



Constitution of CLAYTON BOWLS CLUB Inc.
Registration No. A12769

Amended 2024

Table of Contents

1.	NAME	1
2.	INTERPRETATION AND DEFINITIONS.....	1
2.1.	<i>Definitions</i>	1
2.2.	<i>Interpretation</i>	2
2.3.	<i>Enforceability</i>	2
3.	PURPOSES OF ASSOCIATION.....	3
4.	POWERS OF ASSOCIATION.....	3
5.	MEMBERSHIP OF CLUB	4
5.1.	<i>Minimum number of members</i>	4
5.2.	<i>Categories of members</i>	4
5.3.	<i>Application for Membership – Full Member</i>	4
5.4.	<i>Social Members</i>	5
5.5.	<i>Student & Junior Members</i>	5
5.6.	<i>Temporary Members</i>	5
5.7.	<i>Life Members</i>	6
5.8.	<i>Renewal of membership</i>	6
5.9.	<i>Deemed Membership</i>	6
5.10.	<i>Effect of Membership</i>	6
6.	SUBSCRIPTIONS AND FEES	7
7.	REGISTERS.....	7
7.1.	<i>Club to Keep Register of Members</i>	7
7.2.	<i>Inspection of Register</i>	7
8.	RESIGNATION OF MEMBERS	8
8.1.	<i>Notice of Resignation</i>	8
8.2.	<i>Expiration of Notice Period</i>	8
8.3.	<i>Forfeiture of Rights</i>	8
9.	GROUND FOR TAKING DISCIPLINARY ACTION.....	8
9.1.	<i>Grounds for Taking Disciplinary Action</i>	8
9.2.	<i>Disciplinary Subcommittee</i>	8
9.3.	<i>Notice to Member</i>	8
9.4.	<i>Decision of Subcommittee</i>	9
9.5.	<i>Appeal Rights</i>	9
9.6.	<i>Conduct of Disciplinary Appeal Meeting</i>	10
10.	GRIEVANCE PROCEDURE	11
10.1.	<i>Application</i>	11
10.2.	<i>Parties Must Attempt to Resolve the Dispute</i>	11
10.3.	<i>Appointment of Mediator</i>	11
10.4.	<i>Mediation Process</i>	12

	10.5.	<i>Failure to Resolve Dispute by Mediation</i>	12
11.		ANNUAL GENERAL MEETINGS	13
	11.1.	<i>Annual General Meeting to be Held</i>	13
	11.2.	<i>Business</i>	13
	11.3.	<i>Additional Meetings</i>	13
12.		GENERAL MEETINGS	13
	12.1.	<i>General Meetings May be Held</i>	13
	12.2.	<i>Request for General Meetings</i>	13
13.		NOTICE OF MEETINGS	14
	13.1.	<i>Notice to be Given for General Meetings</i>	14
	13.2.	<i>Business of Meeting</i>	14
14.		PROCEEDINGS AT MEETINGS	14
	14.1.	<i>Quorum</i>	14
	14.2.	<i>Chairperson to Chair</i>	14
	14.3.	<i>Chairperson May Adjourn Meeting</i>	14
15.		VOTING AT GENERAL MEETINGS	15
	15.1.	<i>Voting Rights</i>	15
	15.2.	<i>Voting Procedure</i>	15
	15.3.	<i>Recording of Determinations</i>	15
	15.4.	<i>Poll at General Meetings</i>	15
	15.5.	<i>Proxy Voting</i>	15
16.		BOARD	16
	16.1.	<i>Powers of Board</i>	16
	16.2.	<i>Composition of Board</i>	16
	16.3.	<i>Elected Directors</i>	16
	16.4.	<i>Appointed Consultants</i>	16
	16.5.	<i>Casual Vacancy</i>	17
	16.6.	<i>Transitional Arrangements</i>	17
17.		ELECTION OF ELECTED DIRECTORS	17
	17.1.	<i>The Elected Directors shall be nominated and elected as follows:</i>	17
18.		VACANCY ON THE BOARD	18
	18.1.	<i>Grounds for Termination of Director</i>	18
	18.2.	<i>Removal of Director</i>	19
19.		QUORUM AND PROCEDURE AT BOARD MEETINGS	19
	19.1.	<i>Convening a Board Meeting</i>	19
	19.2.	<i>Quorum</i>	19
	19.3.	<i>Procedures at Board Meetings</i>	20
20.		DIRECTORS' INTERESTS	21
	20.1.	<i>General Principle</i>	21

