Buninyong Bowling Club Incorporated

Constitution

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705 Inglis Street,
Buninyong
Victoria, 3357

Incorporation No: A0000841J
ABN: 69 319 488 343

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Constitution of Buninyong Bowling Club Incorporated

SECTION 1 – NAME

1. The name of the club is the Buninyong Bowling Club Incorporated, hereinafter referred to as the 'Club' or the 'Association'

SECTION 2 – PURPOSES OF ASSOCIATION

2. The purposes of the Club are to:
   a) conduct, encourage, promote, advance and administer the game of bowls throughout its local area.
   b) act, at all times, on behalf of and in the interests of its Members and the sport of bowls.
   c) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Playing Areas), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes.
   d) abide by, promote and enforce the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria.
   e) advance the operations and activities of the Club throughout the local area.
   f) educate, train, coach and encourage members of the Club in the game of lawn bowls so that all members have the opportunity to reveal their maximum potential.
   g) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members.
   h) provide a safe and enjoyable sporting / volunteer / spectator experience and environment for its members.

SECTION 3 – POWERS OF ASSOCIATION

3. Subject to the Act, (*Associations Incorporation Reform Act, 2012 (Vic)*) the Association has the power to undertake or do all tasks or activities which are deemed necessary, incidental or conducive to achieving its purposes
4. Without limiting Rule 3, the Association may:
   a) acquire, hold and dispose of real and personal property
   b) open and operate accounts with financial institutions
   c) invest its money in any security in which trust monies may lawfully be invested
   d) raise and borrow money on any terms or in any manner as it thinks fit
   e) secure the repayment of money raised and borrowed, or the repayment of a debt or liability

f) apply for, hold and renew any liquor licences as required

g) enter into, manage and terminate (if necessary) employment contracts and relations with applicable personnel as is deemed necessary.

5. The Association may only exercise its powers and use its income or assets (including any surplus) to achieve its purposes.

SECTION 4 – DEFINITIONS

Act means the *Associations Incorporation Reform Act 2012 (Vic)*

Affiliated Member means any person recognised by the Club as a member under Rule 9. For the avoidance of doubt, such members must meet and maintain any criteria set by Bowls Victoria or Bowls Australia for 'Affiliated Members' (or equivalent) under its constitution.

Annual General Meeting means a meeting of Members convened in accordance with Rule 60.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under Rule 37.

Appointed Director means a director appointed under Rule 85.

Association means the Buninyong Bowling Club Incorporated.

Board means the Board of the Buninyong Bowling Club as elected at the Club's Annual General Meeting (or Special General Meeting) to manage the business of the Club.

Board Member means a member of the Board as elected to this position at the Annual General Meeting or appointed to this position as a result of a casual vacancy.

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

Bowls Australia means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.

Bowls Victoria means Bowls Victoria Incorporated, the governing body for Bowls in Victoria, or its successors.

By-Laws mean any by-laws or regulations made by the Board under Rule 133, meaning the set of By-Laws as determined by the Board, that govern the management and conduct of the Club's day-to-day business, functions and competitions.

Casual Vacancy means a vacant position on the Board which has been caused by insufficient nominations at the Annual General Meeting, or by an elected Board member vacating their position on the Board.

Chairperson means the person chairing the meeting as under Rules 73 and 100.

Club means Buninyong Bowling Club Incorporated.

Committee means any committee of the Board created under Rule 110.

Constitution means the constitution of this Club

Delegate means a person appointed by the Board to represent the Club at Bowls Victoria, Ballarat Highlands Region Board or other meetings.

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

Elected Director means a Director elected under Rules 88 - 94.

Financial Member means any member who has paid their annual subscription fee or is a Life Member

Financial Year means the year ending on 30th April.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer hardware and software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Member means any eligible member of the Club in one or more of its member categories as listed under Rules 9-16.

Membership Year means the year ending on 30th June.

Playing Area means a cluster of Bowls clubs designated by Bowls Victoria from time to time, brought together for the purpose of organising competition within its boundaries and to carry out any other functions defined by Bowls Victoria.

Region means an area of Victoria having boundaries as approved by Bowls Victoria. 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 40.

