

CONSTITUTION

and

RULES

of

**TOORAK BURNSIDE
BOWLING CLUB INC**

Adopted 28 May 2017 in substitution for the constitution and rules adopted 7 May 2009.

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SECTION 1 - NAME AND OBJECTS

1. Name

The name of the Club is Toorak Burnside Bowling Club Inc.

2. Interpretations

2.1 In these Rules, unless the context or subject-matter otherwise requires:

2.1.1 "**The Act**" means the Associations Incorporation Act 1985 as amended of South Australia and includes all Regulations made under that Act.

2.1.2 "**Board**" means the members for the time being of the Board of the Club.

2.1.3 "**Chair of the Board**" means the person presiding at meetings of the Board. In relation to committees and subcommittees of the club, "Chair" means the person presiding over the relevant committee or subcommittee.

2.1.4 "**Club**" means Toorak Burnside Bowling Club Inc.

2.1.5 "**Day**" means calendar day not business day.

2.1.6 "**Financial Year**" means the Club's Financial Year and, unless altered by the members at a General Meeting, is the period April 1 to March 31.

2.1.7 "**General Meeting**" means any General Meeting of Members and includes the Annual General Meeting.

2.1.8 "**Member**" means any member of the Club.

2.1.9 "**Month**" means a calendar month.

2.1.10 "**President**" means the duly elected President for the time being of the Club.

2.1.11 "**Rules**" means the Constitution and Rules of the Club in force for the time being.

2.1.11 "**Secretary**" means the Secretary of the Club for the time being.

2.1.12 "**Special Resolution**" has the same meaning as in the Act and means a resolution of the Club in General Meeting (of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given) which is passed by a majority comprising at least 75% of those members of the Club who, being entitled so to do, vote in favour of it.

2.2 **Bowls Associations**

In these Rules:-

“**World Bowls**” means the International Federation of the Sport of Bowls

“**Bowls Australia**” means the national peak body Bowls Australia Inc.;

“**Bowls SA**” means Bowls SA Inc., the State peak body in South Australia; and

“**Metro Bowls**” means Metropolitan Bowls Association Inc.

A reference to Bowls SA is to be taken to include Metro Bowls.

2.3 In these Rules:-

2.3.1 the singular includes the plural and vice versa;

2.3.2 words of one gender include the other genders; and

2.3.3 ‘writing’ includes all modes of representing or reproducing words in a visible form, including messages sent by facsimile and electronic mail.

3. **OBJECTS AND PURPOSES**

The objects and purposes of the Club are:-

3.1 to maintain and conduct a sporting club and to provide a clubhouse, bowling greens and other conveniences for the use and recreation of the members at such place or places as may be decided by the members;

3.2 to promote such other objects as the members may decide but always to have in mind the advancement and best interests of the game of bowls;

3.3 to affiliate with Bowls SA and any other organisation that may be desirable in the pursuit of these objects and purposes, and to comply with the constitutions and rules of such organisations; and

3.4 to do all things necessary to attain the above objects and purposes.

4. **POWERS**

The Club has all the powers conferred by Section 25 of the Act as well as power to:

4.1 acquire, hold, deal with and dispose of any real or personal property; and

4.2 construct, maintain and alter any buildings, grounds, playing surfaces, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the interests of the members of the Club;

4.3 open and operate financial institution accounts;

- 4.4 invest money:
 - 4.4.1 in any security in which trust monies may, by Act of Parliament, be invested; or
 - 4.4.2 in any other manner that the Board thinks fit;
- 4.5 borrow or acquire money upon such terms and conditions as the Board thinks fit;
- 4.6 give such security for the discharge of any liability incurred by the Club as the Board thinks fit;
- 4.7 appoint agents to contract any business of the Club on behalf of the Club;
- 4.8 enter into any other contract the Club considers necessary or desirable; and
- 4.9 do all things incidental, conducive or subsidiary to any of the objects of the Club.

SECTION 2 - MEMBERSHIP

5. Membership Qualifications

A person is qualified to be a member of the Club if:

- 5.1 the person was a member of the Club at the end of the preceding financial year; or
- 5.2 the person has applied for membership of the Club and the application has been approved by the Board.

6. Register of Members

- 6.1 The Secretary must establish and maintain a Register of Members specifying the name, residential address, email address, contact telephone number and membership class of each person who is a Member together with the date on which the person became a member.
- 6.2 The Register of Members must be kept at the principal place of administration of the Club and be open for inspection by any Member upon reasonable notice.
- 6.3 Members who change their address or any of their other contact details must notify the Secretary in writing of their changed contact details to be entered into the Register.

