

Vermont South Bowling Club

(a section of Vermont South Club Inc- Reg No A0006707Z)

Rules for adoption at the Annual General Meeting 3rd May 2026

Confirmed by the Bowls Committee 03/02/2026

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VERMONT SOUTH BOWLING CLUB

1. NAME OF CLUB

The name of the Club is Vermont South Bowling Club.
(a section of the Vermont South Club Incorporated)

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Rules unless the contrary intention appears, the following interpretations shall operate:

Act means the *Associations Incorporation Reform Act 2012 (VIC)*.

Affiliated member means a financial member recognised by Bowls Victoria for “affiliated members” or equivalent under its constitution from time to time.

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.

Chairperson means the Chairperson of the Club appointed in accordance with Rule 15.

Club means the Vermont South Bowling Club.

Committee means the body managing the Club and consisting of the Chairperson, Secretary and seven elected Committee members.

Rules means these Rules of the Club.

Committee member means a member of the Bowls Committee and includes any person acting in that capacity from time to time appointed in accordance with Rule 15.

Committee of Management means the body forming the Vermont South Club Inc Committee.

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

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

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 31st March.

General Meeting means the annual or any special general meeting of the Club.

Incapacitated means unable to fulfil duties as required by these Rules, Constitution or the Act, including being able to:

- (a) understand the information relevant to the decisions that will have to be made in the role of Committee member;
- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the decision-making process; or
- (d) communicate the decisions in some way.

Individual Member means a registered, financial Member of the Club who is at least 18 years of age.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Junior Member means a registered Member of the Club who is younger than 18 years of age.

Life Member means an Individual appointed as a Life Member of the Club under **Rule 5**.

Local area means the geographical area for which the Club is responsible as recognised by the Region and/or SSO for the Sport of which the Club is a Member.

Member means a financial member of the Vermont South Club Inc. for the time being under **Rule 5**.

NSO means the National Sporting Organisation for the Sport being Bowls Australia Limited.

Objects means the Objects of the Club as listed in **Rule 3**.

Register means a register of Members kept and maintained by the Vermont South Club Inc. in accordance with **Rule 7**.

Regulations means any rules, by-laws or regulations made by the Committee under **Rule 32**.

Region means the Regional Bowls Organisation being Eastern Ranges and which is a member of or affiliated with SSO.

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

Seal means the common Seal of the Club (if any).

Secretary means the person appointed to be the secretary of the Club in accordance with these Rules.

Special Resolution means a Special Resolution defined in the Act.

Sport means the sport of Bowls.

SSO means the State Sport Organisation for the Sport being Bowls Victoria Inc.

Sub-committee means any sub-committee of the Bowls Committee created under Rule 19 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. Such membership is current for the day of play or appropriate event.

VSC means the Vermont South Club Inc.

2.2 Interpretation

In these Rules:

- (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 of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the 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) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic transmission.

2.3 Severance

If any provision of these Rules or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules.

2.4 The Act

These rules shall be read in conjunction with the Articles of Association, Rules, Regulations and By-Laws of the Vermont South Club Inc (VSC).

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.

3. OBJECTS OF THE CLUB

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

- (a) conduct, encourage, promote, advance and administer the Sport throughout the Local area;
- (b) act, at all times, on behalf of and in the interest of the Members and the Sport in the Local area;
- (c) affiliate and otherwise liaise with the Region, SSO and/or NSO of which the Club is a member and adopt their rule and policy frameworks to further these Objects;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport as may be determined from time to time by NSO and as may be necessary for the management and control of the Sport and related activities in the geographically located State, Victoria;
- (e) have regard to the public interest in its operations; and
- (f) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it by the Committee of Management of the Vermont South Club Inc. and under section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

The Club must have a minimum of five (5) Members at all times.

5.1 Members

The Members of the Club shall consist of:

- (a) Life Members, who subject to these Rules, shall have the right to receive notice of General Meetings and to be present, to debate and to vote, at General Meetings;
- (b) Individual Members, who subject to these Rules and being financial, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at, General Meetings; and
- (c) Junior Members, who subject to these Rules and being financial, shall have a right to receive notice of General Meetings but no right to be present, or debate, or vote, at General Meetings.