Social Bowls means any bowling event organised by the Club that is not a Club sanctioned event or tournament, as listed in the Club regulations

Special General Meeting means any general meeting of the Club's eligible members convened by the Club other than the Annual General Meeting, called for a specific purpose or business, (including disciplinary general meetings convened to hear a disciplinary appeal under Rule 56).

Subcommittee means any subcommittee appointed by the Committee to manage or conduct a particular task or function

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

SECTION 5 – INTERPRETATIONS

6. In the event of any question not provided for in this Constitution, then those rules applying to the governing bodies shall apply. In any event the Club shall be bound by the rules provided by Bowls Australia, Bowls Victoria and/or the Ballarat Highlands Region.

7. In this Constitution, unless the context otherwise requires:
   a) a word or phrase has the same meaning as it has in the *Associations Incorporation Reform Act, 2012 (Vic)*
   b) singular includes plural and plural includes singular
   c) words of one gender include any other genders
   d) any reference to legislation or law includes any regulations and other statutory instruments under it, any amendments to it and any replacements of it
   e) reference to a person includes a corporation, firm or any other entity or legal representatives of that person
   f) headings are for convenience only and do not affect interpretation
   g) expressions referring to 'writing' or 'written' means and includes printing, photography or other means of representing words in a visible form, including messages and information sent by electronic media.

SECTION 6 – NOT FOR PROFIT ORGANISATION

8. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
9. Rule 8 does not prevent the Association from paying a Member reimbursement for expenses properly incurred by the Member or for any goods or services provided by the Member.

SECTION 7 – MEMBERSHIP OF CLUB

Categories of Membership

10. **Affiliated Members** who are full bowling members of the Club and affiliated with Bowls Victoria, who have the right to represent the Club in all pennant competitions, play in all Club events and tournaments, and who have the right to be present, debate and vote at General Meetings and have the right to nominate for and be elected to the Board.
11. **Life Members**, who have had the privileges of Life Membership of the Club conferred upon them. Life Members have the same rights as Affiliated Members.
12. **Dual Members** who are affiliated with Bowls Victoria at another club, but who have dual membership with Buninyong BC. Dual Members have the same rights as Affiliated Members but are not eligible to enter into the Club singles championships and can only represent the club in the Saturday or Tuesday pennant competition that they nominate and obtain the appropriate permit for through Bowls Victoria.
13. **Unaffiliated Members** who have the right to be present, debate and vote at General Meetings, who are not affiliated with Bowls Victoria and therefore are not able to represent the Club in pennant competitions. Unaffiliated Members do however, have the right to participate in Club events and tournaments and social bowls at the Club, with the exception of the Club singles championship.
14. **Social Members** who have the right to use Club facilities but do not have the right to be present, debate and vote at general meetings. Social members are not affiliated with Bowls Victoria and therefore are not eligible to play pennant bowls. They have the right to participate in social bowls at the club, but do not have the right to bowl in Club events and tournaments.
15. **Junior Members** who have the same entitlements as Affiliated Members but are ineligible to vote at general meetings. Refer to Rule 30 for the definition of junior membership.
16. **Student Members** who have the same entitlements as Affiliated Members and who have the right to be present, debate and vote at general meetings. Refer to Rule 31 for the definition of student membership
17. Such other category or categories of members as determined by the Board.

Application for Membership

18. Membership shall be open to any member of the community who indicates an interest in the Club and/or the game of lawn bowls.
19. To be eligible for membership as a Member, the applicant must meet any criteria set by the Board. For the avoidance of doubt, such members must also meet and maintain any criteria set by Bowls Victoria for affiliated members (or equivalent) under its constitution.

20. Subject to this Constitution or any procedures as determined by the Board, an application for membership as a Member must be in writing in the form prescribed by the Board and lodged with the Board or its nominee, in order for the membership process as prescribed in the Club's By-Laws to proceed.

21. The Board may, in its discretion and acting in the best interests of the Club, determine whether to approve or decline the application. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.

22. If the Board does not approve an application for membership, it 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.

23. If a person satisfies the criteria as set by Rule 19 and the Board accepts the application for membership, the person shall be deemed a Member according to the category of membership for which they applied, subject always to this Constitution.

