

Constitution

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WEST DUBBO COMBINED BOWLING CLUB

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Constitution

1. NAME OF THE CLUB

The name of the unincorporated club is West Dubbo Bowling Club (**Sub-Club**).

2. DEFINITIONS AND INTERPRETATIONS

In this Constitution unless the context requires otherwise:

Annual General Meeting or **AGM** means the annual General Meeting of the West Dubbo Bowling Club required to be held under this Constitution.

Annual Subscription means the annual fee(s) payable by each category of Member as determined by the Management Committee under **clause 8(a)**.

Bowls means the sport of lawn bowls.

Bowls NSW means Bowls New South Wales Limited.

Bowls Coordinator means an employee of the Registered Club employed to run the day-to-day bowls operations of the Sub-Club.

Bowls Secretary means a volunteer elected to run the day-to-day bowls operations of the Sub-Club.

By-Laws mean a by-law made under **clause 23**.

Chair (President) means the person elected under **clause 15**.

Committee means a committee established by the Management Committee under **clause 16**.

Committee Member means a member of the Management Committee elected under **clause 15(a)**.

Constitution means this Constitution as amended from time to time, and a reference to a clause is a reference to a clause of this Constitution.

General Meeting means a general meeting of Members and includes the AGM and any SGM.

Individual Member means a registered, financial Member of the Sub-Club.

Management Committee means the body consisting of the Committee Members under **clause 15**.

Member means a member of the Sub-Club under **clause 6**, who must be registered with Bowls NSW as an Individual Member.

Objects mean the objects of the Sub-Club outlined in **clause 3**.

Registered Club means West Dubbo Bowling Club Limited (Club Dubbo).

Special General Meeting or **SGM** means any General Meeting of the Sub-Club held under this Constitution other than the AGM.

Special Resolution means a resolution passed by at least 75% of Members entitled to vote and voting on the resolution at the General Meeting at which the resolution is put to Members.

Unfinished Business means any business on a General Meeting agenda that remains unfinished following a meeting. Unfinished Business must be noted as unfinished in the official minutes of the meeting where it is said to be unfinished.

Voting Member means those Members of the Sub-Club entitled to vote in General Meeting as set out under **clause 6.1**.

3. OBJECTS

The Sub-Club is established solely for the Objects. The Objects of the Sub-Club are to:

- (a) form part of the Registered Club and to affiliate with Bowls NSW as an unincorporated Club so Bowls can be conducted, encouraged, promoted, advanced and administered at the Sub-Club and throughout the local area;
- (b) conduct, encourage, promote, advance and administer Bowls at the Sub-Club and throughout the local area and act, at all times, on behalf of and in the interest of the Members and Bowls in the Sub-Club and local area;
- (c) affiliate and otherwise liaise with the Registered Club and Bowls NSW and adopt their respective rule and policy frameworks as necessary to further these Objects; and
- (d) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. INCOME AND PROPERTY OF THE CLUB

4.1 Sole Purpose

The income and property of the Sub-Club must be applied solely towards the promotion of the Objects of the Sub-Club.

4.2 Payments to Members

No part of the income or property of the Sub-Club may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects and: (a) in return for any services or goods supplied in the ordinary course; (b) for interest at current bank overdraft rates for moneys lent; or (c) for reasonable rent for premises let to the Sub-Club.

5. STATUS AND COMPLIANCE OF SUB-CLUB

5.1 Recognition of Sub-Club

- (a) The Sub-Club forms part of the Registered Club and is affiliated with Bowls NSW and is recognised by those entities as the body responsible for the delivery of Bowls in the local area.
- (b) This Constitution will clearly reflect the objects of the Registered Club and will conform to the constitutions and regulations of both the Registered Club and Bowls NSW.

5.2 Registered Club

The Sub-Club must not resign, disaffiliate or otherwise seek to withdraw from the Registered Club or Bowls NSW without approval by Special Resolution.

5.3 Amendment of the Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved: (a) by the Registered Club prior to the relevant General Meeting of the Sub-Club; and (b) by Special Resolution of the Sub-Club.

6. MEMBERSHIP

6.1 Categories of Members

The Members of the Sub-Club shall consist of the following categories:

- (a) Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings; and
- (b) such new or other categories of Members, such as Juniors, may be established by the Management Committee. Any new category of Member established by the Management Committee cannot be granted voting rights without the approval of the Sub-Club in General Meeting.