20.2.	<i>Conflict of interest</i>	21
21.	DELEGATED POWERS AND DUTIES.....	22
21.1.	<i>Board May Delegate Functions</i>	22
21.2.	<i>Club Manager</i>	22
21.3.	<i>Committees</i>	22
22.	LIQUOR AND GAMING LICENCE.....	24
22.1.	<i>Receipts for the supply of liquor</i>	24
22.2.	<i>Management of the Club</i>	24
22.3.	<i>Guests</i>	24
22.4.	<i>Register of guests and Authorised Gaming Visitors</i>	25
23.	SOURCES OF FUNDS.....	25
24.	APPLICATION OF INCOME	25
25.	SIGNING OF NEGOTIABLE INSTRUMENTS	25
26.	COMMON SEAL.....	25
27.	AMENDMENT OF CONSTITUTION	26
28.	DISSOLUTION	26
29.	INDEMNITY	26
30.	SERVICE OF NOTICES	26
31.	CUSTODY OF BOOKS AND OTHER DOCUMENTS	27
32.	REGULATIONS (BY-LAWS).....	27
33.	REGISTERED ADDRESS	27

Constitution of Clayton Bowls Club Inc.

PART I – PURPOSES, POWERS, AND INTERPRETATION

1. NAME

The name of the incorporated association is **Clayton Bowls Club Inc.**

Hereafter referred to as **The Club**.

2. INTERPRETATION AND DEFINITIONS

2.1. Definitions

In this Constitution, unless the contrary intention appears:

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

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 6.

Authorised Gaming Visitor means a natural person recognised by the Club as a guest under rule 22.4.

Board means the body consisting of the Directors under rule 16.2.

Chairperson means the Chairperson of the Club appointed in accordance with rule 16.2 from time to time.

Club Manager means the person appointed Manager of the Club by the Board in accordance with rule 21.2. If a Club Manager has not been appointed by the Board, all references to the "Club Manager" in this Constitution shall be taken to refer to the Board or their nominated person.

Club means Clayton Bowls Club Inc.

Committee means any committee of the Board created under rule 16.2 from time to time.

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

Director means a member of the Board elected as a director under rule 16.3.

Financial Year means the year ending on 31 March.

Full Member means a natural person recognised by the Club as a Member under rule 5.3. For the avoidance of doubt, such members must meet and maintain any criteria set by the club board from time to time for "Full Members" (or equivalent) under its constitution.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 11.

Life Member means an individual elected as such under rule 5.7.

Member means any person recognized as a member of the Club by the Board under rule 5 from time to time.

Register means the register of Members kept in accordance with rule 7.1.

Regulations mean any regulations made by the Board under rule 32.

Social Member means a natural person recognised by the Club as a Member under rule 5.4 from time to time.

Special Resolution has the same meaning as in the Act.

Temporary Member means a natural person recognized by the Club as a Member under rule 5.6 from time to time.

The Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that act.

2.2. Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule, or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include all genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations, and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3. Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the

purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

3. PURPOSES OF ASSOCIATION

The Club is established solely for these purposes.

The purposes of the Club are to:

- (a) Provide, promote, and encourage sporting and other recreation & community activities for members visitors and the wider community;
- (b) act, at all times, on behalf of and in the interest of the Members;
- (c) Establish, develop & maintain sporting and recreational facilities for the benefit of the club members and visitors. Advance the operations and activities of the Club throughout the local community;
- (d) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;
- (e) apply for, hold, and renew any liquor or gaming licences whilst such licences remain financially viable;
- (f) have regard to the public interest in its operations; and
- (g) undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these purposes.

4. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it under the Act, in particular section 5 Powers of Association.

Part II - CLUB MEMBERSHIP

5. MEMBERSHIP OF CLUB

5.1. Minimum number of members

The club must have a minimum of 5 members.

