

**DATE: 20<sup>th</sup> JANUARY 2010**

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**BOWLS VICTORIA INCORPORATED  
(Registration No. A0054023D)**

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**CONSTITUTION**

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**CONSTITUTION**  
**of**  
**BOWLS VICTORIA INCORPORATED**  
**(Registration No. A0054023D)**

**PART I – PURPOSES, POWERS AND INTERPRETATION**

**1. NAME**

The name of the incorporated association is Bowls Victoria Incorporated.

**2. PURPOSES OF ASSOCIATION**

The Association is the peak body for the administration of Bowls in Victoria. The purposes for which the Association is established and maintained are to:

- (a) create a uniform entity through and by which Bowls in Victoria can be encouraged, conducted, promoted and administered and to be the governing body of Bowls in Victoria;
- (b) promote and encourage Bowls within Victoria and the conduct of competition as an affiliated member of Bowls Australia;
- (c) adopt and accept the playing rules of World Bowls and abide by the interpretation of such rules as determined from time to time by the Association;
- (d) act for its Members in all matters pertaining to Bowls;
- (e) control, manage and conduct Bowls competitions at a state level;
- (f) select and manage Bowls teams to represent Victoria in national competitions inside and outside Victoria;
- (g) encourage, conduct, promote, and administer Bowls throughout Victoria, through and by the Members for the mutual and collective benefit of the Members and Bowls;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Bowls, its standards, quality and reputation for the collective and mutual benefit of the Members and Bowls;
- (i) operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these purposes;
- (j) at all times to act on behalf of, and in the interests of, the Members and Bowls;
- (k) promote the economic and sporting success, strength and stability of the Association and the Members and to act interdependently with each Member in pursuit of these purposes;

- (l) affiliate and otherwise liaise with Bowls Australia and such other bodies as may be desirable, in the pursuit of these purposes;
- (m) encourage, conduct, promote, advance and govern Bowls;
- (n) apply the property and capacity of the Association towards the fulfilment and achievement of these purposes;
- (o) use and protect the Association's Intellectual Property;
- (p) strive for and maintain government, commercial and public recognition of the Association as the authority for Bowls in Victoria;
- (q) promulgate and secure uniformity in such rules and standards as may be necessary for the management of Bowls, Bowls competitions and related activities, including but not limited to the rules of the game and coaching standards;
- (r) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association;
- (s) further develop the Association and Bowls into an organised institution and having regard to these purposes and in conjunction with the Members, foster, regulate, organise, conduct and manage Bowls tournaments, competitions, events, displays and other activities;
- (t) promote the health and safety of athletes, officials and other individuals participating in Bowls in any capacity;
- (u) act as final arbiter on all matters pertaining to the conduct of Bowls in Victoria, including disciplinary matters;
- (v) establish and conduct education and training programs for players, coaches, umpires and officials in the implementation and interpretation of Bowls rules and standards;
- (w) formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Bowls;
- (x) represent the interests of the Members and of Bowls generally in any appropriate forum;
- (y) have regard to the public interest in its operation;
- (z) encourage and promote performance-enhancing drug free competition;
- (aa) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Bowls in any capacity to obtain awards or public recognition; and
- (bb) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### 3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

### 4. INTERPRETATION AND DEFINITIONS

#### 4.1 Definitions

In this Constitution, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1981 (Vic)*.

“Affiliated Member” means a natural person recognized by the Association as a Member under **rule 6.3** or otherwise under this Constitution.

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

“Annual Subscriptions” means the annual fees payable by each category of Member as determined by the Board under **rule 6.7**.

“Appointed Director” means a Director appointed under **rule 16.1**.

“Association” means Bowls Victoria Incorporated.

“Board” means the body consisting of the Directors under **rule 16.2**.

“Bowls” means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by the Association from time to time.

“Bowls Australia” means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successor.

“Chief Executive” means the chief executive officer of the Association appointed by the Board in accordance with **rule 21.1**.

“Club” means a Bowls club recognized by the Association as a Member under **rule 6.2** or otherwise under this Constitution.