Life Members

24. Any financial member may nominate an individual for Life Membership of the Club. Nominations for Life Membership should be lodged with the Board through the President (or their nominee). The Board may recommend that any person who has rendered distinguished service to the Club be appointed as a Life Member.

25. To be nominated for Life Membership, a member shall satisfy the following minimum criteria:
    - They shall have served at least ten (10) consecutive years playing competitive bowls with the BBC and/or at least ten (10) years in a voluntary role (eg. Board / committees / greenkeeping / administration).
    - Their general attitude and overall demeanour reflects a dedication to the values of the Club.
    - They will have demonstrated a commitment to the principles of fair play and excellent sportsmanship.
    - They will have been an outstanding role model providing leadership to all members in general.
    - Their service must reflect favourably on, and brought credit to, the Club.

26. Life members shall have the same rights as an Affiliated Member, however they shall not be required to pay an annual subscription. (This does not prevent a Life Member from paying their annual subscription fees in the interest of the club if they so choose.)

27. Upon receipt of a nomination for Life Membership the Board, at a subsequent meeting, shall:
    a) Move that the nomination be approved and a resolution passed to confer Life Membership upon the member, or
    b) Move that the nomination be rejected.

28. After a nomination is approved by the Board, the member shall be notified, whereupon they must either accept or reject the Club's resolution in writing. Upon written acceptance, the person shall become a Life Member and be entered as such onto the Register of Members, but remain subject to this Constitution.

29. An official presentation of the member's Life Membership shall be conducted at the next appropriate opportunity as deemed by the Board.

30. The Life Membership of any person may be revoked by a three-fourths majority of members entitled to vote at any Special General Meeting of the Club.

31. The number of Life Members shall be determined by the Board.

Junior and Student Members

32. Any person under the age of 18 years who is nominated and approved for membership as provided in these rules is eligible to be a Junior Member of the Club on payment of the relevant annual subscription.
33. Any full-time student aged over 18 but under 25 years of age, who is nominated and approved for the membership as provided in these rules, is eligible to be a Student Member of the Club on payment of the relevant annual subscription.

Honorary Members

34. Persons possessing the following qualifications may be elected as Honorary members of the Club:
    a) any person who is a member of any recognised bowling club affiliated with Bowls Australia and who is temporarily visiting Ballarat/Buninyong
    b) any person who is competing in inter-club matches or tournaments organised by the Club and taking place on the Club bowling green and/or indoors.
    c) any person who is an official of any other recognised bowling club or association and who is attending the Club premises in conjunction with any such match or tournament as is referred to in Rule 32 b) above.
    d) immediate families of financial members or life members are recognised by the Club as being Honorary Members when they are visiting or present at the licenced premises of the club.

Deemed Membership

35. A Member having paid their annual membership fee shall be deemed financial until the following year's membership fee is due, that date being 1st July each year.

Effect of Membership

36. Members acknowledge and agree that:
    a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws.
    b) they are entitled to all benefits of their membership as determined by the Board.
37. Members may by virtue of their membership of the Club:
    a) express their views and opinions in any meeting in respect of which they are entitled to participate
    b) make proposals or submissions to the Board
    c) engage and participate in any activity approved or recognised by the Club
    d) conduct any activity approved by the Club.

38. Any rights or privileges associated with membership of the Club are not permitted to be transferred or transmitted to another person and terminate immediately the Member ceases to be a Member of the Club by death, resignation or otherwise.

SECTION 8 – SUBSCRIPTIONS AND FEES

39. Annual Subscriptions and any other fees payable by members to the Club shall be determined by the Board including appropriate timelines and payment processes for such fees.

40. If any Member fails to pay their annual membership fee by 15th August of any year, (ie. 6 weeks after the end of the Club's Membership Year on 30th June), their membership shall cease. However, should a sufficient explanation be made to the Board, it shall have the power to restore the member's name to the register upon payment of the amount due.

41. The Board is empowered to prevent any member whose annual membership or any other fees are in arrears from exercising all or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this Rule 39.

SECTION 9 – REGISTER OF MEMBERS

Details of Register of Members

42. The Secretary will keep and maintain a Register of Members that includes:
    a) the member's name
    b) the member's relevant contact details
    c) the member's category of membership
    d) the date on which the Member became a Member
    e) any other information as determined by the Board
    f) where applicable, the date that a member ceases to be a member.

