

Vermont South Bowling Club

a Section of Vermont South Club Inc

Rules

For Adoption

at

Special General Meeting

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Confirmed by the Bowls Board 12/04/2011.

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Rules of Vermont South Bowling Club

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the club is Vermont South Bowling Club.
[a Section of Vermont South Club Incorporated.]

2. PURPOSES OF ASSOCIATION

The purposes of the Club are to:

- (a) conduct, encourage, promote, advance and administer Bowls throughout its local area;
- (b) act, at all times, on behalf of and in the interest of the Members and the sport of Bowls;
- (c) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;
- (e) advance the operations and activities of the Club throughout the local area;
- (f) maintain and conduct a sporting and social Club of a non sectarian and non political character and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
- (g) have regard to the public interest in its operations; and
- (h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it by the Committee of Management of the Vermont South Club Incorporated and under the Act, in particular Rule 16.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981 (Vic)*.

Affiliated Member means a natural person recognized by Bowls Victoria for "Affiliated Members" (or equivalent) under its constitution from time to time.

Annual General Meeting means a meeting of Members convened in accordance with Rule 10.

Annual Subscriptions means the Membership Fee payable annually by each category of Member as determined by the Committee of Management of the Vermont South Club Inc.

Appointed Committee Member means a Committee Member appointed under Rule 15.4.

Bowls means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by Bowls Australia, Bowls Victoria or Controlling Body from time to time.

Bowls Australia means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.

Bowls Victoria means Bowls Victoria Incorporated, the governing body for Bowls in Victoria, or its successors.

Chairperson means the Chairperson of the Club appointed in accordance with Rule 15.2 (a) (i) from time to time.

Club means the Vermont South Bowling Club.

Committee means the body consisting of the Chairperson, Secretary and seven elected Committee members plus two appointed members of the Vermont South Bowling Club Committee under Rule 15.2.

Committee Member means a member of the Club Committee and includes an Elected Member and an Appointed Member.

Committee of Management means the body consisting of the Directors of the Vermont South Club Inc.

Constitution means the Rules, Regulations and By-laws of the Vermont South Club Incorporated as amended from time to time.

Delegate means a person appointed by the Committee to represent the Club at Bowls Victoria or at other meetings.

Division means a cluster of Bowls Clubs designated by Bowls Victoria from time to time, brought together for the purpose of organizing competition within its boundaries and to carry out any other functions defined by Bowls Victoria from time to time.

Dual Member means a person recognised by Bowls Victoria as an Affiliated Member of another club who is also a financial member of the Vermont South Club Inc.

Elected Member means a member of the Club Committee elected under rule 16.

Financial Member means a member of the club who has paid their annual membership fees to the Vermont South Club Inc including any levies or charges as well as affiliation fees to Bowls Victoria and any levy imposed by the Region.

Financial Year means the year ending on 31 March

Full Member means a natural person recognised by the Vermont South Club Inc. as a Member under Rule 5.2(e). For the avoidance of doubt, such members must meet and maintain any criteria set by the Vermont South Club Inc. as well as Bowls Victoria for "Affiliated Members" (or equivalent) under its constitution.

General Meeting means any meeting of Members convened in accordance with Rule 11 including an Annual General Meeting.

Life Member means an individual elected as such by the Vermont South Club Inc.

Member means a person who is a financial member of the Vermont South Club Inc. and is recognised as a member of the Club by the Committee under Rule 5.

Region means an area of Victoria having boundaries as approved by Bowls Victoria from time to time. A reference to "Region" also includes the committee or other body appointed to administer an approved area.

Register means the register of Members kept by the Vermont South Club Inc.

Regulations mean any regulations made by the Committee under Rule 34.

Rules mean the Rules of the Club as amended from time to time.

Special Resolution has the same meaning as the Act.

Sub-Committee means any Sub-Committee of the Committee created under Rule 20.4 from time to time.

Temporary Member is a person directly associated with the promotion, organisation, sponsorship, conduct of, or participating in any social event or bowls competition or tournament played at the club and includes members of other clubs accompanying competing members of their club and subject to their names being recorded with duplicate team sheets. Such membership is current for the day of play or term of their promotion, organisation, sponsorship or conduct of the event.

