

# HAWTHORN BOWLING CLUB INC.

Registered number 390P

## CONSTITUTION

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## **PART I - PRELIMINARY**

### **1. NAME**

The name of the Club is Hawthorn Bowling Club Incorporated. The name may only be changed in the way the Act permits.

### **2. OBJECTS**

The Club exists to provide a premier Club for the sport of lawn bowls and to foster the friendships, personal life-enhancement and community wellbeing the game engenders, serving Hawthorn, Mitcham and surrounding districts.

### **3. POWERS**

The Club has power to:

- 3.1** acquire, hold, deal with and dispose of any real or personal property;
- 3.2** administer any property on trust;
- 3.3** open and operate Australian authorised deposit-taking institution accounts;
- 3.4** invest its money:
  - 3.4.1** in any security in which trust money may, by Act of Parliament, be invested;  
or
  - 3.4.2** in any other manner authorised by this constitution;
- 3.5** borrow money, with or without security;
- 3.6** give security for the discharge of liabilities incurred by the Club;
- 3.7** support and subscribe to any association or authority associated with the game of bowls;
- 3.8** affiliate, amalgamate, cooperate and enter into reciprocal arrangements with any other Club, association or authority having objects similar to this Club; and
- 3.9** appoint officers and employees on terms and conditions decided by the board; and exercise such other powers as are reasonably necessary for the performance, exercise or discharge of its functions or objects.

## **4 INTERPRETATION**

### **4.1 Definitions**

In this constitution, some words have defined meanings as set out below, which are to be used unless the context clearly requires some other meaning:

<b>Act</b>	Associations Incorporation Act 1985;
<b>Board</b>	the Board of Management of the Club;
<b>Bowls Australia</b>	Bowls Australia Inc, the peak body for the sport of lawn bowls in Australia;
<b>Bowls Authority</b>	any State, National or International authority for the purposes of the laws of the game of bowls and the Bowls Australia or Bowls SA constitutions;
<b>Bowls SA</b>	Bowls SA Inc, the peak body for the sport of lawn bowls in South Australia;
<b>Club</b>	Hawthorn Bowling Club Incorporated;
<b>Chairperson</b>	the person presiding at a general meeting or meetings of the Board or any committee of the Club;
<b>Financial Year</b>	the 12 month period ending on 31 March in each year, or such other period as the Club decides by special resolution of members;
<b>Pennants</b>	competitions played under the auspices of Bowls SA;
<b>Rule(s)</b>	a single clause or group of clauses that make up a part of this constitution;
<b>Special resolution</b>	a resolution in a general meeting which deals with any amendment(s) to this constitution (see rule 15.2); Winding up (see rule 15.4); and Major transactions (see rule 14.2). It requires at least twenty one (21) days' notice to be given, and at least 75% of members present in favour;
<b>Vice President</b>	either of the two vice presidents of the Club from time to time.

### **4.2 Aids to interpretation**

Unless the context requires otherwise:

- 4.2.1 all words have their natural ordinary meaning;
- 4.2.2 words in the singular include the plural and vice versa;
- 4.2.3 references to legislation include regulations and bylaws made under the legislation and all amendments;
- 4.2.4 references to this constitution include any amendments and bylaws made from time to time.

## **PART II - MEMBERSHIP**

### **5. MEMBERSHIP CATEGORIES**

#### **5.1 Full members**

Members with full registration with Bowls SA shall be a primary registrant with this Club and shall be eligible to play in all Bowls SA and Bowls Australia events for which they are qualified, and open or invitation tournaments of other clubs. They shall pay the Club's Full member annual subscription and any other relevant fee(s) and are entitled to vote at general meetings, see rule 9.5.1.

#### **5.2 Life members**

- 5.2.1 Life members are those who have given special service to the Club and have been bestowed Life membership by the Board. Life members are not required to pay an annual Club subscription but otherwise have all the privileges, responsibilities and voting rights as Full members.
- 5.2.2 Life Members registered with Bowls SA as fully registered members shall be eligible to play in all Bowls SA and Bowls Australia events for which they are qualified, and open or invitation tournaments of other clubs.

