

DATE: October 2022

BOWLS VICTORIA LTD
ACN: [660 950 345]

CONSTITUTION

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CONSTITUTION**of****BOWLS VICTORIA LTD
ACN: [660 950 345]****1. NAME**

The name of the company is Bowls Victoria Ltd.

2. PURPOSES OF COMPANY

The Company is the peak body for the administration of Bowls in Victoria. The purposes for which the Company 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 Company;
- (d) recognise Bowls Australia as the World Bowls recognised national federation for Bowls in Australia and to act as a member of Bowls Australia in accordance with the Bowls Australia constitution, rules, regulations or policies, as may be implemented or amended from time to time;
- (e) adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of Bowls in Victoria in keeping with the terms of this Constitution and the Bowls Australia constitution, as amended from time to time;
- (f) control, manage and conduct Bowls competitions at a state level;
- (g) select and manage Bowls teams to represent Victoria in national competitions inside and outside Victoria;
- (h) encourage, conduct, promote, and administer Bowls throughout Victoria, through and by the Members for the benefit of the Members and Bowls;
- (i) act in good faith and loyalty to ensure the maintenance and enhancement of the Company and Bowls, its standards, quality and reputation for the benefit of the Members and Bowls;
- (j) operate with, and promote trust and confidence between the Company and the Members in pursuit of these purposes;
- (k) promote the economic and sporting success, strength and stability of the Company and the Members;

- (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 Company towards the fulfilment and achievement of these purposes;
- (o) use and protect the Company's Intellectual Property;
- (p) strive for and maintain government, commercial and public recognition of the Company 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;
- (r) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Company;
- (s) promote the health and safety of athletes, officials and other individuals participating in Bowls in any capacity;
- (t) act as final arbiter on matters pertaining to the conduct of Bowls in Victoria, including disciplinary matters;
- (u) represent the interests of the Members and of Bowls generally in any appropriate forum;
- (v) have regard to the public interest in its operation;
- (w) undertake other actions and activities necessary, incidental or conducive to advance these Purposes.

3. **POWERS OF COMPANY**

Solely for furthering the purposes set out above the Company has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

4. **INTERPRETATION AND DEFINITIONS**

4.1 **Definitions**

In this Constitution, unless the contrary intention appears:

Act means the *Corporations Act 2001 (Cth)*.

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

Appointed Director means a Director appointed under **rule 17.2 and 17.4**.

Company means Bowls Victoria Ltd.

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

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

Bowls Australia means Bowls Australia Limited, the governing body for Bowls in Australia, or its successor.

BowlsLink means the national database program as owned and used by Bowls Australia, Bowls Victoria and all other State and Territory Associations.

Chief Executive Officer means the Chief Executive Officer of the Company appointed by the Board in accordance with **rule 23.3**

Club means a club recognised by the Company as a Member under **rule 6** or otherwise under this Constitution.

Committee means any committee of the Board created under **rule 23.4** from time to time and it includes any Standing Committees.

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

Delegate means a representative of a Club or Region (or in their absence a nominee) who is the only person who may represent the Club or Region at General Meetings.

Deputy President means the deputy president of the Company appointed in accordance with **rule 17.2(b)** from time to time.

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

Elected Director means a Director elected under **rule 18**.

Fees means any fees payable by each category of Member as determined by the Board under **rule 7**.

Financial Year means the year ending on 30 June.

General Meeting means any meeting of Member Clubs convened in accordance with **rule 11**.

Individual Member means a registered financial member of a Club or an individual who has otherwise registered directly with the Company in accordance with the direct membership procedure determined by the Board from time to time, and in accordance with **rule 6**.

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

Life Member means an individual elected as such under **rule 6**.

Member means a Member of the Company under **rule 6** from time to time.

President means the president of the Company appointed in accordance with **rule 17.2(b)** from time to time.

Purposes means the purposes of the Company in **rule 2**.

Region means a Member admitted to the Company under **rule 6**.

Register means the register of Members kept in accordance with **rule 8.1**.