VSC means the Committee of Management of the Vermont South Club Inc.

VSC Inc. means the Vermont South Club Incorporated.

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

4.2 Interpretation

In these Rules:

- (a) a reference to a regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, these Rules;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other gender;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;

- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Enforceability

- (a) These rules shall be read in conjunction with the Articles of Association, Rules, Regulations and By-Laws of the VSC Inc.
- (b) If any provision or phrase contained in these Rules is contrary to any Rule, Regulation or By-law of the VSC Inc. then that section shall be read down for the purpose of conformity with the VSC Inc. Rules, Regulations and By-laws. In all instances the VSC Inc. Rules, Regulations and By-laws take precedence over these Rules.
- (c) If any provision of these Rules or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of these Rules and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II - MEMBERSHIP

5. MEMBERSHIP OF CLUB

5.1 Categories of Member

The Members shall be divided into, the following categories:

- (a) Full Members, who shall have the right to be present, debate and vote at General Meetings;
- (b) Life Members, who shall have the right to be present, debate and vote at General Meetings; and
- (c) such other category or categories of members as determined by the VSC from time to time.

5.2 Application for Membership – Full Member

- (a) To be eligible for membership as a Full Member, the applicant must be a natural person and meet any other criteria set by the VSC from time to time. For the avoidance of doubt, such members also must meet and maintain any criteria set by Bowls Victoria from time to time for "Affiliated Members" (or equivalent) under its constitution.

- (b) Subject to these Rules or any procedures set by the VSC from time to time, an application for membership as a Full Member must be:
- (i) in writing in the form prescribed by the VSC from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any;
 - (iii) affixed to the club notice-board for a period of not less than 14 days; and there-after;
 - (iv) if a member objects to an applicant applying for membership they may lodge an objection in writing with the Secretary within the 14 day period;
 - (v) the application and objection shall be lodged with the VSC or its nominee.
- (c) The VSC may, in its discretion, determine whether to approve or decline the application.
- (d) If the VSC does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The VSC is not required to give reasons for its decision.
- (e) If a person satisfies the criteria set by this Rule 5.2 and the VSC accepts the application for membership, the person shall be deemed a Full Member, subject always to these Rules.

5.3 Life Members / Meritorious Service Award

- (a) Nominations for Life Membership or Meritorious Service Award should be lodged by the Committee with the VSC.

5.4 Renewal of Membership

- (a) Full Members must renew membership each Financial Year under the Rules and Procedures of the VSC Inc.
- (b) Members other than Full Members must renew membership under the Rules and Procedures of the VSC Inc.

5.5 Deemed Membership

All persons who are, prior to the approval of these Rules under the Act, Members of the Club shall be deemed Members from the time of approval of these Rules under the Act. Such membership shall continue subject to the terms of these Rules and the VSC Inc. Statement of Rules

5.6 Effect of Membership

- (a) Members acknowledge and agree that:
- (i) the Rules of the VSC Inc. and these Rules constitutes a contract between each of them and the Club and that they are bound by these Rules and the Regulations;
 - (ii) they shall comply with and observe these Rules and the Regulations;

- (iii) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Club;
- (iv) these Rules and Regulations are necessary and reasonable for promoting the purposes of the Club; and
- (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee and the VSC.

5.7 Members Rights

- (a) Members may by virtue of membership of the Club and subject to these Rules:
 - (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 Committee;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (iv) conduct any activity approved by the Club.
- (b) A right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

6. SUBSCRIPTIONS AND FEES

6.1 Payment of Subscriptions

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by VSC from time to time.
- (b) The 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 Club, including but not limited to the right to vote at General Meetings.
- (c) If any Member fails to pay the Annual Subscription within one (1) month of the commencement of the Financial Year of the VSC Inc. in any year their membership shall thenceforth cease but should a sufficient explanation be made to the VSC it shall have the power to restore their name to the register upon payment of the amount due.

7. REGISTERS

7.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered their full name, email and postal address, category of membership, date their membership commenced and date of entry on register.

