this Constitution, except in so far as the context or subject-matter otherwise indicates or requires:

- (a) **“Act”** means the Associations Incorporation Act (SA) 1985, as amended.
- (b) **“Board”** means the Board of Management who are entrusted to manage the Club's affairs.
- (c) **“Bowls”** means the game of lawn bowls as defined by Bowls SA and amended from time to time.
- (d) **“Bowls SA”** means Bowls SA Inc, the peak body of the sport of Lawn Bowls in South Australia.
- (e) **“Chairperson”** means the Chairperson according to the current office-holder in the various committee categories.
- (f) **“Club”** means the Club referred to in clause 1.
- (g) **“Constitution”** means this Constitution of the Club.”
- (h) **“Financial Year”** means the Club's Financial Year and, unless altered by the members at an Annual General Meeting or Special General Meeting, shall be the period April 1 to March 31.
- (i) **“Member”** means any member of the Happy Valley Bowling Club Inc.
- (j) **“Secretary”** means the Secretary of the Club elected in accordance with this Constitution.
- (k) **“Special Resolution”** means a resolution of the Club which is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under this Constitution so to do, are present and vote at an Annual General Meeting or Special General Meeting of which not less than fourteen (14) day's written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

## **2.2 Interpretation**

In this Constitution:

- (a) Words importing the singular include the plural and vice versa;
- (b) Words importing any gender include any other gender; and
- (c) 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:

- (a) to 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 at such place or places as decided by the members;
- (b) to 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;
- (c) to affiliate with Bowls SA and any other organisation that may be desirable in the pursuit of these objects and purposes; and
- (d) to do all such things necessary to the attainment of the above objects and purposes.

## **4. Powers**

The Club shall have the power to:

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) 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;
- (c) open and operate financial institution accounts;
- (d) invest money:
  - (i) in any security in which trust monies may, by Act of Parliament, be invested; or
  - (ii) in any other manner that the Board deems fit and is specifically authorised by the voting members at a General Meeting of the Club;

- (e) borrow or acquire money upon such terms and conditions as the Board deems fit subject to clause 41;
- (f) give such security for the discharge of liability incurred by the Club as the Board deems fit;
- (g) appoint agents to contract any business of the Club on behalf of the Club;
- (h) enter into any other contract the Club considers necessary or desirable; and
- (i) 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 the person is a person who:-

- (a) has been nominated for membership of the Club as provided by this Constitution or the Club Membership By-law as amended from time to time; and
- (b) has been approved for membership of the Club by the Board.

### **6. Register of Members**

- (a) The Secretary shall establish and maintain a Register of Members of the Club specifying the name, address and membership class of each person who is a member of the Club together with the date on which the person became a member.
- (b) The Register of Members shall be kept at the principal place of administration of the Club and shall be open for inspection by any member of the Club.

### **7. Service of Notices**

- (a) For the purpose of this Constitution, a notice may be served by or on behalf of the Club on any member either personally or by sending the notice by post to the member at the member's address shown in the Register of Members or by publishing the notice in the 'Public Notices' section of a newspaper circulating generally throughout the state or by sending an email to the member's last known email address shown in the Register of Members.

- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of this Constitution to have been served on the person at the time at which the letter would have been delivered in ordinary course of post.
- (c) Where a document or notice is sent to a person by email the document or notice will be deemed to have been received and read by the recipient after two business days have elapsed.

## **8. Membership Classes**

The Club shall consist of such classes of bowling membership as conform with the registration requirements of Bowls SA. In addition, the Club offers other classes of membership as it deems appropriate. All current classes of membership and their entitlements are fully defined in the Club Memberships By-Law as amended from time to time.

### **8.1 Voting Memberships**

- (a) Full Members

Members with full registration with the Club shall be eligible to vote at all Annual General Meetings or Special General Meetings of the Club and shall also be eligible to be nominated to hold office on the Board.

- (b) Life Members

Life Members appointed under clause 9.2 shall be eligible to vote at all Annual General Meetings or Special General Meetings of the Club and shall also be eligible to be nominated to hold office on the Board.

### **8.2 Non-voting Memberships**

All other members of the Club in any classification shall not be eligible to vote at any General Meeting of the Club nor to hold office on the Board and shall be entitled to such privileges as the Board determines from time to time.