Registrar has the same meaning as in the Act (if applicable).

Registration means registration of a Member, such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of the Company as required by **rule 6**. **Registered** has a corresponding meaning.

Regulations means any regulations made by the Board under **rule 34**.

Special Resolution has the same meaning as the Act.

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 email.

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 cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

5. REGISTERED ADDRESS

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

6. MEMBERSHIP OF COMPANY

6.1 Minimum Number of Members

The Company must have at least one Member.

6.2 Categories of Member

The Members shall be divided into, the following categories:

- (a) Clubs, who are represented by a Delegate who shall have the right to be present, to debate and to vote at General Meetings;
- (b) Individual Members, who shall have the right to be present 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 the right to vote at General Meetings;
- (d) Regions, who are represented by a Delegate who shall have the right to be present and to debate at General Meetings, but do not have the right to vote at General Meetings; and
- (e) such other category or categories of members as determined by the Board from time to time in accordance with **rule 6.3**.

6.3 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights). No new category of membership may be granted voting rights.

6.4 Membership - Club

- (a) To be eligible for membership as a Club, the applicant must be incorporated or in the process of incorporation (which process shall be

completed within 12 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 application fee or fees, if any; and
 - (iii) lodged with the Chief Executive Officer.
- (b) As soon as is practicable after the receipt of an application under **rule 6.4(a)**, the Chief Executive Officer 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 for the applicant to join and the Chief Executive Officer 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 Officer 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.
 - (f) To remain a Member, a Club accepted for membership under **rule 6.4(d)** must:
 - (i) renew its membership with the Company in accordance with the procedures applicable from time to time; and
 - (ii) pay such fees as may be prescribed under **rule 7** by the Company in respect of such membership by the prescribed date.

6.5 Membership - Individual Member

- (a) No individual shall be Registered with the Company as an Individual Member except in accordance with this **rule 6.5**. The Board may in their discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such refusal.
- (b) Subject to **rule 6.5(a)** and **rule 6.8** an individual who is recognised, accredited or Registered by or with, a Club will, upon Registration with a Club, become an Individual Member of the Company and is subject to the provisions of this Constitution and Regulations.
- (c) The Company may register Individual Members directly in certain situations as deemed appropriate and subject to procedures set by the Board from time to time.
- (d) To remain a Member, all Individual Members must:

- (i) renew their membership, accreditation or Registration with a Club or the Company in accordance with the procedures applicable from time to time;
- (ii) otherwise remain a member, accredited or Registered with a Club or the Company in accordance with the procedures applicable from time to time; and
- (iii) pay such fees as may be prescribed by a Club or the Company in respect of their membership, accreditation or Registration, from time to time.

6.6 Membership - Life Members

The Board may grant a person life membership in recognition of services rendered to the Company. Nominations for Life Membership should be lodged with the Chief Executive Officer.

6.7 Club and Region Delegates

- (a) Each Club and Region shall advise the Chief Executive Officer prior to an Annual General Meeting who its Delegate will be for the succeeding year.
- (b) The president (or equivalent) of a Club or Region shall be deemed to be the Delegate if a Club or Region fails to notify the Chief Executive Officer of its Delegate prior to an Annual General Meeting.
- (c) The Chief Executive Officer shall record any change in Delegate in the Register.
- (d) If a Delegate is unable to attend a General Meeting, the Club or Region may notify the Chief Executive Officer in writing not less than 48 hours before that General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.
- (e) If a Delegate is unable to attend a General Meeting and the Club or Region:
 - (i) has failed to provide notice in writing under **rule 6.7(d)**; or
 - (ii) is otherwise unable to provide the Chief Executive Officer with notice at least 48 hours prior to the General Meeting,
 the Club or Region cannot appoint an alternate Delegate.
- (f) Each Delegate shall comply with the directions given by a resolution of their Club or Region including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

6.8 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Company 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 Company;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Company; and
 - (v) they are entitled to all benefits, advantages, privileges and services of their category of membership as determined by the Board.
- (b) Members may by virtue of membership of the Company 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 Company; and
 - (iv) conduct any activity approved by the Company.
- (c) A right, privilege or obligation of a person by reason of their membership of the Company:
- (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.