5.2. Categories of members

The Members shall be divided into the following categories:

- (a) Full Members who have the right to be present, debate and vote at General Meetings;
- (b) Life Members, who have the right to be present, debate and vote at General Meetings;
- (c) Social Members who shall not have the right to be present or vote at General Meetings;
- (d) Student & Junior Members, who shall not have the right to be present or vote at General Meetings; and
- (e) such other category or categories of members (without voting rights) as determined by the Board from time to time.

5.3. Application for Membership – Full Member

- (a) To be eligible for membership as a Full Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time;
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as a Full Member must be,
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) signed by both the proposer and seconder (both being Full Members of the Club);
 - (iii) accompanied by the appropriate fee or fees, if any; and
 - (iv) lodged with the Board or its nominee for a minimum period of 14 days or as determined by the board prior to approval.
- (c) The Board may, in its discretion, determine whether to approve or decline the application;
- (d) If the Board does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision;
- (e) Any person whose application for membership is refused shall not again apply for membership for a period of at least twelve (12) months from the date of refusal; and

- (f) If a person satisfies the criteria set by this rule 5.3 and the Board accepts the application for membership, the person shall be deemed a Full Member, subject always to this Constitution.

5.4. Social Members

- (a) To be eligible for membership as a Social Member, the applicant must be over eighteen years of age, be of good character and meet any other criteria set by the Board from time to time;
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as a Social Member must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) signed by the applicant;
 - (iii) accompanied by the appropriate fee or fees, if any; and
 - (iv) lodged with the Board or its nominee.
- (c) The Board may, in its discretion, determine whether to approve or decline the application;
- (d) If a person satisfies the criteria set by this rule 5.4 and the Board accepts the application for membership, the person shall be deemed a Social Member, subject always to this Constitution.
- (e) Social members are entitled to use the club facilities in accordance with these rules and the by-laws laid down by the board from time to time. A Social Member must carry a membership card at all times when on Club premises.

5.5. Student & Junior Members

- (a) A Student Member is a member who has attained an age of 18 years and includes all who are still Students until the age of 25 years.
- (b) A Junior member is a member who has not attained an age of 18 years.
- (c) Student & Junior I members are entitled to use the club facilities in accordance with these rules and the by-laws as laid down by the board from time to time.

5.6. Temporary Members

- (a) Temporary Members are people visiting the Club:
 - (i) people for the purpose of participating in a sporting, social or community activity.
 - (ii) other sporting clubs using the Club's facilities for practice and competing in tournaments.
 - (iii) Any other person utilising the facilities to support the club's sporting, social or community purposes.

The Club admits these people as Temporary Members of the Club while on Club premises.

- (a) Unless otherwise determined by the Board, Temporary Members are exempted from the obligation to pay Annual Subscriptions or any other fees for Club membership.

5.7. Life Members

- (a) Nominations for Life Membership should be lodged with the Board or its nominee. The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member but remain subject to this Constitution.
- (d) Unless otherwise determined by the Board, Life Members are exempted from the obligation to pay Annual Subscriptions or any other fees for Club membership.

5.8. Renewal of membership

- (a) Full Membership will be renewed upon payment of the annual subscription fee at the commencement of each Financial Year or as determined by the Board from time to time.
- (b) Members other than Full Members must reapply for membership as determined by the Board from time to time.

5.9. Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

5.10. Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
 - (ii) they shall comply with and observe this Constitution, Code of Conduct, and the Regulations.
 - (iii) by submitting to this Constitution, Code of Conduct, and the Regulations they are subject to the jurisdiction of the Club;
 - (iv) this Constitution, Code of Conduct and Regulations are necessary and reasonable for promoting the purposes of the Club; and
 - (v) they are entitled to all benefits, advantages, privileges, and services of their membership as determined by the Board.

- (b) Members may by virtue of membership of the Club and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Board;
 - (iii) engage and participate in any activity approved, sponsored, or recognised by the Club; and
 - (iv) conduct any activity approved by the Club.
- (c) A right, privilege, or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by resignation, death or otherwise.

6. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member whose Annual Subscription, or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including, but not limited to, the right to vote at General Meetings.
- (c) If any Member fails to pay the Annual Subscription within sixty (60) days of the 1st July in any year, their membership may cease but should a sufficient explanation be made to the Board it shall have the power to restore their name to the register upon payment of the amount due.

7. REGISTERS

7.1. Club to Keep Register of Members

The Club Manager shall keep and maintain a Register of Members on the Club premises in which shall be entered the full name, address, category of membership, date of entry of the name of each Member and whether the Member has been granted voting rights.

7.2. Inspection of Register

Inspection of the Register will only be available as required by the Act and provided that a written request is given.

8. RESIGNATION OF MEMBERS

8.1. Notice of Resignation

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving thirty days' notice in writing to the Club of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

8.2. Expiration of Notice Period

Upon the expiration of a notice given under rule 8.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

8.3. Forfeiture of Rights

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

9. GROUNDS FOR TAKING DISCIPLINARY ACTION

9.1. Grounds for Taking Disciplinary Action

The Board may take disciplinary action against a member in accordance with this rule if it is determined that the member—

- (i) has failed to comply with these Rules; or
- (ii) refuses to support the purposes of the Club; or
- (iii) has engaged in conduct prejudicial to the Club.

9.2. Disciplinary Subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) Subject to subrule (3), the Board may appoint any person to a disciplinary subcommittee.
- (c) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

9.3. Notice to Member

- (a) Before disciplinary action is taken against a member, the Board must give written notice to the member—
 - (i) stating that the Board proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and

- (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (iv) advising the member that the member may do one or both of the following—
 - (v) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (vi) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (vii) setting out the member's appeal rights under rule 9.4
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

9.4. Decision of Subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must—
 - (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with subrule (a), the disciplinary subcommittee may—
 - (i) take no further action against the member; or
 - (ii) subject to subrule (c)—
 - a. reprimand the member; or
 - b. suspend the membership rights of the member for a specified period; or
 - c. expel the member from the Club.
- (c) The disciplinary subcommittee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

9.5. Appeal Rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Club under rule 9.3 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
 - (i) The notice must be in writing and given—
 - (ii) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (iii) to the Board not later than 7 days after the vote.

- (b) If a person has given notice under subrule (2), the Board must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (c) Subject to subrule (5), the Board may appoint any person to an appeal subcommittee.
- (d) A person must not be appointed to an appeal subcommittee if the person—
 - (i) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (ii) has a personal interest in the dispute; or
 - (iii) is biased in favour of or against the member concerned.
- (e) The board must convene a meeting of the appeal subcommittee (the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (f) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and
- (g) must specify the date, time and place of the meeting; and state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

9.6. Conduct of Disciplinary Appeal Meeting

- (a) At a disciplinary appeal meeting—
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

10. GRIEVANCE PROCEDURE

10.1. Application

- (a) The grievance procedure as set out applies to disputes under these Rules between—
 - (i) a member and another member; or
 - (ii) a member and a Committee; or
 - (iii) a member and the Board or
 - (iv) a member and the Club.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

10.2. Parties Must Attempt to Resolve the Dispute

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

10.3. Appointment of Mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.2, the parties must within 10 days
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement—
 - a. if the dispute is between a member and another member—a person appointed by the Board; or
 - b. if the dispute is between a member and a Committee—a person appointed by the Board
 - c. if the dispute is between a member and the Board or the Club – a registered mediator.

Note:- This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (c) Subject to subrule (10.4), the Board may appoint any person as a mediator.

- (d) The Board must not appoint a person as a mediator if the person—
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

10.4. Mediation Process

- (a) The mediator to the dispute, in conducting the mediation, must—
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.
- (c) Any costs of mediation are to be paid—
 - (i) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (ii) if there is no such agreement—by the Board.

10.5. Failure to Resolve Dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART III - GENERAL MEETINGS

11. ANNUAL GENERAL MEETINGS

11.1. Annual General Meeting to be Held

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

11.2. Business

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

11.3. Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

12. GENERAL MEETINGS

12.1. General Meetings May be Held

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

12.2. Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 10% of Members who would be entitled to vote at such General Meeting. The Board may also convene a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Club Manager. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

13. NOTICE OF MEETINGS

13.1. Notice to be Given for General Meetings

The Club Manager shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 30.