“Committee” means any committee of the Board created under **rule 21.2** from time to time and it includes any Standing Committees.

“Constitution” means this constitution of the Association as amended from time to time.

“Delegate” means a representative of a Club (or in their absence a nominee of that representative who must also be a member of the same Club as the Delegate). The Delegate (or their nominee) is the only person who may represent the Club at General Meetings.

“Deputy President” means the deputy president of the Association appointed in accordance with **rule 16.2(b)** from time to time.

“Director” means a member of the Board and includes an Elected Director and an Appointed Director.

“Division” means a cluster of Clubs designated by the Board from time to time, brought together for the purpose of organizing competition within its boundaries and to carry out any other functions defined in the Regulations from time to time.

“Elected Director” means a Director elected under **rule 17**.

“Finance Director” means the Director appointed by the Elected Director under **rule 16.2(a)(ii)**.

“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 11**.

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or not) relating to the Association or activity conducted, promoted or administered by the Association.

“Interim Board” means the interim Board of the Association established under **rule 16.6**.

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

“Member” means either any Club, Affiliated Member or such other person recognized as a Member by the Board under **rule 6** from time to time.

“President” means the president of the Association appointed in accordance with **rule 16.2(b)** from time to time.

“Region” means an area of Victoria having boundaries as approved by the Board 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” means any regulations made by the Board under **rule 32**.

“Special Resolution” has the same meaning as the Act.

“Victorian Regional Advisory Group” (VRAG) means the group established under **rule 21.3** for the purposes set out in that rule and in the Regulations.

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

## **4.2 Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (c) a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender include the other genders;
- (f) headings are for convenience only and shall not be used for interpretation;
- (g) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (h) references to persons include natural persons, corporations and bodies politic;
- (i) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (j) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (k) 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.

#### **4.3 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.

#### **5. REGISTERED ADDRESS**

The registered address of the Association shall be at such place as determined by the Board from time to time.

### **PART II - MEMBERSHIP**

#### **6. MEMBERSHIP OF ASSOCIATION**

##### **6.1 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;
- (b) Affiliated Members, who shall have the right to be present and to debate at General Meetings, but do not have voting rights at General Meetings;
- (c) Life Members, who shall have the right to be present and to debate at General Meetings, but do not have voting rights at General Meetings; and
- (d) such other category or categories of members as determined by the Board from time to time.

## **6.2 Application for Membership – Clubs**

- (a) To be eligible for membership as a Club, the applicant Bowls club must be incorporated or in the process of incorporation (which process shall be complete within twelve months of applying for membership under this Constitution) and meet any other criteria set by the Board from time to time. Subject to this Constitution or any procedures set by the Board from time to time, an application for membership by a Club must be:
  - (i) in writing in the form prescribed by the Board from time to time;
  - (ii) accompanied by the appropriate fee or fees, if any; and
  - (iii) lodged with the Chief Executive.
- (b) As soon as is practicable after the receipt of an application under **rule 6.2(a)**, the Chief Executive shall refer the application to the Board.
- (c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- (d) If the Board approves the application for membership, the Board shall determine the appropriate Region and Division for the applicant Club to join and the Chief Executive shall, as soon as practicable, notify the applicant in writing that it is approved. If approved, membership shall commence on entry into the Register.
- (e) If the Board does not approve an application for membership, the Chief Executive shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

## **6.3 Application for Membership – Affiliated Member**

- (a) To be eligible for membership as an Affiliated Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Affiliated Member, having been processed by Individual Clubs, must be:

- (i) in writing in the form prescribed by the Board from time to time;
- (ii) accompanied by the appropriate fee or fees, if any; and
- (iii) lodged with the Chief Executive.

If a person satisfies the criteria set by this **rule 6.3**, they shall be deemed an Affiliated Member, subject always to this Constitution and in particular sub-rules (c) and (d) below.

- (c) The Chief Executive may, in their discretion, refer any application for membership as an Affiliated Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.
- (d) If the Board does not approve an application for membership, the Chief Executive shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

#### **6.4 Life Members**

Life Members shall be determined by the Board. The Board may grant a person life membership in recognition of services rendered to the Association. Nominations for Life Membership should be lodged with the Chief Executive.