## **9. Nomination and Admission of Members**

### **9.1 Full Member**

A nomination of a person for membership of the Club must be lodged with the Secretary of the Club on the appropriate form.

- (a) As soon as practicable after receiving a nomination for membership, the Secretary shall:-
  - (i) post a copy of the application form on the Club's noticeboard at least seven (7) days immediately preceding the day of election to membership; and

- (ii) refer the nomination to the Board who shall determine whether to approve or to reject the nomination.
- (b) The Secretary shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay within the period of twenty-eight (28) days after receipt by the nominee of the notification the sum payable under this Constitution by a member as entrance fee and annual membership fee.
- (c) Where the Board rejects the nominee's application or where the nominee fails to make the payments referred to in clause 9.1.(b) within the period referred to in that clause, the nominee shall not again be nominated for a period of at least six (6) months from the date of rejection or voiding of membership.

## **9.2 Life Member**

- (a) A Full Member who has rendered outstanding service to the Club may on the recommendation of the Board be honoured with Life Membership of the Club at an Annual General Meeting or Special General Meeting.
- (b) A Life Member shall have full membership privileges without payment of any annual membership fee but shall still be due to pay fees and expenses for other relevant costs.
- (c) Any current voting member of the Club may nominate another member for Life Membership by completing the nomination form and forwarding it to the Secretary for consideration by the Board at least two (2) calendar months prior to the Annual General Meeting or Special General Meeting.
- (d) Life membership nomination forms are available from the Secretary and include a range of criteria on which the nomination will be assessed.
- (e) To be eligible to play in the pennant competition, Bowls SA and Bowls Australia events, or events of other clubs, a Life Member must be registered annually with the Club.

## **10. Cessation of Membership**

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

- (a) dies;
- (b) forfeits their membership;
- (c) resigns that membership; or
- (d) is expelled from the Club.



## **11. Forfeiture of Membership**

- (a) If a member fails to pay their annual membership fee within four (4) months after the beginning of the Financial Year of the Club, then that person shall cease to be a member of the Club.
- (b) The Board may in its absolute discretion restore the member's name to the Register of Members where the Board accepts, in its absolute discretion, a satisfactory explanation from the member and the member has paid the amount/s due.
- (c) The Secretary shall give notice to each member when their membership fee is due. This notice must be served on the member in accordance with clause 7.
- (d) Where a member of the Club for whatever reason ceases to be a member for one or more years, such member may be re-admitted under such conditions as are determined by the Board.

## **12. Resignation of Members**

- (a) A member of the Club is not entitled to resign their membership except in accordance with this Constitution.
- (b) A member wishing to resign from the Club shall give seven (7) days' notice in writing to the Secretary and shall pay all monies due at the date of such notice including the current Financial Year's membership fee or such portion thereof as the Board may determine.
- (c) Where a member ceases to hold membership, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.
- (d) A member who ceases to hold membership and intends to transfer to another club shall commence the clearance process in accordance with the clearance procedures prescribed by Bowls SA.
- (e) A member resigning from the Club or ceasing for any reason whatever to be a member thereof, shall not have any right, title or interest in or to any property of the Club.
- (f) Any current financial member of the Club who intends to join another club and transfer to the new club their Full, Junior or Student registration with Bowls SA shall commence the clearance process in accordance with the clearance procedures prescribed by Bowls SA.

## **13. Disciplining of Members**

- (a) Where the Board is of the opinion that a member of the Club:-

- (i) has persistently refused or neglected to comply with the provision or provisions of this Constitution or the Club Member Code of Conduct; or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Club; or
  - (iii) has engaged in conduct deemed by the Board to be undesirable; the Board may, by resolution:-
    - a. censure the member;
    - b. expel the member from membership of the Club for a specified period; or
    - c. expel the member from the Club.
- (b) A resolution of the Board under clause 13.(a) has no effect unless the Board, at a meeting held not earlier than seven (7) days and not greater than twenty-eight (28) days after service on the member of a notice under clause 13.(c) confirms the resolution in accordance with this Constitution.
- (c) When the Board passes a resolution under clause 13.(a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
- (i) setting out the resolution of the Board and the grounds on which it is based with sufficient particularity that the member adequately knows the case to be answered. In the event that the case changes prior to the hearing then the member shall be given adequate notice of such changes;
  - (ii) stating 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 service of the notice;
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the member that the member may do any or all of the following:-
    - a. object to any member of the Board on the grounds of bias which matter the Board shall determine as a preliminary point;
    - b. attend and speak at that meeting;
    - c. arrange for a representative of the member to attend and speak at that meeting on the member's behalf;
    - d. submit to the Board at or prior to the date of that meeting written representations relating to the resolution on the member's behalf;