Inspection of Register

43. Inspection of the Register will only be available upon the provision of a written request and if deemed appropriate by the Board.

SECTION 10 – DISCONTINUANCE OF MEMBERSHIP

Notice of Resignation

44. Any member who has paid all monies due and payable to the Club may resign from the Club by giving notice in writing to the Club of such intention to resign.

Discontinuance for Breach

45. Membership of the Club may be discontinued by the Board upon a member's breach of any clause of this Constitution or the By-Laws, including but not limited to, the failure to pay monies owed to the Club, failure to comply with the By-Laws, or any resolutions or determinations in any disciplinary process made by the Board or any duly authorised committee.

46. Membership shall not be discontinued by the Board under Rule 43 without the Board first having given the accused Member the opportunity to explain the breach, remedy the breach and/or

participate in a process specifically conducted to hear and adjudicate upon any alleged disciplinary breach.

47. A member whose membership has ceased or been discontinued under Rule 45, may seek renewal and re-apply for membership in accordance with this Constitution, and may be re-admitted at the discretion of the Board. There is no right of appeal where the Board refuses to re-admit a former Member under this clause.

Forfeiture of Rights

48. A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club, including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately. The Board may exercise its discretion in the application of this clause.

Reinstatement of Membership

49. Membership which has been discontinued under Rule 45 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

Refund of Membership Fees

50. Membership fees or any monies paid by the discontinued member may be refunded in full or on a pro-rata basis to the member upon discontinuance, at the discretion of the Board.

SECTION 11 – EXPULSION OR SUSPENSION OF MEMBERS

Initiation of Proceedings

51. Subject to this Constitution and the Club's Member Protection documents and Codes of Conduct, the Board may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
    - breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws
    - committed a breach according to the Club's Member Protection documents or its Codes of Conduct
    - acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, the Sport or another Member
    - brought the Club, the game of bowls or another Member into disrepute.

    Such grounds do not constitute a grievance and Rule 128 does not apply.

Disciplinary Procedure

52. Members will be subject to and submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club as set out in this constitution and Member Protection documents or as otherwise determined by the Board.

53. Where the Board considers that a Member may have committed a breach under one or more of the grounds in Rule 51, the Board shall, as soon as practicable, serve on the Member a notice in writing:
    a) setting out details of the alleged breach and the grounds on which it is based and advising the member to refer to the relevant clauses in the constitution
    b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen days after service of the notice
    c) stating the date, place and time of that meeting
    d) informing the Member that they may attend the meeting or provide the Club prior to or at the meeting a written statement regarding the breach

Determination of Board

54. At a meeting of the Board held in accordance with Rule 53 b), the Board shall:
    a) give the Member every opportunity to be heard
    b) give due consideration to any written statement submitted by the Member
    c) determine whether the alleged breach occurred.
55. If the Board determines there was a breach under Rule 51, it will determine what penalty (if any) shall be given to the Member.
56. The penalty may include one or more of the following measures:
    a) expel a Member from the Club
    b) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period
    c) impose such other penalty (excluding monetary fines), action or educative process as it sees fit.

Appeal to Special General Meeting

57. Where the Board makes a determination under Rule 54 the Member may appeal any part of that determination by providing the Secretary with a written notice setting out that they wish to appeal. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.

58. Where the Secretary receives a notice under Rule 57, the Board shall convene a Special General Meeting to be held within 21 days (or longer if the Board requires) of when the Secretary received the notice.

59. At a Special General Meeting of the Club convened under Rule 58:
    - no business other than the question of the appeal shall be transacted
    - the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination
    - the member shall be given an opportunity to be heard
    - the members present shall vote by secret ballot on the question whether the determination should be confirmed or revoked. Proxy votes will **not** be considered.

60: If at the Special General Meeting:

a) three fourths of the Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed and no further rights of appeal are available
b) there is not a three-fourths majority vote in favour of Board's determination, the determination is revoked and the Member will have their Club membership reinstated.

