

**Date: X X 2019**

**BOWLS ACT INCORPORATED**  
**(Association No. A04031)**

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**CONSTITUTION**

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# PART I: INCORPORATION, BINDING DOCUMENTS AND PURPOSES

## SECTION 1: INCORPORATION

### 1.1 Legislation

Bowls ACT Incorporated (“Bowls ACT”) is incorporated under the *Associations Incorporation Act 1991* [ACT] (“Associations Act”).

## SECTION 2: BINDING DOCUMENTS

### 2.1 Constitution

- (a) As required by the Associations Act, this document is the Constitution of Bowls ACT.
- (b) This Constitution binds Bowls ACT and its Members as if it had been signed by each Member and contained covenants on the part of each Member to observe all the rules it contains.
- (c) This Constitution cannot be altered except by special resolution passed in accordance with section 70 of the Associations Act.

### 2.2 Policies

- (a) The Board of Bowls ACT may make policies as provided for in **rule 14.2**. A policy:
  - (i) is subject to this Constitution;
  - (ii) must be consistent with this Constitution; and
  - (iii) when in force is binding on all Members and has the same effect as a rule in this Constitution.
- (b) Policies adopted by the Board prior to the date that this rule and **rule 14.2** take effect will remain valid to the extent that they can be applied consistently with this Constitution.
- (c) The Board will review the existing policies referred to in sub-rule (b) to ensure that they are consistent with this Constitution.

## SECTION 3: PURPOSES

### 3.1 Statement of purposes

As the peak body responsible for Bowls in the ACT and surrounding areas, Bowls ACT will, for the benefit of its Members:

- (a) promote, conduct and administer Bowls, including by staging competitions, throughout the ACT and surrounding areas;
- (b) maintain membership of Bowls Australia and act in accordance with the Bowls Australia constitution, rules, regulations or policies;
- (c) adopt the playing rules of World Bowls and abide by the interpretation of such rules as determined by Bowls ACT;
- (d) promote the health and safety of individuals participating in Bowls in any capacity;
- (e) select and manage players and teams to represent the ACT in national and other representative Bowls competitions inside and outside the ACT;
- (f) encourage players, umpires, coaches and officials to contribute to the development of Bowls in the ACT and surrounding areas;
- (g) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to advance these purposes; and
- (h) undertake other actions or activities that are necessary, incidental or conducive to advancing these purposes.

## **PART II: DEFINITIONS, INTERPRETATION AND SEVERANCE**

### **SECTION 4: DEFINITIONS AND INTERPRETATION**

#### **4.1 List of defined terms**

In this Constitution, unless the contrary intention appears:

**Bowls** means:

the sport and game of bowls recognised by World Bowls with such variations as may be recognised by Bowls ACT from time to time.

**Bowls Australia** means:

Bowls Australia Limited, the governing body for Bowls in Australia, or its successor.

**Financial Year** means:

the year ending on 31 December.

**Member** means:

Bowling Clubs, Affiliated Members, Life Members and members of any other category determined by the Board from time to time.

**World Bowls** means:

World Bowls Limited, the international governing body for Bowls, or its successor.

#### **4.2 Legislation Act 2001**

The *Legislation Act 2001* applies to this Constitution in the same way as it would if this Constitution were an instrument made under the Associations Act.

### **SECTION 5: SEVERANCE**

#### **5.1 Severance**

If the whole or part of any provision in this Constitution is invalid or unenforceable in any jurisdiction, it is to be interpreted, if possible, so as to preserve its operation. If it cannot be so interpreted, it is to be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability will not be affected by the severance.



## **PART III: MEMBERSHIP**

### **SECTION 6: MEMBERSHIP OF BOWLS ACT**

#### **6.1 Membership categories**

Bowls ACT has the following categories of Members:

- (a) Bowling Clubs;
- (b) Affiliated Members;
- (c) Life Members; and
- (d) such other membership category as may be determined by the Board.

#### **6.2 Minimum number of Bowling Clubs**

Bowls ACT must have at least 5 Bowling Clubs as Members.

#### **6.3 Membership of Bowling Clubs**

- (a) To be eligible to join Bowls ACT, the applicant Bowling Club must be incorporated or in the process of incorporation (which process must be complete within 12 months of applying for membership under this Constitution).
- (b) Subject to this Constitution and any policies made by the Board, a membership application must be in writing:
  - (i) contain a supporting statement;
  - (ii) be accompanied by the required fee or fees, if any; and
  - (iii) lodged with the Executive Officer.
- (c) As soon as reasonably practicable after the receipt of an application under sub-rule (b), the Executive Officer must refer the application to the Board.
- (d) Upon an application being referred to the Board, it must, as soon as reasonably practicable, determine whether to approve or decline the application.
- (e) If the Board approves the application, the Executive Officer must, as soon as reasonably practicable, notify the Bowling Club in writing that it has been approved. The Executive Officer must enter the Bowling Club on the Register of Members. Membership will commence on the date of that entry.
- (f) If the Board does not approve an application, the Executive Officer must, as soon as reasonably practicable, notify the Bowling Club in

writing that its application has not been approved. The Board is not required to give reasons for its decision and that decision is final.

#### **6.4 Affiliated Members**

- (a) To be eligible to become an Affiliated Member, the applicant must be a natural person.
- (b) Subject to this Constitution and any policies made by the Board, an application to become an Affiliated Member, having first been processed by a Bowling Club, must be lodged with the Executive Officer.
- (c) Subject to sub-rule (d), the Executive Officer must determine if a person satisfies the requirements to be an Affiliated Member. If the requirements are satisfied, the Executive Officer must enter that person on the Register of Members as an Affiliated Member. Membership will commence on the date of that entry.
- (d) The Executive Officer may refer any application to become an Affiliated Member to the Board for review.
- (e) If, upon review, the Board does not approve an application, the Executive Officer must, as soon as reasonably practicable, notify the applicant in writing that their application has not been approved. The Board is not required to give reasons for its decision and that decision is final.
- (f) If, upon review, the Board does approve an application, the Executive Officer must enter that person on the Register of Members as an Affiliated Member. Membership will commence on the date of that entry.

#### **6.5 Life Members**

Subject to this Constitution and any policies made by the Board:

- (a) In recognition of the importance of a person's contribution to Bowls ACT, he or she may be proposed for life membership by a written nomination containing a supporting statement, which must be lodged with the Executive Officer.
- (b) The Board may grant life membership to a person who is nominated under sub-rule (a).
- (c) A person who is granted life membership may resign that membership by notice in writing lodged with the Executive Officer.
- (d) As soon as reasonably practicable after the receipt of a notice given under sub-rule (c), the Executive Officer must refer the notice to the Board.
- (e) The Board may seek to discuss the resignation with the person prior to directing the Executive Officer to remove them from the Register of Members.

