



Royal NSW Bowling Association Limited

Constitution

Adopted: 15th December 2011

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The Constitution of the Royal NSW Bowling Association Limited

1. NAME OF ASSOCIATION

1.1 Name

The name of the Company (hereinafter called “the Association”) is the Royal New South Wales Bowling Association Limited. The Association may trade under the name Bowls NSW.

1.2 Incorporation

The Association is a company limited by guarantee incorporated under the Act.

2. PRELIMINARY

2.1 The Association is established for the purposes set out in this Constitution.

2.2 Pursuant to section 135(2) of the Act, all replaceable Rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

Annual Membership Fee means the annual fee for Members determined by the Board from time to time under **rule 9** and outlined in the Regulations.

Appointed Director means a Director appointed under **rule 11.8**.

Association means the Royal New South Wales Bowling Association Limited.

Board means the body consisting of the Directors.

Bowling Member means a natural person who has paid the appropriate membership fees, if any, to a Club for the current financial year and who is entitled to play bowls at that Club by virtue of their membership.

Bowls means the sport and game of bowls as determined by the International Federation (IF) with such variations as may be recognised by the Association from time to time.

Chief Executive Officer means the Chief Executive Officer of the Association for the time being appointed under this Constitution.

Club means any club which is recognised by the Association and admitted as a Member, or is otherwise affiliated with the Association.

Constitution means this Constitution of the Association.

Deputy President means the Deputy President of the Association appointed under **rule 11.2** from time to time.

Director means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer.

District means an area within a Zone, having boundaries as approved by the Board from time to time and defined in the Regulations. A reference to "District" also includes the committee or other body appointed to administer an approved area where the context so permits.

Elected Director means a Director as described in **rule 11.4** and elected under **rule 11.10**.

Finance Director means a Director as described in **rule 11.6** and elected under **rule 11.10** with relevant financial and/or accounting skills and qualifications as defined in the Regulations.

Financial year means the year ending on the next 30 June following adoption of this Constitution and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

General Meeting means the Annual or any General Meeting of the Association.

IF means the recognised International Federation or international governing body for Bowls.

Individual Member means a natural person who is a Bowling Member of a Club and who is registered with and recognised by the Association under **rule 5.1(b)**

Intellectual Property means all rights subsisting in Copyright, business names, domain names, names, trademarks (or signs), logos, designs, equipment, including computer software, images (including photographs, videos or films), designations or service marks relating to the Association or any activity of, or conducted, promoted or administered by the Association in New South Wales including, without limitation, the Royal Charter of the Association.

Interim Board means the interim Board of the Association established under **rule 11.9**.

Life Member means a natural person appointed as a Life Member of the Association under **rule 5.4**.

Member means a member for the time being of the Association under **rule 5**.

Month means a calendar month.

Notice board means the board or boards provided in the Association premises on which notices for the information of Members are posted.

NSO means the National Sporting Organisation or governing body for Bowls in Australia as defined in the Regulations.

Objects mean the objects of the Association in **rule 4**.

President means the president of the Association appointed under **rule 11.3** from time to time.

Register means a register of Members kept and maintained under **rule 6**.

Regulations mean any Regulations made by the Board under **rule 32**.

RNSWBA means Royal New South Wales Bowling Association Incorporated.

Seal means the common seal of the Association (if any/required)

Secretary means such person or persons appointed by the Board under **rule 14.2** who shall act as and carry out the duties of Secretary of the Association in accordance with the Act and this Constitution.

Special Resolution means a special resolution defined in the Act.¹

State Council means the group established under **rule 24** for the purposes set out in that Rule and in the Regulations.

State Councillor means those Individual Members appointed from time to time to act for and on behalf of a Zone and to represent the Zone at General Meetings.

Unfinancial Member means a Member who has not paid the appropriate fees, if any, to the Club or to the Association, as the case may be, for the current financial year or is otherwise suspended from Membership of a Club or the Association.

