



## **GLEN WAVERLEY BOWLS CLUB INC.**

An association under the *Associations Incorporation Act 1981 No. 9713*. Registered Number A5724S.  
Australian Business Number under the *Goods and Services Tax Legislation* ABN: 45-025-418-124.

### **RULES**

#### **Consolidated to 11 April 2016**

##### History

1. Originally Adopted 9 February 2009
2. Amended by Special Resolutions passed at Annual General Meeting held 26 April 2010 which was approved by Department of Justice Consumer Affairs Victoria 13 May 2010 and became effective on 13 May 2010
3. Amended by Special Resolution passed at Annual General Meeting held 16 April 2012 which was approved by the Department of Justice Consumer Affairs Victoria 9 May 2012
4. Amended by Special Resolution passed at the Annual General Meeting held 15 April 2013
5. Amended by Special Resolution passed at the Annual General meeting held 11 April 2016

## TABLE OF CONTENTS

1. <i>Name</i> .....	3
2. <i>Interpretation</i> .....	3
3. <i>Alteration of the Rules</i> .....	3
4. <i>Statement of Purposes</i> .....	4
5. <i>Membership and subscription</i> .....	4
6. <i>Register of members</i> .....	6
7. <i>Ceasing membership</i> .....	6
8. <i>Discipline, suspension and expulsion of members</i> .....	7
9. <i>Disputes and mediation</i> .....	8
10. <i>Annual general meetings</i> .....	10
11. <i>Special General Meetings</i> .....	10
12. <i>Special business</i> .....	11
13. <i>Notice of general meetings</i> .....	11
14. <i>Quorum at General Meetings</i> .....	11
15. <i>Presiding at General Meetings</i> .....	12
16. <i>Adjournment of meetings</i> .....	12
17. <i>Voting at general meetings</i> .....	12
18. <i>Poll at General Meetings</i> .....	13
19. <i>Manner of determining whether resolution carried</i> .....	13
20. <i>Proxies</i> .....	13
21. <i>Board</i> .....	14
22. <i>Office holders</i> .....	14
23. <i>Directors of the Board</i> .....	15
24. <i>Election of Officers and Directors</i> .....	15
25. <i>Vacancies</i> .....	16
26. <i>Meetings of the Board</i> .....	16
27. <i>Notice of Board meetings</i> .....	16
28. <i>Quorum for Board</i> .....	16
29. <i>Presiding at Board meetings</i> .....	17
30. <i>Voting at Board meetings</i> .....	17
31. <i>Removal of Board member</i> .....	17
32. <i>Minutes of meetings</i> .....	17
33. <i>Funds</i> .....	18
34. <i>Borrowing Powers</i> .....	18
35. <i>Application of Profit</i> .....	18
36. <i>Control Over Property</i> .....	19
37. <i>Seal</i> .....	19
38. <i>Notice to members</i> .....	19
39. <i>Winding up</i> .....	20
40. <i>Custody and inspection of books and records</i> .....	20
41. <i>Audit</i> .....	21
42. <i>Indemnity of Officers and the Club</i> .....	21
43. <i>Secretary</i> .....	21
44. <i>Supply of Liquor</i> .....	21
45. <i>Register of Guests</i> .....	22
46. <i>Objectionable Behaviour</i> .....	22
47. <i>Damage to Property</i> .....	22
48. <i>By-laws and Manual of Procedure</i> .....	23
49. <i>Transitional Provisions</i> .....	23

## 1. **Name**

The name of the incorporated association is Glen Waverley Bowls Club Inc (in these Rules called "the Club").

## 2. **Interpretation**

In these Rules, unless the contrary intention appears-

- (a) "Act" means the the Associations Incorporation Reform Act 2012 (Vic)
- (b) "Board" means the Board of Directors of the Club;
- (c) "By-law" means a By-law made pursuant to the provisions of Rule 48 hereof,
- (d) "Club" means Glen Waverley Bowls Club Inc.
- (e) "Financial Year" means the year ending on the last day of February;
- (f) "General Meeting" means a general meeting of members convened in accordance with Rule 13.
- (g) "Member" means a member of the Club referred to in Rule 5(1);
- (h) "Director of the Club" means a member of the Board who is not an office holder of the Club under Rule 22;
- (i) "Regulations" means regulations under the Act;
- (j) "Relevant documents" has the same meaning as in the Act.
- (k) "Secretary" means the person elected pursuant to Rule 22(1)(d) or appointed under Rule 22(4) as Secretary.
- (l) The singular shall include the plural
- (m) A reference to the male gender shall include female gender

## 3. **Alteration of the Rules**

The Statement of Purpose and the Rules of the Club may be altered by special resolution, as defined in the Act, of the members of the Club entitled to vote in person or by proxy at a general meeting of the Club Provided That no alteration shall be allowed which contravenes any provision of the Act.

