

CONSTITUTION of the ALBANY BOWLING CLUB Inc.

PART 1 – PRELIMINARY

1. Name of Association

The name of the Association is the Albany Bowling Club Incorporated.

2. Objects of the Association

The principal objects are:

1. To establish, maintain and conduct a club for lawn bowls, and to support other recreational, social, sporting, cultural and community activities as may be determined from time to time.
2. To provide and maintain a clubhouse and sporting amenities for the use of the members.

A secondary object is:

3. To maintain a club license under the current Liquor Act and its amendments.

3. Terms used

In this Constitution, unless the contrary intention appears –

Act means the *Associations Incorporated Act 2015*; its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules.

AGM means the Annual General Meeting.

Association means the incorporated association to which these rules apply.

Books of the Association, includes the following –

- (a) A register of members

- (b) Financial records, financial statements or financial reports, however compiled, recorded or stored
- (c) A document
- (d) Any other record of information.

Chairperson means the Committee member holding the chair at meetings of the committee and any sub-committees of the Albany Bowling Club.

Club means the Albany Bowling Club Inc.

Club premises means all land, building and structures thereon of which the Club is the bona fide occupier.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Committee means the Management Committee for the club, duly elected for the time being in accordance with these rules.

Committee meeting means a meeting of the Management Committee.

Committee member means a member of the Management Committee.

Financial records include the following –

- (a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers and
- (b) Documents of prime entry, and
- (c) Working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared, and
 - (ii) adjustments to be made in preparing financial statements.

Financial statements mean the financial statements in relation to the Association required under part 5 division 3 of the Act.

Financial Year means from 1st April to the following 31st March.

General Meeting of the Association means a meeting of the Association that all members are entitled to receive notice of and attend.

Liquor Act means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these rules.

Member means any person who has applied for and been accepted as a member of the Association.

Ordinary member means a member as defined in Rule 8(1).

Register of members means the register of members referred to in section 53 of the Act.

Returning officer means the person appointed by the Management Committee to conduct any election of office bearers.

Rules means these rules of the Albany Bowling Club, as in force for the time being.

Secretary means the committee member holding office as the secretary of the Albany Bowling Club Inc.

Social member means a member as defined in Rule 8(4).

Special General Meeting means a general meeting of the Albany Bowling Club other than the Annual General Meeting.

Special resolution means a resolution passed by three-fourths of the members present at a general meeting in accordance with section 51 of the Act.

Sub-committee means a sub-committee appointed by the committee under Rule 34.

Treasurer means the committee member holding office as the treasurer of the Albany Bowling Club Inc.

Voting rights means the ability for a financial member to propose or second an application for membership; move or second a motion or special motion; speak at all general meetings; nominate for a position on the Management Committee; vote at all general meetings; and petition for a special general meeting.

PART 2 – ASSOCIATION TO BE NOT FOR PROFIT BODY

4. Not-for-profit body

- (1) The property and income of the Albany Bowling Club must be applied solely towards the promotion of the objects or purposes of the Association and no part of that

- property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule (3).
 - (3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 – MEMBERS

Division 1 – Membership

5. Eligibility

- 1. Membership of the Albany Bowling Club is open to any person who supports the objects of the Association.
- 2. An individual who has not reached the age of 18 is not eligible to apply for a class of membership that confers full voting rights.

6. Applying for membership

- 1. Any person who wants to be a member of the Association, shall complete the application form provided.
- 2. The applicant must specify the category of membership to which the application relates.
- 3. The form must be signed by 2 ordinary members of the club.
- 4. In the case of juniors under the age of 18, the application must be counter signed by a parent/guardian, in addition to the members nominating the applicant.
- 5. The applicant must then be accepted or denied membership as determined at a Management Committee meeting.
- 6. The committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.