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

- (a) Each Club shall advise the Chief Executive prior to an Annual General Meeting who its Delegates will be for the succeeding year. If a Club fails to provide notification to the Chief Executive, the president and secretary of the Club shall be deemed to be the Delegates.
- (b) If a Club has failed to notify the Chief Executive of a Delegate(s) prior to the Annual General Meeting, it may notify the Chief Executive 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 Chief Executive 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 Chief Executive 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 Chief Executive 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) Members acknowledge and agree that:
- (i) this Constitution constitutes a contract between each of them and the Association 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 Association;
  - (iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Association; and
  - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Association 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 Association; and
  - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
- (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

## **6.7 Renewal of membership**

- (a) A Club is not required to reapply for membership each Financial Year. Clubs shall, subject to this Constitution, remain Members provided all monies due and payable to the Association from Affiliated Members has been paid. If Clubs do not pay monies within thirty days of the due date, subject to the Board's discretion, all of that Club's rights under this

Constitution shall be immediately suspended until such time as all monies are fully paid.

- (b) Affiliated Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

## **6.8 Deemed Members**

- (a) Subject to this Constitution, all members of the Royal Victorian Bowls Association Incorporated and the Victorian Ladies Bowling Association Inc (including life members) immediately prior to the time of approval of this Constitution under the Act, shall be deemed Members of the Association from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) Subject to this Constitution, all persons who were affiliated members of a Club (howsoever described) that was a member of or affiliated to the Royal Victorian Bowls Association Incorporated and the Victorian Ladies Bowling Association Inc immediately prior to the time of approval of this Constitution under the Act, shall be deemed Affiliated Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

## **7. SUBSCRIPTIONS AND FEES**

The Annual Subscriptions and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

## **8. REGISTERS**

### **8.1 Chief Executive to Keep Register of Members**

The Chief Executive shall keep and maintain a Register of Members in which shall be entered the full name, address, category of membership, date of entry of the name of each Member and whether the Member has been granted voting rights.

### **8.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the Register, excluding the contact details of a Member who is an individual, shall be available for inspection (but not copying) by Members, upon reasonable request.

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

Clubs shall maintain, in a form acceptable to the Association and with such details as are required by the Board, a register of all members of the Club (including, but not limited to, those who are Affiliated Members of the Association). Such register shall be available for inspection (including copying) by the Chief Executive (or their nominee), upon reasonable request.

## **9. RESIGNATION OF MEMBERS**

### **9.1 Notice of Resignation**

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

### **9.2 Expiration of Notice Period**

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

### **9.3 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property.

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

### **10.1 Board Resolution**

Subject to this Constitution, the Board may by resolution:

- (i) expel a Member from the Association; or
- (ii) suspend a Member from membership of the Association for a specified period; or
- (iii) fine a Member;
- (iv) impose such other penalty, action or educative process as it sees fit,

if the Board considers that the 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 or prejudicial to the purposes and interests of the Association, or another Member; or
- (c) brought the Association, Bowls or another Member into disrepute.

Such grounds do not constitute a grievance, and **rule 22** does not apply.

### **10.2 Notice of Alleged Breach**

Where the Board considers that a Member may have satisfied one or more of the grounds in **rule 10.1(a)**, **10.1(b)** or **10.1(c)**, the Chief Executive shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;

- (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen and not later than twenty eight days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he, she or it may do one or more of the following:
  - (i) attend that meeting;
  - (ii) give the Association, before the date of that meeting a written statement regarding the alleged breach.

### **10.3 Determination of Board**

At a meeting of the Board held in accordance with **rule 10.2**, the Board shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

### **10.4 No Appeal**

There shall be no appeal from a decision of the Board under this **rule 10**.