#### **5.3 Junior/Student members**

- 5.3.1 Junior Members shall be persons under the age of eighteen (18) years as of July 1 in the year of registration with Bowls SA.
- 5.3.2 Student Members shall be full-time students under the age of 25 years as of July 1 in the year of registration with Bowls SA.
- 5.3.3 Members with Junior or Student registration with Bowls SA shall be eligible to play in all Bowls SA and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.
- 5.3.4 Junior/Student members, who pay the Club's Junior/Student member annual subscription and any other relevant fee(s), have the same privileges and responsibilities as Full members, apart from voting rights which shall only be extended to Student members as defined in rule 5.3.2.

#### **5.4 Social members**

Social members may be admitted as non-bowling members of the Club in the same manner as Full members and shall pay an annual Social member Club subscription and any other relevant fee(s) to be entitled to such privileges as the Board shall determine from time to time, excluding a vote at general meetings.

#### **5.5 Recreation members**

Recreation members are bowlers whose playing category limits participation to casual or night owl competitions, or events specifically designated for Recreation members of this Club, or events of other clubs specifically designated for casual bowlers. To be entitled to such privileges as the Board shall determine from time to time, excluding a vote at general meetings, they shall pay an annual Recreation member Club subscription and any other relevant fee(s).

#### **5.6 Other categories**

Further categories of membership may be established or discontinued by way of bylaw and such members shall pay any relevant annual Club subscription or related fee(s) to be entitled

to such privileges as the Board shall determine from time to time, excluding a vote at general meetings.

## **6. BECOMING A MEMBER**

### **6.1 Application**

- 6.1.1 Bowling members, save life members, must complete and sign an application form as approved by the Board.
- 6.1.2 The Board may also require non-bowling members to complete a form as approved by the Board.

### **6.2 Application forms**

- 6.2.1 The application form for full and junior/student members must:
  - 6.2.1.1 contain particulars of the applicant, including name, address, date of birth, telephone number, emergency contact details and details of any other bowling club of which the applicant is or has been a member;
  - 6.2.1.2 be signed by a proposer and seconder, both of whom are full, life or student members of the Club; and
  - 6.2.1.3 be lodged with the Secretary.
- 6.2.2 By signing any application form the applicant undertakes to be bound by this constitution.

### **6.3 Approval procedures**

- 6.3.1 The Secretary will post details of the applicant's name, suburb or town and her/his proposers' names on the Club noticeboard for at least 7 days and provide a copy of the application to the Board for consideration.
- 6.3.2 The application must be approved by the Board and the applicant must pay the required subscription before the applicant becomes a member and is eligible to enjoy the privileges of membership.
- 6.3.3 The applicant will be notified whether the application has been approved or rejected and, if approved, informed about the required subscription and joining fee (if any).
- 6.3.4 The Board may adjust the subscription required to be paid by the applicant for the first financial year, taking into account the time of the year and any other relevant matters.
- 6.3.4 The Board is not required to give any reasons for the approval or rejection of an application.

### **6.4 Change of category**

This constitution applies equally to a member seeking to change from one membership category to another.

## **7. CONTINUING MEMBERSHIP**

### **7.1 Members' obligations**

Each member must:

- 7.1.1 pay the annual subscriptions and any relevant fee(s) when due;
- 7.1.2 use every endeavour to attend annual general meetings and to participate in Club activities and events;

- 7.1.3 be responsible in dealings with other members and Club property;
- 7.1.4 comply with the directions and resolutions of the Board;
- 7.1.5 comply with the laws of the game of bowls and with the directions of any relevant Bowls Authority;
- 7.1.6 inform the Secretary in writing of any change of address or telephone number and of any change in membership qualification or status;
- 7.1.7 make good any damage suffered by the Club or its officers because of a breach of this constitution or an unlawful act by the member.

## **7.2 Fees**

- 7.2.1 Subscription fees for each membership category will be determined each year at the annual general meeting.
- 7.2.2 The Board may make bylaws about the time for payment of subscriptions and any conditions for a reduction in particular cases for a particular category of member.