13.2. Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

14. PROCEEDINGS AT MEETINGS

14.1. Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be no less than 25% of Members entitled to vote.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - a. the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - b. any date, time and place determined by the chairperson;
- (b) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

14.2. Chairperson to Chair

The Chairperson shall chair each General Meeting of the Club. If the Chairperson is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson at the meeting.

14.3. Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. VOTING AT GENERAL MEETINGS

15.1. Voting Rights

Subject to any other provision of this Constitution, each Full Member and Life Member shall be entitled to one vote at General Meetings.

15.2. Voting Procedure

- (a) Subject to this rule 1515, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 15.415.2, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairperson nor the chairperson of the meeting is entitled to exercise a second or casting vote.

15.3. Recording of Determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minutes of the meeting is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

15.4. Poll at General Meetings

If a poll is demanded by the chairperson or any two Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

15.5. Proxy Voting

There shall be no proxy voting on any matter.

PART IV – BOARD

16. BOARD

16.1. Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule 16.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

16.2. Composition of Board

- (a) The Board shall consist of:
 - (i) Seven (7) Elected Directors who must all be Full Members and who shall be elected in accordance with rule 17; and
 - (ii) Up to Three (3) Appointed Consultants who may be appointed by the Elected Directors in accordance with rule 16.4.
- (b) The position of Chairperson shall be appointed by the Board annually from amongst its number. A Director may be re-appointed as Chairperson.
- (c) The Board may allocate portfolios to Directors if required.

16.3. Elected Directors

- (a) Subject to rule 18 below, each Elected Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the second Annual General Meeting following their election.
- (b) Four (4) Elected Directors shall be elected in every even-numbered year and three (3) in every odd-numbered year.

16.4. Appointed Consultants

- (a) The Elected Directors may appoint up to three (3) Appointed Consultants. An Appointed Consultant may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition. The Appointed Consultant does not need to be a Full Member.
- (b) The Appointed Consultant may be appointed by the Elected Directors in accordance with this Constitution for a term of two years.

16.5. Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Full Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

16.6. Transitional Arrangements

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 16.6 shall apply from the date of adoption of this Constitution.
- (b) All current members of the incumbent Board shall retain office until such time as the election of new Directors falls due.
- (c) **Until the Annual General meeting of 2029**, two additional directors will be appointed by the board of South Oakleigh Club to the Board of the Clayton Bowls Club.
- (d) **Until the Annual General meeting of 2029**, there will be a quorum of five (5) Directors.

17. ELECTION OF ELECTED DIRECTORS

17.1. The Elected Directors shall be nominated and elected as follows:

- (a) Nominations of candidates for election as Elected Directors shall be:
 - (i) Made in writing on the form provided by the Club from time to time (if any), signed by two Full Members as nominees and accompanied by the written consent of the nominee The candidate must be a Full Member; and
 - (ii) Delivered to the Club Manager or a nominee of the Board to act in the absence of the Club Manager, deposited in the Ballot Box or presented to a person as nominated by the Board by the date specified on the call for nominations.
- (b) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (c) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under rule 16.5.
- (d) If the number of nominations exceeds the number of vacancies, Elected Directors shall be elected by the Full Members and Life Members. A ballot shall be held in accordance with these rules.
- (e) In the event of a ballot being required the Board or their nominated delegate shall cause a list of the persons nominated for election to the Board to be displayed in a conspicuous place in the club house for a period of at least fourteen (14) days prior to the Annual General Meeting.
 - (i) The Board shall appoint a:
 - a. returning officer; and

b. two poll clerks (Scrutineers),

from amongst the Members eligible to vote in the election and each of whom is not a candidate for election as an Elected Director.