#### **4. *Statement of Purposes***

The objects for which the Club is established are:-

- (1) To maintain and conduct a Club of a non-political character and to provide a Clubhouse, bowling green and other conveniences for the use and recreation of the members at such place or places as decided by the members.
- (2) To raise and borrow any monies required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined.
- (3) To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Club.
- (4) To construct, alter, add to, or maintain all buildings and other property belonging to the Club.
- (5) To sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the Club except that the Club is prohibited from making any distribution whether in money, property or otherwise to its members.
- (6) To affiliate with any association or organisation the object of which is to conduct, encourage, promote, advance, standardize or administer the sport of Bowls within or throughout Australia..
- (7) To apply for, hold and renew a club licence pursuant to the Liquor Control Act and any permit or authority there-under.
- (8) To apply through an authorised officer of the Club to the Liquor Licensing Commission and the Raffles and Bingo Permits Board for a permit to conduct a game of Bingo in accordance with the Lotteries Gaming and Betting (Raffles and Bingo) Act 1977.
- (9) To formulate and put into effect such other objects as the members shall determine, but always to have in mind the advancement and best interests of the game of bowls and the engendering by association of fraternal feeling amongst bowlers.
- (10) To do all such things as are incidental or necessary for the purpose of the above objects.

#### **MEMBERSHIP**

##### **5. *Membership and subscription***

- (1) Any person who is approved by the Board may become a member of the Club in such category of membership as the Board at the date of approval of membership determines.
- (2) The Club will contain the following categories of membership:
  - (a) Full Members.

- (b) Life Members.
  - (c) Honorary Members.
  - (d) Social Members.
  - (e) Junior Members.
  - (f) Occasional Members
- (3) Notwithstanding anything to the contrary contained in the By-laws Full and Life Members only shall be eligible to vote at meetings of the Club and to hold office in the Club and shall be entitled to all the privileges of the Club.
- (4) Any person who was not at the date of the adoption of these Rules a member of the Club may apply in accordance with these Rules to become a member of the Club.
- (5) An application of a person for membership of the Club as a Full, Social or Junior member must be-
- (a) made in writing in the form set out in the By-laws; and
  - (b) lodged with the Lawn Bowls Administrator of the Club.
- (6) As soon as practicable after the receipt of an application, the Lawn Bowls Administrator shall display the name of the proposed member, their address and previous Club membership (if applicable) on the Club's notice Board for a period of not less than 7 days.
- (7) The Lawn Bowls Administrator shall refer the application to the Board for approval or rejection after the expiry of the 7 days referred to in Rule 5(6) together with any written objection to the application for membership
- (8) The Board shall consider any application for membership of the Club referred to it by the Lawn Bowls Administrator and shall approve or reject the application.
- (9) If the Board approves an application for membership, the Lawn Bowls Administrator must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership stating the class of membership to which the member has been admitted; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under the by laws as the first year's annual subscription.
- (10) The Secretary shall enter the applicant's name in the register of members within 28 days after receipt of the sum payable referred to in Rule 5 (9).

- (11) An applicant for membership becomes a member and is entitled to exercise the rights of membership applicable to his or her class of membership when his or her name is entered in the register of members.
- (12) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (13) A right, privilege, or obligation of a person by reason of membership of the Club-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (14) The annual subscription and any other fees payable by reason of membership of the Club is the relevant amount set out in and payable in accordance with the Club's By-laws
- (15) All persons whose names are entered in the register of members maintained by the Secretary in accordance with Rule 6 hereof shall be members of the Club and agree to comply with and shall be bound by the Club's Rules and By-laws.

## **6. *Register of members***

- (1) The Secretary must keep and maintain a register of members containing-
  - (a) the name and address of each member,
  - (b) the class of membership of the member,
  - (c) the date on which each member's name was entered in the register; and
  - (d) the email address of the member (if known)
- (2) The Board shall ensure that Full and Life Members constitute at least 60 per cent of the total membership of the Club excluding Honorary, Junior or Occasional Members and persons who are members by reason only of reciprocal arrangements with another Club.