7. Becoming a member

- 1. An applicant for membership of the Association becomes a member when;
 - (a) The committee accepts the application and

- (b) The applicant pays any membership fees payable to the Association under rule 13.
- (c) 30 days after payment, the member is eligible to vote in any general or special meeting, provided the membership category makes them eligible for voting.
- 2. A copy of the Association's Constitution will be made available to each person who becomes a member of the Albany Bowling Club by:
 - (a) the provision of a hard copy to the member, or
 - (b) the member being directed to the Club's website to download or view at any time.
- 3. Upon acceptance to membership, all members agree to be bound by the Club Code of Conduct.

8. Categories of membership

Membership of the Albany Bowling Club consists of the following categories:

1. Ordinary member

An ordinary member is a person over 18 years of age, who has been properly proposed by 2 financial members, who on election and payment of the required fee shall be entitled to all the privileges of the club.

2. Life member

Life members shall be members who have given long and meritorious service to the club and have been a member of the club for 10 years or more.

3. Junior member

- (a) Persons under the age of 18 years may make application to the club as a Junior member, and if accepted, shall pay the prescribed fee.
- (b) Junior members do not have the authority to invite guests to the Club.
- (c) Any Junior member on attaining the age of 18 years wishing to remain a member of the Club shall be granted the appropriate club membership and shall pay the full fee as set down from time to time.

4. Social member

A social member is a person over 18 years of age, who has been properly proposed by 2 financial members, and who is interested in promoting the objects of the Club but does not wish to participate in Lawn Bowls.

- (a) Social members have the right to receive notice of, and to attend all general meetings of the Club. They may speak at such general meetings, but they do not have the right to vote.
- (b) Social members may with the approval of the Management Committee become members of the Social Committee and the Bar Committee, but not in the role of chairperson of those sub-committees.
- (c) Social members may be able to use the greens in any events designated as “promotional” or “social” by the Match Committee.

5. Affiliate member

An affiliate member is a person who has joined the Club for the purpose of participating in activities other than Lawn Bowls. These activities include, but are not limited to dancing and darts.

- (a) Affiliate members shall not be entitled to voting rights and shall not be eligible to become members of any sub-committee appointed by the Management Committee.
- (b) Affiliate members may access and use all facilities of the Club except the greens.

6. Temporary member

A temporary member is a person who is on any day visiting the Club as a member or an official of another club, including those persons who are assisting a visiting club, to:

- (a) engage in a pre-arranged event with the Club as per the Club’s objectives;
- (b) or, holds a pre-arranged function at the Club involving the use of the Club’s sporting facilities.

- 7. All financial members shall be entitled to receive notice of and to attend any general meeting of the Club. They shall also be entitled to speak at such meetings, but only Ordinary and Life Members have the right to propose motions and to vote at general and special meetings.

9. When membership ceases

- 1. A person ceases to be a member when any of the following takes place:

- (a) the individual dies
- (b) the person resigns from the Association under rule 10.
- (c) the person is expelled from the Association under rule 50.
- (d) the person ceases to be a member under rule 13(5).

- 2. The secretary must keep a record, for at least one year after a person ceases to be a member of:

- (a) the date on which the person ceased to be a member; and

(b) the reason why the person ceased to be a member.

10. Resignation

1. A member may resign from membership of the Albany Bowling Club by giving written notice of the resignation to the secretary.
2. The resignation takes effect
 - (a) when the secretary receives notice; or
 - (b) if a later time is stated in the notice, at that later time.

11. Life Member

1. Any Ordinary or Life Member may propose to the Management Committee that another member be considered for Life Membership. Such a proposal must be in writing and contain details of the nominee's contribution to the Club. This proposal should be presented to the Management Committee within 3 months of the AGM.
2. Following review and endorsement by the Management Committee it shall be tabled at the AGM, where members may, upon a 75% majority vote, confer Life Membership on a member who has rendered long and meritorious service to the Club.
3. The holder of a Life Membership shall be entitled to all the privileges of an Ordinary member, be exempt from annual fees, but shall pay any levies and other fees as may be in force at the time.

