

Draft Constitution

Date: [date]

NORTHMEAD BOWLING CLUB

DRAFT

TABLE OF CONTENTS

CONSTITUTION	3
1. NAME OF THE CLUB.....	3
2. DEFINITIONS AND INTERPRETATION.....	3
2.1 Definitions.....	3
2.2 Interpretation.....	4
3. OBJECTS.....	4
4. INCOME AND PROPERTY OF THE CLUB.....	5
4.1 Sole Purpose	5
4.2 Payments to Members	5
5. STATUS AND COMPLIANCE OF SUB-CLUB.....	5
5.1 Recognition of Sub-Club.....	5
5.2 Registered Club	5
5.3 Amendment of the Constitution	6
6. MEMBERSHIP	6
6.1 Categories of Members.....	6
6.2 Deemed Membership.....	6
6.3 General.....	6
7. EFFECT OF MEMBERSHIP	7
8. FEES AND SUBSCRIPTIONS.....	7
9. REGISTER	7
10. DISCONTINUANCE OF MEMBERSHIP.....	7
11. DISCIPLINE OF MEMBERS.....	8
12. GRIEVANCE PROCEDURE.....	8
13. GENERAL MEETINGS.....	8
13.1 Annual General Meeting	8
13.2 General Meetings.....	9
13.3 Conduct of General Meetings.....	9
13.4 Questions decided by majority	10
13.5 Equality of votes.....	10
13.6 Voting Procedure	10
13.7 Chair to determine any poll dispute	10
13.8 Minutes	10
14. VOTES OF MEMBERS	10
15. MANAGEMENT COMMITTEE	10
16. VACANCIES ON THE MANAGEMENT COMMITTEE	12
16.1 Casual Vacancies	12
16.2 Grounds for Termination of Committee Member	12
17. POWERS	12
17.1 Powers of the Club.....	12
17.2 Powers and Duties of Management Committee	12

18.	PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS.....	13
18.1	Management Committee meetings.....	13
18.2	Election of Chair.....	13
18.3	Circulating resolutions.....	13
18.4	Committee Members' interests.....	14
19.	TELECOMMUNICATION MEETING.....	13
20.	DELEGATES.....	14
21.	COMMITTEES.....	14
22.	BY-LAWS.....	14
23.	KEEPING RECORDS.....	14
24.	ACCOUNTS.....	14
24.1	Financial Year.....	14
24.2	Records.....	15
24.3	Management Committee to Submit Accounts.....	15
24.4	Transactions.....	15
25.	SERVICE OF DOCUMENTS.....	15
26.	DISSOLUTION.....	15
27.	REPORTING TO BOWLS NSW.....	15

DRAFT

Constitution

1. NAME OF THE CLUB

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

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the context requires otherwise:

Annual General Meeting or **AGM** means the annual General Meeting of the Sub-Club required to be held under this Constitution.

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

Bowls means the sport of lawn bowls.

Bowls NSW or **BNSW** means Bowls New South Wales Limited.

By-Laws mean a by-law made under **clause 22**.

Chair or **President** means the person elected under **clause 18.2**.

Committee means a committee established by the Management Committee under **clause 21**.

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

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

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

Individual Member means a registered, financial Member of the Sub-Club who is over 18 years of age.

Local Area means the geographical area in which the Sub-Club operates as determined by Bowls NSW for the administration of Bowls competitions.

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

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

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

Registered Club means the Registered Club (Parent Body) to which the club may be affiliated or registered or is otherwise a member.

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

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

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

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words imparting the singular include the plural and vice versa;
- (d) references to persons include corporations and body politic;
- (e) references to a person include the legal personal representatives, successors, and permitted assigns of that person;
- (f) a reference to a statute, ordinance, code, or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments, or replacements of any of them (whether of the same or any legislative authority having authority); and
- (g) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing, or reproducing words in a visible form, including messages sent by email.

3. OBJECTS

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

- (a) be affiliated with or a member of the Registered Club (if applicable) and to affiliate with Bowls NSW as an unincorporated Club so Bowls can be conducted, encouraged, promoted, advanced and administered at the Sub-Club and throughout the Local Area;
- (b) conduct, encourage, promote, advance and administer Bowls at the Sub-Club and throughout the Local Area and act, at all times, on behalf of and in the interest of the Members and Bowls in the Sub-Club and Local Area;

- (c) affiliate and otherwise liaise with the Registered Club (as applicable) and Bowls NSW and adopt their respective rule and policy frameworks as necessary to further these Objects;
- (d) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects; and
- (e) abide by, enforce, and ensure uniformity in the application and rules of Bowls as may be determined from time to time by Bowls Australia (BA) and/or BNSW as may be necessary for the management and control of Bowls and related activities in New South Wales.

4. INCOME AND PROPERTY OF THE CLUB

4.1 Sole Purpose

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

4.2 Payments to Members

No part of the income or property of the Sub-Club may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith and in the promotion of the Objects and which payments are:

- (a) in return for any services or goods supplied in the ordinary course; or
- (b) for interest at current bank overdraft rates for moneys lent; or
- (c) for reasonable rent for premises let to the Sub-Club.