## 6.6 Nominees of Bowling Clubs

- (a) A Bowling Club having both men and women members is entitled to 2 Nominees to attend and vote at a General Meeting. Otherwise, a Bowling Club is entitled to 1 Nominee to attend and vote at a General Meeting.
- (b) A Bowling Club must not appoint a member of the Board or an employee of Bowls ACT as its Nominee.
- (c) A Nominee is not entitled to vote at a General Meeting unless all monies due and payable to Bowls ACT have, to the satisfaction of the Executive Officer, been paid by the Nominee's Bowling Club.
- (d) Each Bowling Club must advise the Executive Officer prior to an Annual General Meeting of its Nominee(s) for the succeeding year. If a Bowling Club entitled to 2 Nominees fails to do so, the president and secretary of the Club will be its Nominees by default. If a Bowling Club entitled to 1 Nominee fails to do so, the president of the Club will be its Nominee by default.
- (e) If a Nominee cannot attend a General Meeting or cannot vote at a General Meeting by operation of **rule 10.3(b)**, the Nominee's Bowling Club must notify the Executive Officer in writing before that General Meeting of an alternate Nominee. Such notification covers that General Meeting only.
- (f) If a Bowling Club does not give the notice required by sub-rule (e), it will not have an alternate Nominee for that General Meeting. If it is a Bowling Club entitled to 1 Nominee, the Club will have no vote at that General Meeting. If it is a Bowling Club entitled to 2 Nominees that fails to give notice under sub-rule (e) of an alternate for one of its Nominees, the Club will only have the vote of its other Nominee at the General Meeting. In the case where a Bowling Club fails to give notice under sub-rule (e) of alternates for both of its Nominees, the Club will have no votes at the General Meeting.
- (g) The Executive Officer must record any change in the Nominees of Bowling Clubs in the Register of Members.

## 6.7 Effect of membership

- (a) Members of all categories agree that they:
  - (i) must comply with this Constitution and policies made by the Board; and
  - (ii) are subject to the jurisdiction of Bowls ACT.
- (b) Subject to this Constitution and any policies made by the Board, Members of all categories may:

- (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 Executive Officer for review by the Board; and
  - (iii) engage in activities approved, sponsored or recognized by Bowls ACT.
- (c) A right, privilege or obligation of a person which is accorded or imposed by reason of their membership of Bowls ACT:
- (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of their membership.

## **6.8 Renewal of membership**

- (a) A Bowling Club is not required to reapply for membership each Financial Year. Subject to this Constitution and any policies made by the Board, a Bowling Club remains a Member provided all monies due and payable to Bowls ACT from Affiliated Members have been paid.
- (b) If a Bowling Club does not pay monies within sixty days of the due date, subject to the Board's discretion, that Club's rights under this Constitution will be immediately suspended until such time as all monies are fully paid.
- (c) Affiliated Members must reapply for membership each Financial Year through the procedure set out in this Constitution and in any policies made by the Board.

## **6.9 Fees**

Subject to this Constitution and any policies made by the Board, the Board has the power to determine the fees payable to Bowls ACT by Members of each category in **rule 6.1**.

# **SECTION 7: REGISTER OF MEMBERS**

## **7.1 Executive Officer to keep Register of Members**

The Executive Officer must keep and maintain a Register of Members of all categories in **rule 6.1** as required by the Associations Act.

## **7.2 Inspection of Register of Members**

- (a) A Member of any category may apply to the Board to allow the Member to inspect the Register of Members.

- (b) The Board must refuse the request to the extent it would allow the Member to access personal information restricted under **rule 7.3**.
- (c) The Board may refuse the request if it is satisfied that the Member has sought the inspection to use information on the Register for a purpose that is:
  - (i) not directly related to the management or the purposes of Bowls ACT;
  - (ii) prohibited by this Constitution or any policies made by the Board; or
  - (iii) improper.
- (d) If the Board allows the request, it must direct the Executive Officer to make the Register of Members available for inspection by the Member at a reasonable time at the registered office of Bowls ACT.

### **7.3 Restricting access to personal information**

- (a) A person who is a Member may apply to the Board to restrict access to their personal information recorded in the Register of Members. If the Member is a child, their parent or guardian may apply to the Board.
- (b) The application may seek to restrict access to the personal information to:
  - (i) the public officer; and
  - (ii) all Board members, unless the applicant seeks to exclude a member or members of the Board from having access to their personal information.
- (c) The Board must, if satisfied that there are special circumstances which justify doing so, agree to the request.
- (d) If the Board refuses the request, it must notify the Member in writing of its refusal and the reasons for that decision.
- (e) If the Board refuses the request, the Board must not allow access to the personal information without the consent of the Member unless 28 days have passed since the Board gave notice to the Member under sub-rule (d).

### **7.4 Register to be kept by Bowling Clubs**

Bowling Clubs must maintain, in a form acceptable to Bowls ACT and with such details as are required by the Board, a register of all members of the Club (including, but not limited to, those who are Affiliated Members of Bowls ACT). Such register must be available for inspection (including copying) by

the Executive Officer (or their nominee) upon reasonable request.

## **SECTION 8: HOW A BOWLING CLUB OR AN AFFILIATED MEMBER CAN LEAVE BOWLS ACT**

### **8.1 Notice to be given by a Bowling Club**

A Bowling Club, which has paid all monies due and payable to Bowls ACT and is not the subject of disciplinary action under Part IV of this Constitution, may leave Bowls ACT by giving 60 days' notice in writing to the Board. The notice must be lodged with the Executive Officer.

### **8.2 Expiration of notice period**

- (a) Upon the expiration of the 60 days' notice given under **rule 8.1**, the Bowling Club will cease to be a Member of Bowls ACT. Its Affiliated Members will also cease to be Members.
- (b) The Executive Officer must make an entry in the Register of Members recording the date on which the Bowling Club and its Affiliated Members ceased to be Members.

### **8.3 Process for an Affiliated Member**

- (a) An Affiliated Member must give notice to their Bowling Club in writing if they wish to cease their membership of Bowls ACT. The Bowling Club must lodge that notice with the Executive Officer.
- (b) The Executive Officer must not remove the Affiliated Member from the Register of Members if he or she:
  - (i) is the subject of disciplinary action under Part IV of this Constitution; or
  - (ii) has not paid monies that are due and payable to Bowls ACT.
- (c) The Executive Officer must inform the Board if sub-rule (b) applies to a request and must not take further action until directed to do so by the Board.
- (d) An Affiliated Member's membership of Bowls ACT will cease on the date that their name is removed from the Register of Members.