## **7. *Ceasing membership***

- (1) A financial member of the Club who has paid all moneys due and payable to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in Rule 7 (1)--

- (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) A member whose annual subscription is not paid by the due date shall cease to be a member and is no longer entitled to any of the privileges of membership, including use of the Club's facilities.

#### **8. *Discipline, suspension and expulsion of members***

- (1) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules and the By-laws or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Board may by resolution--
- (a) reprimand the member,
  - (b) require a member to give an undertaking not to engage in any further conduct which is in breach of these Rules and By-laws or refrain from engaging in conduct which is unbecoming a member or is prejudicial to the interests of the Club,
  - (c) in the case of a breach of these Rules or the By-laws do nothing,
  - (d) suspend that member from membership of the Club for a specified period; or
  - (e) expel that member from the Club.
- (2) At least 28 days prior to the Board meeting to consider the conduct of the member for the purposes of considering whether to make a resolution referred to in Rule 8(1) the Secretary shall:
- (a) Inform the member of the details of the conduct in which it is alleged the member has engaged which might entitle the Board to pass a resolution referred to in Rule 8(1),
  - (b) Identify whether the conduct is alleged to be in breach of these Rules or the By-laws or whether it is alleged to be conduct unbecoming or prejudicial to the interests of the Club"
- (3) The member upon receipt of the notice referred to in Rule 8(2) hereof shall have the right to address the Board either in person at the Board meeting referred to in the notice under Rule 8(2) or in writing as to matters which the member considers relevant for the Board to consider in making any determination under Rule 8(1).
- (4) A member may appeal to the Club in general meeting against any resolution of the Board made pursuant to Rule 8(1).

- (5) If the member exercises a right of appeal to the Club under this Rule, a resolution of the Board does not take effect unless the Club confirms the resolution at a general meeting of the Club held in accordance with this Rule
- (6) The Secretary must within 14 days of the making of any resolution pursuant to the Rule 8(1) cause to be given to the member a written notice:
  - (a) setting out the resolution of the Board and the reasons for the making of the resolution,
  - (b) advising the member of the right to appeal against the resolution in accordance with the Rules.
- (7) The member may, not later than 7 days after the giving of the notice referred to in Rule 8(6) upon payment of the amount (if any) determined by the Board and specified in the By-laws give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (8) If the Secretary receives a notice under Rule 8 (7) the Secretary must notify the Board and the Board must convene a general meeting of the Club to be held within 35 days after the date on which the Secretary received the notice.
- (9) At a general meeting of the Club convened under Rule 8 (8):
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution under appeal and the reasons for the passing of that resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution that is the subject of the appeal should be confirmed or revoked.
- (10) The resolution that is the subject of the appeal is confirmed if, at the general meeting, not less than two-thirds of the members present in person, or by proxy, vote in favour of the resolution. In any other case, the resolution is revoked.

## **9. *Disputes and mediation***

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules other than a matter to be considered by the Board in accordance with Rule 8 hereof between-
  - (a) a member and another member; or



- (b) a member and the Club.
- (2) If there is a dispute to which this Rule may apply one party to the dispute must inform the other party to the dispute that a dispute to which this Rule applies exists setting out the facts which give rise to the dispute and requesting that the dispute be determined in accordance with this Rule.
  - (3) The parties within 3 days of the receipt of a notice of dispute by the party to whom the notice is addressed or a representative of the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
  - (4) If the parties are unable to resolve the dispute at the meeting referred to in Rule 9(3), or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator shall be-
    - (a) a person chosen by agreement between the parties; or
    - (b) in the absence of agreement-
      - (i) in the case of a dispute between a member and another member, a person appointed by the Secretary of the Club; or
      - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
  - (5) A full or life member of the Club may be a mediator.
  - (6) The parties to the dispute shall contribute equally to the costs (if any) of the mediator and the mediation.
  - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - (8) The mediator, in conducting the mediation, must--
    - (a) give the parties to the mediation process every opportunity to be heard; and
    - (b) allow due consideration by all parties of any written statement submitted by any party; and
    - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (10) The mediator must not determine the dispute.

- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **MEETINGS**

### **10. *Annual general meetings***

- (1) Subject to compliance with the provisions of the Act the Board may determine the date, time and place of the annual general meeting of the Club.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Club during the last preceding financial year; and
  - (c) to elect officers of the Club and members of the Board; and
  - (d) to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **11. *Special General Meetings***

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board may, whenever it thinks fit, convene a special general meeting of the Club.
- (4) If, but for this sub-Rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- (5) The Board must, on the request in writing of members representing not less than 5 per cent of the total number of Full and Life members, convene a special general meeting of the Club.
- (6) The request for a special general meeting must--

- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the Secretary.
- (7) If the Board does not cause a special general meeting to be held within 35 days after the date on which the request is received by the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after the date of receipt of the request by the Secretary.
- (8) If a special general meeting is convened by members in accordance with Rule 8 (7), it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Club to the persons incurring the expenses.

## **12. *Special business***

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

## **13. *Notice of general meetings***

- (1) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent--
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **14. *Quorum at General Meetings***

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present either in person or by proxy at the time when the meeting is considering that item.
- (2) Not less than 10% of the members entitled under the Rules to vote at a general meeting constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
  - (a) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - (b) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

**15. *Presiding at General Meetings***

- (1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Club.
- (2) If the President and both Vice-Presidents are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

**16. *Adjournment of meetings***

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 13.
- (4) Except as provided in Rule 16 (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**17. *Voting at general meetings***

- (1) All questions arising at a general meeting of the Club shall be determined by a show of hands unless before or on the declaration of a show of hands a poll is demanded by not less than one-third of the members present and entitled to vote at the meeting.
- (2) Upon any question arising at a general meeting of the Club, a member eligible to vote has one vote only.
- (3) All votes must be given personally or by proxy.
- (4) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**18. *Poll at General Meetings***

- (1) If at a meeting a poll on any question is demanded by not less than one-third of the members present and entitled under these Rules to vote at a general meeting, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**19. *Manner of determining whether resolution carried***

If a question arising at a general meeting of the Club is determined on a show of hands a declaration by the Chairperson that a resolution has been-

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost

and an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**20. *Proxies***

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be--
  - (a) for a meeting of the Club convened under Rule 8(8), in the form set out in Appendix 2 of the By-laws or
  - (b) in any other case, in the form set out in Appendix 3 of the By-laws.

## **BOARD OF DIRECTORS**

### **21. Board**

- (1) The affairs of the Club shall be managed by the Board.
- (2) The Board--
  - (a) shall control and manage the business and affairs of the Club; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
- (3) The Board shall consist of--
  - (a) the officers of the Club referred to in Rule 22(1); and
  - (b) four directors each of whom shall be elected at the annual general meeting of the Club in each year.

### **22. Office holders**

- (1) The officers of the Club shall be--
  - (a) President;
  - (b) two Vice-Presidents;
  - (c) Treasurer; and

(d) Secretary.

who shall be elected by the members at the annual general meeting of the Club in each year.

- (2) Each officer of the Club shall hold office until the next annual general meeting after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in Rule 22 (1) the Board may appoint a full or life member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (5) The duties and responsibilities of each office holder shall be as determined by the Board from time to time or, if applicable, the Act.

**23. *Directors of the Board***

- (1) Subject to these Rules, each elected director of the Board shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an elected member of the Board, the Board may appoint a full or life member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

**24. *Election of Officers and Directors***

- (1)
  - (a) Nominations of candidates for election as officers of the Club or directors of the Board shall be called for at an appropriate time as determined by the Board,
  - (b) All members of the Club shall be notified of the call for nominations as officers of the Club or directors of the Board in a manner determined by the Board,
  - (c) Nominations of candidates for election as officers of the Club or directors of the Board may only be received from full or life members and must be:
    - i. made in writing, signed by two full or life members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
    - ii. delivered to the Secretary of the Club by the date specified on the call for nominations.
- (2) A candidate may only be nominated for one office, or as a director of the Board, prior to the annual general meeting.

- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations for the remaining vacancies may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and directors of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

**25. Vacancies**

The office of a Club officer or an elected director of the Board, becomes vacant if the officer or member-

- (a) ceases to be a member of the Club; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

**26. Meetings of the Board**

- (1) The Board must meet at least 10 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by not less than 50% of members of the Board.

**27. Notice of Board meetings**

- (1) Written notice of each Board meeting must be given to each member of the Board at least two (2) business days before the date of the meeting.
- (2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**28. Quorum for Board**

- (1) Not less than 50% of the members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.



- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
  - (a) in the case of a special meeting--the meeting lapses;
  - (b) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Board may act notwithstanding any vacancy on the Board.