7.2 Inspection of Register

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

8. RESIGNATION OF MEMBERS

8.1 Notice of Resignation

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

8.2 Expiration of Notice Period

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

8.3 Forfeiture of Rights

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

9. EXPULSION, SUSPENSION, FINING OR DISCIPLINING OF MEMBERS

9.1 Determination of Committee

- (a) At a meeting of the Committee held to decide if a member of the Club should be expelled, suspended, fined, or disciplined the Committee shall:
- (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member or complainant; and
 - (iii) by resolution determine whether the alleged breach occurred
- (b) If the Committee determines there was a breach of these rules, it will determine what penalty (if any) shall be administered.

9.2 Committee Resolution

The Committee may by resolution, make the following determinations;

- (a) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
- (b) fine a Member; or

- (c) impose such other penalty, action or educative process as it sees fit.
- (d) if the breach is of such a serious nature that it may warrant expulsion of a Member from the Club the Committee shall set aside the matter and refer it to the VSC to be dealt with.
- (e) notify the VSC within 48 hours of their determination.

9.3 Appeal to General Meeting

- (a) The Member may appeal any part of the determination by providing the Committee with notice in writing setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the recommendation of the Committee
- (b) Where the Committee receives a notice under Rule 9.3(a), they shall convene a General Meeting to be held within 21 days of the date on which the Committee received the notice.
- (c) At a General Meeting of the Club convened under Rule 9.3(b):
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Committee may place before the meeting details of the grounds for its determination and the reasons for the passing of its resolution;
 - (iii) the member shall be given an opportunity to be heard;
 - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting:
 - (i) two-thirds of the Members present and entitled to vote do vote in favour of the confirmation of the recommendation of the Committee, that recommendation is confirmed;
 - (ii) in any other case, the recommendation is revoked.
- (e) The Committee will notify the VSC in writing within 48 hours of the decision of the Members.

9.4 Procedures

Subject to this Rule 9 and any other relevant provision of these Rules, the Committee may regulate the procedures at its meetings and a General Meeting convened under this Rule 9 as it thinks fit.

PART III- GENERAL MEETINGS

10. ANNUAL GENERAL MEETINGS

10.1 Annual General Meeting to be Held

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act, on a date and at a venue to be determined by the Committee but not more than 15 months shall elapse between meetings.

10.2 Business

The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with these Rules. The business of the Annual General Meeting may (but, for the avoidance of doubt, it does not have to) include the following:

- (a) Confirmation of Minutes;
- (b) Chairperson's Report;
- (c) Secretary's Report;
- (d) Sub-Committee Reports;
- (e) Financial Report;
- (f) Election of Office Bearers;
- (g) Election of Sub-Committees;
- (h) Appoint Club Delegates;
- (i) Social Bowls Programmes; and
- (j) any other business of which notice is given in accordance with these Rules.

10.3 Additional Meetings

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

11. GENERAL MEETINGS

11.1 General Meetings may be Held

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

11.2 Request for General Meetings

- (a) The Committee shall convene a General Meeting upon receiving a request in writing from not less than 15 Members who would be entitled to vote at such General Meeting. The Committee may also convene a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Committee of Management. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Committee. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

12. NOTICE OF MEETINGS

12.1 Notice to be Given for General Meetings

The Secretary shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Committee Member a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under Rule 32.

12.2 Business of Meeting

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

13. PROCEEDINGS AT MEETINGS

13.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 25 Members who would be entitled to vote at such General Meeting.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:

(A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or

(B) any date, time and place determined by the chairperson;

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 meeting shall lapse.

13.2 Chairperson to Chair

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

13.3 Chairperson May Adjourn Meeting

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. VOTING AT GENERAL MEETINGS

14.1 Voting Rights

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

14.2 Voting Procedure

- (a) Subject to this Rule 14, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to Rule 14.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the Chairperson nor the chair of the meeting is entitled to exercise a second or casting vote.

14.3 Recording of Determinations

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

14.4 Poll at General Meetings

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

14.5 Proxy and Postal Voting

Unless otherwise determined by the Committee, there shall be no proxy or postal voting on any matter.