12. Members' rights

1. The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation by law.
2. Ordinary, Social and Life members may introduce guests to the Club at any time provided that:
 - (a) no member may introduce more than 5 members at any one time;
 - (b) a guest shall not be supplied with liquor on the premises except by invitation and in the presence of that member;
 - (c) a guest shall only be supplied with liquor to be consumed on the premises only;
 - (d) the member introducing the guest will be responsible for the proper conduct of that guest whilst on the club premises, and

- (e) any person who has been refused membership or who is under suspension or expulsion from the Club, shall not be admitted as a guest by any member.
- 3. A member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be to that member, for consumption by the guests of that member at a function held by or on behalf of that member of the club.
- 4. Ordinary, Social and Life Members are entitled to host functions on the Club Premises after written application for said function has been considered and approved by the Management Committee.
- 5. The Secretary will furnish the applicant with a written copy of Club rules relating to functions after the application has been approved, and any additional conditions and restrictions the committee shall see fit.
- 6. The maximum number of people permitted on the Club's licensed premises cannot exceed the maximum number specified in the Club's liquor licence at any one time.

Division 2 – Membership Fees

13. Fees

- 1. The annual fee to be paid for membership of the Club shall be set by the Management Committee prior to the commencement of each financial year ie 1st April.
- 2. Notice of the fees shall be provided to the members via the Club noticeboard and its website.
- 3. The fees determined under sub rules (1) & (2) may be different for different categories of membership.
- 4. All fees are due from the first day of April in each year and are payable in advance, on or before the date of the AGM provided that:
 - (a) The committee shall not declare a member unfinancial if at least half of the fee is paid by the date of the AGM in the current year; and/or
 - (b) The balance of the fee is paid by the 30th June in the current year.

5. If a member has not paid the membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
6. If a person who has ceased to be a member under sub rule (5) offers to pay the membership fee after the period referred to in that sub rule has expired:
 - (a) The committee may, at its discretion accept that payment; and
 - (b) If the payment is accepted, the person's membership is reinstated from the date payment is accepted.
7. New members paying fees after 30th June will be required to pay a percentage of the annual membership fee as determined by the Management Committee.

Division 3 – Register of Members

14. Register of members

1. The Secretary, or another person authorised by the committee, is responsible to maintain the register of members, and record in that register any change in the membership of the Association within 28 days of the change occurring.
2. Under section 53(2) of the Act the register must include each person's name and:
 - (a) a contact postal, residential or email address of each member;
 - (b) the category of membership held by the member; and
 - (c) the date on which the person became a member.
3. The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
4. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
5. If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Albany Bowling Club.

PART 4 – COMMITTEE

Division 1 – Powers of Committee

15. Management Committee

1. The Management Committee of the Albany Bowling Club has the power to manage the affairs of the Association.
2. Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the management committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
3. The Management Committee must take all reasonable steps to ensure that the Club complies with the Act, the Liquor Act, the by-laws and these rules.

Division 2 – Composition of Committee & duties of committee members

16. Composition of Management Committee

1. The management of the Club shall be vested in a Management Committee consisting of up to nine (9) committee persons.
2. The members of the Management Committee shall be:
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Match Committee representative
 - General Committee person x 4

17. Responsibilities of Committee Members

1. A committee member must exercise their powers and discharge their duties:
 - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - (b) in good faith in the best interests of the Club and for a proper purpose.
2. A committee member or former committee member must not improperly use information obtained because they are a committee member to:
 - (a) gain an advantage for themselves or another person; or
 - (b) cause detriment to the club.
3. A committee member having any material personal interest in a matter being considered at a committee meeting must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the committee; and
 - (b) agree with the committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws.
4. The Secretary must record every disclosure made by a committee member under rule 17(3) in the minutes of the committee meeting at which the disclosure is made.
5. No committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club, unless the person is authorised by the Committee to do so, and such authority is recorded in the minutes of the Committee Meeting.
6. No person shall be entitled to hold a position on the committee if the person has been convicted of, or imprisoned in the previous five (5) years for:
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three (3) months; or
 - (c) an offence under Part 4 Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act;unless the person has obtained the consent of the Commissioner.
7. No person shall be entitled to hold a position on the committee if the person is, according to section 13D of the Act, a bankrupt or a person

whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

18. President

It is the duty of the President to:

1. Preside at committee meetings, and Special and General Meetings provided for in these rules;
2. Consult with the Secretary regarding the business to be conducted at each committee and General Meeting;
3. Ensure that the minutes of committee and General Meetings are reviewed and signed as correct;
4. Present a report on the activities of the Club to the members at the AGM;
5. Liaise with key stakeholders such as the local council and community groups.

19. Vice-President

The Vice-President has the following duties:

1. provide support and assistance to the President;
2. in the absence of the President, undertake all the roles and responsibilities of the President;
3. oversee and ensure all sub-committees are responsible and accountable;
4. carry out any other duties given to the Vice-President under these rules or by the committee.

20. Secretary

The Secretary has the following duties:

1. Dealing with the Club's correspondence;
2. Consulting with the President regarding the business to be conducted at each committee meeting and General Meeting;
3. Preparing the notices required for meetings and for the business to be conducted at meetings;
4. Unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership;
5. Maintaining on behalf of the Association an up-to-date copy of these rules;
6. Maintain on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club;
7. Ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports;
8. Maintaining full and accurate minutes of committee meetings and General Meetings;
9. Carrying out any other duty given to the Secretary under these rules or by the committee.

21. Treasurer

The Treasurer has the following duties:

1. Ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
2. Pay all monies into such account or accounts of the Club, as the Committee from time to time direct;
3. Ensuring that any payments to be made by the Club that have been authorised by the committee or at a General Meeting are made on time;
4. Ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
5. Ensuring the safe custody of the Club's financial records, statements and reports;
6. Coordinate the preparation of the Club's financial statements prior to their presentation at committee meetings and the AGM
7. Provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or reports;
8. Carry out any other duty given to the Treasurer under these rules or by the committee.

Division 3 – Election of Committee Members & Tenure of office.

22. Election of Committee Members

1. The annual election of officers shall be by a ballot declared by the Secretary at each AGM in the presence of the Returning Officer.
2. Ballots may be lodged during a ballot day which shall be held between seven (7) and ten (10) days prior to the meeting. The ballot will be open for at least six (6) hours between 1.00pm and 7.00pm
3. Approved ballot papers and envelopes for absentee votes will be available from the Secretary for at least ten (10) days prior to the AGM.
4. Nominations for individual positions on the Management Committee must be in writing signed by the proposer and nominee. Nominations must be in the hands of the Secretary not less than fourteen (14) days prior to the AGM.
5. The nominations shall be exhibited on the notice board as they are received by the Secretary.
6. In the case where no more than the required number of officers shall be nominated, those so nominated shall be declared elected.

7. If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected. Further nominations shall be called from the floor at the AGM and if vacancies still exist, the Management Committee shall have the power to fill the vacancies and any casual vacancies that may occur.

23. Tenure of office

1. The President and Vice-President shall be elected for a two (2) year term, with the elections being held in alternate years.
2. The Secretary and Treasurer shall be elected annually.
3. The Match Committee representative shall be elected annually by the Match Committee.
4. The general committee members shall be elected for a two (2) year term, with two (2) being elected each year.
5. The President, Vice-President and the general committee members shall each be eligible for re-election for another consecutive term once their initial two (2) year term has expired.
6. Once the President, Vice-President or any general committee member has served two consecutive terms, they must have a minimum one term break ie two years, before being eligible for re-election.

24. Resignation and removal from office

1. A committee member may resign from the committee by written notice given to the Secretary, or if the resigning member is the Secretary, given to the President.
2. The resignation takes effect:
 - (a) when the notice is received by the Secretary or President; or
 - (b) if a later time is stated in the notice, at the later time.
3. At a General Meeting, the Association may by resolution, remove a committee member from office.
4. A committee member who is the subject of a proposed resolution under sub rule 3, may make written representations (of a reasonable length) to

the committee and may ask that the representations be provided to the members.