6.9 Regions

- (a) Unless otherwise determined by resolution of the Board only a legal entity may become a Region.
- (b) The Board may grant membership to a Region on such terms and conditions as they may see fit following formal application for such status accompanied by an up-to-date copy of the applicant's constituent documents and such other information as may be required by the Board.
- (c) Region membership may be suspended or cancelled by the Board.
- (d) The Regulations may set out:
 - (i) the categories of Region membership which exist;
 - (ii) the criteria to be met by each category of Region Member; and

- (iii) the privileges and benefits of each category of Region Member including the relevant boundaries which the Region might operate within.

7. FEES

- (a) The Board must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members and such amount can be based on any method deemed appropriate by the Board;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Company the amounts determined under **rule 7(a)** in accordance with **rule 7(a)(iv)**.
- (c) Any Member which or who has not paid all monies due and payable by that Member to the Company shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as **rule 9.3** applies, the outstanding amount are fully paid or otherwise in the Board's discretion.

8. REGISTER OF MEMBERS

8.1 Chief Executive Officer to Keep Register of Members

The Chief Executive Officer shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name, address, email address (as available) and phone number of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) whether the Member has been granted voting rights;
- (e) any other information as determined by the Board from time to time; and
- (f) for each former Member, the date of ceasing to be a Member.

8.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with **rule 34.7**.

8.3 Club Register

Clubs shall maintain a register of members of the Club registered with the Company as an Individual Member in the national platform BowlsLink which can be viewed by Bowls Victoria as required.

9. RESIGNATION OF MEMBERS

9.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Company may resign from the Company by giving 30 days' notice in writing to the Company of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member and there shall be no entitlement to a refund of any monies paid.

9.2 Expiration of Notice Period

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

9.3 Resignation by Failure to Pay Fees

- (a) A Member is taken to resign their membership of the Company if the Member's fee or any part of the Member's fees is outstanding more than four months after the commencement of the Financial Year;
- (b) Should a sufficient explanation be made to the Board for the failure to pay the fee or fees the Board shall have the sole discretion to restore the Membership upon payment of the amount due.

9.4 Forfeiture of Rights

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

10. DISCIPLINE OF MEMBERS

10.1 Establishing a Disciplinary Committee

Where the Company is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Purposes and the interests of the Company, Bowls, or another Member; or
- (c) brought themselves, another Member, the Company or Bowls into disrepute,

the Board may in accordance with **rule 23.4**, establish a disciplinary committee which has not less than three members to convene to hear a matter against any

Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties in this Constitution.

10.2 Provisional Suspension

- (a) Upon establishing a disciplinary committee in accordance with **rule 10.1** the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

10.3 Disciplinary Committee Members

The members of the disciplinary committee:

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

10.4 Notice of Alleged Breach

Where a disciplinary committee is established the Company shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the disciplinary committee at the Disciplinary Hearing;
- (c) stating the date, place and time of that Disciplinary Hearing;
- (d) informing the Member that he, she or it may do one or more of the following:
 - (i) attend that Disciplinary Hearing; and
 - (ii) give the disciplinary committee prior to or at that meeting a written statement regarding the alleged breach.

10.5 Determination of Disciplinary Committee

- (a) The disciplinary committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
 - (i) the Member has the opportunity to be heard and to call witnesses; and
 - (ii) due consideration is given to any written statement submitted by the Member or a witness,

before determining whether the alleged breach occurred.

- (b) If the disciplinary committee determines there was a breach under **rule 10.1**, it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Board.
- (c) The penalties able to be given to the Member by the disciplinary committee include (one or more of):
 - (i) expel a Member from the Company;
 - (ii) suspend a Member from membership of the Company or accessing certain privileges of membership for a specified period;
 - (iii) fine a Member; and
 - (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit.