6.2 Deemed Membership

- (a) All persons who are, prior to the adoption of this Constitution, members of the Sub-Club shall be deemed Members from the time of adoption of this Constitution.

6.3 General

- (a) A Sub-Club Member shall at all times be a financial member of the Registered Club.
- (b) No Member whose membership ceases has any claim against the Sub-Club or the Committee Members for damages or otherwise arising from cessation or termination of membership.

- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Sub-Club and Registered Club, and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Sub-Club, Registered Club or Bowls.

7. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Management Committee or any duly authorised committee;
 - (ii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Sub-Club; and
 - (iii) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Sub-Club, the Members and Bowls.
- (b) A Member of the Sub-Club has the right to:
 - (i) receive notice of General Meetings;
 - (ii) submit items of business for consideration at General Meetings;
 - (iii) attend and be heard at General Meetings; and
 - (iv) if they are a Voting Member, vote at General Meetings.

8. FEES AND SUBSCRIPTIONS

- (a) The Management Committee must determine from time to time membership fees and the payment method and due date.
- (b) The Management Committee 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 Sub-Club.
- (c) If fees for any Member are in arrears for one month that Member's membership ceases, unless otherwise determined by resolution of the Management Committee.

9. REGISTER

The Sub-Club may keep and maintain a register in which may be entered the names and addresses of all Members and Committee Members and where applicable, the date of termination of membership of any Member.

10. DISCONTINUANCE OF MEMBERSHIP

A person's membership of the Sub-Club ceases if:

- (a) they resign by giving notice in writing to the Sub-Club;
- (b) they fail to pay their Annual Subscription within one month of the due date determined by the Management Committee;
- (c) the Management Committee make a written request to the Member, and they fail to respond within one month of that correspondence;
- (d) they fail to reapply for membership before the end of the membership year of the Sub-Club; or
- (e) they cease their membership of the Registered Club.

11. DISCIPLINE OF MEMBERS

The disciplinary process set out in the Registered Club's constitution applies to instances where the Management Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Management Committee or any duly authorised Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Sub-Club, Registered Club and/or Bowls, or another Member; or
- (c) brought themselves, another Member, the Sub-Club, Registered Club, Bowls NSW or Bowls into disrepute.

In such circumstances, the relevant Member will be subject to, and submits unreservedly to, the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in the Registered Club constitution.

12. GRIEVANCE PROCEDURE

The grievance procedure set out in the Registered Club constitution applies to disputes under this Constitution between a Member and:

- (a) another Member; or
- (b) the Sub-Club.

13. GENERAL MEETINGS

13.1 Annual General Meeting

The Annual General Meeting of the Sub-Club will be held at least once in each calendar year and will coincide with the AGM of the Registered Club.

13.2 General Meetings

- (a) The Management Committee may convene a General Meeting when it thinks fit.
- (b) The Management Committee must on the requisition in writing of at least 10% of the Voting Members, convene a General Meeting within 35 days of the requisition.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given to all Members and Committee Members.
- (d) Where a General Meeting (including an AGM) is convened by the Management Committee it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (e) Proxy voting is not permitted at General Meetings of the Sub-Club.
- (f) Conduct of, and communication at, a General Meeting including voting may be permitted from time to time by electronic communication in such instances as the Management Committee determines and shall be conducted in accordance with procedures prescribed by the Management Committee.
- (g) The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 18 Voting Members. If a quorum is not present, the meeting shall be adjourned.

13.3 Conduct of General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present or is unwilling to act, a Committee Member (or other person) chosen by a majority of the Committee Members present shall preside as chair.
- (c) The chair of a General Meeting has charge over the conduct of the meeting and its procedures and may terminate discussion whenever he or she considers it necessary for the proper conduct of the meeting.
- (d) The chair may with the consent of any General Meeting at which a quorum is present adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

- (e) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present. If adjourned for more than 21 days, a new notice of meeting must be distributed to Members.
- (f) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

13.4 Questions decided by majority

Except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

13.5 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

13.6 Declaration of results

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is either directed by the chair, or demanded by three Voting Members and the demand is not withdrawn.

13.7 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

13.8 Minutes

The Management Committee must ensure that minutes are taken and kept of each General Meeting.

14. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

15. MANAGEMENT COMMITTEE

15.1 General

- (a) The Management Committee shall consist of:
 - (i) an elected President/Chair (Male or Female);

- (ii) 2 elected Vice Presidents (1 Male, 1 Female) subject to clause (f) below;
 - (iii) 6 elected Committee Members (3 Male, 3 Female) subject to clause (f) below;
 - (iv) the Secretary/Bowls Manager (subject to clause (g) below);
- (b) be elected at the AGM for a term of one year, expiring at the conclusion of the following AGM.
 - (c) At every AGM of the Sub-Club the Committee Members shall retire from office and, if nominated, shall be eligible for re-election.
 - (d) Nominations for Committee Member positions shall be received from Members prior to the AGM in such manner as may be determined by the Management Committee.
 - (e) All Members over 18 years of age are entitled to stand for office as Committee Members.
 - (f) If insufficient nominations are received, the vacancies may be filled by Members from the floor of the Annual General Meeting.
 - (g) Those Committee Members in office prior to the adoption of this Constitution shall continue in their role as Committee Members until the next AGM, at which point, they are eligible for re-election.
 - (h) The election shall be by secret ballot but otherwise conducted in such manner and method as may be determined by the Management Committee from time to time. No Committee Member shall be elected unless he or she is qualified to hold office and has been nominated in accordance with this clause, unless the number of members nominated are fewer than the number of vacancies to be filled.
 - (i) The highest elected Male and highest elected Female after voting will be deemed the incoming Vice Presidents.
 - (j) The 3 (three) highest elected Males and 3 (three) highest elected Females after voting will be deemed the 6 (six) incoming Committee Members. (Should there be insufficient nominations to fill the 3 highest elected committee members from either gender, the positions shall be filled from the list of the opposite gender, in order of election results).

15.2 Bowls Secretary & Coordinator

- (a) If the Registered Club employs a person to coordinate bowls (whether on full or part time basis as Bowls Coordinator and whether in conjunction with other duties for the registered club) then:

- (i) at each Annual General Meeting before the chair announces the nominations for the office bearers, the chair will announce if the Registered Club has employed a person to co-ordinate bowls; and
- (ii) If the Registered Club has employed a person to coordinate bowls, the Chairman at each Annual General Meeting will also announce that the position of Bowls Secretary will not be filled.

15.3 Election of Officers

- (a) Nominations for positions on the Management Committee and Selectors shall be called for by the Bowls Secretary or Bowls Coordinator at least 42 days prior to the Annual General Meeting.
- (b) In the case of Members who are also affiliated with other clubs, only those Members who have opted to play championships for the Sub-Club may stand for office.

15.4 Form of Nomination

- (a) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by two (2) Members;
 - (iv) certified by the nominee (who must be a Member Player) expressing their willingness to accept the position for which they are nominated; and
 - (v) delivered to the Sub-Club not less than twenty-one (21) days before the date fixed for the holding of the Annual General Meeting.

15.5 Conducting Elections

- (a) The election of the Management Committee shall be in accordance with the Articles of Association of the Registered Club relating to election of the Board. An employee of the Registered Club is not eligible to be elected to the Management Committee.
- (b) If the number of nominations received for the Management Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies, then those nominated shall be declared elected.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Management Committee.

- (d) The voting shall be conducted using the first past the post method, and shall be by secret ballot prior to the Annual General Meeting on papers prepared by the Registered Club.
- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared invalid and the position will be declared a casual vacancy.

16. COMMITTEES

- (a) The Sub-Club may have the following Committees:
 - (i) Match Committee;
 - (ii) Selection Committee; and
 - (iii) any other committee as it deems fit from time to time.
- (b) The Committees will be constituted and carry out such duties and functions with such powers, as the Management Committee determines and as are prescribed in the By-Laws.
- (c) The process of election for each Committee may be determined by the Management Committee and prescribed in the By-Laws.

17. VACANCIES ON THE MANAGEMENT COMMITTEE

17.1 Casual Vacancies

Any casual vacancy that occurs in the position of a Committee Member may be filled by the remaining Committee Members from among Members until the next AGM.

17.2 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) resigns their office in writing to the Sub-Club, is removed by Special Resolution or is absent without the consent of the Management Committee from meetings of the Management Committee held during a period of six months;
- (d) fails to declare a conflict of interest with the affairs of the Sub-Club; or

- (e) acts in a manner unbecoming or prejudicial to the Objects and/or interests of the Sub-Club or Registered Club, or has brought himself or herself, or the Sub-Club or Registered Club into disrepute, as determined in accordance with clause 11.