5. The committee may give a copy of the representations to each member, or if they are not so given, the Committee member may require them to be read out at the General Meeting at which the resolution is to be considered.

25. When membership of Committee ceases

1. A person ceases to be a committee member if the person:
 - (a) dies or ceases to be a member of the Club
 - (b) resigns from the committee or is removed from office under rule 24 (3); or
 - (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - (d) becomes permanently unable to act as a committee member because of a mental or physical disability;
 - (e) fails to attend three (3) consecutive meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
2. Under section 41 of the Act the person, as soon as practicable after their membership ceases, must deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

26. Filling casual vacancies

1. The committee may appoint a member who is eligible, to fill a position on the committee that:
 - (a) has become vacant under rule 24 or rule 25; or
 - (b) was not filled at the most recent AGM.
2. Subject to the requirement for a quorum under rule 31, the committee may continue to act despite any vacancy in its membership.
3. If there are fewer committee members than required for a quorum under rule 31, the committee may act only for the purpose of:
 - (a) appointing committee members under this rule; or
 - (b) convening a General Meeting.

27. Validity of acts

The acts of a committee or sub-committee, or of a committee member or member of a sub-committee, are valid despite any defect that may afterwards

be discovered in the election, appointment or qualification of a committee member or member of a sub-committee.

Division 4 – Committee Meetings

28. Committee meetings

1. The committee must meet not less than ten (10) times in each year on the dates and at the times and places determined by the committee.
2. The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the AGM at which the committee members are elected.
3. Special committee meetings may be convened by the President or any 4 committee members.

29. Notice of committee meetings

1. Notice of each committee meeting must be given to each committee member at least one week before the time of the meeting.
2. The notice must state the date, time and place of the meeting, and must describe the general nature of the business to be conducted at the meeting.
3. Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
4. Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

30. Procedure and order of business

1. The President or, in the President's absence, the Vice-President must preside as chairperson of each committee meeting.
2. If the President or Vice-President is absent or unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

3. The procedure to be followed at a committee meeting will be determined from time to time by the committee.
4. The order of business at a committee meeting may be determined by the committee members at the meeting.
5. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
6. A person invited under sub rule (5) to attend a committee meeting:
 - (a) has no right to any agenda, minutes or other document(s) circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
7. The presence of a committee member at a committee meeting need not be by attendance in person, but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
8. A member who participates in a committee meeting as allowed under sub rule (7) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

31. Quorum for committee meetings

1. Subject to rule 26(3), no business is to be conducted at a committee meeting unless a quorum is present.
2. At a committee meeting 50% plus 1 committee members constitute a quorum for the conduct of the business of a committee meeting.
3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
4. If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under sub rule 3(b); and
 - (b) at least 4 committee members are present at the meeting,

those members present are taken to constitute a quorum.

32. Voting at committee meetings

1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
2. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
3. If the votes are divided equally on a question, the President (or chairperson if not the President) has a second or casting vote.
4. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a decision.
5. If a secret ballot is needed, the President must decide how the ballot is to be conducted.

33. Minutes of committee meetings

1. The committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following:
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any additional persons attending the meeting under sub rule 30(5);
 - (c) the business conducted at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote;
 - (e) the disclosure of a committee member's personal interest in a matter being considered at a committee meeting.
3. The chairperson must ensure that the minutes of a committee meeting are reviewed and passed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
4. When the minutes of a committee meeting have been passed as correct they are, until the contrary is proved, evidence that:

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

Division 5 – Subcommittees and subsidiary offices

34. Subcommittees and subsidiary offices

1. To help the committee in the conduct of the Club's business the committee may, in writing, do either or both of the following:
 - (a) Appoint one or more subcommittees;
 - (b) Create one or more subsidiary offices and appoint people to those offices.
2. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
3. A person may be appointed to a subsidiary office whether or not the person is a member.
4. Each subcommittee must include at least one member of the Management Committee.
5. Subject to any directions given by the committee:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

35. Delegation to subcommittees and holders of subsidiary office

1. In this rule, **non-delegable duty** means a duty imposed on the committee by the Act or another written law.
2. The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than:
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
3. A power of duty, the exercise of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be

exercised or performed by the subcommittee or holder of a subsidiary office in accordance with the terms of the delegation.

4. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
5. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
6. Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
7. The committee may, in writing, amend or revoke the delegation.

PART 5 – GENERAL MEETINGS OF THE ASSOCIATION

36. Annual General Meeting

1. The Annual General Meeting of members shall be held within 3 months of the end of the association's financial year, with the Management Committee to determine the date, time and place.
2. A notice convening the AGM shall be placed on the notice board and on the Club website no less than twenty one (21) days prior to the date set for the meeting.
3. All Notices of Motion for consideration at the AGM must be handed to the Secretary in writing no less than fourteen (14) days prior to the date of the meeting.
4. At the AGM at least 30 members or 20% of those eligible to vote (which ever is lesser) will constitute a quorum for the conduct of business at an AGM.
5. In the event of insufficient members to form a quorum being present after 30 minutes following the advertised start time for the AGM, the meeting will be automatically adjourned to re-convene at the same time and place seven days later and shall proceed with or without a quorum.

6. The President shall chair the AGM, but if unavailable, the members present shall elect a person to chair the meeting.
7. The ordinary business of the AGM is as follows:
 - (a) To confirm the minutes of the Club's previous AGM and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) Receive the President's Report; discussion and adoption or otherwise;
 - (c) Receive and consider the financial statements of the Club's preceding year presented under part 5 of the Act according to the Association's tier level;
 - (d) Election of Management Committee and other office bearers.
 - (e) Election of Club Auditor/Reviewer.
 - (f) Special business of which Notice of Motion has been given.
 - (g) Other business at the chairperson's discretion.

37. Special general meetings

1. The Management Committee may at any time convene a special general meeting.
2. The committee must convene a special general meeting if at least 10% of members with voting rights require a special general meeting.
3. The members requiring a special general meeting to be convened must:
 - (a) make the request in writing to the Secretary; and
 - (b) state in the notice the special resolution to be considered at the meeting; and
 - (c) each sign the notice.
4. The special general meeting must be convened within 28 days after notice is given under sub rule (3).
5. At least 20 members or 10% of those eligible to vote (which ever is the lesser) shall constitute a quorum at a special general meeting convened under sub rule (1) or (2).
6. If the committee does not convene a special general meeting within the 28 day period referred to in sub rule (4), the members making the requirement (or any of them) may convene the special general meeting.
7. A special general meeting convened under sub rule (6):
 - (a) Must be held within 3 months after the date the original requirement was made; and

- (b) May only consider the business stated in the notice by which the requirement was made.
- 8. The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (6).
- 9. A special resolution may be moved either at a special general meeting or at an AGM, but all members must be given no less than 21 days' notice of the meeting in which a special resolution is to be moved.
- 10. The special resolution must be passed by not less than 75% of members who attend and are eligible to vote at the meeting.

38. Notice of general meetings

- 1. A general meeting may be held on the date and at the time and place determined by the committee.
- 2. The Secretary, or in the case of a special general meeting convened under rule 37(6), the members convening the meeting, must give to each member:
 - (a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 14 days' notice of a general meeting in any other case.
- 3. The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 43(2)(b).

39. Presiding member and quorum for general meetings

- 1. The President will chair all general meetings. If the President is absent, then the meeting will appoint its own chairperson.
- 2. No business is to be conducted at a general meeting unless a quorum is present.

3. At least 20 members or 10% of those eligible to vote (which ever is the lesser) will constitute a quorum for the conduct of business at a general meeting.
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting is adjourned to the same day, time and place in the following week.