Zone means an area of New South Wales and elsewhere having boundaries as approved by the Board from time to time and defined in the Regulations. A reference to "Zone" also includes the committee or other body appointed to administer an approved area.

3.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority 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. That is, this document is to be interpreted as being gender neutral;
- (e) references to persons include corporations and bodies politic;

¹ At the date of adoption of this Constitution, defined in the Act as being a resolution (a) of which twenty-one (21) days notice has been given to members stating that the resolution is intended to be passed as a special resolution; and (b) supported by at least three-quarters of the votes cast by members entitled to vote.

- (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 mail.
- (i) headings and the table of contents are inserted for convenience only and do not affect the interpretation of this Constitution.

3.3 Severance

If any provision of this Constitution 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 this Constitution.

3.4 The Act

This Constitution is subject to the Act. To the extent that any of the provisions in this Constitution are inconsistent with the Act and might prevent the Association being registered under the Act, those provisions will be inoperative and have no effect.

3.5 Interpretation to be Binding

A decision of the Board on the construction or interpretation of this Constitution, or on any Regulations made pursuant to this Constitution or on any matter arising there from, will be conclusive and binding on all members of the Association, subject to such construction or interpretation being varied or revised by a court of competent jurisdiction.

3.6 Interpretation from previous Constitution

This Constitution must be interpreted in such a way that:

- (a) any register maintained by the Association immediately before this Constitution is adopted is taken to be a register maintained under this Constitution;
- (b) any seal adopted by the Association immediately before this Constitution is adopted is taken to be a seal which the Association has under a relevant authority given by this Association; and
- (c) unless a contrary intention appears in this Constitution, all persons, agreements and circumstances appointed, approved or created by or under the Constitution of the Association in force before this Constitution is adopted, continue to have the same status, operation and effect after this Constitution is adopted.

4. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) participate as a member of NSO so Bowls can be conducted, encouraged, promoted, advanced and administered in New South Wales and elsewhere;
- (b) conduct, encourage, promote, advance, administer and control Bowls throughout New South Wales and elsewhere;
- (c) ensure the maintenance and enhancement of the Association, the Members and Bowls, its standards, quality and reputation for the benefit of the Members and Bowls;
- (d) at all times promote mutual trust and confidence between the Association and the Members in pursuit of these Objects;
- (e) at all times act on behalf of, and in the interest of, the Members and Bowls in New South Wales and elsewhere;
- (f) promote the economic and community service success, strength and stability of the Association, the Members and Bowls in New South Wales and elsewhere;
- (g) use and protect the Intellectual Property where appropriate;
- (h) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (i) strive for Government, commercial and public recognition of the Association as the controlling body for Bowls in New South Wales and elsewhere;
- (j) promulgate and secure uniformity in such Rules and standards as may be necessary for the management of Bowls, Bowls competitions and related activities, including but not limited to the Laws of the Sport and coaching standards;
- (k) advance the operations and activities of the Association throughout New South Wales and elsewhere
- (l) further develop Bowls into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities;
- (m) review and/or determine any matters relating to Bowls which may arise, or be referred to it, by any Member;
- (n) act as or appoint an arbiter (as required) on all matters pertaining to the conduct of Bowls in New South Wales and elsewhere, including disciplinary matters;
- (o) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Bowls in New South Wales and elsewhere;
- (p) raise funds by sponsorship, grant, donation or other method approved by the Board from time to time, in addition to Annual Membership Fees for the operation of the Association;

- (q) adopt and implement necessary or appropriate policies including (as relevant and applicable) member protection, anti-doping , health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Bowls;
- (r) represent the interests of its Members and of Bowls generally in any appropriate forum in New South Wales and elsewhere;
- (s) have regard to the public interest in its operations;
- (t) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (u) promote the health and safety of Members and all other participants in Bowls in New South Wales and elsewhere;
- (v) seek and obtain if necessary improved facilities for the enjoyment of Bowls in New South Wales and elsewhere;
- (w) carry on all such activities as may be necessary or convenient for the purposes of the Association or any of them; and
- (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