## **PART IV: DISCIPLINARY ACTION AND DISPUTE RESOLUTION**

### **SECTION 9: DISCIPLINARY ACTION**

#### **9.1 Members subject to disciplinary action**

Subject to this Constitution and any policies made by the Board, Members of all categories may be subject to disciplinary action.

#### **9.2 Grounds for disciplinary action**

There are grounds for disciplinary action against a Member, if that Member has:

- (a) breached, or failed, refused or neglected to comply with, a provision of this Constitution or a policy made by the Board;
- (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of Bowls ACT, or another Member; or
- (c) brought the reputation of Bowls ACT, Bowls or another Member into disrepute.

#### **9.3 Conduct of disciplinary action**

- (a) Where the Board considers that, on the information available to it, a Member's actions fall within 1 or more of the grounds in **rule 9.2**, it must decide whether it will conduct the disciplinary action or delegate that function to a committee under **rule 22.1**.
- (b) A member of the Board facing disciplinary action must not participate in any discussion or decision by the Board in relation to that action.

#### **9.4 Notice of disciplinary action**

Having taken the decision under **rule 9.3(a)**, the Board must direct the Executive Officer to take all reasonable steps to serve on the Member a notice in writing:

- (a) advising the Member that disciplinary action is being taken against them and the grounds for that action; and
- (b) stating the procedure to be followed, including whether the Board has delegated the conduct of the action to a committee.

#### **9.5 Procedure**

- (a) The Board or the committee must hold a meeting not earlier than 14 and not later than 28 days after service of the notice under **rule 9.4**.
- (b) The Board or the committee must advise the Member in writing of the date, place and time of the meeting.
- (c) The Member must also be informed that they may:

- (i) submit a written statement regarding the disciplinary action at the latest by 2 days prior to the meeting;
- (ii) attend the meeting; and
- (iii) be assisted at the meeting by a person of their choice, who may be an advocate for the Member.

## **9.6 Meeting and decision**

At the meeting held in accordance with **rule 9.5(a)**, the Board, or committee if one is established, must:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) decide whether, having considered the information available to it, the grounds for disciplinary action against the Member have been established and, if so, decide on the appropriate action to be taken under **rule 9.7**.

## **9.7 Penalties and other actions**

- (a) If the grounds for disciplinary action against a Member have been established, that Member may be:
  - (i) expelled from Bowls ACT;
  - (ii) suspended from membership of Bowls ACT for a specified period;
  - (iii) fined;
  - (iv) given another penalty, for example, a warning or a period of probation; or
  - (v) required to take an action, for example, to make an apology.
- (b) The penalties and actions listed under sub-rule (a) may be applied in combination.

## **9.8 Notice of decision**

- (a) If a committee has taken the decision under **rule 9.6(c)**, it must inform the Board of that decision within 2 days and allow a further 5 days before informing the Member of its decision in writing, giving the reasons for the decision and, if necessary, informing the Member of the right of appeal under **rule 10.1**.
- (b) If the Board has taken the decision under **rule 9.6(c)**, it must inform the Member within 7 days of its decision in writing, giving the reasons for the decision and, if necessary, informing the Member of the right of appeal under **rule 10.1**.



## 9.9 Effect of decision

A decision of a committee or the Board under **rule 9.6(c)** that applies **rule 9.7** to a Member does not take effect:

- (a) until the end of the period within which the Member concerned is entitled to appeal against the decision under **rule 10.1**, if the Member does not exercise the right of appeal within that period; or
- (b) if within that period the Member exercises the right of appeal, until the decision is confirmed in accordance with **rule 10.4**.

## 9.10 Bar on dispute resolution procedure

A Member subject to disciplinary action must not initiate a dispute resolution procedure in relation to the matter which is the subject of the disciplinary action until that action has been completed.

# SECTION 10: APPEAL

## 10.1 Right of appeal

- (a) A Member may appeal to a General Meeting against a decision taken under **rule 9.6(c)** within 7 days after notice of the decision is given under **rule 9.8** by lodging with the Executive Officer a notice in writing to that effect. The notice must identify the ground or grounds for appeal.
- (b) A Member may appeal on either or both of the following grounds:
  - (i) the Board or committee, on the information available to it, was wrong to find that the grounds for disciplinary action against the Member had been established; or
  - (ii) the severity of the penalty imposed by the Board or committee under **rule 9.7** was not appropriate.

## 10.2 Convening a General Meeting

On receipt of a notice under **rule 10.1**, the Executive Officer must notify the Board which must call a General Meeting. The Board must set a date for the General Meeting which allows the Executive Officer to give notice of the Meeting as required by **rule 13.2**.

## 10.3 Business at General Meeting

- (a) At a General Meeting called under **rule 10.2** no business other than the appeal may be transacted. The Meeting must only address the ground or grounds of appeal identified in the notice of appeal under **rule 10.1**.
- (b) The Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both. If

the Member is a Nominee of a Bowling Club, he or she will not be allowed to vote at the General Meeting and will not be counted for the purposes of a quorum under **rule 13.5(b)** or **rule 13.5(c)(ii)**. If the Member is a Bowling Club, its Nominee or Nominees will not be allowed to vote at the General Meeting. In such a case, the Nominee or Nominees of the Bowling Club will not be counted for the purposes of a quorum under **rule 13.5(b)** or **rule 13.5(c)(ii)**.

#### **10.4 Vote at General Meeting**

- (a) At a General Meeting called under **rule 10.2**, a secret ballot must be held on whether to allow or disallow a ground of appeal. The ground will be allowed if it is supported by a majority of votes cast in the ballot.
- (b) If a Member raises both grounds of appeal provided for under **rule 10.1(b)**, a secret ballot must first be held in relation to the ground under **rule 10.1(b)(i)**. If that ground of appeal is supported by a majority of the votes cast, the decision taken by the Board or committee under **rule 9.6(c)** will be overturned. In that case, the ground under **rule 10.1(b)(ii)** must not be put to a ballot.
- (c) If the ground of appeal under **rule 10.1(b)(i)** is not supported by a majority of the votes cast, the ground of appeal under **rule 10.1(b)(ii)** must be put to a secret ballot.
- (d) In any case where a Member raises a ground of appeal under **rule 10.1(b)(ii)** and it is supported by a majority of the votes cast in a secret ballot, the matter of the penalty must be remitted to the Board or committee for reconsideration.
- (e) The Board or committee must impose a less severe penalty on the Member but is not bound to apply any penalty argued for by the Member in the appeal.
- (f) The Board or committee must inform the Member of the revised penalty in writing within 14 days of the General Meeting. The decision of the Board or committee will be final and not subject to appeal.