7. Service of Documents

- 7.1 A document may be served on any Member personally or by delivering the document by post or email to the Member at the Member's address shown

in the Register of Members or by publishing the document in the 'Public Notices' section of a newspaper circulating generally throughout the state.

7.2 Where a document is sent to a person by properly addressing, prepaying and posting a letter containing the document, the document is, unless the contrary is proved, to be taken as delivered to the person at the time at which the letter would have been delivered in the ordinary course of post.

7.3 A document sent by facsimile or email is to be taken as delivered at the time of transmission.

8. Membership Limits

The Board may in its absolute discretion impose a maximum limit on the number of members of the Club.

9. Membership Classes

The bowling members of the Club will consist of such classes as conform to the registration requirements of Bowls SA. In addition, the Club may have other classes of member who are non-bowling members or visiting interstate and/or overseas bowlers.

10. Application for Full Membership

10.1 An application of a person for membership of the Club must be:-

10.1.1 made on the form from time to time approved by the Board and must contain all required information:

10.1.2 endorsed by a member of the Club who has personal knowledge of the applicant and supported by another member; and

10.1.3 lodged with the Secretary.

10.2 As soon as practicable after receiving an application for membership, the Secretary must:-

10.2.1 refer the application to the Board to decide whether to approve or to reject the application; and

10.2.2 post a copy of the application form on the Club's notice board at least seven (7) days before the day of the Board's decision.

10.3 The Board has an absolute discretion to decide whether to approve or reject an application.

10.4 Where the Board decides to approve an application for membership the Secretary must, as soon as practicable after the decision is made, notify the applicant and request the applicant to pay the amount payable under these Rules as an entrance fee (if any) and the annual subscription. The applicant must pay the relevant amount to the Club within 28 days after receiving the notification.

- 10.5 Upon payment by the applicant of the amounts referred to in Rule 10.4 within the period referred to in that clause, the Secretary must:-
- 10.5.1 enter the applicant's name in the Register of Members, whereupon the applicant becomes a member of the Club; and
 - 10.5.2 make available to the new Member a copy of the current Rules and By-Laws of the Club and record that the documents were made available.
- 10.6 Failure to pay the amounts referred to in Rule 10.4 within the required period voids the application.
- 10.7 Where the Board rejects the application or where the application is voided under Rule 10.6, the applicant is not entitled to make another application for at least twelve (12) months from the date of the rejection or voiding of the application.

11. Life Members

- 11.1 A Full Member who has rendered special service or services to the Club may, on the recommendation of the Board at a General Meeting, be elected a Life Member of the Club. The Board may make By-Laws dealing with the eligibility criteria for the recommendation.
- 11.2 A Life Member has full privileges of membership without payment of any subscription, other than registration fees payable to Bowls SA.
- 11.3 The election of a Life Member must be by ballot and for the recommendation to succeed at least three-quarters of the votes of the Full Members and Life Members present must vote in favour of the proposal.
- 11.4 A Life Member is not relieved of any financial obligation other than the Club's annual subscription.
- 11.5 To be eligible to play in Bowls SA and Bowls Australia events, including pennant competitions, or events of other clubs, a Life Member must be registered as a Full Member with Bowls SA.

12. Non-Voting Classes of Membership

- 12.1 The Board may make By-Laws concerning any class of non-voting member, such as Junior and Student Members, Associate Members, Social Bowler Members, Social Members, Temporary Members, Honorary Members and Restricted Player Members.
- 12.2 All membership classes must comply with any relevant requirements of Bowls SA.

13. Members' Entitlements

- 16.1 Full Members and Life Members are entitled to all Club privileges and are the only members entitled to vote at General Meetings.

- 16.2 Social, Honorary, Temporary, Junior, and Student Members and Restricted Players are entitled to such privileges as the Board determines from time to time. They are not entitled to vote at General Meetings.

14. Cessation of Membership

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

- 14.1 dies;
- 14.2 forfeits their membership;
- 14.3 resigns; or
- 14.4 is expelled from the Club.

15. Non-Payment of Subscriptions

- 15.1 A Member who fails to pay their annual subscription by 31 August in the year it is due ceases to be a Member of the Club.
- 15.2 The Board may restore the Member to the Register of Members if the Board accepts, in its absolute discretion, a satisfactory explanation from the Member regarding the non-payment and the member has paid the amount due.
- 15.3 Where a member of the Club for any reason ceases to be a member for one or more years, that member may be re-admitted under such conditions as may be determined by the Board.