## **7.3 Leave of absence**

The Board may grant leave of absence to a member who expects to be absent for an extended period but wishes to remain a member of the Club. If approved, the member's obligation to pay the annual subscription will be suspended for a period of up to five (5) years, as determined by the Board.

## **7.4 Grievance procedure**

- 7.4.1 A member is at liberty to make a representation to the Board about any matter, save matters:
  - 7.4.1.1 to do with the composition of pennant teams and/or the process of selection;
  - 7.4.1.2 to which rule 7.6 relates.
- 7.4.2 The representation may be a:
  - 7.4.2.1 grievance concerning a fellow member;
  - 7.4.2.2 grievance concerning a decision of the Club by any of its constituent committees or the Board.
- 7.4.3 The representation must be:
  - 7.4.3.1 in writing;
  - 7.4.3.2 addressed to the Secretary;
  - 7.4.3.3 placed before the Board by the Secretary for consideration by the Board at its next meeting.
- 7.4.4 The Board in its deliberations concerning the matter may:
  - 7.4.4.1 make inquiries as to the merits;
  - 7.4.4.2 ensure that the party or parties affected receive a copy of the representation;
  - 7.4.4.3 confer with the party or parties or appoint a Club member or members to independently confer with them; and/or encourage the parties affected to appoint an independent third party to mediate the grievance;

- 7.4.4.4 appoint a professional mediator in the event the parties cannot agree upon an appointment and determine how any cost or costs will be borne;
- 7.4.4.5 dismiss the matter as trivial.
- 7.4.5 To the extent that the mediation process may involve an adjudication, then the rules of natural justice are to be observed, including:
  - 7.4.5.1 opportunity for the parties affected to be fully informed as to the process and the matter at hand;
  - 7.4.5.2 opportunity for the parties affected to present their views fully and frankly;
  - 7.4.5.3 opportunity for the parties affected to be subject to a mediator who is open, free from bias and otherwise impartial.

## **7.5 Conduct**

Members must conduct themselves appropriately when representing the Club at any event and in all Club activities. Members must not engage in undesirable conduct nor act in a way likely to bring discredit or censure upon the Club or its management.

## **7.6 Misconduct and discipline**

- 7.6.1 Any refusal or neglect by a member to comply with the terms and conditions of this constitution and any by-laws made in respect of it or any conduct deemed by the Board to be unworthy of a member shall render the member liable for disciplinary action whether such behaviour occurs on the Club premises or as a member of the Club outside the Club premises.
- 7.6.2 If any matter comes to the attention of the Board in terms of rule 7.6.1 or if a complaint is received by the Board concerning a member, the Board may make further enquiry as it sees fit to establish the validity or otherwise of the complaint. In the event that the complaint or matter requires further investigation then the Board is at liberty to appoint a committee of four (4) eligible voting members of the Club (for the remainder of this rule referred to as 'the Committee') and in which event the Board shall furnish to the Committee the complaint if any and any other material received.
- 7.6.3 The Committee so appointed must provide to the member a copy of the information received and hear from the member before submitting a written report to the Board both as to the outcome of its deliberations and as to any representations the member may have made.
- 7.6.4 The Board will appoint a time and place at which the member may attend and make such further oral representations as the member deems appropriate and will give the member not less than seven (7) clear days written notice of the time and place at which the member may attend to make those further oral representations.
- 7.6.5 At the conclusion of the representations (if any) which the member wishes to make, the Board will consider the material before it in the absence of the member and may adjourn those considerations from time to time to such time and place as the Board deems appropriate.
- 7.6.6 Any deliberation by the Board and/or a Committee in terms of the above, is to be conducted in observation of the rules of natural justice as mentioned in rule 7.4.5.