## **PART III- GENERAL MEETINGS**

### **11. ANNUAL GENERAL MEETINGS**

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

The Association shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

#### **11.2 Business**

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

#### **11.3 Additional Meetings**

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## **12. GENERAL MEETINGS**

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

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

### **12.2 Request for General Meetings**

- (a) The Board shall on a request in writing from not less than 25 Clubs (where both Delegates from such Clubs have signed the request), convene a General Meeting. The Board may also request a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Delegates making the request and be sent to the Chief Executive and may consist of several documents in a like form, each signed by one or more of the Delegates 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 Association, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **13. NOTICE OF MEETINGS**

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

The Chief Executive shall, at least 21 days before the date fixed for holding a General Meeting, send to each Club, at their address appearing in the Register, 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.

### **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 thirty days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The Chairperson shall determine whether a motion is a motion having a similar effect.

## **14. PROCEEDINGS AT MEETINGS**

### **14.1 Quorum**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) Fifty (50) Delegates personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than thirty (30)) shall be a quorum.

### **14.2 President to Chair**

The President shall chair each General Meeting of the Association. If the President is absent from a General Meeting or is unwilling to act, the Deputy President shall Chair the General Meeting or if they are absent or 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 fourteen days or more, a like 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.

## **15. VOTING AT GENERAL MEETINGS**

### **15.1 Voting Rights**

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

- (a) the only persons entitled to vote are the Delegates; and

- (b) a Member Club is entitled to appoint 2 Delegates however, notwithstanding anything in **rule 6**, only one vote may be cast on behalf of the Member Club.

## **15.2 Voting Procedure**

- (a) Subject to **rule 15.2(b)**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) If both 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 Chief Executive of the details of its proxy:
  - (i) in writing on the form (if any) required by the Chief Executive from time to time; and
  - (ii) not less than 48 hours before that General Meeting.

Proxy forms can not be accepted by the Chief Executive within 48 hours of the General Meeting.

- (c) Subject to **rule 15.4**, all questions arising at a General Meeting shall be determined on a show of hands.
- (d) 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.
- (e) A Delegate is not entitled to vote at any General Meeting unless all monies due and payable to the Association have, to the satisfaction of the Chief Executive, been paid by the Delegate's Club.

## **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 Association 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**

- (a) If at a meeting a poll on any question is demanded by ten (10) Delegates, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

### 15.5 Postal Voting

- (a) Unless otherwise determined by the Board, postal voting shall only be conducted for the election of Directors. Notwithstanding any other rule in this Constitution, where a postal vote is conducted, each Club shall only be entitled to cast one vote on any motion or, for the avoidance of doubt, complete one ballot paper for the election of Directors.
- (b) The Board may determine how to conduct any postal vote which may include, but not be limited to, through ordinary post or any form of technology (for example a website) it deems appropriate.

## PART IV – BOARD

### 16. BOARD

#### 16.1 Powers of Board

- (a) The affairs of the Association shall be managed by the Board constituted under **rule 16.2**.
- (b) Subject to this Constitution and the Act, the Board:
  - (i) shall control and manage the business and affairs of the Association;
  - (ii) may exercise all such powers and functions as may be exercised by the Association 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 Association.

#### 16.2 Composition of Board

- (a) The Board shall consist of:
  - (i) eight Elected Directors, four male and four female, who must all be Affiliated Members and who shall be elected in accordance with **rule 17**;
  - (ii) one Appointed Director, being the Finance Director, who will be appointed by the Elected Directors for a term of two years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following their appointment; and
  - (iii) two Appointed Directors who may be appointed by the Elected Directors in accordance with **rule 16.4** and, if appointed, one will be male and one female.

- (b) The position of President and Deputy President:
  - (i) shall be appointed by the Board from amongst its number.;
  - (ii) must be filled by one male and one female Director;
  - (iii) shall hold the positions of President and Deputy President for two years.
- (c) A Director may be re-appointed as President and/or Deputy President.
- (d) Elected Directors may be required to meet any qualifications set out in the Regulations from time to time.