### **SECTION 11: DISPUTE RESOLUTION**

#### **11.1 Use of dispute resolution procedure**

Subject to this Constitution and any policies made by the Board, Members of all categories may use this dispute settlement procedure.

#### **11.2 Disputes covered by procedure**

- (a) This dispute resolution procedure is established to satisfy the requirements of the Associations Act.

- (b) The procedure applies to disputes concerning the application of the Associations Act to Bowls ACT, this Constitution or any policies made by the Board where those disputes are between:
  - (i) a Member and another Member; or
  - (ii) a Member and Bowls ACT.
- (c) A Member may appoint any person to act on their behalf in this procedure.
- (d) If there are costs relating to the dispute resolution procedure, they must be met in equal shares by the parties.

### **11.3 Dispute involving a Board member**

Where an individual member of the Board is a party to a dispute, that member must not participate in any discussion or decision by the Board in relation to that dispute.

### **11.4 Meeting between parties to dispute**

- (a) The parties to the dispute must in good faith meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (b) If the parties are unable to resolve the dispute at the meeting, or if a party does not attend the meeting without good reason, then, within 7 days of the date of the meeting, the parties must seek to agree on a person to be the decision-maker in the dispute.
- (c) A member of the Board cannot be a decision-maker.

### **11.5 Appointment of decision-maker in a dispute between Members**

- (a) If the Members in dispute cannot agree on a decision-maker, either may lodge a request in writing with the Executive Officer that the Board appoint the decision-maker. The Executive Officer must inform the Board of the request as soon as reasonably practicable.
- (b) The Board must appoint a decision-maker within 7 days of the request being lodged with the Executive Officer.

### **11.6 Appointment of decision-maker in a dispute between a Member and Bowls ACT**

If a Member and Bowls ACT are in dispute and cannot agree on a decision-maker, either may lodge a request in writing with Bowls Australia that it appoint the decision-maker.

### **11.7 Role of decision-maker**

The decision-maker must:

- (a) be impartial;

- (b) meet with the parties within 14 days of being appointed;
- (c) give the parties every opportunity to be heard;
- (d) allow due consideration by all parties of any written statement submitted by any party; and
- (e) make his or her decision as soon as reasonably practicable, to the extent that doing so is compatible with the requirements of this rule.

### **11.8 Decision**

- (a) The decision-maker must notify each party to the dispute, in writing, about his or her decision and give reasons for that decision.
- (b) If neither party seeks a review of the decision, it is final and binding on the parties to the dispute.

### **11.9 Review in a dispute between Members**

- (a) Where a decision is given in a dispute between 2 Members of Bowls ACT, either may seek a review of the decision by the Board by lodging with the Executive Officer a notice in writing to that effect within 7 days of being notified of the decision.
- (b) The notice must identify the grounds for review and be accompanied by a copy of the decision and reasons.
- (c) On receipt of a notice under sub-rule (a), the Executive Officer must notify the Board as soon as reasonably practicable.
- (d) The Board must hold a meeting with the parties to the dispute within 14 days of the notice being lodged with the Executive Officer. At the meeting, the Board must give:
  - (i) the parties every opportunity to be heard; and
  - (ii) due consideration to any written statement submitted by a party.
- (e) At the meeting held under sub-rule (d), the Board must either:
  - (i) confirm the decision; or
  - (ii) reject the decision, in whole or in part, and then substitute its own decision, in whole or in part.
- (f) Within 14 days of the meeting held under sub-rule (d), the Board must notify each party to the dispute, in writing, about its decision and give reasons for that decision.
- (g) The Board's decision is final and binding on the parties to the dispute.

### **11.10 Review in a dispute between a Member and Bowls ACT**

- (a) Where a decision is given in a dispute between a Member and Bowls ACT, either may seek a review of the decision by lodging with Bowls Australia a notice in writing to that effect within 7 days of being notified of the decision.
- (b) The notice must request Bowls Australia to appoint a person to review the decision and identify the grounds for review. The notice must be accompanied by a copy of the decision and reasons.

### **11.11 Role of reviewer**

The reviewer must:

- (a) be impartial;
- (b) meet with the parties within 14 days of being appointed;
- (c) give the parties every opportunity to be heard;
- (d) allow due consideration by all parties of any written statement submitted by any party; and
- (e) make their decision as soon as reasonably practicable, to the extent that doing so is compatible with the requirements of this rule.

### **11.12 Decision of reviewer**

- (a) The reviewer must either:
  - (i) confirm the decision; or
  - (ii) reject the decision, in whole or in part, and then substitute their own decision, in whole or in part.
- (b) The reviewer must notify each party to the dispute, in writing, about his or her decision and give reasons for that decision.
- (c) The reviewer's decision is final and binding on the parties to the dispute.

### **11.13 Bar on disciplinary action**

If a Member is in dispute with Bowls ACT and initiates the dispute resolution procedure, the Board must not take disciplinary action against any of the following Members in relation to the matter which is the subject of the dispute resolution procedure until that procedure has been completed:

- (a) the Member who initiated the procedure; or
- (b) a Member appointed by the initiating Member under **rule 11.2(c)** to act on their behalf in the procedure.

## **PART V: GENERAL MEETINGS**

### **SECTION 12: ANNUAL GENERAL MEETING**

#### **12.1 Annual General Meeting to be held**

Bowls ACT must convene and hold an Annual General Meeting of its Members in accordance with the Associations Act and on a date and at a venue to be determined by the Board.

#### **12.2 Business**

- (a) The Annual General Meeting must transact the business required by the Associations Act, determined by the Board and Executive Officer, and any other business of which notice is given in accordance with this Constitution.
- (b) The Board must submit the accounts of Bowls ACT to the Annual General Meeting in accordance with the Associations Act.

#### **12.3 Additional meetings**

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

### **SECTION 13: GENERAL MEETINGS**

#### **13.1 Convening of a General Meeting by the Board**

Subject to **rule 10.2** and **rule 13.4**, the Board, whenever it thinks fit, may convene a General Meeting of Members and, where, but for this rule more than 15 months would elapse between Annual General Meetings, the Board must convene a General Meeting before the expiration of that period.

#### **13.2 Notice to be given for a General Meeting**

The Executive Officer must, at least 21 days before the date fixed for holding a General Meeting, send to each Bowling Club and each Director a notice in writing stating the place, date and time of the Meeting and the nature of the proposed business to be transacted at the Meeting.