5. MEMBERS

5.1 Categories of Members

The Members of the Association shall be divided into the following categories:

- (a) Clubs, all of which shall have voting rights for the election of Directors, and which together with other Clubs in the same Zone shall have the right to elect a State Councillor to represent the Zone at General Meetings; and
- (b) Individual Members, as defined in the Regulations who shall have the right to be present at General Meetings and subject to the discretion of the chair of the meeting shall have the right to debate, but do not have voting rights at General Meetings; and
- (c) Life Members, who shall have the right to be present at General Meetings, and subject to the discretion of the chair of the meeting shall have the right to debate, but do not have voting rights at General Meetings; and
- (d) Such other category or categories of Members as may be determined by the Board from time to time.

5.2 Application for Membership – Clubs

- (a) To be eligible for membership as a Club, an applicant club must meet such membership criteria as may be determined by the Board from time to time and which are set out in Regulations. Subject to this Constitution or any procedures set

by the Board from time to time, an application for membership by an applicant club must be:

- (i) in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by a copy of its constitution, or other enabling, documents;
 - (iii) accompanied by the Annual Membership Fee, if any; and
 - (iv) lodged with the Chief Executive Officer.
- (b) As soon as is practicable after the receipt of an application under **rule 5.2(a)**, the Chief Executive Officer shall refer the application to the Board.
- (c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- (d) If the Board approves the application for membership, the Board shall determine the appropriate Zone for the applicant club to join and the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is approved. If approved, membership shall commence on entry of the name of that applicant club into the Register.
- (e) If the Board does not approve an application for membership, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

5.3 Application for Membership – Individual Member

- (a) To be eligible for membership as an Individual Member, the applicant must be a natural person and must:
- (i) be a Bowling Member; and/or
 - (ii) meet any other criteria set by the Board from time to time in Regulations.
- (b) Subject to this Constitution or any procedures set out in the Regulations from time to time, an application for membership as an Individual Member must be:
- (i) in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by the Annual Membership Fee, if any; and
 - (iii) lodged with the Chief Executive.
- (c) If a person satisfies the criteria set by this **rule 5.3**, they shall be deemed an Individual Member; subject always to this Constitution and in particular **rules 5.3(d)** and **5.3(e)**.
- (d) The Chief Executive Officer may, in his/her discretion, refer any application for membership as an Individual Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application. If approved, membership shall commence on entry of the name of the Individual Member into the Register.

- (e) If the Board does not approve an application for membership under this Rule, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

5.4 Life Members

- (a) The Board may by resolution at a Board Meeting, resolve that any natural person who has rendered distinguished service to the Association or Bowls, where such service is deemed to have assisted the advancement of Bowls in New South Wales, be nominated as a Life Member.
- (b) A person must accept or reject the Board's resolution to confer life membership in writing prior to the resolution being made at an Annual General Meeting
- (c) A resolution of the Annual General Meeting to confer life membership (subject to **rule 5.1(c)**) on the recommendation of the Board must be a Special Resolution. Upon acceptance, the person's details shall be entered into the Register as a Life Member, and from the time of entry on the Register the person shall be a Life Member.

5.5 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
 - (ii) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority.
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Association; and
 - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Association and subject to this Constitution:
 - (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 Board by such method as is prescribed by the Board from time to time and which is set out in the Regulations;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
 - (iv) conduct any activity approved by the Association.

- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
 - (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.

5.6 Renewal of membership

- (a) A Club must renew its membership with the Association annually in accordance with the procedures set down by the Association in the Regulations from time to time.
- (b) At the time of renewing membership with the Association, or as soon after as reasonably practical, a Club must lodge details of any change in its officers and any other information reasonably required by the Association.
- (c) Individual Members must renew their membership each Financial Year through the procedures set down by the Association in the Regulations from time to time.

5.7 Deemed Members

- (a) Subject to this Constitution, immediately upon receipt of written consent in the form determined by the Board, and this consent being recorded in the Register as required by the Act, a Club Affiliated with the RNSWBA immediately prior to the time of approval of this Constitution, shall be deemed as a Member of the Association under **rule 5.1(a)** and will be entitled to such membership benefits as are conferred on them by the Constitution, whether directly or indirectly.