5. STATUS AND COMPLIANCE OF SUB-CLUB

5.1 Recognition of Sub-Club

- (a) The Sub-Club is:
 - (i) affiliated with Bowls NSW and may form part of the Registered Club (if applicable); and
 - (ii) is recognised by those entities as the body responsible for the delivery of Bowls in the Local Area.
- (b) This Constitution will clearly reflect the objects of the Registered Club (if applicable) and Bowls NSW and will conform to the constitutions and regulations of both the Registered Club and Bowls NSW.

5.2 Registered Club

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

5.3 Amendment of the Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved:

- (a) by the Registered Club (if applicable) prior to the relevant General Meeting of the Sub-Club;
- (b) by Special Resolution; and
- (c) in prior consultation with Bowls NSW.

6. MEMBERSHIP

6.1 Categories of Members

The Members of the Sub-Club shall be registered with Bowls NSW under the Constitution, and shall consist of the following categories:

- (a) Individual Members, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings; and
- (b) Such new or other categories of Members as may be established by the Management Committee. Any new category of Member established by the Management Committee cannot be granted voting rights.

6.2 Deemed Membership

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

6.3 General

- (a) A Sub-Club Member shall at all times be a financial member of the Registered Club.
- (b) No Member whose membership ceases has any claim against the Sub-Club or the Management Committee Members for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Sub-Club and Registered Club, and all other Members and visitors with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Sub-Club, Registered Club, Bowls NSW or Bowls.

7. EFFECT OF MEMBERSHIP

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

8. FEES AND SUBSCRIPTIONS

- (a) The Management Committee, in consultation with the Registered Club, must determine, from time to time, membership fees and the payment method and due date.
- (b) The Management Committee is empowered to prevent any Member whose Annual Subscription, or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Sub-Club.
- (c) If any Member's Annual Subscription or any other fees owing by a Member to the Sub-Club are in arrears for one month, that Member's membership ceases, unless otherwise determined by resolution of the Management Committee.

9. REGISTER

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

10. DISCONTINUANCE OF MEMBERSHIP

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

- (a) they resign by giving notice in writing to the Sub-Club;

- (b) they fail to pay their Annual Subscription within one month of the due date determined by the Management Committee;
- (c) no Annual Subscription is payable, the Management Committee make a written request to the Member, and they fail to respond within one month of that correspondence;
- (d) they fail to reapply for membership before the end of the membership year of the Sub-Club;
- (e) they cease to be a member following disciplinary action; or
- (f) they cease their membership of the Registered Club.

11. DISCIPLINE OF MEMBERS

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

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

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

12. GRIEVANCE PROCEDURE

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

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

13. GENERAL MEETINGS

13.1 Annual General Meeting

AGMs of the Sub-Club are to be held at least once in each calendar year and otherwise as determined by the Management Committee (including date, venue and mode of meeting).

13.2 General Meetings

- (a) The Management Committee may convene a General Meeting when it thinks fit.
- (b) The Management Committee must on the requisition in writing of at least 10% of the Voting Members, convene a General Meeting.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given to all Members specifying the place, date and time of meeting and the business to be transacted at the meeting (the agenda) including any notice of motion received from the Management Committee or Member.
- (d) Where a General Meeting (including an AGM) is convened by the Management Committee it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (e) Proxy voting is not permitted at General Meetings.
- (f) Conduct of, and communication at, a General Meeting including voting may be permitted from time to time by electronic communication in such instances as the Management Committee determines and shall be conducted in accordance with procedures prescribed by the Management Committee.
- (g) The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 33% of members entitled to vote at that meeting. If a quorum is not present, the meeting shall be adjourned.

13.3 Conduct of General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present or is unwilling to act, a Management Committee Member (or other person) chosen by a majority of the Management Committee Members present shall preside as chair.
- (c) The chair of a General Meeting has charge over the conduct of the meeting and its procedures and may terminate discussion whenever they consider it necessary for the proper conduct of the meeting.
- (d) The chair may, with the consent of any General Meeting at which a quorum is present, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (e) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present. If adjourned for more than 21 days, a new notice of meeting must be distributed to Members.
- (f) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

13.4 Questions decided by majority

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

13.5 Equality of votes

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

13.6 Voting Procedure

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

13.7 Chair to determine any poll dispute

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

13.8 Minutes

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

14. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.
- (c) Postal and proxy voting is not permitted at any General Meeting.

15. BOWLS MANAGEMENT COMMITTEE

- (a) The Bowls Management Committee shall consist of up to seven (7) eligible Members who shall each be elected at the AGM for a term of **two years**, expiring at the conclusion of the following AGM.
- (b) **Members of the Management Committee must include :-**

Four (4) Bowlers elected by Bowling Members by way of Secreta Ballot. At least 1 (one) member must be a Female Bowler and at least 1 (one) member must be a Male Bowler.