#### **13.3 Business of a General Meeting**

- (a) A General Meeting must only transact the business set out in the notice sent by the Executive Officer under **rule 13.2**.
- (b) A Member desiring to bring any business before a General Meeting must give notice in writing of that business to the Executive Officer, who must include that business in the notice under **rule 13.2** calling

the next General Meeting following the receipt of the notice from the Member.

- (c) If a motion, of which due notice has been given, is unsuccessful at a General Meeting, that motion cannot be resubmitted, nor may any other motion having a similar effect be moved, at a subsequent General Meeting for a period of 3 months. The Chairperson of a General Meeting will determine whether a motion is a motion having a similar effect.

#### **13.4 Request by Bowling Clubs for a General Meeting**

- (a) The Board must convene a General Meeting on a request in writing from not less than 5 Bowling Clubs (where the Nominees from the requesting Clubs have signed the request).
- (b) The request for a General Meeting must state the purpose(s) of the meeting and be sent to the Executive Officer. As soon as reasonably practicable after the receipt of a request, the Executive Officer must refer the request to the Board and circulate it to all other Bowling Clubs.
- (c) If the Board does not hold a General Meeting within 30 days after the date on which the request is received by the Executive Officer, the requesting Bowling Clubs may convene a General Meeting to be held not later than 60 days after that date.
- (d) A General Meeting convened by requesting Bowling Clubs must be convened in the same manner, or as near as possible to that, in which such meetings are convened by the Board. Bowls ACT must refund all reasonable expenses incurred by the requesting Bowling Clubs in convening the General Meeting.

#### **13.5 Quorum**

- (a) A General Meeting must not transact an item of business unless a quorum is present during the time when the Meeting is considering that item.
- (b) The presence of 12 registered Nominees at a General Meeting constitutes a quorum.
- (c) 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 Bowling Clubs under **rule 13.4**, must be dissolved; and
  - (ii) in any other case, will stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and 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 registered Nominees present (being not less than 10) will be a quorum.

### **13.6 Chairperson of General Meetings**

- (a) The President must chair each General Meeting, unless he or she is absent or has disclosed a material personal interest under **rule 21.1(a)** in a matter being considered by the General Meeting.
- (b) If the President cannot chair a General Meeting, the Deputy President must do so, unless he or she is absent or has disclosed a material personal interest under **rule 21.1(a)** in a matter being considered by the General Meeting.
- (c) If the Deputy President cannot chair a meeting, the Directors present must decide which of them will chair the meeting. A Director must not chair a General Meeting if he or she has disclosed a material personal interest under **rule 21.1(a)** in a matter being considered by the General Meeting.

### **13.7 Chairperson may adjourn a General Meeting**

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn it to a specified date, time and place. No business is to be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting.
- (b) The Executive Officer must give notice in writing of the subsequent meeting to Bowling Clubs and Directors as soon as reasonably practicable. The notice must list the business to be transacted at the subsequent meeting.

### **13.8 Voting Rights at a General Meeting**

Subject to this Constitution, the only persons entitled to vote at General Meetings are the Nominees of Bowling Clubs.

### **13.9 Voting Procedure**

- (a) Votes at a General Meeting must be given in person by the Nominees of Bowling Clubs who are entitled to vote.
- (b) Subject to **rule 10.4**, **rule 13.11**, **rule 17.2** and **rule 18.3**, all questions arising at a General Meeting will be determined on a show of hands. A Nominee who has a disability may use other means to register their vote.
- (c) In the case of a secret ballot held under **rule 10.4**, **rule 17.2** or **rule 18.3**, the Executive Officer (or nominee) will act as returning officer together with an Affiliated Member nominated by the Board for the secret ballot. No person, other than the returning officers, will be entitled to see any voting paper and the returning officers must not disclose the way in which a Nominee of a Bowling Club has voted.



The decision of the returning officers on any matter relating to the conduct of a secret ballot is final and no appeal is available from that decision.

- (d) In the case of an equality of votes on a question, the motion will fail.

### **13.10 Recording of Determinations**

When a declaration is made by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of Bowls ACT is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **13.11 Poll at General Meetings**

- (a) If a poll on any question is demanded by 6 Nominees who are entitled to vote, it will be taken in such manner as the chairperson may direct and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.
- (b) A poll that is demanded on a question of an adjournment must be taken immediately and a poll that is demanded on any other question will be taken at such time before the close of the meeting as the chairperson may direct.

### **13.12 Postal Voting**

Postal voting is not permitted.

### **13.13 Minutes of General Meeting**

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The Minutes must record:
  - (i) the business considered at the General Meeting;
  - (ii) any resolution on which a vote is taken and the result of such vote; and
  - (iii) the names of persons present at the General Meeting.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) any reports or financial statements submitted to the Members at the Annual General Meeting; and
  - (ii) audited accounts or auditor's report or report of a review accompanying the financial statements as required under the Associations Act.

## **PART VI: BOARD**

### **SECTION 14: FUNCTIONS, POWERS AND RESPONSIBILITIES OF THE BOARD**

#### **14.1 Functions and powers**

Subject to this Constitution and the Associations Act, the Board:

- (a) controls and manages the business and affairs of Bowls ACT;
- (b) may perform all functions and exercise all powers as may be performed and exercised by Bowls ACT other than those functions and powers that are required by this Constitution to be performed and exercised by the Members in General Meeting; and
- (c) may perform all such acts as appear to the Board to be necessary or desirable for the proper management of the business and affairs of Bowls ACT.

#### **14.2 Board may make policies**

- (a) The Board, when necessary or desirable in its view, may formulate, adopt, amend and replace policies for the purposes listed in **rule 3.1**. In doing so, it may adopt policies of Bowls Australia, either with or without amendment.
- (b) The Executive Officer must inform Bowling Clubs of action taken by the Board under sub-rule (a) and maintain a register of the Board's policies that can be accessed by Members of all categories.

#### **14.3 Collective responsibility**

The Board is collectively responsible for ensuring:

- (a) that individual Directors comply with the Associations Act, this Constitution and policies made by the Board; and
- (b) that Bowls ACT complies with the Associations Act.

#### **14.4 Review of Constitution**

The Board must keep this Constitution under review to ensure that it meets the requirements of the Associations Act and provides an effective framework for the operation of Bowls ACT.

## **SECTION 15: DUTIES OF BOARD MEMBERS**

### **15.1 Duty of care and diligence**

A member of the Board must perform their functions and discharge their duties with the degree of care and diligence that a reasonable person would exercise if that person:

- (a) were an officer of Bowls ACT in the circumstances applying at the time of the performance of the function or the discharge of the duty; and
- (b) occupied the office held by, and had the same responsibilities within Bowls ACT as, the member.