- (f) At the Annual General Meeting or a Special General Meeting of the Members (entitled to vote under the rules of this constitution), the election of all officers shall be announced after voting has been counted by the returning officer appointed by the Board.
- (g) All financial members wishing to vote on the day must obtain their voting slips from the returning officer. The returning officer will confirm their financial status and mark their name off the role.
- (h) The method of voting shall be by crossing out the name or names of the Member or Members nominated not desired and leaving the correct number of Members to fill the vacant offices.
- (i) Ballot papers on which there are a greater or lesser number of names than there are persons to be elected shall be informal.
- (j) At any Annual General Meeting or Special General Meeting only those Members who are financial at that Meeting and are personally present shall be entitled to vote, except that Members financial at the time of an Annual General Meeting but unable to attend such Meeting, may cast an absentee vote for election of Officers in writing Signed by that Member, and lodged with the Executive Officer at least 24 hours or not more than seven (7) days prior to such Meeting.
- (k) The candidates receiving the highest number of votes shall be elected.
- (l) In the event of two or more candidates receiving an equal number of votes for the same position, the returning officer shall decide the winner by lot.
- (m) The Chairperson shall be entitled to vote at all such meetings and when the votes are equal, except in the case of election of officers, the motion or amendment, as the case may be, shall be lost.

18. VACANCY ON THE BOARD

18.1. Grounds for Termination of Director

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

- (a) In the case of an Elected Director, ceases to be a Full Member;
- (b) Becomes bankrupt;
- (c) Resigns their office by notice in writing given to the Club;
- (d) Is subject to any sanction by the Board, which sanction is confirmed by the Members, under rule 9;
- (e) Is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;

- (f) Is removed from office in accordance with this Constitution;
- (g) Dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) Would be prohibited from being a director of a company under the Corporations Act 2001 (Cth); or
- (i) Fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

18.2. Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 18.2 (a) makes representations in writing to the Chairperson and requests that such representations be notified to the Members, the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

19. QUORUM AND PROCEDURE AT BOARD MEETINGS

19.1. Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 19, the Board may regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of a Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing, or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

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

19.2. Quorum

- (a) Four (4) Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the

same day in the following week, or any date, time and place determined by the Chairperson

- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

19.3. Procedures at Board Meetings

- (a) At meetings of the Board, the Chairperson shall chair the meeting. If the Chairperson is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the Chairperson nor chair may exercise a second or casting vote.
- (d) A resolution in writing signed or assented to by another form of electronic communication by all voting Director's, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously, and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

20. DIRECTORS' INTERESTS

20.1. General Principle

A Director is disqualified from:

- (a) Holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
- (b) Holding any place or management position in a like Club or competitive organisation that may have an interest in any matters or business conducted by the Club.
- (c) Contracting with the Club either as vendor, purchaser or otherwise,
- (d) Except with express resolution or approval of the board. Any contract or arrangement in which any director is in any way interested which is entered into by or on behalf of the club without the approval of the board, will be voided for such reason.

20.2. Conflict of interest

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose their position and the nature and extent of that interest to the Board.
- (b) The director—
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.

Note:- Under section 81(3) of the Act, if there are insufficient Directors to form a quorum because a Director who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (c) This rule does not apply to a material personal interest;
 - (i) that exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of, the members of the Club.
- (d) The Board must keep a conflict-of-interest register.
- (e) The conflict-of-interest register must record the following;
 - (i) the name and position of the Director who has disclosed a material personal interest;
 - (ii) a description of the nature and extent of that interest;

(iii) a management plan documenting actions required to mitigate the conflict.

21. DELEGATED POWERS AND DUTIES

21.1. Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.
 - (iii) At any time, the Board may, by instrument in writing, revoke wholly or in part any delegation made under this rule. It may amend or repeal any decision made by a body or person under this clause.
- (b) A function, the exercise of which has been delegated under this rule, shall, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (c) A delegation under this rule shall be made subject to certain conditions or limitations regarding the exercise of any function. These shall be specified in the delegation.

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 19. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

21.2. Club Manager

- (a) The Club Manager shall be responsible to the Board for the management of Club operations, and for this purpose may exercise all powers of the Club which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (b) Unless determined otherwise by the Board from time to time, the Club Manager shall prepare and lodge documents with the relevant authorities. The Club Manager shall report on all Gaming Room matters.
- (c) The Club Manager shall be responsible for all matters concerning staff, and any reports are to be made to them in writing for further action.