5.8 Members of Clubs

- (a) All persons who, as at the date of the adoption of this Constitution, are members of affiliated clubs (as referred to in the existing RNSWBA Constitution) and are registered with the RNSWBA shall, until such time as they apply to and become an Individual Member, continue to be recognised as registered players by the Association, upon payment of the appropriate Annual Membership Fee, with such rights as set out in the Regulations as amended from time to time.

5.9 Sub-Clubs of Clubs

- (a) The Association shall have the authority to recognise under the Constitution an unincorporated bowling sub-club of an incorporated entity, such as a licensed club, with such rights as set out in the Regulations as amended from time to time.

6. REGISTER AND ADDRESSES OF MEMBERS

6.1 Register

The Secretary shall keep in the Association's premises a Register of Members setting forth the name and address of each Member and setting out the date of the latest payment by each Member of their subscription.

6.2 Addresses of Members

Every Member shall, on becoming a Member, furnish to the Secretary particulars of its address, if those particulars have not already been stated on the Membership Application Form and shall notify the Secretary in writing within seven (7) days of any subsequent change of address. The address so given shall be deemed to be the Member's registered address for the purpose of the issue of notices.

7. DISCONTINUANCE OF MEMBERSHIP

7.1 Notice of Resignation

- (a) A Club may resign, disaffiliate or otherwise seek to withdraw from the Association if;
 - (i) the Club has paid all arrears of fees payable to the Association; and
 - (ii) no less than thirty (30) days' notice in writing is provided to the Association prior to such resignation or withdrawal; and
 - (iii) the Club approves such action by way of a resolution passed at a general meeting of the Club and a copy of the minutes of this general meeting is provided to the Board.
- (b) An Individual Member may resign, disaffiliate or otherwise seek to withdraw from the Association if;
 - (i) the Individual Member has paid all arrears of fees payable to the Association; and
 - (ii) no less than thirty (30) days' notice in writing is provided to the Association prior to such resignation or withdrawal.
- (c) If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations or such other procedure as may be determined by the Board.
- (d) Upon the Association receiving notice of resignation of membership given under this **rule 7.1**, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

7.2 Discontinuance for breach

- (a) Notwithstanding anything in this Constitution membership of the Association may be discontinued by the Board upon breach of any Rule of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **rule 7.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

- (c) Where a Member fails, in the Board's opinion, to adequately explain the breach their membership shall be discontinued under **rule 7.2(a)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **rule 7.2(c)** as soon as practicable.

7.3 Discontinuance for failure to renew Membership

- (a) The Membership of a Club may be discontinued by the Board if that Club has not renewed its Membership with the Association within one (1) month of renewal falling due. The Register shall be amended to reflect any discontinuance of membership under this **rule 7.3** as soon as practicable.
- (b) The Membership of an Individual Member may be discontinued by the Board if that Individual Member has not renewed their membership with a Club or the Association within one (1) month of renewal falling due. The Register shall be amended to reflect any discontinuance of membership under this **rule 7.3** as soon as practicable.

7.4 Member to Re-Apply

A Member whose membership has been discontinued under **rules 7.2 or 7.3**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

7.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Club ceases to be a Member it shall also forfeit all representation rights on the Board, the State Council and at General Meetings.

7.6 Membership may be reinstated

Membership which has been discontinued under this **rule 7** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

8. DISCIPLINE

- (a) Where the Board is advised or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects or the interests of the Association or Bowls; or

- (iii) brought the Association, themselves, any other Member or Bowls into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms (if any) of the Association set out in the Regulations.

- (b) The Board may appoint a Hearings Tribunal to deal with any disciplinary matter referred to it. Such a Hearings Tribunal shall operate in accordance with the procedures expressed in the Regulations but subject always to the Act.