PART IV – COMMITTEE

15. COMMITTEE

15.1 Committee

- (a) The affairs of the Club shall be managed by the Committee constituted under Rule 15.2.
- (b) Subject to these Rules and the Act, the Committee
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

15.2 Composition of Committee

- (a) The Committee shall consist of up to eleven members made up as follows:
 - (i) Chairperson who must be an Affiliated Member and who shall be elected by the members in accordance with Rule 16 and hold office for a term of two years.
 - (ii) Secretary who must be an Affiliated Member and who shall be elected by the members in accordance with Rule 16 and hold office for a term of two years.
 - (iii) Seven (7) Elected Committee Members who must all be Affiliated Members and who shall be elected in accordance with Rule 16; and
 - (iv) up to two (2) Appointed Committee Members who are members of the VSC Inc may be appointed by the Chairperson, Secretary and the Elected Committee Members in accordance with Rule 15.4.
- (b) In the event that the position of Chairperson becomes vacant during the term of office the Committee may appoint a member of the Committee to the position of Chairperson for the period up to the end of the term of the Chairperson they are replacing.

15.3 Chairperson, Secretary and Elected Members

- (a) Subject to Rule 17 below, the Chairperson, Secretary and each Elected Committee Member shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the second Annual General Meeting following their election.
- (b) Three Elected Committee Members and the position of Chairperson shall be elected in every odd-numbered year and the Secretary and four Elected Committee Members in every even-numbered year.
- (c) All Elected Members of the Committee are eligible for re-election, however no member may serve for more than four consecutive terms of two years. However, that member shall be eligible to return to the Committee following an absence of at least 12 months.

15.4 Appointed Committee Members

- (a) The Elected Members of the Committee may appoint up to two Appointed Committee Members who are members of VSC Inc. An Appointed Committee Member may have specific skills and attributes which complement the Committee composition.
- (b) The Appointed Committee Members may be appointed by the Elected Committee Members in accordance with these Rules for a term of up to two years.

15.5 Casual Vacancy

In the event of a casual vacancy in the office of Secretary or any Elected Member, the Committee may appoint an appropriate Affiliated Member of the Club to the vacant office and the person so appointed may continue in office up to the end of the term of the Elected Member they are replacing.

15.6 Transitional Arrangements

- (a) Notwithstanding any other Rule, the transitional arrangements set out in this Rule 15.6 shall apply from the date of adoption of these Rules
- (b) In the event that these Rules are adopted by the members at a meeting not being an Annual Meeting the members of the committee then holding office shall continue as if elected at the meeting called to adopt these Rules. Their tenure shall be ratified as per Rule 15.3. The Committee shall determine which members are to hold tenure for two years.

16. ELECTION OF ELECTED COMMITTEE MEMBERS

- (a) The Secretary shall call for nominations at an appropriate time determined by the Committee. All Members shall be notified of the call for nominations in a manner determined by the Committee.
- (b) Nominations of candidates for election as Elected Committee Members shall be:
 - (i) made in writing, on the form provided by the Club from time to time (if any). The form must be signed by two members as nominees and accompanied by the written consent of the nominee. The candidate must be either a Full Member or a Life Member; and

- (ii) delivered to the Secretary or person nominated by the Committee by the date specified on the call for nominations.
- (c) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee then those nominated shall be declared elected.
- (d) If there are insufficient nominations received to fill all vacancies on the Committee the remaining positions will be deemed casual vacancies under Rule 15.5.
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (f) The method of voting for candidates shall be by crossing out of a member or members nominated but not desired and leaving the correct number of members to fill the vacant positions.
- (g) Voting papers containing a greater or lesser number of persons to be elected shall be informal.
- (h) In the event of two or more candidates receiving equal votes a re-count shall be undertaken immediately, if required a separate ballot shall be undertaken to determine the successful candidate.
- (i) The Chairman shall appoint two affiliated members who are not candidates for election to act as scrutineers.