5.2 Life Members

- (a) The Bowls Committee may recommend, in writing, prior to the VSC Committee of Management Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be:

- (a) from the applicant, in writing on the form prescribed from time to time by the Vermont South Club Inc. (VSC) Committee of Management, and lodged with the Club; and
- (b) accompanied by the appropriate fee (if any);
- (c) affixed to the club notice board for a period of not less than 14 days.

By applying, an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the Vermont South Club Inc.; the Bowls Club (as well as those of the Region, SSO and NSO) including but not only these Rules.

6.2 Discretion to Accept or Reject Application

- (a) 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.
- (b) The VSC Committee of Management, may acting in the best interests of the Club and in good faith, accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.

- (c) Where the VSC Committee of Management accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the VSC Committee of Management. The Register shall be amended accordingly as soon as practicable.
- (d) Where the VSC Committee of Management rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club. The applicant should be advised in writing, as soon as is practicable. No reasons for rejection need be given.
- (e) There is no right of appeal where the VSC Committee of Management rejects an application for membership, whether a new application or a renewal application.

6.3 Renewal

- (a) Members (other than Life Members) must re-apply for membership annually in accordance with the timeframes and procedures set down by the Club from time to time. Members acknowledge and agree that membership renewal is not automatic. **Rule 6.2** applies to re-applications for membership.
- (b) Upon re-application, a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

6.4 Deemed Membership

- (a) 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.
- (b) Any persons, prior to approval of these Rules under the Act, who are not deemed Members under **Rule 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under these Rules.

6.5 Members Rights

- (a) Members have by virtue of their membership of the Club and subject to these Rules, the right to:
 - (i) Express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate;
 - (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.

7. REGISTER OF MEMBERS

7.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a member;
- (d) any other information determined by the Committee; and
- (e) where applicable, the date of cessation of membership of any Member.

Members shall provide notice of any change and required details to the Club within one month of such change.

7.2 Inspection of Register

Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under **Rule 29.1**. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Member, shall be made available for inspection (but not copying) by Members.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used by the Club solely to further the Objects, as the Committee considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) the Rules of the VSC Inc. and these Rules forms a contract between each of them and the Club and that they are bound by these Rules and the Regulations;
- (b) they shall comply with and observe these Rules and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- (c) by submitting to these Rules and the Regulations, they are subject to the jurisdiction of the Club, Region, SSO and NSO;
- (d) the Rules and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport;
- (e) neither membership of the Club nor these Rules gives rise to:
 - (i) any proprietary right of Members in, to or over the Club or its property or assets;
 - (ii) any automatic right of a member to renewal of their membership of the Club;
 - (iii) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in these Rules;
- (f) they are entitled to all benefits, advantages, privileges and services of Club membership; and

- (g) 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.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice in writing to the Club of such withdrawal or resignation.
- (b) When the Club receives a notice given under **Rule 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.2 Discontinuance for Breach

Notwithstanding anything in the Act or these Rules:

- (a) membership of the Club may be discontinued by the Committee upon breach of any clause of these Rules or the Regulations, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised sub-committee;
- (b) membership shall not be discontinued by the Committee under **Rule 9.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach;
- (c) by resolution the Committee shall determine whether the alleged breach occurred; and
- (d) Make the following determinations:
 - (i) Suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period;
 - (ii) Fine a member;
 - (iii) Impose such other penalty, action or educative process as it sees fit; or
 - (iv) where a Member fails, in the Committee's view to adequately explain the breach, the Committee should refer the matter, in writing, to the VSC Inc. Committee of Management recommending that Member's membership be discontinued under **Rule 9.2(a)**.

9.3 Member to Re-Apply

A Member whose membership has ceased or been discontinued under **Rules 9.1** or **9.2**:

- (a) may seek renewal and re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Committee. There is no right of appeal where the Committee refuses to re-admit a former Member under this clause.

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

9.5 Membership may be Reinstated

Membership which has been discontinued under **Rule 9** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

10.1 Disciplinary proceedings

The Committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Committee or any duly authorised sub-committee;
- (b) acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the Club and/or the Sport; or
- (c) brought themselves, the Club, any other Member or the Sport into disrepute.