SECTION 12 – ANNUAL GENERAL MEETINGS

Timing of Annual General Meeting

61. The Club shall convene and hold an Annual General Meeting of its Members within three (3) months of the end of the club's financial year (30th April), in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board. Further details regarding the timing of the Annual General Meeting are included in the Club's By-Laws.

Business

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

Additional Meetings

63. All other general meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

SECTION 13 – SPECIAL GENERAL MEETINGS

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

Request for Special General Meetings

65. The Board shall convene a Special General Meeting upon receiving a request in writing from not less than twenty percent (20%) of eligible members who would be entitled to vote at such Special General Meeting. The Board may also convene a Special General Meeting as it sees fit.

66. The request(s) for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Secretary.

67. If the Board does not cause a Special General Meeting to be held within thirty (30) days after the date on which the request is provided to the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than sixty (60) days after that date.

68. A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible as those convened by the Board.

SECTION 14 – MEETING PROCEDURES

Notice of Meeting

69. All members and directors entitled to vote at Special General Meetings shall be notified of the date, time, venue and business of any Special General Meeting, not less than twenty-one (21) days prior to the meeting date.

Business of Meeting

70. No business other than that set out in the notice convening the meeting shall be transacted at the Special General Meeting

Quorum

71. 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 all General Meetings of the Club shall be twenty percent (20%) of Members.

72. At an Annual General Meeting, if within 30 minutes after the appointed time for the meeting to start, a quorum is not reached, the meeting shall be adjourned to a date as decided by the members present. An Annual General Meeting shall not lapse for want of a quorum but may be adjourned by the members present to a future date and time.

73. At a Special General Meeting, if a quorum is not reached within thirty (30) minutes of the time appointed for the meeting to start, then it shall lapse, unless a majority of members present decide to adjourn the meeting for a period not exceeding fourteen (14) days. If there is still no quorum within thirty (30) minutes after the appointed start time of the adjourned meeting then the meeting shall lapse altogether.

74. A meeting shall be adjourned, if at any time during the course of such meeting, a quorum ceases to be in attendance.

Proceedings at Meetings

75. All Annual or Special General Meetings shall be chaired by the President or in their absence, a Vice-President. If none of those are present or are unwilling to act as Chair, a Member elected by the meeting shall chair the meeting.

76. The Chairperson may, with the consent of the meeting, adjourn the meeting to another date and time, 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.

Voting

77. At any meeting the Chairman shall declare that a resolution has been carried or not by a majority vote of those present, and this declaration shall be conclusive, except as provided under Rule 78.

78. A ballot shall be conducted if demanded by three (3) or more members.

79. Every member who is present and who is entitled to vote shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.

80. Unless otherwise determined by the Board - and prior notice has been provided to the Members - no proxy or postal votes will be accepted.

SECTION 15 – BOARD

Powers of the Board

81. The business and affairs of the Club shall be under the management of a Board of Directors, all of whom shall be elected by the financial Members present at each Annual General Meeting of the Club.
82. The Board shall, subject to decisions made at General Meetings, exercise all powers of the Club and complete all tasks and deeds as are necessary to carry out the Purposes of the Club and for the benefit of the Members and the sport and community throughout the local area.
83. The Board's primary responsibility is one of trusteeship on behalf of its stakeholders / members, ensuring that the legal entity, the Club, remains viable and effective in the present and for the future. The Board's role includes determining the Club's strategic directions, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role ins the Board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

Composition of the Board

84. The Board shall consist of:
    - President (1)
    - Vice President (1)
    - Secretary (1)
    - Treasurer (1)
    - Elected Directors (6)
    - Appointed Directors (up to 2)
85. The Board may allocate portfolios to Directors if required.

Elected Directors

86. Elected Board Directors shall be elected for a period of 2 years. Each year shall see half (5) of the total Board positions due for re-election.
87. Presidents and Directors are eligible for re-election following their 2 year term; however no President or Director may serve for more than five consecutive terms of two years. However, that President or Director shall be eligible to return to the Board following an absence of at least 12 months.

Appointed Directors

88. The Elected Directors may appoint up to two Appointed Directors. An Appointed Director may have specific skills in commerce, finance, marketing, law, business or other skills, which complement the Board composition, but need not have experience in or exposure to Bowls. An Appointed Director does not need to be a Member.