17. VACANCY ON THE COMMITTEE

17.1 Grounds for Termination of Committee Member

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

- (a) in the case of an Elected Committee Member, ceases to be an Affiliated Member of the Club;
- (b) becomes bankrupt;
- (c) resigns their office by notice in writing given to the Club;
- (d) is subject to any sanction by the Committee, which sanction is confirmed by the Members, under Rule 9;
- (e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Committee, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution;
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or

- (i) fails to attend three consecutive meetings of the Committee without having previously obtained leave of absence or provided reasonable excuse for such absence.

17.2 Removal of Committee Member

- (a) The Club in a General Meeting may by Special Resolution remove any Committee Member before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Committee Member.
- (b) Where the Committee Member to whom a proposed resolution referred to in rule 17.2(a) makes representations in writing to the Secretary or the Chairperson and requests that such representations be notified to the Members, the Secretary or the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Committee Member may require that they be read out at the meeting, and the representations shall be so read.

18. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

18.1 Convening a Committee Meeting

- (a) The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 18, the Committee may regulate its meetings as it thinks fit.
- (b) Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Committee meeting shall be given to each Committee Member.
- (c) Written notice of each Committee meeting, specifying the general nature of the business to be transacted, shall be served on each Committee Member by:
 - (i) delivering it to that Committee Member personally;
 - (ii) sending it in writing, by facsimile or other means of electronic communication;
 - (iii) in accordance with Rule 32as per the Committee Member's last notified contact details.

18.2 Quorum

- (a) Six (6), Committee Member's shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the Chairperson.
- (c) The Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Committee Member such that the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, those Committee Members may act only for the purpose of

increasing the number of Committee Members to a number sufficient to constitute such a quorum.

18.3 Procedures at Committee Meetings

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

19. COMMITTEE MEMBERS' INTERESTS

19.1 General Principle

A Committee Member is disqualified from:

- (a) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
- (b) contracting with the Club either as vendor, purchaser or otherwise, except with express resolution of approval of the Committee. Any contract or arrangement in which any Committee Member is in any way interested which is entered into by or on behalf of the Club without the approval of the Committee, will be voided for such reason.

19.2 Disclosure of Interests

The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Committee after the acquisition of the interest.

19.3 General Disclosure

A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 19.2 for such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.

19.4 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with Rules 19.2 and 19.3.

19.5 Conflicts

A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Committee Member is interested. If the Committee Member votes the vote shall not be counted.

20. DELEGATED POWERS AND DUTIES

20.1 Committee May Delegate Functions

- (a) The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Committee by the Act, any other law, these Rules, or by resolution of the Club in a General Meeting.
- (b) At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

20.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to these Rules and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under Rule 18. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

20.4 Sub-Committees

- (a) As set out in Rule 20.1, the Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to such Sub-committees as it thinks fit. The Committee may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such Sub-committee.
- (b) The Committee shall determine in writing the duties and powers afforded to any sub-committee and the sub-committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Committee.
- (c) The Chairperson and/or a Committee Member nominated by the Committee shall be ex-officio members of any Sub-Committee so appointed.
- (d) The Committee shall call for expressions of interest from Life Members and Full Members for the following Sub-Committees:
 - (i) Tournament Committee
 - (ii) Selection Committees
 - (iii) Social Committee
 - (iv) Club Development Committee
 - (v) Catering Committee
 - (vi) Greens Committee
 - (vii) Garden Committee
 - (viii) Sponsorship/Marketing/Media Committee
 - (ix) Junior Development Committee
 - (x) Membership Committee
 - (xi) Any other Sub-Committees required to be established for the

efficient running of the Club.

- (e) Voting for positions on the sub-committees shall be undertaken in accordance with Rule 16.

20.5 Tenure of Office

- (a) All members of sub-committees shall hold office for a term of twelve months with the exception of members of the Selection sub-committees who shall be elected for a term of two years.
- (b) All members of sub-committees remain in office until a successor is elected by the Committee to replace the member.