21.3. Committees

- (a) As set out in rule 21.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) A Director can be an ex-officio member of any committee so appointed.

PART V – MISCELLANEOUS

22. LIQUOR AND GAMING LICENCE

22.1. 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.

22.2. Management of the Club

In accordance with rule 16 of this Constitution, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

22.3. Guests

- (a) For the avoidance of doubt, an Authorised Gaming Visitor is not a Member.
- (b) Subject at all times to the Club being a holder of a "Venue Operator's Licence" issued under the provisions of the *Gambling Regulation Act 2003 (Vic)*, an Authorised Gaming Visitor (being a person who is not a member or a guest of a member) may be admitted to the Club on any day when guests are allowed for the purposes of playing gaming machines and for the use of such other Club facilities as the Board may from time to time permit. Authorised Gaming Visitors may not introduce guests to the Club.
- (c) For the purposes of these rules an Authorised Gaming Visitor is hereby defined as a person who:
 - (i) is over the age of 18 years,
 - (ii) is not a person who the Board has determined should not be admitted.
- (d) An Authorised Gaming Visitor may be supplied with liquor in the Club premises only.
- (e) An Authorised Gaming Visitor must:
 - (i) produce evidence of their residential address and sign the register before being admitted to the licensed premises;
 - (ii) carry identification at all times whilst on the licensed premises; and
 - (iii) comply with any relevant rules of the Club whilst on the licensed premises.
- (f) All other visitors to the Club must not be supplied with liquor unless the visitor is a guest in the company of a Member. Where the visitor is a guest in the company of a Member, then the visitor can be supplied with liquor in the Club premises only.
- (g) 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,
- (iii) unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.

22.4. Register of guests and Authorised Gaming Visitors

- (a) Guests are required to sign in each time they visit the club.
- (b) Where a guest in the company of a Member is admitted to any part of the club, they must produce evidence of their residential address and sign the register before being admitted. The Club Manager shall keep on the Club premises a register and such register must contain the:
 - (i) name and address of each guest; and
 - (ii) date on which each guest attended the premises.
- (c) Where an Authorised Gaming Visitor is admitted to any part of the club, the club manager shall keep on Club Premises a register of such a guest and such register must contain the:
 - (i) Name and address of each Authorised Gaming Visitor
 - (ii) Date on which each guest attended the premises.

23. SOURCES OF FUNDS

The funds of the Club shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

24. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

25. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by the Club Manager and one director or in the absence of the Club Manager two Directors or in such other manner approved by the Board from time to time.

26. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Common Seal of the Club shall be in the custody of the Chairperson.
- (c) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two

directors must witness every use of the Seal, unless the Board determines otherwise.

27. AMENDMENT OF CONSTITUTION

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

28. DISSOLUTION

- (a) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Members.
- (b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

29. INDEMNITY

- (a) Every Director and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Club shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

30. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post, email or other electronic means to the Member's postal address or email address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected at the time the letter would have been delivered in the ordinary course of post.

- (c) Where a notice is sent by email or electronic means, service of the notice shall be deemed to be affected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

31. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Club Manager in consultation with the Board, shall maintain the electronic storage of all, documents, records, and securities of the Club.
- (b) The Club Manager, in consultation with the Board shall update and maintain electronic records of minutes of the resolutions and proceedings of each General Meeting and Board meeting in a secure storage facility o provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) Subject to the Act, no Member is entitled to inspect the accounts, records, securities and other Relevant Documents of the Club, unless authorised in writing by the Board.

32. REGULATIONS (BY-LAWS)

- (a) The Board may make Regulations and alter, amend, or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations will become effectively immediately and endorsed or rescinded by the members at the next general meeting shall have the same force and effect as this Constitution but shall not in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Club premises.
- (b) Amendments, alterations, interpretation, or other changes to regulations shall be advised to Members by means of notice approved by the Board.
- (c) Notices shall be binding upon all Members.

33. REGISTERED ADDRESS

The registered address of the Association is—

- (a) The address determined from time to time by resolution of the Board; or
- (b) If the Board has not determined an address to be the registered address, the postal address of the Secretary.