- 7.6.7 If the Board considers upon the material available to the Board the conduct of the member unworthy of a member of the Club, the Board will determine the appropriate disciplinary action or measures to be taken.
- 7.6.8 The Board will notify the member in writing of the determination so made which may be any of the following:
- 7.6.8.1 censure;
  - 7.6.8.2 suspension of membership;
  - 7.6.8.3 if sufficiently serious, termination of membership.
- 7.6.9 The notice of determination will include the date at which it will take effect.

## **8. CEASING TO BE A MEMBER**

### **8.1 Resignation**

A member may resign from membership by notice to that effect in writing to the Secretary. Resignation does not affect any obligation the member has to the Club for subscriptions or any other liability.

### **8.2 Forfeiture**

If a member fails to pay the annual subscription within six (6) months of the start of the financial year and gives no sufficient explanation to the Board, the Board may declare the membership forfeited. Forfeiture does not affect any obligation of the member for subscriptions or any other liability.

### **8.3 Termination**

Membership may be terminated for breach of this constitution, the Club's bylaws or for undesirable conduct (see rule 7.6.8.3).



## **PART III - GENERAL MEETINGS**

### **9 General meetings**

In accordance with the Act and this constitution there shall be two (2) types of general meetings, namely 'Annual' and 'Special.' Both shall be occasions where Full, Life and Student members receive prior information and have the opportunity to express opinions and vote on various matters.

#### **9.1 Annual general meetings**

The annual general meeting must be convened and held before 31 May each year. The order of the business at the meeting shall be:

- 9.1.1 Confirmation of the minutes of the previous annual general meeting and any special general meeting(s) held since the last annual general meeting;
- 9.1.2 Presentation of the Board's Annual Report, including the President's Report;
- 9.1.3 Presentation of the audited financial statements and reports;
- 9.1.3 Any other reports required by this constitution, the Club's bylaws or the chairperson;
- 9.1.4 Election of Board members;
- 9.1.5 Appointment of auditors;
- 9.1.6 Membership fees;
- 9.1.7 Notice(s) of motion;
- 9.1.8 Any other business requiring consideration by the Club in a general meeting about which prior notice has been given in accordance with rule 15.5.

#### **9.2 Special general meetings**

- 9.2.1 The Board may call a special general meeting of the Club at any time for any specific purpose or purposes.
- 9.2.2 Upon a requisition in writing of not less than 10% of voting members of the Club, the Board shall, within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 9.2.3 Every requisition for a special general meeting shall be signed by the relevant members, shall state the purpose of the meeting and contain the relevant motion or motions.
- 9.2.4 If a special general meeting is not convened within one month, as required by rule 9.2.2, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

### **9.3 Notice of general meetings**

9.3.1 Subject to rule 9.3.2, at least fourteen (14) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

9.3.2 Notice of a meeting at which a special resolution by members is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.

9.3.3 A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members in accordance with rule 15.5.

### **9.4 Proceedings at general meetings**

9.4.1 The quorum for the transaction of business at all general meetings of the Club is 25% of the members entitled to attend and vote.

9.4.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.

9.4.3 Subject to rule 9.4.4, the President shall preside as chairperson at a general meeting of the Club.

9.4.4 If the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.

9.4.5 The only business at general meetings will be the matters specified in the notice of meeting.

### **9.5 Voting at general meetings**

9.5.1 Full, Life and Student members are the only members entitled to speak or to vote at general meetings and will each have one (1) vote, whether by a show of hands or by a ballot.

9.5.2 Subject to this constitution, a question for decision at a general meeting, other than a special resolution by members, must be determined by a majority of voting members who vote in person at that meeting.

9.5.3 Proxy or postal votes are not permitted at general meetings and the person presiding has a deliberative vote but no casting vote.

9.5.4 Unless a ballot is demanded by at least five (5) voting members, a question for decision at a general meeting must be determined by a show of hands.

9.5.5 Resolutions passed at general meetings bind all members, whether present at the meeting or not.

#### **9.6 Ballot at general meetings**

9.6.1 If a ballot is demanded by at least five (5) members it must be conducted in a manner specified by the person presiding and the result of the ballot is the resolution of the meeting on that question.

9.6.2 A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other ballot may be conducted at any time before the close of the meeting.