11. ANNUAL GENERAL MEETING

11.1 Annual General Meeting to be Held

The Company 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 Officer, 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 Company and, where, but for this rule more than 15 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 40 Clubs, convene a General Meeting.
- (b) The request for a General Meeting shall be signed by the Delegate of each Club making the request and sent to the Chief Executive Officer. The request shall state the object(s) of the meeting and may consist of several documents in a like form.

- (c) Each Delegate shall comply with the directions given by a resolution of their Club including in respect of making a request for a General Meeting and if required by the Board, shall provide to the Board evidence of such compliance.
- (d) The Board may also request a General Meeting.
- (e) If the Board does not cause a General Meeting to be held within 30 days after the date on which the request is sent to the Chief Executive Officer, the Clubs making the request, or any of them, may convene a General Meeting to be held not later than 60 days after that date.
- (f) A General Meeting convened by Clubs under this Constitution shall be convened in the same manner, or as nearly as possible to a meeting convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Company to the persons incurring the expenses.

13. NOTICE OF MEETINGS

13.1 Notice to be Given for General Meetings

The Chief Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Club and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under **rule 33**.

13.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Company 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 12 months. The Chairperson shall determine whether a motion is a motion having a similar effect.

14. PROCEEDINGS AT MEETINGS

14.1 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Company shall be 40 Clubs.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Clubs, shall be dissolved; and

- (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Clubs 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 Clubs present (being not less than 40) shall be a quorum.

14.2 President to Chair

The President shall chair each General Meeting. 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 14 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 General Meetings a Club is represented by its one (1) Delegate who has the right to be present, to debate and to vote at General Meetings.

15.2 Voting Procedure

- (a) If a Club's Delegate is 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 Officer of the details of its proxy:
 - (i) in writing on the form (if any) required by the Chief Executive Officer from time to time; and
 - (ii) not less than 48 hours before that General Meeting.

Proxy forms cannot be accepted by the Chief Executive Officer within 48 hours of the General Meeting.
- (b) Subject to **rule 15.4**, all questions arising at a General Meeting shall be determined on a show of hands.

- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Delegate of a Club is not entitled to vote at any General Meeting unless all fees due and payable to the Company have, to the satisfaction of the Chief Executive Officer, been paid by the 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 Company 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 10 Clubs, 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 Electronic Voting

- (a) The Board may permit a resolution to be decided partly or wholly by electronic voting.
- (b) Electronic voting includes online surveys, email voting or any other method approved by the Board. In addition to the matters set out in **rule 13.1**, the notice of a meeting at which a resolution(s) will be decided partly or wholly by electronic voting must specify
 - (i) The resolution(s) for which electronic voting will be permitted;
 - (ii) The method of electronic polling approved by the Board;
 - (iii) The means by which Members may cast their vote (whether by following a link to an online survey, responding to a nominated email address or some other means);
 - (iv) The deadline for voting by electronic means; and
 - (v) That members who cast a vote by electronic voting will be deemed to have voted in advance and accordingly will not be permitted to vote on that resolution at the meeting.
- (c) Members who cannot vote by electronic voting must inform the Chief Executive Officer in writing of their intention to vote in person at the meeting.

- (d) The effective date of a resolution decided partly or wholly by electronic voting is the date of the meeting, even if sufficient votes are cast prior to the meeting.

16. MINUTES OF GENERAL MEETING

- (a) The Board must ensure that minutes are taken and kept of each General Meeting of the Company.
- (b) The Minutes must record:
 - (i) the business considered at the General Meeting;
 - (ii) any proxy forms given to the Chief Executive Officer under **rule 15.2(a)**;
 - (iii) any resolution on which a vote is taken and the result of such vote; and
 - (iv) the names of persons present at the General Meeting.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
 - (ii) any audited accounts or auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

17. BOARD

17.1 Powers of Board

- (a) The affairs of the Company shall be managed by the Board constituted under **rule 17.2**
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Company;
 - (ii) may exercise all such powers and functions as may be exercised by the Company 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 Company.