### **15.2 Duty of good faith and proper purpose**

A member of the Board must perform their functions and discharge their duties:

- (a) in good faith in the best interests of Bowls ACT; and
- (b) for a proper purpose.

### **15.3 Use of position**

A member of the Board must not improperly use their position to:

- (a) gain an advantage for the member or another person; or
- (b) cause detriment to Bowls ACT.

### **15.4 Use of information**

A member of the Board who obtains information through their position on the Board must not improperly use the information to:

- (a) gain an advantage for the member or another person; or
- (b) cause detriment to Bowls ACT.

## **SECTION 16: COMPOSITION OF THE BOARD**

### **16.1 Categories of Board members**

- (a) The Board has the following categories of Directors:
  - (i) 6 Elected Directors, with at least 2 male members and 2 female members, who must all be Affiliated Members and who must be elected in accordance with **rule 17.1** and **rule 17.2**.

- (ii) the Finance Director, who will be appointed by the Elected Directors for a term of 2 years, which will commence immediately after the Annual General Meeting at which their appointment is confirmed and run until the conclusion of the second Annual General Meeting following their appointment; and
- (iii) 1 additional Director, who may be appointed by the Elected Directors in accordance with **rule 16.4**.

## **16.2 President and Deputy President**

- (a) The positions of President and Deputy President must be filled by 1 male member and 1 female member of the Board.
- (b) If there are insufficient available candidates to satisfy this requirement, these positions may be filled by persons of the same gender.
- (c) The President and Deputy President hold their positions for 2 years and are eligible for reappointment.

## **16.3 Term of Elected Directors**

- (a) Each Elected Director will hold office until the second Annual General Meeting following the declaration of their election at an Annual General Meeting, but is eligible for re-election. However, at the completion of the first year of the new Constitution, 3 elected Directors will, by ballot by the Board, stand down, but are eligible for re-election.
- (b) For each interval of 2 years, 3 directors must be elected, at least 1 male and 1 female Elected Director must be elected in the first year and at least 1 male and 1 female Elected Director must be elected in the second year ensuring that at least 2 male and 2 female Directors constitute the Board of Elected Directors.
- (c) No Elected Director may serve for more than 4 consecutive terms of 2 years. An Elected Director who serves 4 consecutive terms may return to the Board following an absence of not less than 12 months.

## **16.4 Appointed Director**

- (a) In addition to the Finance Director, the Elected Directors may appoint another Director, who may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board's composition. The person need not have experience in Bowls or be an Affiliated Member.
- (b) The Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of 2 years, which will commence at the Annual General Meeting at which their appointment

is confirmed and run until the conclusion of the second Annual General Meeting following their appointment.

## **16.5 Requirements following election or appointment to the Board**

As soon as reasonably practicable after being elected or appointed to the Board, each Director must become familiar with the Associations Act, this Constitution and any policies made by the Board.

## **SECTION 17: PROCESS FOR ELECTING DIRECTORS**

### **17.1 Nomination process**

- (a) The Executive Officer must call for nominations of candidates for election as Directors at the time determined by the Board. All Bowling Clubs must be notified of the call for nominations as determined by the Board.
- (b) Candidates must:
  - (i) be aged 18 years or over;
  - (ii) reside in Australia; and
  - (iii) be an Affiliated Member.
- (c) Nominations of candidates for Elected Directors must:
  - (i) be in writing on the form provided by Bowls ACT from time to time (if any), signed by 2 Affiliated Members and accompanied by the written consent of the candidate;
  - (ii) provide details confirming that the candidate meets the requirements of the Associations Act, this Constitution and any policies made by the Board; and
  - (iii) be lodged with the Executive Officer by the date specified in the call for nominations.

### **17.2 Ballot process**

- (a) If:
  - (i) the number of nominations received for the Board from male and/or female candidates is equal to the number of vacancies to be filled for male and/or female candidates respectively; or
  - (ii) there are insufficient nominations from male and/or female candidates received to fill the respective vacancies on the Board;

then those nominated will be declared elected at the Annual General Meeting by the returning officers. Any vacancies will be treated as vacancies under **rule 18.4**.

- (b) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be conducted to determine the Elected Directors. The ballot must be conducted in the manner determined by the Board, or as set out in any policy made by the Board.
- (c) In the event that 2 or more candidates receive an equality of votes to become an Elected Director, another secret ballot must be conducted by the returning officers to determine which of those candidates is elected.

## **SECTION 18: VACANCY ON THE BOARD**

### **18.1 Resignation of Director**

An Elected or Appointed Director may vacate their office by resignation lodged in writing with the public officer of Bowls ACT.

### **18.2 Grounds requiring a Director to vacate their office**

An Elected or Appointed Director must vacate their office if he or she:

- (a) is disqualified under the Associations Act;
- (b) in the case of an Elected Director, ceases to be an Affiliated Member;
- (c) is subject to the application of a penalty or other action under **rule 9.7**;
- (d) is in breach of the rules on the interests of Directors contained in **Section 21** of this Constitution;
- (e) is removed in accordance with this Constitution;
- (f) is not physically or mentally fit to exercise the functions of the office;  
or
- (g) fails to attend 3 consecutive meetings of the Board without having previously obtained a leave of absence or provided reasonable excuse for such absence.

### **18.3 Removal of Elected or Appointed Director at a General Meeting**

- (a) A General Meeting may by resolution remove any Director before the expiration of their term of office. The vote on that resolution must be conducted by secret ballot.
- (b) The Director, who is the subject of the resolution referred to in sub-rule (a), may make representations in writing to the President and request that such representations be notified to the Bowling Clubs. The President must send a copy of the representations to the Clubs.

- (c) The Director may also attend the General Meeting for the purpose of addressing it.
- (d) If an Elected Director is removed in a General Meeting, that Meeting may appoint by resolution another Affiliated Member to hold that office until the expiration of the term of the Director who was removed. The vote on that resolution must be conducted by secret ballot. An Affiliated Member cannot be appointed by resolution unless he or she meets the requirements to be a Director under the Associations Act, this Constitution and any policies made by the Board.

#### **18.4 Procedure to fill vacancy in the office of an Elected Director**

- (a) Subject to **rule 18.3(d)**, in the event of a vacancy in the office of any Elected Director, the Board may appoint an Affiliated Member, who meets the requirements to be a Director under the Associations Act, this Constitution and any policies made by the Board, to the vacant office so as to maintain the gender requirement.
- (b) The person so appointed may continue in office up to the end of the term of the Elected Director who is replaced.