10.2 Procedure

- (a) That Member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Regulations or as otherwise determined by the Committee.
- (b) Without limiting the operation of **clause 10.2(a)** the Committee may:
 - (i) appoint a Disciplinary Committee as per the composition described in the Bowls Victoria Club and Region Support Disciplinary Guidelines to deal with any disciplinary matter referred to it. Such a Disciplinary Committee shall operate in accordance with the procedures expressed in the Regulations or as otherwise determined by the Committee but subject always to the Act; and
 - (ii) hear an appeal from any decision of a Disciplinary Committee in accordance with the Bowls Victoria Club and Region Support Guidelines and always in accordance with the procedures expressed in the Regulations or as otherwise determined by the Committee but subject always to the Act.

11. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription and any other fees or levies 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 the VSC Committee of Management 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. There is no right to natural justice or any right of appeal where the Bowls Committee or VSC Committee of Management exercises its power under this **Rule 11(b)**.
- (c) If any member fails to pay the Annual Subscription (membership renewal) within (1) month of the due date in any year, there membership shall cease. Should a sufficient explanation be made to the VSC Committee of Management it shall have the power to restore their name to the register upon payment of the amount due.

12. EXISTING COMMITTEE MEMBERS

The Members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of these Rules under the Act shall continue in those positions until the next annual general meeting following such adoption of these Rules. After this General Meeting the positions of Committee members shall be filled, vacated and otherwise dealt with in accordance with these Rules.

13. POWERS OF THE BOWLS COMMITTEE

The powers of the Bowls Committee are delegated from the VSC Inc. Committee of Management. Subject to the Act, Constitution, By-Laws and these Rules, the business of the Club shall be managed and the powers of the Club shall be exercised by the Bowls Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the Sport and community throughout the Local area.

14. COMPOSITION OF THE COMMITTEE

14.1 Composition of the Committee

- (a) The Committee shall comprise up to eleven (11) members:
 - (i) Chairperson, who must be an affiliated member and who shall be elected by the members and hold office for a term of two (2) years;
 - (ii) Secretary, who must be an affiliated member and who shall be elected by the members and hold office for a term of two (2) years;
 - (iii) Seven (7) elected committee members who must all be Members and who shall be elected under **Rule 15**; 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 under **Rule 16**. Appointed committee members may have specific skills and attributed which complement the Committee composition. They can be appointed for a term of up to two (2) years.
- (b) In the event that the position of Chairperson, Secretary or a Committee Member becomes vacant during the term of office, the Committee may appoint a member of the Committee or an appropriate affiliated member of the Club, to the position, for the period up to the end of the term of the Chairperson they are replacing.

14.2 Election and Appointment of Committee Members

- (a) 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. Refer **Rule 15**.
- (b) The appointed Committee Members may be appointed under **Rule 16**.

14.3 Portfolios

The Bowls Committee may allocate portfolios and/or titles to Committee members. Subject to these Rules and any properly passed resolution of the Committee, the allocation of portfolios or titles does not affect the powers and duties of Committee members.

15. ELECTED COMMITTEE MEMBERS

15.1 Nomination for Bowls Committee

- (a) Nominations for elected Committee positions shall be called for, in a manner determined by the Committee, forty-eight (48) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications, job descriptions and selection criteria may be determined by the Committee from time to time.
- (b) Nominees for elected Committee positions must declare any position they hold in the NSO, SSO or Region.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two (2) Individual Members as nominees;
- (d) certified by the nominee (who must be an Individual Member) expressing their willingness to accept the position for which they are nominated; and
- (e) delivered to the Club not less than thirty-five (35) days before the date fixed for the Annual General Meeting.

15.3 Elections

- (a) 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 may be declared elected only if approved by a majority of Members present and entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under **Rule 15.3(a)**, the positions will be deemed casual vacancies under **Rule 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Appointment for Elected Committee

- (a) Committee members elected under **Rule 15** shall be elected for a term of two (2) years. Subject to provisions in these Rules relating to early retirement or removal of Committee Members, elected Committee Members shall remain in office from the conclusion of the annual General Meeting at which the election occurred until the conclusion of the second annual General Meeting following.
- (b) Four (4) elected Committee Members and the Secretary shall retire in each even year and three (3) elected Committee Members and the Chairperson shall retire in each odd year.

- (c) The sequence of retirements under **Rule 15.4(b)** to ensure rotational terms shall be determined by the Committee.
- (d) Following the adoption of these Rules, no person who has served as an elected Committee Member for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for election as an elected Committee Member until the next annual general meeting following the date of conclusion of their last term as an elected Committee Member.