20.6 Delegates of Clubs

- (a) The Committee shall appoint two Delegates, one male and one female to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Bowls Victoria meetings and Region and Division meetings.
- (b) The Club shall advise Bowls Victoria prior to a relevant meeting or event who its Delegates will be. If the Club does not provide notification to Bowls Victoria, the President and/or the Secretary of the Club shall be deemed to be one of the Delegates and the other Delegate be a Member nominated from the Committee.

PART V - MISCELLANEOUS

21. LIQUOR LICENCE

21.1 Management of the Club

In accordance with Rule 15.1, and in accordance with the powers delegated from the VSC the Committee has responsibility for the affairs of the Club including the responsible serving of alcohol.

21.2 Register of guests

During the time when the bar is operating and a guest in the company of a Member is admitted to any part of the licensed premises, they shall be required to enter their details in the register which shall be kept on the Club premises. The details entered in the register must contain the:

- (a) name of each guest;
- (b) date on which each guest attended the premises; and
- (c) signature of member hosting visitor to the premises;
- (d) visiting players are automatically given Temporary Member status and are not required to sign in.
- (e) any person not listed on the team sheet must sign in as a visitor. Team sheets must contain visiting players and officials names – nick names are not permitted.

21.3 Children

Persons under 18 years of age are allowed on our premises if;

- (a) in the company of a responsible adult e.g. parent, guardian or
- (b) if participating in a sporting event at the Club.

22. GRIEVANCE PROCEDURES

- (a) In accordance with the powers conferred on the Committee by the VSC the grievance procedure set out in this rule applies to disputes under these Rules between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (B) in the case of a dispute between a Member and the Club, a person who is a member of another section of the VSC Inc. may act as a mediator.
- (e) A Member can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.

- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to have the VSC resolve the dispute in accordance with the Act or otherwise at law.

23. APPLICATION OF INCOME

No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

24. ALTERATION OF RULES

These Rules shall be displayed on the VSC Inc web site and a copy held in the clubhouse for members to view. They shall not be altered except by Special Resolution in accordance with the Act and after prior approval of the VSC to such alteration.

25. CLUB COLOURS

The colours of the Club and design of the Club Uniform shall be recommended by the Committee to the VSC for ratification, subject to approval or rejection by Bowls Victoria or any other association governing the activities of the club.

26. PLAYING AREA

No member shall be allowed to play on the playing area unless wearing appropriate clothing and footwear.

27. OBJECTIONABLE BEHAVIOUR

No objectionable language, behaviour or unlawful gambling or betting shall be allowed on club premises.

28. DAMAGE TO PROPERTY

- (a) No member shall remove from the club house, deface or damage any property or article of the VSC Inc.
- (b) Members removing, breaking, defacing or damaging any property or article of the VSC Inc. must be immediately reported by the Club to the VSC and shall pay for the same at a price fixed by the VSC.

29. CLUBHOUSE OPEN

The clubhouse shall be open to members for such times, and on such condition, as may be decided by the Committee and the VSC from time to time.

30. DISSOLUTION

- (a) In the event of the Club being wound up by the VSC Inc, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

- (b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to the VSC.

31. INDEMNITY

- (a) The Committee and employees of the Club shall be indemnified by the VSC Inc out of the property and assets of the VSC Inc. against any liability incurred in their capacity as Committee Members or employees in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court.
- (b) The VSC Inc. shall indemnify the Committee Members and employees against all damages and costs (including legal costs) for which any such Committee Members or employees 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 Committee Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

32. 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 shall 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 shall be deemed to be effected if sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and sending the electronic mail message.

33. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in these Rules, the Secretary shall keep in their custody or control all books, documents and securities of the Club.
- (b) The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Committee meeting either electronically or in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Club, unless authorised in writing by the Committee.
- (d) A copy of the Minutes of Committee Meetings signed by the Chairperson shall be displayed on the Club notice-board not more than 7 days after they have been ratified by the Committee as being a true and correct record of that meeting.

34. REGULATIONS

- (a) The Committee may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as these Rules, but shall not be in any way oppose or be in conflict with these Rules. Such Regulations shall be available for inspection in the Club premises.

- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of a notice displayed on the Club notice-board and any other means as approved by the Committee. Notices shall be binding upon all Members.