### **16.3 Term of Elected Directors**

- (a) Subject to **rule 16.3(d)** below, each Elected Director, shall hold office until the second Annual General Meeting following the declaration of their election at an AGM, but is eligible for re-election.
- (b) For each two year interval, two male and two female Elected Directors shall be elected in the first year and two male and two female Elected Directors shall be elected in the second year.
- (c) No Director may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.
- (d) The first election of Elected Directors after the establishment of the Association shall, subject to this Constitution, elect four male and four female Elected Directors. The terms of such Elected Directors shall be determined as follows:
  - (i) of the male candidates, the two that receive the most votes shall serve a two-year term, the other two shall serve a one-year term;
  - (ii) of the female candidates, the two that receive the most votes shall serve a two-year term, the other two shall serve a one-year term; and
  - (iii) if there is a tied vote between candidates or there were less than four male or female candidates for the positions, then to determine their terms the Elected Directors shall draw lots or resolve the matter in any other manner determined by the Interim Board.

### **16.4 Appointed Directors**

- (a) In addition to the Finance Director, the Elected Directors may appoint up to two Appointed Directors.
- (b) An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or

exposure to Bowls. The Appointed Director does not need to be an Affiliated Member.

- (c) The Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of two years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following their appointment.

### **16.5 Casual Vacancy**

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

### **16.6 Transitional Arrangements**

Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this **rule 16.6** shall apply from the date of adoption of this Constitution.

- (a) Immediately upon this Constitution taking effect, the Interim Board shall be appointed. Each member of the Interim Board shall be considered a Director under this Constitution.
- (b) The Interim Board shall comprise the:
  - (i) Royal Victorian Bowls Association Inc and the Victorian Ladies Bowling Association Inc members of the "Joint Working Party" immediately prior to the adoption of this Constitution; and
  - (ii) Honorary Treasurer of the Royal Victorian Bowls Association Inc; and
  - (iii) Finance Director of the Victorian Ladies Bowling Association Inc.
- (c) The Interim Board may appoint up to two further Directors to the Interim Board.
- (d) The Interim Board shall establish the processes for the election of the initial Elected Directors of the Association. The Interim Board shall ensure that an election for the Elected Directors is conducted so that such Elected Directors take office in accordance with the Interim Board's approved transition program and this Constitution.
- (e) The Interim Board is not entitled to appoint a Chief Executive. Whilst the Interim Board is in office during the transition period, the Interim Board shall determine the delegation of the Chief Executive's responsibilities (set out in this Constitution) as required from time to time.

## **17. ELECTION OF ELECTED DIRECTORS**

- (a) The Chief Executive shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations as determined by the Board.

- (b) Nominations of candidates for election as Elected Directors, shall be:
  - (i) made in writing on the form provided by the Association from time to time (if any), signed by Delegates representing two separate Clubs and accompanied by the written consent of the nominee. The nominee must be an Affiliated Member and must provide details confirming that they meet any qualifications set out in the Regulations from time to time under **rule 16.2(d)**; and
  - (ii) delivered to the Chief Executive by the date specified on the call for nominations.
- (c) If:
  - (i) the number of nominations received for the Board from male and/or female candidates is equal to the number of vacancies to be filled for male and/or female candidates respectively; or
  - (ii) there are insufficient nominations from male and/or female candidates received to fill the respective vacancies on the Board.

then those nominated shall be declared elected at the Annual General Meeting by the returning officer. Any vacancies shall be treated as casual vacancies under **rule 16.5**.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be conducted to determine the Elected Directors. Subject to **rule 15.5**, such ballot will be conducted in the manner determined by the Board, or as set out in the Regulations, from time to time.
- (e) The Chief Executive (or their nominee) shall act as returning officer for the secret ballot. No person, other than the returning officer, shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any person has voted. The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

## **18. VACANCY ON THE BOARD**

### **18.1 Grounds for Termination of Director**

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

- (a) in the case of an Elected Director, ceases to be an Affiliated Member;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act;
- (c) resigns their office by notice in writing given to the Association;
- (d) is subject to any sanction by the Board under **rule 10**;

- (e) is directly or indirectly interested in any contract or proposed contract with the Association and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of their interest;
- (f) is removed from office in accordance with this Constitution; or
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- (i) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

## **18.2 Removal of Director**

- (a) The Association in a General Meeting may by resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 18.2(a)** makes representations in writing to the Chief Executive or the President and requests that such representations be notified to the Members, the Chief Executive or the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

## **19. LEAVE OF ABSENCE**

The Board may, in its discretion, grant leave of absence to a Director for such period as it sees fit following consideration of an application submitted in writing to the Chief Executive or the President, provided:

- (a) if such period is one year or more, that Director is taken to have resigned their position, but in the case of an Elected Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have concluded; and
- (b) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

## **20. QUORUM AND PROCEDURE AT BOARD MEETINGS**

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

- (a) The Board shall meet as required, but shall meet on at least six occasions in each year.
- (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 2 days' written notice of the meeting of the Board 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.