9. MEMBERSHIP FEES AND OTHER CHARGES

- (a) The Annual Membership Fee payable by Clubs or any category of Members to the Association, the benefits which apply, the time for and manner of payment, shall be as determined by the Board.
- (b) The Board may fix different Annual Membership Fees for different categories of Members, and for different sub-categories within any category of Members, if any.
- (c) In addition to the Annual Membership Fee, the Board shall from time to time be able to impose;
 - (i) fees or other charges including without limitation, application fees, entry fees, hosting fees or any fee for service charge as determined by the Board; and
 - (ii) subject to the approval by way of Special Resolution passed at a General Meeting of the Association, levies which shall be payable by Clubs or any category of Members.
- (d) If the Annual Membership Fee or any other fee, charge or levy is not paid by any Member by its due date, the Chief Executive Officer will issue a notice to the Member requiring payment of the amount outstanding to the Association and, if that amount is not paid within one (1) month from the date of such notice, the Member will become, and remain, an Unfinancial Member until payment of the full amount outstanding by the Member to the Association.
- (e) Unless otherwise determined by the Board, an Unfinancial Member will have all rights and privileges of membership suspended whilst any amount owed to the Association remains outstanding. If a Member has not paid the amount owing within the one (1) month period referred to in **rule 9(d)**, the Board may resolve that such Member will cease to be a Member. In that event, the Secretary will record in the register the date that the Member ceased to be financial and the date the Member ceased to be a Member of the Association.

10. POWERS OF THE BOARD

- (a) Subject to the Act and this Constitution, the business and affairs of the Association shall be managed, and the authority of the Association shall be exercised, by the Board.

- (b) As the governing body for Bowls in New South Wales the Board shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members throughout New South Wales and shall govern Bowls in New South Wales in accordance with this Constitution and in particular the Objects
- (c) The Board may exercise its authority and do all such acts and things as the Association is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Association in General Meeting.
- (d) In the exercise of its powers and authority, the Board shall have regard to but shall not be bound to follow or comply with any recommendation on advice of the State Council.
- (e) Without limiting the general powers conferred by **rule 10(c)**, the Board shall have authority from time to time to:
 - (i) control and manage the business and affairs of the Association;
 - (ii) perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association;
 - (iii) make, alter and repeal Regulations pursuant to **rule 32**.
 - (iv) enforce or procure the enforcement of all Regulations by suspension from enjoyment of the Association privileges or any of them or otherwise as the Board thinks fit.
 - (v) appoint any delegate or delegates to represent the Association for any purposes with such powers as may be thought fit.
 - (vi) purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (vii) secure the fulfilment of any contract or engagement entered into by the Association by mortgaging or charging all or any of the property of the Association as may be thought fit.
 - (viii) institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Association and to refer any claims or demands by or against the Association to arbitration and to observe and perform the award.
 - (ix) determine who shall be entitled to sign or endorse on the Association's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (x) invest and deal with any of the moneys of the Association not immediately required for the purposes of the Association upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

- (xi) borrow or secure the payment of any sum or sums of money for the purposes of the Association and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Association's property both present and future.
- (xii) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (xiii) sell, lease, exchange or otherwise dispose of any land belonging to the Association.
- (xiv) appoint, discharge and arrange the duties and authority of the Chief Executive Officer, to determine the remuneration and terms of employment of the Chief Executive Officer, and to specify and define the duties of the Chief Executive Officer.
- (xv) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Chief Executive Officer or other officer or committee of the Association.
- (xvi) subject to **rule 9**, determine and impose fees, charges, levies and other payments payable by all Members.

11. BOARD OF DIRECTORS

11.1 Board of Directors

- (a) The Board shall consist of:
 - (i) six (6) Elected Directors, who must all be Individual Members and who shall be elected in accordance with **rule 11.10**; and
 - (ii) one (1) Finance Director who shall be elected in accordance with **rule 11.10**; and
 - (iii) up to three (3) Appointed Directors, who may be appointed by the Elected Directors and Finance Director under **rule 11.8**,

comprising of a President, a Deputy President and Finance Director and up to seven (7) other Directors.