16. Resignations and transfers

- 16.1 A member wishing to resign from the Club must give seven (7) days notice in writing to the Secretary, and must pay all monies due at the date of such notice including the current Financial Year's subscription or such portion thereof as the Board may determine.
- 16.2 Where a member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.
- 16.3 Where a member ceases to hold membership and intends to transfer to another club the Secretary must, subject to Rule 16.1, complete the clearance procedures stipulated by Bowls SA. The Secretary must retain a copy of the clearance documentation for the records of the Club.
- 16.4 A member resigning from the Club, or ceasing for any reason whatever to be a member does not have any right, title or interest in or to any property of the Club.

17. Discipline

The Board may make By-Laws to deal with discipline matters.

18. Absence of a Member

Any Member contemplating absence for a period may, on application to the Board, be granted leave of absence for a period not exceeding two years, subject to the payment of a fee as determined by the Board.

19. Fees and Subscriptions

19.1 Upon admission to membership, the Member must pay to the Club an entrance fee as determined by the Members from time to time at a General Meeting.

19.2 In addition to any applicable entrance fee, a Member must pay to the Club an annual subscription as determined by a General Meeting, usually the Annual General Meeting, together with the required annual registration fee payable to Bowls SA.

19.3 The subscription is payable annually by August 31 or such other time as the Board may determine. The Secretary will give notice to each Member specifying when their subscription is due and the amount. This notice must be delivered in one of the ways provided by Rule 7.

19.4 Any member whose annual subscription is outstanding after the due date of August 31 ceases to be a member of the Club [see Rule 15], but the Board may reinstate such a person's membership on terms the Board considers appropriate.

19.5 Members who are admitted to membership after January 1 in any year may be required to pay such proportion of the annual subscription as is decided by the Board.

20. Members' Limited Liabilities

The liability of a Member to contribute toward the payment of the debts and liabilities of the Club or the cost, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of that membership.

SECTION 3 - MANAGEMENT BY MEMBERS

21. General Meetings

21.1 The Club is managed by the Members through General Meetings, including the Annual General Meeting.

21.2 The President will preside at every General Meeting including the Annual General Meeting.

21.3 If the President is not present, or is unwilling or unable to preside, the Chair of the Board is to preside. If the Chair of the Board is not present or is unwilling to preside, another Board Member is to preside, but if there is no Board member present and willing to preside, the members entitled to be present

at that meeting must appoint one of their number to preside at that meeting. Such an appointment applies to that meeting only.

- 21.4 At any Annual General Meeting, only such members who were financial at the close of the previous Financial Year and any new Member who has paid the current fee is entitled to attend. This provision applies also to any General Meeting held between the close of the previous Financial Year and the Annual General Meeting. At all other General Meetings only members who are financial according to these Rules at the time of the meeting are entitled to attend.

22. Annual General Meeting

- 22.1 The Annual General Meeting of the Club is to be convened on such date before the end of May and at such place and time as the Board thinks fit.
- 22.2 The Board may decide to convene the meeting later if it considers it necessary to do so, but not so that the meeting would be held any later than permitted by the Act.
- 22.3 The Board must provide members with at least twenty one (21) days' notice of the Annual General Meeting and must affix a copy of the Notice of the Meeting to a notice board inside the clubhouse.
- 22.4 The business to be transacted at the Annual General Meeting is;
- 22.4.1 reading of the Notice convening the Meeting;
 - 22.4.2 confirmation of the Minutes of the previous Annual General Meeting and any other General Meeting;
 - 22.4.3 presentation of the club's Annual Report;
 - 22.4.4 consideration and adoption of the Annual Report;
 - 22.4.5 presentation of the club's Financial Statements;
 - 22.4.6 consideration and adoption of the Financial Statements
 - 22.4.7 other reports considered appropriate by the Board;
 - 22.4.8 election of office bearers;
 - 22.4.9 nomination and election of Auditors;
 - 22.4.10 fix amount of annual subscription for voting members;
 - 22.4.11 Notices of Motion; and
 - 26.4.12 any other general business.

23. Other General Meetings

- 23.1 The Board must, on a requisition in writing of at least three (3) Board members, or fifteen (15) Club members, convene a General Meeting.
- 23.2 A requisition for a General Meeting:
 - 23.2.1 must state the purpose or purposes of the meeting;
 - 23.2.2 must be signed by the members making the requisition;
 - 23.2.3 must be lodged with the Secretary; and
 - 23.2.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 23.3 A requisitioned General Meeting must be held on a date determined by the Board, being not less than fourteen (14) clear days and not more than twenty eight (28) clear days from the date of receipt of the requisition. The Secretary must post the requisition and Notice of Meeting on the notice board of the Club.
- 23.4 If the Board fails to convene a General Meeting in accordance with Rule 23.3, any one or more of the members who made the requisition may convene a General Meeting to be held within three (3) months after the date of the requisition.