17.2 Composition of Board

- (a) The Board shall consist of seven Directors:
 - (i) three elected Directors, including a minimum of one female and one male, must all be Individual Members and who shall be elected in accordance with **rule 18**;
 - (ii) four Appointed Directors, not more than two female and not more than two male, who will be appointed by the Elected Directors in accordance with **rule 17.4**; and
 - (iii) at least half of the Appointed Directors must have been an individual member for not less than three (3) years before being eligible to be appointed as an Appointed Director.
 - (iv) An Appointed Director may have specific skills in commerce, finance, marketing, law, technology, business generally or such other skills, which complement the Board composition, but notwithstanding Clause 17.2(a)(iii) need not have experience in or exposure to Bowls.
- (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 one year.
 - (iv) A Director may be re-appointed as President and/or Deputy President.
- (c) Directors:
 - (i) Cannot be elected or appointed to represent any constituent body or particular group of Members;
 - (ii) must not hold any other office (whether voluntary or paid) within a Region or the office of President of a Member Club; and
 - (iii) must not have any material personal conflict of interest due to becoming a Director.

Directors may be required to meet any further qualifications set out in the Regulations from time to time.
- (d) Should any adjustment to the term of Directors elected or appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of **clauses 17.3 and 17.4**.

17.3 Term of Elected Directors

- (a) Subject to **rule 17.3** each Elected Director, shall hold office until the third Annual General Meeting following the declaration of their election at an Annual General Meeting, but is eligible for re-election.
- (b) No Elected Director may serve for more than three consecutive terms of three years. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.

17.4 Term of Appointed Directors

- (a) The Elected Directors will appoint four Appointed Directors as per **clause 17.2(a)**.
- (b) An Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of three years, which shall commence at the first Board meeting after the Annual General Meeting. The term shall conclude at the Board meeting immediately following the third Annual General Meeting.
- (c) No Appointed Director may serve for more than three consecutive terms of three years. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.

17.5 Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Individual Member to the vacant office 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.

18. ELECTION OF ELECTED DIRECTORS

- (a) The Chief Executive Officer shall call for nominations at an appropriate time determined by the Board. All Clubs shall be notified of the call for nominations as determined by the Board.
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (c) Nominations of candidates for election as Elected Directors, shall be:
 - (i) made in writing on the form provided by the Company from time to time (if any), signed by Individual Members representing two Clubs and accompanied by the written consent of the nominee. The nominee must be an Individual Member and must provide details confirming that they meet any qualifications set out in the Regulations from time to time under **rule 17.2(c)**; and
 - (ii) delivered to the Chief Executive Officer by the date specified on the call for nominations.

- (d) 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 17.5**.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a 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.
- (f) The Chief Executive Officer (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. For the avoidance of doubt, in the event of an equality of votes between two or more candidates, the returning officer will determine the result by drawing lots to determine the outcome.

19. TERMINATION OR REMOVAL OF DIRECTOR

19.1 Grounds for Termination of Director

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

- (a) in the case of an Elected Director, ceases to be an Individual Member;
- (b) becomes insolvent under administration within the meaning of the Corporations Act;
- (c) resigns their office by notice in writing given to the Company;
- (d) is subject to any sanction under **rule 10**;
- (e) is directly or indirectly interested in any contract or proposed contract with the Company and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution;
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or

- (i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

19.2 Removal of Director

- (a) Subject to the Act the Company in a General Meeting may by resolution remove any Director, before the expiration of their term of office and appoint another Individual Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 19.2(a)** makes representations in writing to the Chief Executive Officer or the President and requests that such representations be notified to the Clubs, the Chief Executive Officer or the President may send a copy of the representations to each Club or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20. 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 Officer 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.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 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 two days' written notice of the meeting of the Board shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the time, date and place of the Board meeting and 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 email or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.

- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Quorum

- (a) Five 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.