## **20.2 Quorum**

- (a) Six Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (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.

## **20.3 Procedures at Board meetings**

- (a) At meetings of the Board:
  - (i) the President shall chair the meeting;
  - (ii) if the President is absent or unwilling to act, the Deputy President shall chair the meeting;
  - (iii) if the Deputy President is absent or unwilling to act the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director and Appointed 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) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened

and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
  - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

#### **20.4 Directors' Interests**

A Director is disqualified from holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested, or from contracting with the Association 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 Association without the approval of the Board, will be voided for such reason.

#### **20.5 Disclosure of Interests**

The nature of the 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. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

#### **20.6 General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is

sufficient declaration under **rule 20.5** as regards 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.

## **20.7 Recording Disclosures**

It is the duty of the Chief Executive to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **rules 20.5 and 20.6**.

## **20.8 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.

## **21. DELEGATED POWERS AND DUTIES**

### **21.1 Chief Executive**

- (a) The Chief Executive shall act as public officer of the Association and shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit.
- (b) The Chief Executive shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (c) The Chief Executive shall have the right to be present and to debate at all Board and General Meetings of the Association and shall have no vote.

### **21.2 Committees**

- (a) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committee or committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee. When appointing personnel to committees, the Board must seek to ensure gender balance.
- (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 Chief Executive shall be ex-officio members of any committee so appointed.
- (d) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **rule 20**.

- (e) Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive.
- (f) The committees of the Royal Victorian Bowls Association Incorporated and the Victorian Ladies Bowling Association Incorporated which were operating immediately prior to the establishment of this Association shall continue to operate as Committees of the Board of the Association subject to this Constitution until the end of the 2009/10 Bowls season, unless otherwise determined by the Interim Board.

### **21.3 Victorian Regional Advisory Group**

- (a) The Victorian Regional Advisory Group shall be established as a Committee of the Board.
- (b) The Victorian Regional Advisory Group shall comprise one male and one female representative from each Region, elected by the Clubs within such Region in the manner determined by the Board or set out in the Regulations from time to time.
- (c) The Victorian Regional Advisory Group shall meet with the Board on at least two occasions (as determined by the Board) each Financial Year, or as otherwise required by the Board.

## **PART V - MISCELLANEOUS**

### **22. GRIEVANCE PROCEDURES**

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Association.
- (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 Association, a person who is a mediator appointed or

employed by the Dispute Settlement Centre of Victoria  
(Department of Justice).

- (e) A Member can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **23. SOURCES OF FUNDS**

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

### **24. APPLICATION OF INCOME**

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

### **25. 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.

### **26. COMMON SEAL**

- (a) The common seal of the Association shall be kept in the custody of the Chief Executive.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be

attested by the signatures of 2 Directors or 1 Director and the Chief Executive, or in such other manner approved by the Board from time to time.

- (c) A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

## **27. ALTERATION OF CONSTITUTION**

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

## **28. DISSOLUTION**

- (a) In the event of the Association being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Association, 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 Association and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

## **29. INDEMNITY**

- (a) Every Director or manager of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; 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 Association.

**30. 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.

**31. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

- (a) Except as otherwise provided in this Constitution, the Chief Executive shall keep in his or her custody or control all books, documents and securities of the Association.
- (b) The Chief Executive shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Association, unless authorised in writing by the Board.

**32. REGULATIONS**

- (a) The Board, including the Interim 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 Association premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board or the Interim Board. Notices shall be binding upon all Members.