#### **9.7 Special and ordinary resolutions**

9.7.1 A special resolution is as defined in this constitution (see rule 4.1).

9.7.2 Any resolution other than a special resolution is an ordinary resolution as passed by a simple majority at a general meeting.

#### **9.8 Adjournments**

9.8.1 The chairperson of a general meeting may adjourn it and decide the place and time it is to resume.

9.8.2 The only business to be discussed and decided at an adjourned general meeting is the business unfinished at the time of the adjournment.

#### **9.9 Minutes of general meetings**

9.9.1 Proper minutes of all proceedings of general meetings of the Club shall be entered in a minute book and electronic file kept for the purpose, within one (1) month after the relevant meeting.

9.9.2 The minutes of each annual general meeting must be confirmed by the members of the Club at the next annual general meeting. The minutes of each special general meeting shall be confirmed by the members of the Club at the next subsequent special general meeting or the next subsequent annual general meeting, whichever is the sooner.

9.9.3 The minutes kept pursuant to rule 9.8 shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

9.9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments and resolutions made at a meeting shall be deemed to be valid.

## **PART IV - BOARD OF MANAGEMENT**

### **10. BOARD OF MANAGEMENT**

#### **10.1 Powers**

Subject to any resolution passed at a general meeting, the Board:

- 10.1.1 will control and manage the business and affairs of the Club;
- 10.1.2 may exercise all the powers of the Club that are not required to be exercised by a general meeting;
- 10.1.3 may appoint committees and delegate any powers to them;
- 10.1.4 may make bylaws consistent with this constitution for the better management of the Club;
- 10.1.5 may interpret this constitution and its application; and
- 10.1.6 may determine any matter for which this constitution makes no provision.

#### **10.2 Composition**

- 10.2.1 The Board shall comprise a President, two (2) Vice Presidents (one of whom shall be male and the other female), Secretary, Treasurer and four (4) Board members, all nine (9) of whom shall be from voting members of the Club.
- 10.2.2 The first Board under this constitution shall hold office until the first following annual general meeting. At this time, 50% of the members of the Board, by agreement or by draw if necessary, shall step down from the Board. At each subsequent annual general meeting 50% of the members of the Board, being the longest serving members, shall step down.
- 10.2.3 Any Board member who is required to step down shall be eligible to stand for re-election without nomination.
- 10.2.4 The Board may appoint any full member or life member to fill a casual vacancy, and such a Board member shall hold office until the end of the term of that vacancy (see rule 10.2.2) and shall be eligible for election to the Board without nomination.

#### **10.3 Holding office**

Board members will hold office in accordance with 10.2.2 or until the office becomes vacant by reason of:

- 10.3.1 death;
- 10.3.2 ceasing to be a voting member of the Club;
- 10.3.3 resignation from the Board;
- 10.3.4 being removed from the Board by resolution.

#### **10.4 Removal from office**

A Board member may be removed from office for:

- 10.4.1 mental or physical incapacity to perform duties satisfactorily;
- 10.4.2 neglect of duty;
- 10.4.3 dishonourable conduct;
- 10.4.4 failing to attend three (3) or more consecutive Board meetings without the Board's leave.

#### **10.5 Nominations**

- 10.5.1 Candidates for election must be Full, Life or Student members and must self-nominate.
- 10.5.2 A nomination for any position on the Board must be in writing and given to the Secretary at least twenty one (21) days before the date of the annual general meeting.
- 10.5.3 Notice of all persons seeking election to the Board shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- 10.5.4 A nomination may be withdrawn by the candidate at any time before the election takes place.

#### **10.6 Elections**

- 10.6.1 If the number of candidates is not greater than the number of positions to be filled, then those candidates will be declared duly elected.
- 10.6.2 If the number of candidates exceeds the number of positions to be filled, the election will be decided by ballot and the candidates receiving the greatest number of votes will be declared elected.
- 10.6.3 If the number of candidates is less than the maximum number of positions to be filled, the shortfall will be considered casual vacancies and may be filled by nominations from the floor at the meeting or by the Board at a later time.
- 10.6.4 If an election by ballot is required but the result cannot be determined because of an equality of votes, the election of the equal candidates will be decided by draw.
- 10.6.5 A candidate is entitled to vote if an election is required.