21.3 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 also 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) Voting by proxy is not permitted at a meeting of the Board.
- (e) A resolution in writing signed or assented to by email or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

- (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
- (iii) in the event that a failure in communications prevents **Clause 21.3(f)(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 **Clause 21.3(f)(i)** is satisfied again. If such condition is not satisfied within 15 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.

21.4 Minutes of Board Meetings

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under **rule 22**.
- (c) The minutes of Board meetings shall not be available for inspection or copying by Members.

22. DIRECTORS' INTERESTS

22.1 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This **rule 22.1** does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Company is established; or

- (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this **rule 22.1**.

22.2 Financial Interests

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Company, or in any company or incorporated Company in which the Company is a shareholder or otherwise interested; or
 - (ii) contracting with the Company 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 Company without the approval of the Board, will be voided for such reason.

22.3 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.

22.4 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 22.3** 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.

22.5 Recording Disclosures

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **rules 22.3** and **22.4**.

22.6 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.

23. DELEGATED POWERS AND DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Company complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Company complies with all requirements in the Act regarding financial statements.

23.2 Secretary

- (a) The Chief Executive Officer shall act as a secretary of the Company and shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) If the Company does not have a Chief Executive Officer, the Board will determine from time to time whether the President or another person acts as the Company's secretary under the Act.
- (c) The secretary must give the Registrar notice of his or her appointment within 14 days after the appointment.
- (d) If the position of secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

23.3 Chief Executive Officer

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

23.4 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) 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 21**.
- (d) Within seven days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer

24. 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 Company.
- (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 ten 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 Company, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) An Individual 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.

25. SOURCES OF FUNDS

The funds of the Company shall be derived from Fees, donations and such other sources as the Board determines.

26. MANAGEMENT OF FUNDS

The Company must open an account with a financial institution from which all expenditure of the Company is made and into which the Company's revenue is deposited.

27. APPLICATION OF INCOME

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

28. COMMON SEAL

- (a) The common seal of the Company shall be kept in the custody of the Chief Executive Officer.
- (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 two Directors or one Director and the Chief Executive Officer, 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 Company is fixed where the Director is interested in the contract or arrangement to which the document relates.

29. ALTERATION OF CONSTITUTION

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

30. DISSOLUTION

- (a) In the event of the Company being wound up, the liability of the Member shall be limited to \$1. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Company, 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 Company 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.

31. INDEMNITY

- (a) Every Director or manager of the Company shall be indemnified out of the property and assets of the Company 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 Company 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 in the case of:
 - (i) a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Company; and
 - (ii) an employee, performed or made in the course of, and within the scope of his or her employment by the Company.

32. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or where available, by email, to the Member's address or email 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 email, service of the notice shall be deemed to be effected when the email is sent to the properly addressed email address to which it was sent, unless the sending party receives a notification of delivery failure within 24 hours of the email being sent.

33. RECORDS AND ACCOUNTS

33.1 Chief Executive Officer to Keep Records

The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Company and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

33.2 Financial Records

The Company must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

33.3 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Chief Executive Officer.

33.4 Company to Retain Records

The Company shall retain such records for seven years after the completion of the transactions or operations to which they relate.

33.5 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Company in accordance with the Act.

33.6 Negotiable Instruments

All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Board.

33.7 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of General Meetings; and
 - (ii) subject to **rule 33.7(b)**, the financial records, books, securities and any other relevant document of the Company.
- (b) The Board may refuse to permit a Member to inspect any relevant document of the Company that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Company.

- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **rule 33.7(b)**, a Member may make a copy of any other relevant document of the Company referred to in this rule and the Company may charge a reasonable fee for provision of a copy of such document.

- (e) For the purposes of this rule:

The term **relevant document** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Company and includes the following:

- (i) its financial statements;
- (ii) its financial records; and
- (iii) records and documents relating to transactions, dealings, business or property of the Company.

34. REGULATIONS

- (a) The Board may make Regulations and alter, amend, interpret 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 Company premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.