11.2 Composition of the Board

- (a) The composition of the Board at all times shall be subject to the following;
 - (i) no more than two (2) of the Directors on the Board, either Elected Directors, Appointed Directors or the Finance Director, shall be members of the same Club, or of separate Clubs within the same Zone.

- (ii) at least two (2) of the Elected Directors on the Board shall each be Individual Members who are members of a Club situated within any Zone identified in the Regulations as regional.
- (iii) at least two (2) of the Elected Directors on the Board shall each be Individual Members who are members of a Club situated within any Zone identified in the Regulations as metropolitan.

11.3 President and Deputy President

- (a) The positions of President and Deputy President:
 - (i) shall be appointed by the Board from amongst the six (6) Elected Directors in **rule 11.1(a)**; and
 - (ii) the Directors so appointed shall, subject to **rule 11.5**, hold the positions of President and Deputy President for such term as is determined by the Board.
- (b) Subject to **rules 11.3(a)** and **11.5** a Director may be re-appointed as President and/or Deputy President.

11.4 Elected Directors

- (a) Subject to this Constitution, Elected Directors may be required to meet any qualifications set out in the Regulations from time to time.
- (b) An Elected Director of the Association must not simultaneously hold office with a District or Zone Association, or as a State Councillor. Upon being elected, an Elected Director must immediately resign as a State Councillor and from any position or positions of office held at District or Zone Association level.
- (c) An employee of the Association shall not be eligible to be elected or appointed as an Elected Director of the Association.

11.5 Term of Elected Directors

- (a) At the first election for Elected Directors to be held after the Association becomes registered as a company under the Act, the Members eligible to vote in the election of the Elected Directors shall, subject to this Constitution, elect six (6) Elected Directors. The first terms of such Elected Directors shall be determined as follows:
 - (i) the two (2) Elected Directors that receive the most and second most votes shall serve a three year term, the next two (2) Elected Directors that receives the third and fourth most votes shall serve a two year term and the two (2) Elected Directors that receive the fifth and sixth most votes shall serve a one-year term, and
 - (ii) if there is a tied vote between candidates or there were less than six candidates for the positions, then to determine their terms the Elected Directors shall draw lots or resolve the matter in any other manner determined by the Interim Board.
 - (iii) the six (6) Elected Directors elected under **rule 11.5(a)(i)** may serve no more than two consecutive terms of three years immediately following their first

term. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.

- (b) Subject to **rule 11.5(a)**, each Elected Director, shall hold office until the third Annual General Meeting following the declaration of their election at an Annual General Meeting, but is eligible for re-election subject to **rule 11.5(d)**
- (c) For each one year interval following the adoption of this Constitution, two (2) Elected Directors shall be elected.
- (d) No Director may serve for more than three (3) consecutive terms of three years. However, that Director shall be eligible to return to the Board following an absence of not less than twelve (12) months.

11.6 Finance Director

- (a) Subject to this Constitution, the Finance Director may be required to meet any qualifications set out in the Regulations from time to time.
- (b) A Finance Director of the Association must not simultaneously hold office with a District or Zone Association, or as a State Councillor. Upon being elected, a Finance Director must immediately resign as a State Councillor and from any position or positions of office held at District or Zone Association level
- (c) The duties of the Finance Director will be as determined by the Board and set out in the Regulations.

11.7 Term of Finance Director

- (a) A Finance Director, shall hold office until the third Annual General Meeting following the declaration of their election at an Annual General Meeting, but is eligible for re-election subject to **rule 11.5(d)**.