24. General Meeting Procedures

- 24.1 No item of business may be transacted at any Annual General Meeting or other General Meeting of the Club unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 24.2 Twenty (20) members present in person and entitled to vote at General Meetings is a quorum.
- 24.3 If within fifteen (15) minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members must be dissolved. In any other case, the meeting is to be adjourned to the same day in the following week at the same time and at the same place.
- 24.4 At the General Meeting adjourned under Rule 24.3, if a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the members present, being not less than ten (10), constitute a quorum.
- 24.5 The Chair of a General Meeting is, subject to Rule 25.1, entitled to a deliberative and a casting vote.
- 24.6 Full Members and Life Members only are entitled to vote at General Meetings.

- 24.7 Proxy voting is not permitted at any General Meeting. Postal voting may be allowed if the Board passes a By-Law permitting that form of voting.
- 24.8 At any General Meeting, a declaration by the Chair that a resolution has been carried, or lost, or carried or not carried by a particular margin, if such is required, and an entry to that effect appearing in the Minute Book of the Club, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 24.9 All resolutions passed at a General Meeting are conclusive and binding on all members, whether or not they were present at such meeting.

25. Voting

25.1 Elections

- At a General Meeting at which Officers are to be elected, where there are more nominations than vacancies, the election must be by ballot.
- The Chair must appoint two (2) Returning Officers to conduct the ballot.
- Ballot papers containing votes for a greater than required number of persons to be elected are informal.
- Ballot papers containing votes for a lesser than required number of persons to be elected are to be accepted as valid.
- If two or more candidates receive an equal number of votes, the Chair shall, in such case, draw lots to decide the successful candidate.

25.2 Other Questions

All other questions for decision by the members at a General Meeting must be duly proposed and seconded, and be determined by a show of hands unless a ballot is asked for by ten percent (10%) of members present and entitled to vote. When the ballot is taken, two Returning Officers must be appointed by the Chair to conduct it. The result of each ballot is to be taken as a resolution of the Club adopted at such General Meeting.

SECTION 4 - MANAGEMENT BY OFFICERS

26. Board

- 26.1 The Board is the governing body of the Club and is subject only to any legitimate direction by the members in General Meeting.
- 26.2 The affairs of the Club, including financial and property affairs, are to be managed and controlled by the Board.

- 26.3 The Board has power to do all acts and things which appear to the Board to be necessary or desirable for the proper management of the affairs of the Club, including, but not limited to, the following powers:
- 26.3.1 to delegate, in accordance with Rule 32, the exercise of functions to committees and sub-committees;
 - 26.3.2 to fill casual vacancies on the Board;
 - 26.3.3 to appoint and remove the Secretary and such other officers and employees as are required to carry out the objects of the Club and may delegate any of its powers to such officers and employees;
 - 26.3.4 to impose levies on members, subject to the approval of a General Meeting;
 - 26.3.5 to review the resignation of a member in accordance with Rule 19;
 - 26.3.6 to make By-Laws conforming with the Rules of the Club;
 - 26.3.7 to interpret the Rules and By-Laws of the Club, which interpretation is final;
 - 26.3.8 to carry out all resolutions which have been passed at a General Meeting of the Club;
 - 26.3.9 to ensure compliance with the Rules and By-Laws of the Club, and to deal with any breaches of the Rules and By-Laws;
 - 26.3.10 to deal with other matters which may arise or matters which are not specifically provided for in the Rules of the Club;
 - 26.3.11 to cause correct financial accounts, books and administrative records, to be kept showing the affairs of the Club. The Board must authorise or approve all expenditure, including any expenditure passed at a General Meeting of the Club, and direct the method of dealing with monies received for or on behalf of the Club;
 - 26.3.12 to invest funds in any security in which trust money may by an Act of Parliament be invested, or in any other manner specifically authorised by the members in General Meeting.
 - 26.3.13 to appoint and remove delegates to relevant committees of Bowls SA;
 - 26.3.14 to regulate the hours during which the clubhouse is open to members and any necessary conditions, as well as the hours for which the greens are available for use by members.

27. Board Members

- 27.1 The Board has a minimum of 5 and a maximum of 7 members, comprising:-
- 27.1.1 the Treasurer;

27.1.2 the Secretary; and

27.1.3 at least three (3) and up to five (5) other Board Members,
or such other number and composition as is determined in General Meeting.

27.2 The Chair of the Board will be elected by the Board from its numbers at the first meeting of the Board following their election.