#### **18.5 Procedure to fill vacancy in the office of an Appointed Director**

- (a) In the event of a vacancy in the office of the Finance Director or in the office of a Director appointed under **rule 16.4**, the Board may appoint a replacement who meets the requirements to be a Director under the Associations Act, this Constitution and any policies made by the Board.
- (b) The person so appointed may continue in office up to the next Annual General Meeting at which their appointment may be confirmed for a further term of 2 years to commence at that Meeting and run until the conclusion of the second Annual General Meeting following that Meeting.

### **SECTION 19: LEAVE OF ABSENCE**

#### **19.1 Process for a leave of absence**

The Board may, in its discretion, grant leave of absence to a Director for such period as it sees fit following consideration of an application submitted in writing to the Executive Officer or the President, provided:

- (a) if such period is 1 year or more, that Director will be taken to have resigned their position, but an Elected Director will be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have concluded; and

- (b) in no circumstances must the leave of absence exceed the remaining term of office of the Director.

## **SECTION 20: QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **20.1 Convening a Board Meeting**

- (a) The Board will meet as required, but must meet on at least 6 occasions in each year.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement will be sufficiently evidenced in writing or by their presence), not less than 2 days' written notice of the meeting of the Board must be given to each Director.
- (c) The notice, specifying the time, date and place of the Board meeting and the general nature of the business to be transacted, must be served on each Director by:
  - (i) delivering it to that Director personally; or
  - (ii) sending it, by facsimile 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.
- (d) Notice may be given of more than 1 Board meeting at the same time.

### **20.2 Quorum**

- (a) 4 Directors constitute a quorum for a meeting of the Board.
- (b) No business must be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) The Board may act notwithstanding any casual vacancy. However, if the number of casual vacancies is such that the remaining Directors do not 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 a quorum.

### **20.3 Procedure at Board meetings**

- (a) Subject to **rule 21.4(a)**, at meetings of the Board:
  - (i) the President must chair the meeting;
  - (ii) if the President is absent, the Deputy President must chair the meeting; and



- (iii) if the Deputy President is also absent, the Board must appoint a Director to chair the meeting.
- (b) Questions arising at a meeting of the Board will be determined on a show of hands. A Director who has a disability may use other means to register their vote. If demanded by a Director, a poll must be taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director and Appointed Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to 1 vote. In the event of an equality of votes on any question, the motion will fail; neither the President nor chairperson may exercise a second or casting vote.
- (d) Voting by proxy is not permitted at a meeting of the Board.
- (e) A resolution in writing, which is signed or assented to by facsimile or other form of electronic communication by all the voting Directors, will be as valid 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 1 or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings, a meeting of the Directors may be held where 1 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 **rule 20.1** or any policies made 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 must be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption, the meeting will be deemed to have terminated; and
  - (iv) any meeting held where 1 or more of the Directors is not physically present will 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 will be

deemed to be held at the place where the chairperson of the meeting is located.

#### **20.4 Minutes of Board Meetings**

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote;
  - (iii) any interest declared under **rule 21**; and
  - (iv) the names of Directors present.
- (c) Members may not inspect or copy the minutes of Board meetings.

### **SECTION 21: INTERESTS OF DIRECTORS**

#### **21.1 Material personal interests**

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must:
  - (i) as soon as the Director becomes aware of the interest, disclose the nature and extent of the interest to the Board; and
  - (ii) disclose the nature and extent of the interest at the next General Meeting.
- (b) Sub-rule (a) does not apply in relation to a material personal interest:
  - (i) that exists only because the Director:
    - A. is an employee of Bowls ACT; or
    - B. is a member of a class of people for whose benefit Bowls ACT is established; or
  - (ii) that the Director has in common with all, or a substantial proportion of, the Members of Bowls ACT.
- (c) In disclosing a material personal interest as required by sub-rule (a), a Director must give details of:
  - (i) the nature and extent of the interest; and
  - (ii) the relation of the interest to the activities of Bowls ACT.

- (d) When a Director has disclosed a material personal interest as required by sub-rule (a), the Director must inform the Board of any change in that interest:
  - (i) as soon as the Director becomes aware of that change; and
  - (ii) disclose that change at the next General Meeting.

## **21.2 Place of profit or employment**

A Director is disqualified from holding any place of profit or position of employment in Bowls ACT, or in any company or incorporated association in which Bowls ACT is a shareholder or otherwise interested, except with express resolution of approval by the Board.

## **21.3 Contracts**

- (a) A Director must not contract with Bowls ACT, either personally or through an entity in which he or she has an interest, except with express resolution of approval of the Board that is adopted following the disclosure of the Director's material personal interest in the contract as required by **rule 21.1(a)**.
- (b) If a Director is not contracting with Bowls ACT in the terms of sub-rule (a), but will benefit from a contract or proposed contract that another person or entity concludes with Bowls ACT, the Director must declare that benefit as a material personal interest under **rule 21.1(a)**, unless **rule 21.1(b)** applies.

## **21.4 Conduct of Board meetings**

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter.
- (b) Sub-rule (a) does not apply in relation to a material personal interest:
  - (i) that exists only because the Director belongs to a class of people for whose benefit Bowls ACT is established; or
  - (ii) that the Director has in common with all, or a substantial proportion of, the Members of Bowls ACT.
- (c) If there are not enough Directors to form a quorum to consider a matter because of the disclosure of material personal interests under **rule 21.1(a)**, 1 or more Directors (including those who have a material personal interest in the matter) may call a General Meeting.
- (d) The Directors who have material personal interests must not be present when the General Meeting considers the matter.

- (e) The General Meeting may pass a resolution to deal with the matter.

## **SECTION 22: DELEGATION BY THE BOARD AND THE ROLES OF OTHER OFFICERS**

### **22.1 Committees**

- (a) The Board may establish, and delegate any of its functions or powers (except this power to delegate) to, a committee or committees and may recall or revoke any such appointment or delegation. By way of example, the Board may establish a committee to conduct disciplinary action under Part IV of this Constitution, as provided for in **rule 9.3(a)**.
- (b) When appointing members of committees, the Board must seek to ensure gender balance where possible.
- (c) The Board must state in writing which functions or powers it is delegating to a committee and the committee must, in the exercise of such delegated functions or powers, conform to any written directions given by the Board.
- (d) The President or his or her nominee will be an ex-officio member of any committee so appointed.
- (e) The proceedings for any committee must, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board.
- (f) Within 7 days of any meeting of any committee, the committee must send a copy of the minutes and any supporting documents to the Executive Officer.
- (g) With the exception of a committee conducting a disciplinary action under Part IV of this Constitution, the Board is not bound by any decision or recommendation made by a committee it has appointed.