40. Adjournment of general meeting

1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting sub rule (1), a meeting may be adjourned:
 - (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 38.

41. Voting at general meeting

1. On any question arising at a general meeting subject to sub rule (3), each ordinary member has one vote. Life members also have one vote each.
2. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

42. When special resolutions are required

1. A special resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Association with another body; or

(b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

2. Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

43. Determining whether a resolution is carried

1. In this rule **poll** means the process of voting in relation to a matter that is conducted in writing.
2. At a general meeting:
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, and if a poll is demanded in accordance with sub rules (3) and (4).
3. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
4. If a poll is demanded under sub rule (3) the poll must be taken immediately.
5. If a poll is demanded and taken under sub rule (3) in respect of ordinary resolutions, a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

44. Minutes of general meetings

1. The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must record:
 - (a) the names of the ordinary members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 48.

4. The chairperson must ensure that the minutes of a general meeting are reviewed and passed as correct by;
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
5. When the minutes of a general meeting have been passed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 6 – FINANCIAL MATTERS

45. Financial Year

The Club's financial year will be the period of 12 months commencing on 1 April and ending on 31 March of each year.

46. Source of funds

The funds of the Association may be derived from membership fees, levies, donations, sponsorship, fund raising activities, grants, interest and any other sources approved by the committee.

47. Control of funds

1. The Albany Bowling Club Inc. must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
3. The committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit of \$1,000 without requiring approval from the committee for each item on which the funds are expended.
4. Excluding sub rule (3) all financial transactions of the Club must be approved by:
 - (a) the Treasurer and President; or
 - (b) one of the above and a person authorised by the committee.

5. All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

48. Financial statements and financial reports

1. For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
2. Without limiting sub rule (1), those requirements include:
 - (a) The preparation of the financial statements according to the Club's tier level; and
 - (b) The presentation to the annual general meeting of the financial statements or financial report, as applicable.

PART 7 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term used

49. Term used: member

In this Part: **member**, in relation to a member who is expelled from the Club includes former member.

Division 2 –Disciplinary action

50. Suspension or expulsion

The committee may decide to suspend a member's membership or to expel a member from the Club:

1. If:
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Club.
2. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
3. The notice given to the member must state:
 - (a) when and where the committee meeting is to be held

- (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- 4. At the committee meeting referred to in sub rule 2, the committee must:
 - (a) give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide:
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Club.
- 5. A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- 6. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 7. A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the committee's decision under sub rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 58.
- 8. If notice is given under sub rule (7), the member who gives the notice and the committee are the parties to the mediation.

51. Consequences of suspension

- 1. During the period a member's membership is suspended, the member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- 2. When a member's membership is suspended, the Secretary must record in the register of members:

- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
3. The Secretary must also notify both the Lower Great Southern Bowling League and Bowls WA of the details of the suspension.
4. When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 – Resolving disputes

52. Terms used

In this Division:

grievance procedure means the procedures set out in this section

party to a dispute includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

53. Application of division

The grievance procedure applies to disputes:

- (a) between members; or
- (b) between one or more members and the Club.

54. Parties to attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

55. How grievance procedure is started

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 54, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.

2. Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
3. The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
4. The notice given to each party to the dispute must state:
 - (a) When and where the committee meeting is to be held; and
 - (b) That the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
5. If:
 - (a) the dispute is between one or more members and the Club; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 58,

the committee must not determine the dispute.

56. Determination of dispute by committee

1. At the committee meeting at which a dispute is to be considered and determined, the committee must:
 - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions made; and
 - (c) determine the dispute.
2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the dispute was considered.
3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (1) (c), give written notice to the Secretary requesting the appointment of a mediator under rule 58.
4. If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 4 – Mediation

57. Application of Division

1. This division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - (a) by a member under rule 50(7); or
 - (b) by a party to a dispute under rule 55 (5) (b) (ii) or 56 (3).
2. If this Division applies, a mediator must be chosen under rule 58.