16. APPOINTED COMMITTEE MEMBERS

16.1 Appointment of Committee Members

The elected Committee may appoint up to two (2) appointed Committee Members.

16.2 Qualifications for Appointed Committee Members

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be members of the Vermont South Club Inc. although it would be preferred.

16.3 Term of Appointment

- (a) Appointed Committee Members may be appointed by the elected Committee Members under these Rules for a term of two (2) years, which shall commence from the first Committee meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting that follows.
- (b) Appointed Committee Members should be appointed to ensure rotational terms that coincide with the elected Committee members rotational terms.
- (c) Any adjustment to the term of appointed Committee Members appointed under these Rules, necessary to ensure rotational terms under these Rules, shall be determined by the Committee.
- (d) Following the adoption of these Rules, no person who has served as an appointed Committee Member for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for appointment as an appointed Committee Member until the next annual General Meeting following the date of conclusion of their last term as an appointed Committee Member.

17. VACANCIES ON THE COMMITTEE

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under these Rules.

17.2 Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) Ceases to be an affiliated member of the club
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;

- (d) after reasonable consideration by the Committee, it is determined the Committee Member to have become Incapacitated and the Committee reasonably expects the Committee Member will remain Incapacitated for a period exceeding 3 months, provided always that:
 - (i) the Committee Member is first given the opportunity to make written or oral submissions to the Committee before a determination is made; and
 - (ii) any determination made under this **Rule 17.2** shall be made with the Committee acting reasonably; or
- (e) resigns their office in writing to the Club;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
- (g) holds any office of employment with the Club without the approval of the Committee;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (i) in the reasonable opinion of the Committee (but subject always to these Rules) has:
 - (i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Club;
 - (ii) brought themselves or the Club into disrepute;
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

17.3 Committee May Act

If a casual vacancy or vacancies arises in the office of a Committee Member or Committee Members, the remaining Committee Members may act. If the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee however, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

18. MEETINGS OF THE COMMITTEE

18.1 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to these Rules, it may adjourn and otherwise regulate its meetings as it thinks fit. A Chairperson may at any time convene a meeting of the Committee within a reasonable time.

18.2 Decisions of the Committee

Subject to these Rules, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one (1) vote on any question. Where voting is equal, the chair may exercise a casting vote. If the chair does not exercise a casting vote, the motion will be lost.

18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by any form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members 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.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee 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 or these Rules. The notice will specify that Committee Members are not required to be present in person;
 - (iii) if a failure in communications prevents **Rule 18.3(b)(i)** from being satisfied by the 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 clause to be held, then the meeting shall be suspended until **Rule 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; 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 the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chair of the meeting is located.

18.4 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is five (5). A quorum must remain present throughout the meeting.

No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting, 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.

A committee member who may have a conflict of interest in the business being discussed, can be counted for the purposes of a "quorum" but cannot vote in respect of the business matter before the Committee.

18.5 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member not less than four (4) days prior to such meeting.

18.6 Procedures at Committee Meetings

At meetings of the Committee, the Chairperson shall chair the meeting. If the Chairperson is absent, or unwilling to chair the meeting, the Committee can appoint one of its members to chair the meeting.

Questions arising at a meeting of the Committee shall be determined by a show of hands or, if demanded by a Committee Member, by a poll taken in such a manner as the person presiding at the meeting may determine.

18.7 Conflict of Interest

A Committee Member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. If there is any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by the Committee. If this is not possible, the matter shall be adjourned, deferred or referred to the VSC Inc. Committee of Management..

18.8 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be disclosed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member's interest has arisen.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting.

18.9 General Disclosure

A general notice stating that a Committee Member is a member of any specified firm or company and that they are 'interested' in all transactions with that firm or company is sufficient declaration under **Rule 18.8**. After such general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

18.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member under **Rules 18.7, 18.8 and/or 18.9** must be recorded in the minutes of the relevant meeting and otherwise in accordance with the Act.

19. DELEGATIONS

19.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. The Committee will determine what powers these entities are given. In exercising its power under this clause, the Committee should take into account broad stakeholder involvement.

19.2 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee by the Act, any other law or these Rules.

19.3 Delegated Function Exercised in Accordance with Terms

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.