### **22.2 Executive Officer**

- (a) The Board will appoint the Executive Officer for such term and upon such conditions as the Board thinks fit.
- (b) The Executive Officer will be responsible to the Board for the management of the affairs of Bowls ACT and for this purpose will exercise the powers and undertake the duties determined by the Board.
- (c) The Executive Officer has the right to be present and to debate at all Board meetings and General Meetings, but cannot vote at those meetings.

### **22.3 Public Officer**

- (a) The Executive Officer will act as the Public Officer of Bowls ACT and discharge the duties of that office as required under the Associations Act.
- (b) If the office of Public Officer becomes vacant through the operation of section 64 of the Associations Act, the Board must, within 14 days of the vacancy occurring, appoint a replacement to fill the vacancy.

### **22.4 Secretary**

- (a) The Executive Officer will act as secretary of Bowls ACT.
- (b) If Bowls ACT does not have an Executive Officer, the Board will determine whether the President or another person will act as secretary.

## **PART VII: FUNDING AND INCOME**

### **SECTION 23: SOURCES AND APPLICATION OF FUNDS**

#### **23.1 Sources of funds**

The funds of Bowls ACT will be derived from fees, donations and such other sources of income as the Board determines.

#### **23.2 Application of funds**

- (a) The funds and property of Bowls ACT must be applied solely towards the promotion of the purposes of Bowls ACT as set out in **rule 3.1**.
- (b) No portion of the funds or property of Bowls ACT is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this does not preclude payment to a Member in good faith for expenses incurred or services rendered.
- (c) The Board will put in place a policy concerning authority for the expenditure of funds.

### **SECTION 24: CONTROL OF FUNDS**

#### **24.1 Accounts**

Bowls ACT must have accounts with a financial institution from which all of its expenditure is made and into which all of its revenue is deposited.

#### **24.2 Negotiable instruments**

All cheques and other negotiable instruments must be signed or otherwise executed by 2 persons appointed in writing by the Board.

#### **24.3 Credit and debit cards**

The Board will put in place a policy concerning the use of credit and debit cards on behalf of Bowls ACT.

## **PART VIII: RECORDS**

### **SECTION 25: KEEPING RECORDS**

#### **25.1 Executive Officer to keep records**

The Executive Officer must establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Bowls ACT and the Board and must produce these as appropriate at each Board meeting or General Meeting.

#### **25.2 Financial records**

Bowls ACT must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Associations Act.

#### **25.3 Financial statements**

The Board must ensure that Bowls ACT complies with all requirements in the Associations Act regarding financial statements.

#### **25.4 Records kept in accordance with Associations Act**

Books, documents, securities and proper accounting and other records must be kept in accordance with the Associations Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account must be kept in the care and control of the Executive Officer.

#### **25.5 Bowls ACT to retain records**

Bowls ACT must retain records for seven years after the completion of the transactions or operations to which they relate.

### **SECTION 26: INSPECTION OF RECORDS**

#### **26.1 Inspection of Records**

- (a) This rule does not cover the Register of Members or minutes of Board meetings.
- (b) A copy of this Constitution will be available to Members and applicants for membership free of charge.
- (c) Any Member may apply to the Board in writing to allow the Member to inspect:
  - (i) the minutes of General Meetings;

- (ii) the financial records, books, securities and any other relevant document of Bowls ACT.
- (d) The Board may refuse the request if it concerns records of Bowls ACT that relate to confidential, personal, employment, commercial or legal matters. The Board may also refuse the request if granting it would be prejudicial to the interests of Bowls ACT.
- (e) The Board may allow the request subject to conditions, including the payment of a reasonable fee if processing the request requires a significant amount of work by the Executive Officer.
- (f) If the Board allows the request, the records will be made available for inspection by the Member at a reasonable time at the registered office of Bowls ACT.
- (g) A Member may obtain a copy of the records available for inspection. Bowls ACT may charge a fee for providing copies that satisfies the requirements of the Associations Act, if any.
- (h) For the purposes of this rule, the term “relevant documents” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Bowls ACT and includes the following:
  - (i) its financial state;
  - (ii) its financial records;
  - (iii) records and documents relating to transactions, dealings, business or property of Bowls ACT.



## **PART IX: MISCELLANEOUS**

### **SECTION 27: REGISTERED ADDRESS, SERVICE OF NOTICES AND COMMON SEAL**

#### **27.1 Registered address**

The registered address of Bowls ACT will be at such place as determined by the Board from time to time.

#### **27.2 Service of notices**

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice will be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice will be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice will be deemed to be effected by properly addressing to the address shown on the register.

#### **27.3 Common Seal**

- (a) The Executive Officer will maintain custody of the Common Seal.
- (b) The Common Seal must not be affixed to any instrument except by the authority, in writing, of the Board and the affixing of the Common Seal must be attested by the signatures of 2 Directors or 1 Director and the Executive Officer, or in such other manner approved by the Board from time to time.
- (c) A Director may not sign a document where the Director has an interest in the contract or arrangement to which the document relates.

### **SECTION 28: INDEMNITY AND LIABILITY ON WINDING UP OR DISSOLUTION OF BOWLS ACT**

#### **28.1 Indemnity of Directors and employees**

- (a) Bowls ACT will indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director 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 Bowls ACT; and
- (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by Bowls ACT.

## **28.2 Liability of Members on winding up or dissolution of Bowls ACT**

In the event of Bowls ACT being wound up or dissolved, the liability of the Members to contribute towards the payment of the debts and liabilities of Bowls ACT or the costs, charges and expenses of the winding up or dissolution will be limited to any outstanding monies due and payable to Bowls ACT. No other amount will be payable by the Members.

## **28.3 Property remaining after winding up or dissolution of Bowls ACT**

- (a) If upon winding up or dissolution of Bowls ACT, there remains, after satisfaction of all its debts and liabilities, any property, the same must not be paid to or distributed amongst the Members, but must be given or transferred to some other organisation that has purposes similar to the purposes of Bowls ACT and which prohibits the distribution of its income and property among its members and which is also not carried on for the profit or gain to its members.
- (b) Bowls ACT must nominate the organisation for the purposes of sub-rule (a) by special resolution passed, in accordance with section 70 of the Associations Act, at or before the time of winding up or dissolution.
- (c) If Bowls ACT fails to nominate an organisation for the purposes of sub-rule (a), the property will vest in the Registrar-General by operation of the Associations Act.