27.3 The Secretary is appointed by the Board, is ex officio a Board Member and holds that office until the expiry of the appointment. The Secretary is not required to be a Full Member or Life Member of the Club, nor to stand for election, but has no vote at Board meetings if not a Full Member or Life Member of the Club.

27.4 Each elected Board member holds office until the conclusion of the Annual General Meeting following the date of the Board member's election, but is eligible for re-election.

27.4 Any member of the Board may hold more than one office.

27.5 Every Board Member, other than the Secretary, must be a Full Member or Life Member of the Club.

28. Election of Office Bearers

28.1 Nominations of candidates for election as President or as members of the Board:-

28.1.1 must be made in writing and signed by a nominator and a seconder, both of whom are full members, and certified by the nominee as willing to accept the position for which nominated; and

28.1.2 must be delivered to the Secretary at least fourteen (14) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

28.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be declared duly elected. Further nominations may be received at the Annual General Meeting for remaining vacancies.

28.3 If insufficient further nominations are received, any vacant positions remaining on the Board are casual vacancies to be filled in accordance with Rule 29.

28.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will all be declared to be duly elected.

28.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be conducted as required by Rule 25.

29 Casual Vacancies

29.1 In the event of a casual vacancy occurring, the Board may appoint an eligible person to fill the vacancy. The Board member so appointed holds

office until the conclusion of the next Annual General Meeting following the date of appointment.

29.2 For the purpose of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

29.2.1 dies;

29.2.2 ceases to be a member of the Club;

29.2.3 becomes an insolvent under administration within the meaning of the Corporations Law;

29.2.4 resigns office by notice in writing given to the Secretary;

29.2.5 is removed from office under Rule 30;

29.2.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

29.2.7 is absent without the consent of the Chair of the Board from three (3) consecutive meetings of the Board.

29.3 The Board may act to fill a casual vacancy even though the remaining members of the Board do not constitute a quorum for meetings of the Board, but only for the purpose of filling the vacancy.

30. Removal of Member from the Board

30.1 A General Meeting may, by resolution, remove any member of the Board from office and may by resolution, appoint another person to hold office until the expiration of the term of office for the member so removed.

30.2 A member of the Board, to whom a proposed resolution referred to in Rule 30.1 relates, may make representations in writing to the President, the Chair of the Board or the Secretary and request that the representations be notified to the members. The President, Chair of the Board or Secretary may send a copy of the representations to each member or, if they are not so sent, the Board member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

31. Board Meetings and Quorum

31.1 The Board must meet regularly to properly conduct the affairs of the Club. Monthly meetings will generally be required but may be less frequent during off-season periods, as determined by the Board.

31.2 The President is not required to attend Board meetings but may do so at any time. At such meetings, the President is to be considered an observer only and is not entitled to vote nor to be included in the quorum for the meeting.

31.3 Oral or written notice of any meeting of the Board must be given by the Secretary to each Board member at least two (2) days before the time

- appointed for the holding of the meeting. Board members may waive this notice requirement.
- 31.4 Special Meetings of the Board may be convened by the Chair or on the written request of three (3) members of the Board.
- 31.5 Notice of a Board meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the members of the Board present at the meeting unanimously agree to treat as urgent business.
- 31.6 Any three (3) members of the Board constitute a quorum for the transaction of business at a meeting of the Board. Where a Board member holds more than one office, that member is to be counted in the quorum for each office held. The Secretary is to be counted in the quorum.
- 31.7 Board members may attend meetings personally or by telephone, Skype, Facebook or other means of instantaneous audio or audio-visual communication, and a resolution passed at such a meeting is as valid as if all the Board members concerned were personally present.
- 31.8 No business may be transacted by the Board unless a quorum is present. If a quorum is not present within fifteen (15) minutes after the time appointed for the meeting, the meeting must be adjourned to the same place and at the same hour of the same day in the following week.
- 31.9 If a quorum is not present at the adjourned meeting within fifteen (15) minutes of the time appointed for the meeting, the meeting must be dissolved.
- 31.10 The Chair of the Board will preside at all meetings of the Board, but if the Chair is not present or is not able to act, the Board must select one of their number to preside for that meeting.

32. Delegation by the Board to Committees and Subcommittees

- 32.1 The Board may establish committees and/or sub-committees to exercise such functions as the Board determines, and may appoint members to those committees and sub-committees.
- 32.2 In the establishing resolution, the Board may delegate such functions as are specified in the resolution, other than:
- 32.2.1 this power of delegation; and
- 32.2.2 a function imposed on the Board by the Act, by these Rules or by any other law.
- 32.3 A function, the exercise of which has been delegated to a committee and/or sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee and/or sub-committee in accordance with the terms of the delegation.