The Bowls Co-ordinator will also be a Member of the Bowls Management Committee. The Bowls Co-ordinator will appointed and will not be elected

A Senior Member of the Management Team will also be a member of the Bowls Management Committee. This position will be appointed not elected.

President and Vice President will be eligible to be elected to the Bowls management Committee

- (c) At every **alternate** AGM the Management Committee Members shall retire from office and, if nominated, shall be eligible for re-election.
- (d) Nominations for Management Committee Member positions shall be received from Members prior to the AGM in such manner as may be determined by the Management Committee.
- (e) All Individual Members over 18 years of age are entitled to stand for office as Management Committee Members.
- (f) If insufficient nominations are received, the vacancies will be deemed Casual Vacancies under Rule 16.1.
- (g) Those Management Committee Members in office prior to the adoption of this Constitution shall continue in their role until the next AGM, at which point, they are eligible for re-election.
- (h) The election shall be by secret ballot but otherwise conducted in such manner and method as may be determined by the Management Committee from time to time. No Member shall be elected unless they are qualified to hold office and have been nominated in accordance with this clause.
- (i) **Match Committees (2) will be elected.**
 - A Match Committee for Male and Open Gender Events will comprise Bowls Co-ordinator plus up to four elected Members.
 - A Match Committee for Ladies' Events will comprise Bowls Co-Ordinator plus up to four elected Mambers.
- (j) **Presiednt and Vice President will be elected.**
- (k) **Match Committees will elected.**
- (l) **Elections for President, Vice President and Match Committees will take place at the same time as election for Bowls Management Committee and the same terms for election and nominations will apply.**

16. VACANCIES ON THE MANAGEMENT COMMITTEE

16.1 Casual Vacancies

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

16.2 Grounds for Termination of Management Committee Member

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

- (a) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) resigns their office in writing to the Management Committee, is removed by Special Resolution or is absent without the consent of the Management Committee from meetings of the Management Committee held during a period of three months;
- (d) fails to declare a conflict of interest with the affairs of the Sub-Club;
- (e) acts in a manner unbecoming or prejudicial to the Objects and/or interests of the Sub-Club or Registered Club or has brought themselves or the Sub-Club or Registered Club into disrepute, as determined in accordance with clause 11.
- (f) does not fulfil their expected obligations to the Management Committee;
- (g) breaches any rule, By-Law, or code of conduct of the Club, Registered Club or Bowls NSW;
- (h) is removed by Special Resolution of the Members at a General Meeting; or
- (i) would otherwise be prohibited from being a director of a corporation under the Corporations Act.

17. POWERS

17.1 Powers of the Club

Solely for furthering the Objects the Club has the legal capacity and powers of a natural person.

17.2 Powers and Duties of Management Committee

Subject to this Constitution, the Registered Club Constitution and the Bowls NSW Constitution, the Management Committee will manage the Sub-Club's business

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

18. PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS

18.1 Management Committee meetings

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

18.2 Election of Chair

The Committee Members must at the first Management Committee meeting after the AGM annually elect by majority vote one of their number to the office of Chair, who may be re-elected in following years so long as he or she remains a Committee Member.

18.3 Circulating resolutions

The Committee Members may pass a resolution without a Management Committee meeting being held if the required majority of the Committee Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. An email or other electronic transmission produced under the name of a Committee Member with the Committee Member's authority is taken to be a document signed by the Committee Member for the purposes of this clause and is taken to be signed when received by the Sub-Club in legible form.

18.4 Committee Members' interests

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

19. TELECOMMUNICATION MEETING

- (a) A General Meeting or Management Committee meeting may be held by means of a telecommunication meeting, provided that the:
- (i) number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or Management Committee meeting (as applicable); and
 - (ii) meeting is convened and held in accordance with this Constitution.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 19**.

20. DELEGATES

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

21. COMMITTEES

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

22. BY-LAWS

- (a) The Management Committee may, subject to the prior approval of the Registered Club and Bowls NSW, from time to time:
- (i) make By-Laws which in its opinion are necessary or desirable for the control, proper advancement, administration and management of the Sub-Club's affairs for the advancement of the Objects and Bowls; and
 - (ii) amend, repeal and replace those By-Laws.

- (b) Such By-Laws must be consistent with this Constitution, the Registered Club Constitution and the Bowls NSW Constitution, and when in force, is binding on all Members and has the same effect as a provision in this Constitution.

23. KEEPING RECORDS

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

24. ACCOUNTS

24.1 Financial Year

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

24.2 Records

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

24.3 Management Committee to Submit Accounts

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

24.4 Transactions

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

25. SERVICE OF DOCUMENTS

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

26. DISSOLUTION

If, upon dissolving the Sub-Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be distributed to the Registered Club. The same shall not be paid to or distributed amongst the members.

27. REPORTING TO BOWLS NSW

The Sub-Club must annually lodge with Bowls NSW:

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

DRAFT