### **11. BOARD MEETINGS**

#### **11.1 Frequency**

The Board will meet on a regular basis, preferably monthly, but on at least ten (10) occasions each year.

### **11.2 Notice**

At least seven (7) days' notice of a meeting will ordinarily be given to each member of the Board by the Secretary but a shorter period of notice may be given in cases of urgency.

### **11.3 Quorum**

The quorum is one half (50%) of the number of Board members, rounded to the next whole number if required.

### **11.4 Chairperson**

The President will preside at all meetings at which he or she is present. In the absence of the President, the Board will select one of the two Vice Presidents to preside. If the President and the Vice Presidents are absent or unwilling to preside the Board will select a member of the Board who is present to preside.

### **11.5 Voting**

All issues for consideration by the Board will be decided by a simple majority. Each member of the Board has one (1) vote and the person presiding has an additional casting vote in case of equality.

### **11.6 Minutes**

The Secretary will keep minutes of each meeting, which will be kept as digital and hard copy records for that purpose, to be confirmed as a true and correct record of proceedings at that meeting by the Board at its next meeting. Minutes so entered and confirmed are proof of the matters stated in them.

### **11.7 Attendance**

Board members may attend meetings personally or by telephone or other form of audio or audio visual instantaneous communication. A resolution passed at such a meeting is as valid as if all the Board members were personally present.

### **11.8 Written resolutions**

A document signed by all members of the Board containing a resolution has the authority and validity of a resolution passed by the Board at a meeting duly convened and held on the date on which it was signed by the last Board member.

## **12. BOARD COMMITTEES**

### **12.1 Committees**

The Board may establish or abolish committees as standing committees for particular purposes as thought appropriate from time to time to facilitate the efficient management of Club affairs.

### **12.2 Composition**

The standing committees and any other committee will comprise Club members appointed or approved by the Board.

### **12.3 Powers**

The Board may delegate any of its powers to its committees.

### **12.4 Bylaws**

12.4.1 The Board may make bylaws for the guidance of its committees to regulate:

- 12.4.1.1 their powers and responsibilities;
- 12.4.1.2 their administration;
- 12.4.1.3 reporting functions to the Board;
- 12.4.1.4 meeting procedures.

12.4.2 Any matter not provided for in the bylaws or in the resolution constituting a committee will be governed by this constitution, so that the provisions relating to the Board will equally apply to the committee, with such changes as are necessary in the circumstances.

12.4.3 Bylaws may be amended or revoked by resolution of the Board at any time.

12.4.4 Members must be notified of the adoption, amendment or revocation of a bylaw by post and/or email in accordance with rule 15.5 and by note on the Club notice board.

## **PART V - ADMINISTRATION**

### **13. ADMINISTRATION**

#### **13.1 Formal alliances**

The Club has two (2) formal alliances, namely:

- 13.1.1 Mitcham City Council, with whom the Club has a facilities lease agreement with which this constitution, the Club's bylaws and any subsequent related Club documentation must be consistent. Should there be any inconsistency, the lease agreement shall have paramountcy;
- 13.1.2 Bowls SA, with whom the Club is a registered affiliate which requires the Club to comply with the Bowls SA constitution, regulations and rules, and those of any related Bowls Authority.

#### **13.2 Secretary**

The Secretary shall be the public officer of the Club and shall have duties as delegated by the Board, including but not limited to:

- 13.2.1 processing correspondence and telephone calls;
- 13.2.2 advising the Board of matters requiring its consideration and action;
- 13.2.3 keeping proper minutes of general meetings and Board meetings;
- 13.2.4 maintaining a full register of members and membership records;
- 13.2.5 keeping and maintaining the common seal and ensuring its every use is recorded in the minute book of the Club; and
- 13.2.6 retaining control of the books, documents and securities of the Club.