- 32.4 A delegation under this Rule may be made subject to such conditions or limitations concerning the exercise of any function as may be specified in the instrument of delegation.
- 32.5 Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- 32.6 Any act or thing done or suffered by a committee and/or sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 32.7 The Board may, by instrument in writing, revoke wholly or in part, any delegation under this Rule.
- 32.8 A committee and/or sub-committee may meet and adjourn as it thinks fit.

33. Board Decisions

- 33.1 Questions arising at a meeting of the Board or of any committee and/or sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or committee and/or sub-committee present at the meeting.
- 33.2 Each member present at the meeting of the Board or of any committee and/or sub-committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise an additional casting vote.
- 33.3 A document signed by a majority of the Board containing a resolution has the authority and validity of a resolution passed by the Board at a meeting duly convened and held on the date on which it was signed by the last Board member.
- 33.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee and/or sub-committee appointed by the Board, is valid and effective notwithstanding any defect that may afterwards be discovered in the appointment or eligibility of any member of the Board or committee and/or sub-committee.

SECTION 5 - FUNCTIONS OF OFFICERS

34. President

- 34.1 The President is the honorary ceremonial leader of the Club.
- 34.2 The President is required to preside, regulate and keep order at all General Meetings of the Club.
- 34.3 The President will represent the Club at Bowls Competitions and Pennant Matches and do such other things as the Board may request to assist in ensuring that the Club is adequately promoted, that the Rules and the By-

Laws of the Club are effectively implemented and that effective administrative actions follow decisions made at meetings over which the President presides.

34.3 The President is an Officer of the Club but is not a Board member. However, the President may nominate for a position on the Board and, if elected to that position, Rule 31.2 does not apply.

35. Chair of the Board

The Chair of the Board:

35.1 presides over all meetings of the Board;

35.2 is responsible for the good governance of the Board and the conduct of all Board meetings;

35.3 represents the Club in all matters requiring a decision of the Board; and

35.4 is also required to carry out those duties usually associated with the office of Chair of the Board.

36. Secretary

The Secretary is the executive officer of the Board and the Public Officer of the Club. The Secretary is ex-officio a Board member and is required to:

36.1 attend all meetings of the Board, the Annual General Meeting and any other General Meetings of the Club;

36.2 keep records of all appointments of members of the Board;

36.3 keep records of the names of members of the Board present at all Board meetings;

36.4 keep minutes of all proceedings at meetings of the Board and General Meetings;

36.5 ensure that the minutes are signed by the Chair of the meeting or a following meeting;

36.6 attend to all correspondence in connection with the general business of the Club;

36.7 prepare the annual report of the Board on the activities of the Club during the year for submission to the Annual General Meeting;

36.8 maintain a register of members in accordance with Rule 6; and

36.9 carry out those duties usually associated with the office of secretary with the approval or direction of the Board.

37. Treasurer

The Treasurer is required to do or arrange to be done the following:-

- 37.1 to receive all moneys belonging to the funds of the Club, and within a reasonable time to deposit or arrange for the deposit of such moneys with the Club's bankers, or as otherwise directed by the Board;
- 37.2 to be responsible for payment, or arrange for payment of all Club accounts;
- 37.3 to keep correct accounts of all moneys received and expended;
- 37.4 to prepare an annual income and expenditure budget for approval by the Board;
- 37.5 to prepare and submit financial statements at meetings of the Board and at the Annual General Meeting of the Club; and
- 37.6 to arrange for the accounts and financial statements to be audited each year.

38. Indemnity of Officers

If the Secretary or Treasurer or other officer is required by their office to pay any money for an act, default or omission of any other person, all such money must be paid or refunded by the Club.

SECTION 6 - FINANCIAL

39. Funds - Management

- 39.1 All moneys received by the Club must be deposited as soon as practicable and without deduction to the credit of the bank accounts of the Club.
- 39.2 The bank accounts of the Club are to be retained with such financial institutions as are from time to time be approved by the Board. The Board may also authorize any form of electronic banking system utilized by the Club's bankers or other Approved Deposit Institution.
- 39.3 All cheques and other negotiable instruments must be signed by any two of the Chair of the Board, the President, the Secretary, the Treasurer and up to two other elected officer bearers of or delegates appointed by the Club;
- 39.4 The Board may determine which of the above signatories are to be authorized to enter into electronic banking transactions.
- 39.5 In the event that any one of the abovementioned office-bearers or delegates is absent through illness or for any other reason, the Board may appoint a substitute signatory to the accounts of the Club.