19.4 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 **clause 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 as required by the Committee from time to time.

19.5 Delegation May Be Conditional

A delegation under this Rule may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of Delegation

The Committee may by resolution and/or instrument in writing, at any time revoke wholly or in part any delegation made under this Rule. The Committee may also amend or repeal any decision made by a body or person under this **Rule 19**.

19.7 Sub-Committees

- (a) As set out in Clause 19.1, the Committee may establish, appoint and delegate any of its functions, powers or duties (except this power to delegate) to such sub-committees as it sees fit. The committee may recall or revoke such delegations or appointments 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 members for sub-committees for, but not limited to, the following:
 - (i) Tournament Sub-committee
 - (ii) Selection Sub-committees
 - (iii) Social Sub-committee
 - (iv) Catering Sub-Committee
 - (v) Greens Sub-committee
 - (vi) Garden Sub-committee
 - (vii) Membership Sub-committees
 - (viii) Any other Sub-committees required to be established for the efficient running of the Club
- (e) Members of the various Sub-committees will be approved by the Bowls Committee prior to the Annual General Meeting each year.
- (f) All members of Sub-committees shall hold office for a term of twelve months with the exception of the Selection Sub-committees who shall be elected for a term of two years.
- (g) All members of Sub-committees remain in office until a successor is elected by the Committee to replace the member.

19.8 DELEGATES of CLUBS

- (a) The Committee shall appoint two (2) Delegates 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.

20. ANNUAL GENERAL MEETING

- (a) The Club's annual General Meeting shall be held in accordance with the Act and these Rules. It should be held on a date and at a venue determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

21. SPECIAL GENERAL MEETINGS

21.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for this clause, more than fifteen (15) months elapses between annual General Meetings, the Committee shall convene a special General Meeting before the expiration of that period.

21.2 Requisition of Special General Meetings

- (a) The secretary will convene a special General Meeting when not less than 15 members entitled to vote submit a requisition in writing.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held one (1) month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as close as possible, as those convened by the Committee.

22. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register. The auditor and Committee Members shall also be entitled to receive notice of every General Meeting. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every General Meeting shall be given in the manner in **Rule 33**.

23. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee, and the election of Committee Members under these Rules.
- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in **clause 23(a)**, shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

24. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 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 twenty-five (25) members entitled to vote.

25.2 Chair to Preside

The chair of the Committee shall, subject to these Rules, preside as Chair at every General Meeting except:

- (a) in relation to any election for which the chair is a nominee; or
- (b) where a conflict of interest exists.

If the Chair is not present, or is unwilling or unable to preside, the Member present shall appoint another Committee member to preside as chair for that meeting only.

25.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting
 - (i) shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the Chair. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
 - (ii) If convened upon the requisition of Members, shall be dissolved

- (b) The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 25.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chair; or
- (b) a simple majority of the Members.

25.5 Recording of Determinations

Unless a poll is demanded under **Rule 25.4**, the Chair's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

25.6 Where Poll Demanded

If a poll is duly demanded under **Rule 25.4**, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll shall be the resolution of the meeting.

25.7 Procedural irregularities

- (a) No decision of the Club, the Committee or any Committee authorised entity shall be invalid merely because of a failure to give proper notice under these Rules or the Regulations or other irregularity in procedure required by these Rules or the Regulations unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Club, the Committee or other Committee authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

26. VOTING AT GENERAL MEETINGS

26.1 Members Entitled to Vote

Each financial Individual Member and Life Member shall be entitled to one (1) vote at General Meetings. No other Member shall be entitled to vote.

26.2 Chair May Exercise Casting Vote

Where voting at General Meetings is equal, the chair may exercise a casting vote. If the chair does not exercise a casting vote the motion will be lost.

26.3 Proxy Voting

Proxy voting is not permitted at any General Meeting.

26.4 Postal or Electronic Voting

No motion shall be determined by a postal or electronic ballot unless determined by the Committee. If the Committee so determines, the postal or electronic ballot shall be conducted under procedures determined by the Committee from time to time.

27. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out applies to disputes arising under these Rules between a Member and:

- (i) another Member; or
 - (ii) the Club.

It does not, however, apply to any appeal by a Member against a decision made in accordance with the disciplinary proceedings described in **Rule 10**.