**29. *Presiding at Board meetings***

At meetings of the Board-

- (a) the President or, in the President's absence, a Vice-President presides; or
- (b) if the President and the Vice-Presidents are absent, or are unable to preside, the members present must choose one of their numbers to preside.

**30. *Voting at Board meetings***

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**31. *Removal of Board member***

- (1) The Club in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-Rule (1) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

**32. *Minutes of meetings***

The Secretary of the Club shall cause to be kept minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

## **FINANCIAL**

### **33. Funds**

- (1) The Treasurer of the Club must-
  - (a) collect and receive all moneys due to the Club and make all payments authorised by the Board; and
  - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
  - (c) shall arrange for the deposit of all moneys belonging to the Club with the Club's bankers;
  - (d) shall prepare and submit financial statements to each Annual General Meeting; and
  - (e) shall submit a statement of cash transactions and of the financial position of the Club including bank balances, at each ordinary meeting of the Board
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised members of the Board.
- (3) The funds of the Club shall be derived from annual subscriptions, fees, donations and such other sources as the Board determines.
- (4) The banking account of the Club shall be kept with such Financial Institution as shall from time to time be appointed by the Board.

### **34. Borrowing Powers**

- (1) If at any time the Club in General Meeting or Special General meeting shall pass a resolution authorising the Board to borrow money, the Board shall thereupon be empowered for the purpose of the Club to borrow such amount of money, either at one time or from time to time and at such rate of interest, and in such form or manner and upon such security as shall be specified in such resolution and thereupon the Board shall make all dispositions of the Club property, or any part thereof and enter into such agreements in relation thereto as the Board may deem proper for giving security for such loans and interest.

### **35 Application of Profit**

- (1) The Club is a non-proprietary Club.
- (2) The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made.
- (3) No person shall receive a greater profit benefit or advantage from the Club than that received by every member thereof other than a remuneration or honorarium approved by the Liquor Licensing Commission for work done by the Secretary, Treasurer or other officer of the Club or salary or wages paid to employees.

### **36     *Control Over Property***

- (1) Subject to the provisions of Rule 34 the property of the Club shall be subject to the control and disposition of the Board who are empowered to negotiate loans, issue debentures and sell or purchase any realty and lease any land or buildings of the Club for any term not exceeding three years, provided that the Club at a general meeting may authorize the Board to lease any land or buildings the property of the Club for any term exceeding three years.
- (2) A minute of a meeting of the Board signed by the Chairman of the day, and attested by the Secretary, shall be conclusive evidence of the resolution of the Board to do anything referred to in Rule 36(1) and no person not being a member of the Club shall be entitled to enquire into the regularity of such authorisation beyond the verification of the signature of the Secretary.
- (3) Notwithstanding the above any capital expenditure project exceeding \$50,000 or such other amount approved by the Club at a general meeting shall required the previous sanction of a general or special general meeting of the Club.

## **GENERAL**

### **37.     *Seal***

- (1) The common seal of the Club must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the Secretary of the Club.

### **38.     *Notice to members***

Except for the requirement in Rule 13, any notice that is required to be given to a member, by on behalf of the Club, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **39. *Winding up***

In the event of the winding up or the cancellation of the incorporation of the Club:

- (1) No member of the Club shall be entitled to have distributed to him or her any assets of the Club,
- (2) The assets of the Club shall be sold and the proceeds of the sale shall be applied in the following order:
  - a. First in payment of all costs, charges and expenses properly payable in connection with the sale and realization of the Club's property,
  - b. Secondly, in payment of all debts and liabilities of the club, and,
  - c. The balance, if any, remaining shall be divided up amongst and paid to such charitable organization in such manner and in such proportion as is authorized by a general meeting of the Club called for the purposes of authorizing the distribution of the Club's asset on winding up or cancellation of incorporation",

### **40. *Custody and inspection of books and records***

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all relevant records and securities of the Club.
- (2) All relevant documents of the Club must be available for inspection free of charge by any member upon written request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club provided that no such copy shall be used by that member for financial gain by any person whether a member of the Club or otherwise without first obtaining the approval of the Board..

**41. Audit**

- (1) An auditor who shall not be an office-bearer of the Club shall be appointed at each Annual General Meeting.
- (2) Nominations for such office shall be taken at the Annual General Meeting in each year.
- (3) The Auditor shall have power at all times to examine the books and documents of the Club, and shall, as soon as convenient after the close of the financial year in each year audit a Statement of Income and Expenditure and Balance Sheet, setting forth the financial business of the Club since the end of the preceding financial year prepared by the Treasurer.
- (4) Any report of the auditor shall be submitted to the Annual General Meeting.