40. Accounts

- 40.1 The Club must keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- 40.2 No expenditure of a capital nature exceeding fifty thousand dollars (\$50,000) per project or one hundred thousand dollars (\$100,000) in aggregate in any one financial year may be entered into without the approval of the members in General Meeting.
- 40.3 The Board may approve expenditure within the above limits.
- 40.4 The Board must determine limits within which any committee and/or sub-committee may incur expenditure. All accounts for expenditure incurred under this authority must be passed for payment by the Board.
- 40.5 The Board may from time to time make bylaws increasing the above expenditure limit, subject to approval by the members in General Meeting.

41. Control Over Property

- 41.1 The prior approval of a General Meeting is required for the following matters:-
 - 41.1.1 negotiating a loan;
 - 41.1.2 issuing debentures;
 - 41.1.3 granting security over any property of the Club;
 - 41.1.4 buying or selling of any real estate on behalf of the Club;
 - 41.1.5 leasing any property of the Club or entering into a new lease of other property;
 - 41.1.6 capital expenditure exceeding \$50,000 per project or \$100,000 in aggregate in any one financial year. For the purposes of this rule, the limits apply to the Club's contribution to a project or projects; and
 - 41.1.7 all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club.
- 41.2 In all other respects the property of the Club is subject to the control and disposition of the Board.
- 41.3 A direction of a General Meeting under Rule 41.1 imposes an obligation on the Board to implement the direction.
- 41.4 The duly confirmed minutes of the General Meeting provide a justification for the performance of the required direction according to its terms.

- 41.5 No person who is not a member is entitled to enquire into the regularity of such direction beyond the verification of the signature of the Chair of the General Meeting at which the direction was given.

42. Borrowing Powers

- 42.1 A General Meeting may by ordinary resolution authorise the Board to borrow funds.
- 42.2 If the Board is authorised to borrow funds under this Rule, then the Board may borrow funds at such rate of interest, and in such form and manner and upon such security as is specified in the resolution of the General Meeting.
- 42.3 The Board must make such dispositions of the Club's property and enter into such agreements in relation thereto as the Board may think proper for giving security for the loans and interest that have been authorised.
- 42.4 Subject to section 53 of the Act the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.
- 42.5 All Members of the Club are bound by the decision of the General Meeting authorising the Club to borrow funds.

43. Financial Books and Records

- 43.1 All records, books of accounts and other financial documents relating to the Club are under the control of the Treasurer.
- 43.2 These records, books of account and other financial documents are open to inspection by the Board.

44. Audit

- 44.1 The Club must, where required by the Act, appoint an Auditor and cause the accounts of the Club to be audited.
- 44.2 The Auditor must be appointed at each Annual General Meeting of the Club. The Auditor must not be a Board member and must be appointed in a manner consistent with the Act.
- 44.3 Nominations for the office of Auditor must be submitted at the Annual General meeting of the Club in each year.
- 44.4 The Auditor has power at all times to examine the books and documents of the Club.
- 44.5 The Auditor must, as soon as possible after the close of the Financial Year, audit the Financial Statements and financial records of the Club for the period from the end of the preceding Financial Year. These statements and records are to be prepared by the Treasurer in accordance with accepted accounting principles.

44.6 The Auditor's Report must be submitted to the Annual General Meetings of the Club.

SECTION 7 - GENERAL

45. Damage to Property

45.1 No member is permitted to remove from the Club any property of any kind belonging to the Club without the permission of the Board, nor to deface or damage any article which is the property of the Club.

45.2 Any member who removes, breaks or damages any of the Club's property must pay for the property at a price determined by the Board.

46. Winding Up and Dissolution

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

46.2 In the case of a voluntary winding up or dissolution, the following procedure is to be followed:-

46.2.1 The Board must call a General Meeting to consider whether or not the Club should be wound up or dissolved;

46.2.2 A motion to wind up or dissolve the Club must be carried at the General Meeting by a simple majority of those members present and entitled to vote;

46.2.3 If such a motion is carried then a second General Meeting must be called:-

(a) not less than one month after the first-mentioned General Meeting; and

(b) at which the quorum is not less than half of the members of the Club entitled to vote.

46.2.4 At this second General Meeting a Special Resolution motion to confirm the motion to wind up or dissolve the Club must be put.

46.2.5 If the Special Resolution referred to in Rule 46.2.4 is carried, then the Board must, subject to the provisions of the Act, appoint a person, who may be a member of the Club, to act as liquidator and have the appointment approved by the Corporate Affairs Commission.

46.2.6 On confirmation from the Corporate Affairs Commission of the liquidator's valid appointment, the liquidator will proceed to sell and realise the property and assets of the Club and out of the net proceeds of such sale and realisation will discharge and satisfy all the liabilities of the Club.