#### **13.3 Treasurer**

The Treasurer shall have duties as delegated by the Board, including but not limited to:

- 13.3.1 collecting and receiving all money due to the Club;
- 13.3.2 making all payments duly authorised under this constitution (see rule 14.1.2);
- 13.3.3 keeping accurate records and accounts, including details of all receipts and expenditure connected with the Club's activities;
- 13.3.4 issuing any certificates required by law in connection with the employment of staff or contractors; and
- 13.3.5 managing the preparation of budgets for the Club.

### **14. FINANCE**

#### **14.1 Banking**

- 14.1.1 The Board will maintain appropriate bank accounts into which all monies of the Club must be banked.
- 14.1.2 All withdrawals from the Club's accounts must be:
  - 14.1.2.1 authorised by two (2) members who have been designated by the Board as authorised signatories; and



14.1.2.2 approved or ratified by the Board if the individual payment is \$2,000 or more.

14.1.3 The Board may from time to time appoint additional signatories.

## **14.2 Major transactions**

The Board must not:

14.2.1 enter into any transaction involving capital expenditure greater than 25% of cash-on-hand or greater than \$50,000 whichever is the lesser;

14.2.2 incur any debt or liability extending the Club's liabilities beyond its net assets.

## **14.3 Club property**

Subject to rule 14.2, all property of the Club is under the control of the Board and may be dealt with by the Board in any manner authorised by this constitution.

## **14.4 Security for borrowings**

Borrowing by the Club may be secured over any of its assets on such terms as the Board thinks fit.

## **14.5 Accounts and Audit**

14.5.1 The Club must cause proper accounts to be kept of its financial affairs for each financial year.

14.5.2 The accounts for each year must present a true record of the Club's activities and financial position and must be audited by the Club's auditors appointed at the last annual general meeting.

14.5.3 The accounts so prepared and audited must be presented to members at the next annual general meeting.

## **14.6 Prohibition against securing profits for members**

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

## **15. GENERAL**

### **15.1 Common seal**

The Club shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minutes of the Club. The affixing of the seal shall be witnessed by any two (2) of the President, Vice Presidents, Secretary or Treasurer.

### **15.2 Amendments**

This constitution may only be amended by special resolution of members (see definition, rule 4.1). An amendment comes into effect at the time the resolution is passed, unless the resolution specifies some other time, in which case it will take effect at the time specified in the resolution.

### 15.3 Indemnities

Every Board member, committee member, auditor, employee or agent of the Club is entitled, to the full extent permitted by law, to be indemnified out of the Club's assets against any liability incurred in that capacity.

### 15.4 Winding up

15.4.1 The Club may only be wound up by special resolution of members or in conformity with the Act.

15.4.2 If the Club is wound up, the assets remaining after discharging all the Club's liabilities must:

15.4.2.1 be transferred to a Club or institution having objects similar to this Club or to a charitable institution;

15.4.2.2 not be paid to or distributed among the members or any of their associates.

### 15.5 Notices

15.5.1 Notices may be given to members in any of the following ways:

15.5.1.1 personally;

15.5.1.2 by post addressed to the member at the address in the members register;

15.5.1.3 by e-mail to the e-mail address (if any) in the members register.

15.5.2 Notices are to be taken as received:

15.5.2.1 if posted, delivered in the normal course of post in accordance with the law;

15.5.2.2 if sent by e-mail, on the day of transmission.

15.5.3 Notices will also be placed on the Club noticeboard.

## CONSTITUTION VERSION CONTROL

Concise detail and dates of all amendments should be recorded here for efficient retrieval and cross referencing with minutes.		
Adopted by special resolution of members 23 May 1999		
Amended by special general meeting 16 October 2003		
Amended by annual general meeting 2 May 2009		
Amended by annual general meeting 7 May 2011		
Rule(s) amended	Brief overall description of change(s)	Date of GM
Replaced constitution last amended 7 May 2011	To comply with current legal, strategic, management and operational requirements. Unanimously adopted.	AGM 14 May 2022