18. POWERS AND DUTIES OF MANAGEMENT COMMITTEE

Subject to this Constitution, the Management Committee will manage the Sub-Club's business and may exercise all of the Sub-Club's powers that are not required, by this Constitution, to be exercised by the Sub-Club in General Meeting.

19. PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS

19.1 Management Committee meetings

- (a) The Management Committee may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A question arising at a Management Committee meeting is to be decided by a majority of votes. Each Committee Member present has one vote on a matter arising for decision by Committee Members.
- (c) The chair of the meeting will not have a casting vote.
- (d) Three Committee Members present in person constitutes a quorum.
- (e) A Committee Member may convene a Management Committee meeting on two days' notice unless all Committee Members agree to hold a meeting at shorter notice.
- (f) Written notice of each Management Committee meeting, specifying the general nature of the time, date, place and mode of the Management Committee meeting and the business to be transacted, shall be served on each Committee Member in accordance with the Committee Member's last notified contact details.
- (g) The Chair will chair all meetings of the Management Committee unless there is no Chair, or the Chair is not present or is unwilling to act, in which case the Committee Members present must elect one of their number to chair that meeting.
- (h) The Committee Members must cause minutes of meetings to be made.

19.2 Circulating resolutions

The Committee Members may pass a resolution without a Management Committee meeting being held if the required majority of the Committee Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. An email or other electronic transmission produced under the name of a Committee Member with the Committee Member's authority is taken to be a document

signed by the Committee Member for the purposes of this clause and is taken to be signed when received by the Sub-Club in legible form.

19.3 Committee Members' interests

A Committee Member shall declare to the Management Committee that Committee Member's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)* and that Committee Member must absent himself or herself from discussion of such matter and is not entitled to vote in respect of such matter.

20. TELECOMMUNICATION MEETING

- (a) A General Meeting or Management Committee meeting may be held by means of a telecommunication meeting, provided that the:
 - (i) number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or Management Committee meeting (as applicable); and
 - (ii) meeting is convened and held in accordance with this Constitution.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 23**.

21. DELEGATES

The Management Committee shall annually appoint delegate(s) to the Registered Club and Bowls NSW and any other body to which the Sub Club is entitled representation.

22. SUB-COMMITTEES

- (a) The Management Committee may by written instrument delegate any of its powers to Sub-Committees consisting of such persons it thinks fit (including Committee Members, individuals and consultants) and may vary or revoke any delegation.
- (b) A Sub-Committee must exercise the powers delegated to it according to the terms of delegation, and is responsible to and reports to the Management Committee.
- (c) Meetings of Sub-Committees are governed by the provisions of this Constitution dealing with Management Committee meetings.

23. BY-LAWS

- (a) The Management Committee may from time to time:
 - (i) make By-Laws which in its opinion are necessary or desirable for the control, administration and management of the Sub-Club's affairs; and

- (ii) amend, repeal and replace those By-Laws.
- (b) A By-Law is subject to this Constitution and when in force, is binding on all Members and has the same effect as a provision in this Constitution.

24. KEEPING RECORDS

The Management Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Sub-Club and the Management Committee and shall produce these as appropriate at each Management Committee meeting or General Meeting.

25. ACCOUNTS

25.1 Financial Year

The financial year of the Sub-Club is that of the Registered Club.

25.2 Records

Books, documents, securities and proper accounting and other records shall be kept and held in the care and control of the Management Committee.

25.3 Management Committee to Submit Accounts

The Management Committee shall submit to the AGM the accounts of the Sub-Club.

25.4 Transactions

All cheques, promissory notes, bankers' drafts, bills of exchange, other negotiable instruments, electronic transactions and all receipts for money paid to the Sub-Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee determines from time to time.

26. SERVICE OF DOCUMENTS

Documents may be served on a Member or the Sub-Club personally, by post or by email or other electronic transmission (including by posting on the Sub-Club's website) in accordance with the Member or Sub-Club's last notified contact details.

27. DISSOLVING SUB-CLUB

If, upon dissolving the Sub-Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be distributed to the Registered Club.

28. REPORTING TO BOWLS NSW

The Sub-Club must annually lodge with Bowls NSW the following:

- (a) all annual fees payable to Bowls NSW;
- (b) a copy of the Sub-Club's annual report;
- (c) an annual membership return using the form prescribed by Bowls NSW;
- (d) an annual update of all Sub-Club contacts and Committee Members using the form prescribed by Bowls NSW;
- (e) any changes to this Constitution; and
- (f) any further documents as prescribed by Bowls NSW from time to time.