89. The Appointed Directors are appointed by the Elected Directors in accordance with this Constitution for a term of twelve (12) months.

Casual Vacancy

90. A casual vacancy may be filled by the Board from the eligible Members of the Club, subject to a maximum of three (3) in any one financial year. A Member so co-opted shall hold office until the next Annual General Meeting is held. In the event that further vacancies occur that prevent a quorum being attainable or in the opinion of the Board reduce the efficiency of the administration, such vacancies shall be filled at a Special General Meeting called for that purpose. Members so elected shall hold office until the next Annual General Meeting that occurs after their election.

Election of Board Directors

91. The Board shall call for nominations not less than six calendar weeks (42 days) before the date set for the Annual General Meeting.
92. Only financial Affiliated or Life Members may be nominated to stand as a Board Director.
93. Nominations for Board positions shall be on the form provided by the Club and shall be proposed and seconded by two (2) financial Members of the Club and acknowledged by the nominee and forwarded to the Secretary not less than two (2) weeks prior to the Annual General Meeting.
94. All members will be notified of nominations and a list of nominations placed on the Club notice board.
95. If the number of nominations received is equal to the number of vacancies or if there are insufficient nominations received, then those nominated will be declared elected.
96. If there are insufficient nominations to fill all vacancies, the remaining positions will be declared casual vacancies and will be filled by the Board as per Rule 90.
97. If the number of nominations exceeds the number of vacancies, voting papers will be prepared with the names of the candidates in alphabetical order for each vacancy. Voting will be conducted in such a manner as determined by the Board.

Vacancy on the Board

98. For the purposes of this Constitution, the office of a Director becomes vacant if the Director:
    a) ceases to be an Affiliated or Life Member
    b) resigns their position in writing to the Club
    c) is subject to any sanction by the Board, in accordance with the Club's disciplinary procedures under Rule 51
    d) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest
    e) is removed from office in accordance with this Constitution
    f) dies, becomes incapacitated or becomes of unsound mind
    g) would be prohibited from being a director of a company under the *Associations Incorporation Reform Act 2012 (Vic)*
    h) fails to attend three consecutive meetings of the Board without forwarding a satisfactory explanation or having previously obtained leave of absence.

Timing of Board Meetings

99. The Board shall meet monthly and / or as required to conduct the business of the Club.

100. The President, Secretary or five (5) members of the Board shall have the power to call a meeting of the Board.

Quorum at Board Meetings

101. Six Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.

102. 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 be adjourned to a future date and time as agreed by the Board members present.

Procedures at Board meetings

103. All Board meetings shall be chaired by the President or in their absence, the Vice-President. If none of those are present or are unwilling to act as Chair, a Board Member elected by the meeting shall chair the meeting.

104. 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 Chairperson may determine.

105. Each Board member (including the Chairman) is entitled to one vote. In the event of a vote on any issue being equal, the motion shall lapse; neither the President nor Chairperson may exercise a second or casting vote.

106. A resolution in writing signed or agreed 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.

107. Without limiting the power of the Board to regulate its meetings as it sees fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:

    a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of an online forum (eg Zoom), telephone or other form of communication, and that

    b) notice of the meeting has been provided to all Directors in accordance with the usual procedures and timeframes agreed upon or set down by the Board or in this Constitution. The notice will specify that some Directors may not be present in person.

Disclosure of Directors' Interests

108. A Director is disqualified from:
    a) holding any position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder
    b) being contracted by the club as a supplier, vendor or purchaser except with express resolution of approval of the Board.

109. Any arrangement in which any Director is involved which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.

110. Any relevant arrangement where a Director has an interest or an involvement must be declared by the Director at the meeting of the Board at which a contract or arrangement is first taken into consideration.

111. All disclosed interests must also be disclosed to each Annual General Meeting.

112. A Director shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Board, absent themself from discussions of such matters and shall not be entitled to vote in respect of such matters. If there is any uncertainty as to whether it is necessary for a Director to absent themself from discussions and refrain from voting, the issue should be immediately determined by the Board. If this is not possible, the matter shall be adjourned or deferred.

113. 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 for such Director and the said transactions.