- e. arrange for a representative of the member to submit to the Board at or prior to the date of that meeting written representations in relation to the resolution on the member's behalf;
  - f. bring such witnesses to the meeting to give evidence as to facts or character;
  - g. call for any statements made to the Board relevant to the case against the member and for the witness/es making their statement/s to be available for cross-examination if so advised.
- (d) At a meeting of the Board held in accordance with clause 13.(c), the Board shall:-
- (i) give to the member, or the member's representative, an opportunity to make oral representations;
  - (ii) give due consideration to any written representations submitted to the Board by the member, or the representative of the member, at or prior to the meeting; and
  - (iii) by resolution determine whether to confirm or revoke the resolution.
- (e) Where the Board confirms a resolution under clause 13.(d), the Secretary shall, within seven (7) days after that confirmation, by notice in writing, advise the member of the fact and of the member's right of appeal under clause 14.
- (f) A resolution confirmed by the Board under clause 13.(d) does not take effect:-
- (i) until the expiration of the period within which the member is to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (ii) where within that period the member exercises the right of appeal, unless and until the Board confirms the resolution pursuant to clause 13.(d).

#### **14. Right of Appeal of Disciplined Member**

- (a) A member may appeal to a Special General Meeting against a resolution of the Board which is confirmed under clause 13.(d), within seven (7) days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of the notice from a member under clause 14.(a), the Secretary shall notify the Board which will convene a Special General

Meeting to be held within twenty-eight (28) days after the date on which the Secretary received the notice.

- (c) At the Special General Meeting of the Club convened under clause 14.(b):-
  - (i) no business other than the question of the appeal shall be transacted;
  - (ii) the Board and the member, or the member's representative, shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the Special General Meeting the meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **15. Absence of a Member**

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.

## **16. Fees**

The annual membership fees and any other fees or levies payable by members to the Club and the time for and manner of payment shall be as determined by the Board.

Except as otherwise provided in this Constitution:-

- (a) a member of the Club shall upon admission to membership, pay to the Club an entrance fee as determined by the Board and ratified by the members from time to time at an Annual General Meeting or Special General Meeting;
- (b) the annual membership fee shall be payable annually by no later than July 31 or at such other time as the Board shall determine from time to time.

## **SECTION 3 - MANAGEMENT BY MEMBERS**

### **17. Management by Members**

- (a) The Club shall be managed by the members of the Club through the Annual General Meeting and/or Special General Meetings.
- (b) The President shall, subject to this Constitution, preside as Chairperson at every Annual General Meeting, Special General Meeting, and Board

meeting of the Club. If the President is not present, or is unwilling or unable to preside, the Vice President shall preside. If the Vice President is not present, or is unwilling or 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.

## **18. Annual General Meeting**

- (a) The Club shall convene an Annual General Meeting of its voting members by no later than May 15 each year.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to clause 18.(c), be convened on such date and at such place and time as the Board deems fit.
- (c) The Board shall provide voting members with at least twenty-eight (28) days' notice of the Annual General Meeting and must affix a copy of the Notice of the Meeting to the noticeboard inside the clubhouse. A copy of any Notices of Motion to be considered at the Annual General Meeting must accompany the Notice of the Meeting.
- (d) The business to be transacted at the Annual General Meeting shall be in the following order:-
  - (i) reading of the Notice convening the Meeting;
  - (ii) confirmation of the Minutes of the previous Annual General Meeting and/or Special General Meetings;
  - (iii) presentation of Annual Report;
  - (iv) consideration and adoption of Annual Report;
  - (v) presentation of audited Balance Sheet and Statement of Accounts;
  - (vi) consideration and adoption of Balance Sheet and Statement of Accounts;
  - (vii) other reports;
  - (viii) election of office bearers;
  - (ix) nomination and election of Auditors;
  - (x) ratify amount of annual membership fee for all classes of membership;
  - (xi) Notices of Motion; and
  - (xii) any other general business.