**42. Indemnity of Officers and the Club**

- (1) If the Secretary or Treasurer in his office as such has paid or is liable to pay money for any act, default or omission of any other person, such money shall be refunded to him by the Club or be paid by the Club.
- (2) If a member by any breach of these Rules or the By-laws or by any other act causes the Club or any officer or director of the Club to pay any money such member shall indemnify the Club or officer or director for the amount paid by the Club or that person.

**43. Secretary**

The person who is Secretary for the time being of the Club shall also perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**44. Supply of Liquor**

- (1) Receipts for the supply of liquor

The Club must not pay any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.

- (2) Management of the Club

In accordance with rule 21, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

- (3) Guests

- a) A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a Member or is attending a pre-booked function operating under the Club's Limited Licence.

b) A person cannot:

(i) be admitted as an honorary member or temporary member of the Club; or

(ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.

#### **45. Register of Guests**

(1) Where a guest in the company of a Member is admitted to any part of the licensed premises, the Board shall keep on the Club premises a register of such a guest and such register must contain the:

(a) name and address of each guest; and

(b) date on which each guest attended the premises.

(2) Appropriate registers must be held for:

(a) visitors attending the Club for the purpose of playing Bingo, and

(b) pre-booked functions operating under the Club's Limited Licence

(3) Guests shall at all times be subject to the Club's Rules and By-laws

#### **46 Objectionable Behaviour**

(1) On the Club premises no objectionable language or unlawful gambling or betting shall be allowed.

(2) Any infringement of this Rule may be brought under the notice of the Board, who for each offence shall have power to inflict a fine as determined by the Board in accordance with the By-laws on the member so offending, and no member so fined shall be permitted to enjoy the privileges of membership until such fine has been paid.

#### **47 Damage to Property**

(1) No member shall remove from the Club premises or deface or injure any article, the property of the Club.

(2) Members removing, breaking or damaging any article, the property of the Club, shall pay for the same at a price fixed by the Board.

**48. *By-laws and Manual of Procedure***

- (1) The Board may from time to time make By-laws consistent with these Rules the purpose of which is:
- (a) to ensure the better administration of the Club,
  - (b) to set out the entitlement of members of the Club,
  - (c) to set out the fees and other sums payable by members of the Club,
  - (d) to make provision for the creation of various means within the Club for the playing of bowls whether in competition or socially
  - (e) the method of fixing fees and fines and the publication of those fees and fines,
- Provided that in the event any By-law made by the Board is inconsistent with these Rules such By-law shall be of no effect.
- (2) Any By-law made by the Board shall be published on the notice Board of the Club and shall be effective from the date of such publication unless within 14 days of such publication a request in writing is made by at least 5% of the members of the Club entitled to vote at a general meeting of the Club that the By-law be approved by the Club at the next general meeting to be called after such request in which case the By-law shall come into effect only upon approval by the Club in general meeting.
- (3) The Board may prepare a Manual of Procedure for the assistance of members of the Club on such matters as the Board considers appropriate and all members shall be bound to comply with all policy decisions of the Board contained in the Manual of Procedure.

**49. *Transitional Provisions***

Notwithstanding the replacement of the Rules of the Club made prior to the date of the commencement of operation of these Rules:

- (1) the persons who at the date of commencement of operation of these Rules hold a position in the Club shall remain in that position and shall be able to exercise all powers vested in that person as the holder of a position in the Club as if the new Rules had not been adopted until the election of the President, Vice Presidents, Secretary, Treasurer and Directors pursuant to the terms of these Rules and the appointment of any other persons to be appointed by the Board or nominated or elected in accordance with the By-laws.
- (2) The Secretary of the Club may give such notices as may be required under the previous Rules for the convening of any meeting that might be required to be convened or notice to be given if these Rules have not been approved under the Act at the time of the giving of the notice,
- (3) The Board of Directors or the Secretary as the case may be may call for nominations to fill any position contemplated by these Rules notwithstanding these Rules may not have been approved under the Act,
- (4) The Board of Directors or the Secretary as the case may be shall not be obliged to call for nominations to fill any position contemplated by the previous Rules to be filled at any Annual General Meeting of the Club held under the previous Rules.