Delegated Powers and Duties

114. The Board shall have authority to delegate any of its powers to a committee to deal with any particular matter or matters and upon such terms as the Board may think fit. The President shall be an exofficio member of all committees.

115. Any committee formed by the Board shall have at least one Board member in its membership.

116. All meeting schedules shall be set as required and at the Board's discretion.

117. The Board may also create, establish or appoint individual officers and consultants to carry out specific duties and functions.

118. The Board shall appoint Delegates to attend meetings and events on its behalf. This shall include, but not be limited to, Region, Playing Area and Bowls Victoria meetings.

SECTION 16 – BOWLS SECTION

119. There shall be two bowls sections, known as the Saturday and Tuesday pennant sections.

120. Members may participate in either or both sections, with the exception of Club events, which are Men's and Ladies' events and entries will be restricted to the relevant gender.

121. Match and Pennant Selection Committees shall be responsible to the Board for the conduct of all bowls activities including pennant and social bowls, respective Club championships, Club events and any other special events approved by the Board. The sections shall be jointly responsible to the Board for the conduct of any mixed events as are approved by the Board.

122. All other matters relating to the bowling section of the Club are contained in the Club's By-Laws.

SECTION 17 – MISCELLANEOUS

Liquor Licence

123. In accordance with Rule 82 of this Constitution, the Board Directors constitute the management committee of the Club and have responsibility for administering any licences as may be required for the retail of alcohol to members and guests.

124. All other matters pertaining to the Club's liquor licence and associated operations are contained in the Club's By-Laws

Guests

125. The Club will maintain a Guest Register at all times, recording the details of all guests and visitors to the Club.

126. A visitor to the Club must not be supplied with liquor on the Club premises unless the visitor has been recorded as a guest in the Club's Guest Register or is an Honorary Member according to Rule 34 of the Constitution.

127. A person cannot be admitted as an Honorary Member of the Club or be exempted from the obligation to pay the ordinary subscription for membership of the Club, unless the person is of a class specified in Rule 34 of the Constitution and the admission or exemption is in accordance with the Constitution.

Grievance Procedures

128. The grievance procedures referred to in this rule apply to disputes under this Constitution and/or the Club's Member Protection policy between a Member and another Member or a Member and the Club.

129. Any grievances or complaints of the types referred to above, will be subject to the processes and procedures as set out in the Club's Member Protection documents and any investigations or procedures will be conducted accordingly.

Application of Income

130. The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.

131. No portion of the income or property of the Club 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.

Signing of Negotiable Instruments

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

Dissolution

133. The Club shall be dissolved if:
    a) a resolution to this effect is carried by a three fourths majority at a General Meeting, 21 days' notice of the proposed resolution having been given to all members, or

b) financial membership drops to fifteen (15) or less.

134. In the event of the winding-up or dissolution of the Club, any surplus assets after the satisfaction of all debts and liabilities, must not be distributed to any members or former members of the Club.

135. Any surplus assets must be given to another body that has similar purposes to the Club and which is not run for profit of its individual members, said body to be decided by special resolution.

Inspection of Books and records

136. The Board shall keep in their custody or control all records, documents and securities of the Club.

137. Minutes and records of all proceedings and resolutions of all General, Board and committee meetings shall be kept by the Board, together with a record of the names of those people who attended these meetings.

138. At any time and subject to Rule 139 below, members may request to inspect:
    a) the register of members
    b) the minutes of General or Committee meetings
    c) financial reports and records.

139. The Committee may refuse to permit a member to inspect any register, minutes or records of the Club that relate to confidential, personal, employment, commercial or legal information or where to do so may be prejudicial to the interests of the Club.

Notices

140. All Club information, including but not limited to, notices of meetings or events, agendas or meeting business, Board decisions and requests for information may be sent to Club members by post, facsimile or electronic mail to the member's address as listed in the Club's Register of Members.

By-Laws

141. The Board will determine a set of By-Laws as applicable, governing the management of all the Club's functions and competitions and may vary and interpret such By-Laws as required.

Press Statements

142. No statements on behalf of or in the name of the Club shall be made except by the President or by their authority or that of the Board.

Alteration of this Constitution

143. This Constitution may only be altered by a special resolution at a Special General Meeting of the Club