## **19. Special General Meetings**

- (a) The Board shall convene a Special General Meeting when requested to do so by requisition in accordance with this Constitution.
- (b) The Board shall, on a requisition in writing of not less than three (3) of its Board members, or fifteen (15) voting members of the Club, convene a Special General Meeting.
- (c) A requisition for a Special General Meeting:-
  - (i) shall state the purpose or purposes of the Meeting;
  - (ii) shall be signed by the voting members making the requisition;
  - (iii) shall be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the voting members making the requisition.
- (d) A Special General Meeting shall be held on a date determined by the Board, such date being 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 noticeboard of the Club.
- (e) If the Board fails to convene a Special General Meeting in accordance with clause 19.(d), any one or more of the voting 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.

## **20. Procedure**

- (a) No item of business shall be transacted at any Annual General Meeting or Special General Meeting of the Club unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Twenty (20) members present in person being members entitled under this Constitution to vote at an Annual General Meeting or Special General Meeting, shall constitute a quorum.
- (c) If within fifteen (15) minutes after the appointed time for the commencement of an Annual General Meeting or Special General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case, shall stand adjourned to the same day in the following week at the same time and at the same place, 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.

- (d) If at the adjourned Annual General Meeting or Special General Meeting a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the members present, being not less than ten (10), shall constitute a quorum.

## **21. Voting**

- (a) At an Annual General Meeting or Special General Meeting of the members of the Club the election of all officers, where there are more nominations than vacancies, shall be by ballot which shall be conducted by two Returning Officers appointed at such meeting. Ballot papers containing votes for a greater or lesser number of persons to be elected shall be informal. If two (2) or more candidates receive an equal number of votes, a further ballot for those candidates shall be held.
- (b) All other questions for decision by the members of the Club at an Annual General Meeting or Special General Meeting shall be duly proposed and seconded and shall be 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. When a ballot is taken, two Returning Officers shall be appointed by the Chairperson to conduct the ballot. The result of each ballot shall be deemed to be a resolution of the Club adopted at such Annual General Meeting or Special General Meeting.
- (c) The Chairperson of a meeting does not have a casting vote.
- (d) Full Members and Life Members only will be entitled to vote at Annual General Meetings and Special General Meetings of the Club.
- (e) At any Annual General Meeting of the Club, only such members who were financial at the close of the previous Financial Year or any new member who has paid the current fee shall be entitled to attend such meeting. This provision shall apply also 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 this Constitution shall be entitled to attend such meetings.
- (f) Proxy or postal voting shall not be permitted at any Annual General Meeting or Special General Meeting of the Club.
- (g) At any Annual General Meeting or Special General Meeting of the Club, a declaration by the Chairperson that a resolution has been carried, or lost, or not carried by a particular margin, if such is required, and an entry to that effect appearing in the minutes 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.
- (h) All resolutions passed at the Annual General Meeting of the Club or at any Special General Meeting of the Club shall be conclusive and binding on all

members of the Club, whether they shall have been present or not at such meeting.

- (i) At the conclusion of any General Meeting all voting slips must be destroyed.

## **SECTION 4 - MANAGEMENT BY BOARD**

### **22. Board**

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

### **23. Powers of the Board**

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

- (a) shall control and manage the affairs of the Club;
- (b) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club, including, but not limited to, the following powers:-
  - (i) to delegate, in accordance with clause 32, the exercise of functions to committees;
  - (ii) to fill casual vacancies on the Board;
  - (iii) to appoint such officers and employees as are required to carry out the objects of the Club, including a Public Officer, and may delegate any of its powers to such officers and employees;
  - (iv) to impose levies on members, subject to the approval of an Annual General Meeting or the Special General Meeting of the Club;
  - (v) to review the resignation of a member in accordance with clause 12;
  - (vi) to make By-Laws in conformity with the Constitution of the Club;
  - (vii) interpret the Constitution and By-Laws of the Club, and such interpretation shall be final;
  - (viii) 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;
  - (ix) to ensure compliance with this Constitution and By-Laws of the Club, and deal with any breaches as provided in clause 13;



- (x) to deal with other matters which may arise or matters which are not specifically provided for in the Constitution of the Club;
- (xi) 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;
- (xii) 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.