58. Appointment of mediator

1. The mediator must be a person chosen:
 - (a) if the appointment of a mediator was requested by a member under rule 50(7) – by agreement between the member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 55 (5) (b) (ii) or 56 (3) – by agreement between the parties to the dispute.
2. If there is no agreement for the purpose of sub rule 1(a) or (b), then, subject to sub rule (3), the committee must appoint the mediator.
3. The person appointed as mediator by the committee must be a person who acts as a mediator for a similar not-for-profit body or a key sport and recreation agency.

59. Mediation process

1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
3. In conducting the mediation, the mediator must:
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and

- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 4. The mediator cannot determine the matter that is the subject of the mediation.
- 5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

60. If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 50(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked;

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

PART 8 – GENERAL MATTERS

61. By-Laws

- 1. The Club will adopt the by-laws of the Lower Great Southern Bowling League and of Bowls WA and all future amendments shall apply.
- 2. The Management Committee may formulate, issue, adopt, interpret and amend additional by-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and as it thinks necessary or desirable from time to time.
- 3. Such by-laws must be consistent with this Constitution.
- 4. All by-laws shall be binding on the members of the Association.

5. At the request of a member, the Secretary must make a copy of the by-laws available for inspection by the member or direct the member to the appropriate electronic site for them to be viewed.

62. Giving notices to members

1. In this rule **recorded** means recorded in the register of members.
2. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by pre-paid post to the recorded postal address of the member; or
 - (c) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

63. Liquor regulations

1. The Club shall appoint and maintain an Approved Manager for the purpose of observing liquor licensing requirements and regulations for all opening times and functions.
2. The Club shall be open for sale of liquor during such hours as the Management Committee shall from time to time determine, and as permitted by the Liquor Act.
3. No payment or part payment to the committee, or other officer or servant of the Association shall be made by way of commission or allowance from or upon receipts of the Association for liquor.
4. No liquor shall be sold or supplied to any juvenile (ie any person under the age of 18).

64. Custody of books and securities

1. Subject to sub-rule (2), the books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.
2. The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.

3. Sub rules (1) and (2) have effect except as otherwise decided by the committee.
4. The books of the Association must be retained for at least 7 years.

65. Executing documents and Common Seal

1. The Club shall have a Common Seal, which shall be kept in the custody of the Secretary and shall not be affixed to any document except by the authority of the Management Committee and in the presence of one member of that committee.
2. Any document to which the Common Seal is affixed shall be countersigned by the Secretary or an officer appointed by the Management Committee for that purpose.
3. The Club may execute a document without using the Common Seal if the document is signed by:
 - (a) the President; and
 - (b) at least one committee member authorised by the committee.

66. Indemnification

The Club will indemnify any person who is a committee member, officer, or agent who is or was serving in another capacity at the request of the Club to the extent authorised by law, and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by the law.

67. Inspection of records and documents

If a member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members

68. Alteration of rules

1. No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.

2. Notices of motion to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on the Club's notice board at least fourteen (14) days prior to such meeting.
3. As soon as is practicable after the making of any proposal for a change to the rules of the Association, the Association shall provide to the Director of Liquor Licensing the proposed changes. No effect will be given to the changes without the prior approval of the Director.
4. Within one month after the making of an amendment or addition to the rules of the Association, passed by special resolution, the Management Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the Consumer Protection Division of the Department of Commerce. No effect will be given to the amendments without the approval of this Department. In addition, all amendments passed as a special resolution must be noticed to the Director of Liquor Licensing.

69. Dissolution of the Association

1. The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by special resolution that the Association will:
 - (a) Apply to the Commissioner for cancellation of its incorporation; or
 - (b) Appoint a liquidator to wind up its affairs.
2. The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
3. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the surplus property must be given or transferred to another association incorporated under the Act, which has similar objects and which is not carried out for profit or gain to its individual members.
4. Such association shall be determined by special resolution of the members.

END