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all 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 may refer the dispute to any independent tribunal established by the SSO in accordance with the procedures determined by the SSO from time to time.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this **Rule 27**.
- (e) If the dispute is not resolved the Committee may take whatever steps it considers appropriate in regard to the dispute in the best interests of the Club and the Members concerned.

28. MISCELLANEOUS

28.1 Custody of Records

The Secretary shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It shall produce these as appropriate at each Committee or General Meeting.

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 names of persons present at all meetings.

Subject to the Act and these Rules, no member is entitled to inspect the accounts, books, securities and other relevant documents of the Club, unless authorised in writing by the Committee

A copy of the minutes of Committee Meetings signed by the Chairperson shall be displayed on the Club notice board not more than seven (7) days after they have been ratified by the Committee as being a true and correct record of that meeting.

28.2 Application of Income

No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of a 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.

28.3 Club Colours

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

28.4 Playing Area

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

28.5 Damage to Property

- (a) No member shall remove from the clubhouse, deface or damage any property or article of the VSC Inc.
- (b) Members or visitors 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.

28.6 Objectionable Behaviour

No objectionable language, behaviour or unlawful gambling shall be allowed on Club premises

28.7 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 Inc. Committee of Management from time to time.

28.8 Alteration of Rules

These Rules shall be displayed on the VSC Inc. website and a copy held in the clubhouse for members to view. They shall not be altered except by Special Resolution at an Annual General Meeting and must be adopted subject to the approval of the VSC Inc. Committee of Management.

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.

29. 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 judgement 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 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.

30. INCOME

- (a) Income and property of the Association shall be:
 - (i) derived from such sources; and
 - (ii) managed in such manner;as the Committee determines from time to time subject always to the Act and these Rules.
- (b) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in these Rules or the Act:
 - (i) 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 or Committee member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (d) Nothing in **Rules 30(b)** or **30(c)** shall prevent payment in good faith to any Member for:
 - (i) any services actually rendered to the Club whether as an employee, director or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by a Member on behalf of the Club;provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. REGULATIONS

31.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the Objects and the Sport in the Local Area. Such Regulations must be consistent with these Rules and any policy directives of the Committee.

31.2 Regulations Binding

All Regulations and Rules are binding on the Club and all Members.

31.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Club (by whatever name) in force at the date of the approval of these Rules (as long as such clauses, rules, by-laws or regulations are not inconsistent with or have been replaced by these Rules) shall be deemed to be Regulations and shall continue to apply and be in operation.

31.4 Changes Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Committee from time to time. The Club shall take reasonable steps to distribute such changes to Members. All changes are binding on all Members.

32. STATUS AND COMPLIANCE OF CLUB

32.1 Recognition of Club

The Club is a Member of the Region and SSO and is recognised by those bodies as the entity responsible for the delivery of the Sport in the Local area in accordance with the Objects but subject always to compliance with these Rules, VSC Constitution and the Region and SSO's constitutions.

32.2 Rules of the Club

These Rules will clearly reflect the objects of the Region and SSO and will generally conform to the Rules of those bodies, subject always to the Act.

32.3 Region and SSO

The Club may not resign, disaffiliate or otherwise seek to withdraw from its Region and/or SSO without approval by Special Resolution.

33. NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by:
 - (i) pre-paid post; or
 - (ii) electronic mail;to the Member's registered address or electronic mail address; or
 - (iii) prominently posting the notice on the Club's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three (3) days after posting.
- (c) Where a notice is sent by electronic mail or by posting on the Club's website, service of the notice shall be deemed to be affected the next business day after it was sent or posted.

34. LIQUOR LICENCE/MANAGEMENT OF THE CLUB

- (a) In accordance with the powers delegated from the VSC Inc. the Committee has the responsibility for the affairs of the Club including the responsible serving of alcohol in accordance with the licensing arrangements.
- (b) 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
- (c) The register must contain the:
 - (i) Name of each guest;

- (ii) Date on which each guest attended the premises; and
- (iii) Signature of member hosting visitor to the premises;
- (iv) Visiting players are automatically given Temporary Member status and are not required to sign in
- (v) Any person not listed on the team sheet must sign in as a visitor.
- (vi) Persons under 18 years of age are allowed on the premises if in the company of a responsible adult or participating in a sporting event at the club.