## **24. Membership of the Board**

- (a) The Board shall consist of eight (8) members each of whom shall be elected at an Annual General Meeting of the Club pursuant to clause 25.
- (b) The Board of the Club shall be:-
  - (i) the following elected office bearers:-
    - a. the President, who shall be Chairperson;
    - b. the Vice President;
    - c. the Treasurer;
    - d. the Secretary;
  - (ii) and four (4) Board Members.
- (c) Three (3) members of the Board are to be Male and three (3) members of the Board are to be Female with two (2) discretionary members of any gender.
- (d) Each member of the Board shall, subject to the Constitution, hold office until the conclusion of the Annual General Meeting at which the original term of office will have expired, but shall be eligible for re-election.
- (e) In the event of a casual vacancy occurring, the Board may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting at which the original term of office will have expired.

## **25. Election of Office Bearers on the Board**

- (a) Nominations of candidates for election as members of the Board of the Club:-

- (i) shall be made in writing and signed by a nominator and a seconder, both of whom are voting members of the Club, and certified by the nominee expressing willingness to accept the position for which nominated; and
  - (ii) 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.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
  - (c) If insufficient further nominations are received, any vacant positions remaining on the Board shall be treated as casual vacancies in accordance with clause 24.(e).
  - (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (f) 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.

## **26. Term of Appointment for elected Board members**

- (a) Board members elected under clause 25 shall be elected for a term of two (2) years.
- (b) Subject to provisions in this Constitution relating to early retirement or removal of Board members, elected Board members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (c) Four (4) elected members of the Board shall retire by staggered rotation each year.
- (d) The sequence of retirements under this clause to ensure rotational terms, shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- (e) The retiring members shall be entitled to stand for re-election.

## **27. Casual Vacancies on the Board**

For the purpose of this Constitution, a casual vacancy in the office of a member of the Board occurs if the member:-

- (a) dies;
- (b) ceases to be a member of the Club;
- (c) becomes an insolvent under administration within the meaning of the Corporations Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 28;
- (f) 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
- (g) is absent without the consent of the Board from three (3) consecutive meetings of the Board.

## **28. Removal of Member from the Board**

- (a) The Club at a Special General Meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office, and may by resolution, appoint another person to hold office until the expiration of the term of office for members so removed.
- (b) Where a member of the Board, to whom a proposed resolution referred to in clause 28.(a) relates, makes representations in writing to the Secretary or President and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **29. Meetings and Quorum of the Board**

- (a) The Board shall meet at least ten (10) times per year at such place and time as the Board shall determine.
- (b) Special Meetings of the Board may be convened by the President or at the request of two (2) members of the Board provided that the Secretary shall give at least two (2) days' notice of the meeting to each member of the Board.
- (c) Oral or written notice of a meeting or Special Meeting of the Board shall be given by the Secretary to each member of the Board at least two (2) days before the time appointed for the holding of the meeting.

- (d) Notice of a meeting given under clause 29.(c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members of the Board present at the meeting unanimously agree to treat as urgent business.
- (e) Five (5) members of the Board which includes a minimum of one (1) elected office bearer shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) 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 place and at the same hour of the same day in the following week or such other venue, date and time as appropriate.
- (g) If at the adjourned meeting a quorum is not present within fifteen (15) minutes of the time appointed for the meeting the meeting shall be dissolved.
- (h) At a meeting of the Board:-
  - (i) the President shall preside; or
  - (ii) if the President is not present or unable to preside clause 17.(b) shall apply.

### **30. Circulatory Resolutions**

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Board members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Board.
- (b) A resolution may not be passed under clause 30.(a) if, before it is circulated for voting under clause 30.(a) the Board members resolve that it can only be put at a meeting of the Board.
- (c) A resolution passed under this clause must be recorded in the minutes and confirmed at the next regular Board meeting.