47. Application of Surplus Proceeds

After the winding up of the Club, if there remain "surplus assets" as defined in the Act, such surplus assets must not be distributed among the members but must be given to one or more other lawn bowling organisations, or charitable institutions, or other non-profit bodies as may be determined by the Board in their absolute discretion.

48. Alteration of Rules

- 48.1 These Rules may be amended or added to only at a General Meeting by Special Resolution.
- 48.2 A copy of the proposed amendment or addition must be delivered [see Rule 7] to the Members together with the Notice of Meeting at least twenty one (21) days before the meeting at which the proposed amendment or addition is to be considered. The Notice of Meeting must also be posted on the notice board of the Club twenty one (21) days before the meeting.
- 48.3 The Notice of Meeting must also be accompanied by an explanatory statement covering all proposed material changes to the Rules.
- 48.4 The Secretary must comply with all requirements of section 24 of the Act to give effect to any new Rule or alteration to the Constitution.
- 48.4 The Secretary must also notify Bowls SA of any new rule or alteration to the Constitution.
- 48.5 Any such new or altered rules comes into operation from the date of adoption unless another date is specified in the motion.

49. Interpretation of Rules

In the event of any doubt or difficulty arising as to the meaning of any Rule, By-Law or Regulation, or, should any question arise as to their interpretation, the Board is empowered to pronounce a decision thereon and its decision is final and binding on the Members, subject only to affirmation or reversal by a General Meeting called for that purpose.

50. By-Laws

- 50.1 The Board has power from time to time to make By-Laws and Regulations not inconsistent with these Rules for the efficient working of the Club, and to alter, amend or rescind any By-Law or Regulation as occasion may require.
- 50.2 The By-Laws may include, without limitation, Standing Orders for General Meetings, provisions regulating non-voting Members, provisions for disciplinary measures and their implementation, provisions relating to the appointment of Selection Committees and the Chair of Selectors and provisions for greens management.
- 50.3 All By-Laws and any changes to them require the unanimous consent of all Board members then in office.

50.4 A record of all By-Laws and Regulations must be maintained by the Secretary and be available for inspection by the members.

51. Disputes and Suggestions

51.1 All suggestions and complaints to be drawn to the attention of the Board must be made in writing to the Secretary, who will refer them to the Board for discussion at the next meeting of the Board.

51.2 If any dispute or disagreement arises between Members concerning any matter relevant to the Club, it may be referred in writing to the Board by either party. The Board has the power to deal with such matters as it thinks necessary in a manner consistent with these Rules.

52. Privacy Act

The Club, in conducting the business and carrying out the objects of the Club, must abide by the National Privacy Principles of the Privacy Act 1988 (Commonwealth).

53. Emergency Administrative Action

In emergency circumstances, action taken by an officer or officers of the Club and ratified by the appropriate Committee does not render any proceedings void unless the Members so direct at a General Meeting.

54. Application of Benefits

54.1 The Club is a not-for-profit non-proprietary Club. The income and property of the Club must be applied solely towards the promotion of the objects and purposes of the Club. No portion of the income or property of the Club may be paid or transferred, directly or indirectly by way of dividend or otherwise to any member.

54.2 Nothing contained in Rule 54.1 prevents the payment by way of honorarium or refund of expenses to any member or officer of the Club for services rendered to the Club.

55. Laws of the Sport of Bowls

The Laws of the Sport of Bowls as adopted from time to time by Bowls Australia and conducted in accordance with the Rules and By-Laws of Bowls SA apply as appropriate to all games played under the control of the Club.

56. Execution of Documents – with Common Seal

56.1 The Club has a Common Seal of which the Board must provide for the safe custody.

56.2 The seal holders are the President, the Chair of the Board, any Vice-Presidents, the Secretary and the Treasurer of the Club.

56.3 The seal may only be affixed to a deed, instrument or document with the authority of a resolution of the Board and in the presence of two seal

holders, who must attest every deed, instrument or document to which the seal is affixed.

- 56.4 The recommended form of attestation is set out below, but other words of similar effect are to be accepted.

THE COMMON SEAL of)
TOORAK BURNSIDE BOWLING CLUB INC)
was affixed this day of)
20 in the presence of)

.....
Signature Seal Holder

.....
Signature Seal Holder

- 56.4 The Secretary must maintain a register recording the use of the seal.

57. Execution of Documents – without Common Seal

- 57.1 Any document may be executed by the Club without use of the Common Seal:

57.1.1 by being signed by any two (2) seal holders; or

57.1.2 in any other manner authorized by the Act.

- 57.2 The Secretary must maintain a similar register of all documents executed by the Club without a Common Seal.