### **31. Resolutions not in Meeting**

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 (1) or more of the Board members is not physically present at the meeting, provided that:-

- (a) 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;
- (b) Notice of the meeting is given to all the Board members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Board Members are not required to be present in person;
- (c) If a failure in communications prevents clause 31.(a) from being satisfied by the number of Board members which constitutes a quorum, and none of such Board members are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held, then the meeting shall be suspended until clause 31.(a) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (d) Any meeting held where one (1) or more of the Board members is not physically present shall be deemed to be held at the place specified in the notice of meeting, provided a Board member is there present. If no Board member is there present, the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

### **32. Board May Delegate Functions**

The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions provided that a minimum of one (1) Board member is represented on each committee.

### **33. Voting and Decisions of the Board**

- (a) Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by a majority of the votes of members of the Board or committee present at the meeting.
- (b) Each member present at the meeting of the Board or of any committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote. The Chairperson does not have a casting vote. Subject to clause 29.(e), the Board may act notwithstanding any vacancy on the Board.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a 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.
- (d) A member of the Board or a committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must

disclose the nature and extent of that interest to the Board as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the Board or committee must disclose the nature and extent of their interest in the contract at the next Annual General Meeting of the Club.

## **SECTION 5 - FUNCTIONS OF OFFICERS**

### **34. President**

- (a) The President shall regulate and keep order at all meetings at which the President is to preside as prescribed by this Constitution.
- (b) The President may take only such other actions as are determined by the Board, or by the members of the Club at any meeting of the Club, in assisting to ensure:-
  - (i) that the Constitution and the By-laws of the Club are effectively implemented; and
  - (ii) that effective administrative actions follow decisions made at those meetings over which the President is prescribed by this Constitution to preside.
- (c) The President may take action in any matter specifically detailed by this Constitution.

### **35. Secretary**

The Secretary shall be the executive officer of the Board and the Public Officer of the Club. The Secretary shall:-

- (a) as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address;
- (b) attend all meetings of the Board, Annual General Meeting and Special General Meetings of the Club;
- (c) keep minutes of all appointments of members of the Board;
- (d) keep minutes of the names of members of the Board present at any Board meeting;
- (e) keep minutes of all proceedings at meetings of the Board, the Annual General Meeting and Special General Meetings;
- (f) ensure that the minutes are signed by the Chairperson or any other member presiding at the meeting;

- (g) attend to all correspondence in connection with the general business of the Club;
- (h) prepare for submission to the Annual General Meeting of the Club, the report of the Board on the activities of the Club during the year;
- (i) maintain a register of members in accordance with clause 6.(a) and the date of the latest membership fee payment;
- (j) fulfil all required duties and reporting of the Public Officer of the Club in accordance with regulations issued from time to time by the Office of Consumer and Business Services or any subsequent body responsible for regulating bodies incorporated under the Associations Incorporation Act in South Australia; and
- (k) carry out those duties usually associated with the office of secretary with the approval or direction of the Board.

### **36. Treasurer**

It is the duty of the Treasurer:-

- (a) to receive all moneys belonging to the funds of the Club, and within a reasonable time to deposit or arrange for the deposit of such moneys with the Club's bankers, or as directed by the Board;
- (b) to be responsible for payment of all Club accounts. All payments shall be authorised by any two (2) of the authorised signatories of the Club's accounts, as appointed by the Board;
- (c) to keep correct accounts of all moneys received and expended;
- (d) to prepare income and expenditure statements for approval at each Board meeting;
- (e) to prepare the annual income and expenditure budget for approval by the Board; and
- (f) to prepare financial statements at the end of the financial year and provide them in a timely manner with all required documentation to the nominated auditor to enable audited income and expenditure statements and balance sheet to be presented to members at the Annual General Meeting.

### **37. Indemnity of Secretary and Treasurer**

If the Secretary or Treasurer are required by their office 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**

### **38. Funds Management**

- (a) All moneys received by the Club shall be deposited as soon as practicable and without deduction to the credit of such bank accounts of the Club, except for tournament prize money issued on the day of the tournament.
- (b) The bank accounts of the Club are to be retained with such financial institutions as shall from time to time be approved by the Board.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) authorised signatories as appointed by the Board.

### **39. Accounts**

- (a) The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- (b) No expenditure exceeding thirty thousand (\$30,000) dollars of Club funds shall be entered into without the approval of the members at an Annual General Meeting or Special General Meeting of the Club.
- (c) The Board shall determine limits within which any committee may incur expenditure. All accounts for expenditure incurred under this authority shall be passed for payment by the Board.
- (d) Expenditure exceeding five hundred (\$500) dollars shall not be entered into without the prior consent of the Board.

### **40. Control Over Property**

The prior approval of an Annual General Meeting or Special General Meeting of the Club is required for the following matters:-

- (a) negotiating a loan;
- (b) issuing debentures;
- (c) granting security over any property of the Club;
- (d) selling or leasing any real estate on behalf of the Club;
- (e) leasing any property of the Club exceeding the financial authority of the Board in accordance with clause 39.(b); and
- (f) all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club.



#### **41. Borrowing Powers**

- (a) Subject to this Constitution, the Annual General Meeting or a Special General Meeting of the Club may authorise the Board to borrow funds.
- (b) If the Board is authorised to borrow funds pursuant to clause 41.(a) 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.
- (c) If the Board is authorised to borrow funds pursuant to clause 41.(a) 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.
- (d) 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.
- (e) All members of the Club shall be bound by the decision of the meeting authorising the borrowing of funds.

#### **42. Records Kept in Accordance with the Act**

Proper accounting and other records shall be kept in accordance with the Act. The Club shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

#### **43. Audit**

- (a) The Club shall appoint an Auditor and shall cause the accounts of the Club to be audited.
- (b) 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.
- (c) Nominations for the office of Auditor shall be submitted at the Annual General meeting of the Club in each year.
- (d) The Auditor shall have power at all times to examine the books and documents of the Club.
- (e) 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.

- (f) The Auditor's Report shall be submitted to the Annual General Meetings of the Club.

## **SECTION 7 - GENERAL**

### **44. Honorary Solicitor**

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

### **45. Winding Up**

The Club may be wound up in the manner provided for in the Act.

### **46. Application of Surplus Proceeds**

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 lawn bowling organisation(s), or charitable institution(s), or other body(s) as may be determined by the Board in their absolute discretion.

### **47. Alteration of Constitution**

- (a) This Constitution shall not be altered except by special resolution at an Annual General Meeting or Special General Meeting.
- (b) The Secretary shall notify Bowls SA and Consumer and Business Services of any new clause(s) or alteration to the Constitution.

### **48. Interpretation of Constitution**

In the event of any doubt or difficulty arising as to the meaning of this Constitution or By-Laws 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.

### **49. Appointment of Delegates**

The delegates to the appropriate meetings of Bowls SA and the Metropolitan Bowls Association Inc shall be elected by the Board.

## **50. Disputes**

- (a) All disputes must be advised to a Club Member Liaison Officer in the first instance.
- (b) In the event that a satisfactory outcome cannot be achieved with the Member Liaison Officer, the dispute shall be drawn to the attention of the Secretary in writing. The Board shall have the powers to deal with such matters as it deems necessary in a manner consistent with this Constitution and the principles of Natural Justice as outlined in the Club's Member Code of Conduct.

## **51. Privacy Act.**

The Club, in conducting its business and carrying out its objects, shall abide by its Privacy Statement which is compliant with the Australian Privacy Principles of the Privacy Act 1988, as amended from time to time.

## **52. By-Laws**

- (a) The Board shall have power from time to time to make By-Laws not inconsistent with this Constitution for the efficient working of the Club, and to alter, amend or rescind any By-Law when required.
- (b) A record of all By-Laws shall be maintained by the Secretary and shall be available for members on the Club's website and in printed form when required.

## **53. Common Seal**

The Club shall have a seal upon which its corporate name shall appear in legible characters.

- (a) The seal shall not be used without the express authorisation of the Board.
- (b) Every use of the seal shall be recorded in the Club's minutes. Two (2) Board members must witness every use of the seal.
- (c) The seal shall be held by the Secretary.

## **54. Standing Orders**

The Club follows its By-Law on Standing Orders to govern the conduct of business at all meetings, except as otherwise provided in this Constitution.