11.8 Appointed Directors

- (a) The Elected Directors and the Finance Director may appoint up to three (3) Appointed Directors.
- (b) An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Bowls.
- (c) An Appointed Director may be appointed by the Elected Directors and Finance Director in accordance with this Constitution for a term of one (1) year, two (2) years or three (3) years, which shall commence six (6) weeks after the Annual General Meeting until six (6) weeks after the conclusion of the relevant Annual General Meeting following their appointment.
- (d) An Appointed Director may serve a term of no more than three (3) consecutive years. However that Appointed Director shall be eligible to return to the Board following an absence of not less than twelve (12) months
- (e) An Appointed Director must not simultaneously hold office with a District or Zone Association, or as a State Councillor. Upon being appointed, an Appointed Director

must immediately resign as a State Councillor and from any position or positions of office held at District or Zone Association level.

- (f) An employee of the Association shall not be eligible to be appointed as an Appointed Director of the Association.
- (g) An Appointed Director does not need to be, but shall be encouraged to become an Individual Member upon appointment, if eligible under **rule 5.3(a)**.

11.9 Transitional Arrangements

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this **rule 11.9** shall apply from the date the Association becomes registered as a company under the Act.
- (b) Immediately upon this Constitution taking effect and the Association becoming registered as a company under the Act, the Interim Board shall be appointed and take office. Each member of the Interim Board shall be considered a Director under this Constitution.
- (c) The Interim Board of Directors shall comprise of the:
 - (i) RNSWBA Executive in office immediately prior to the adoption of this Constitution, consisting of the State President, Senior Vice President, Vice President and Treasurer and;
 - (ii) the Chief Executive Officer of RNSWBA who shall be an ex-officio, non-voting member of the Interim Board
- (d) The Interim Board may appoint up to three (3) further Directors to the Interim Board.
- (e) The Interim Board shall establish the processes for the election of the initial Elected Directors of the Association and the Finance Director. The Interim Board shall ensure that an election for the Elected Directors and the Finance Director is conducted so that such Directors take office in accordance with the Interim Board's approved transition program and this Constitution. The Interim Board shall also develop the Regulations.
- (f) The Interim Board shall hold office until the first Annual General Meeting of the Association held after the date the Association becomes registered as a company under the Act.
- (g) At meetings of the Interim Board the number of Directors whose presence is required to constitute a quorum is three (3) Directors.
- (h) The State Council during transitional arrangements shall comprise of State Councillors of the RNSWBA Board of Management in office immediately prior to the adoption of this Constitution, who shall hold office with the Association until the first Annual General Meeting of the Zone which they represent.

11.10 Election of Elected Directors and Finance Director

- (a) The Chief Executive Officer shall call for nominations at an appropriate time as outlined in the Regulations. All Members shall be notified of the call for nominations as determined by the Board.
- (b) Nominations of candidates for election as an Elected Director or Finance Director shall be:
 - (i) made in writing on the form provided by the Association from time to time (if any), signed by two (2) Individual Members and accompanied by the written consent of the nominee. The nominee must provide details confirming that they meet any qualifications set out in the Regulations from time to time under **rule 11.4(a)** or **rule 11.6(a)**; and
 - (ii) delivered to the Chief Executive Officer or such person as nominated by the Board by the date specified on the call for nominations.
- (c) If:
 - (i) the number of nominations received for the Board is equal to the number of vacancies to be filled; or
 - (ii) there are insufficient nominations received to fill the respective vacancies on the Board;

Then those nominated shall be declared elected at the Annual General Meeting by the returning officer. Any vacancies shall be treated as casual vacancies under **rule 12.1**.

- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted to determine the Elected Directors and, or Finance Director.
- (e) The Board shall appoint one (1) person to act as the Association returning officer for the election of all Directors. Two (2) scrutineers shall be appointed by the State Council to oversee the ballot process.
- (f) The Board may from time to time nominate such persons authorised under the Regulations to perform the duties of a returning officer within a District or Zone for any ballot conducted under this Constitution.
- (g) No person, other than those returning officers authorised by the Board, and scrutineers shall be entitled to see any voting paper and a returning officer and scrutineer shall not disclose to any other person the way in which any Member has voted.
- (h) The decision of the Association returning officer on any matter relating to the elections is final, and there shall be no right of appeal from any such decision.
- (i) The Board shall have the power to make Regulations regulating all matters in conjunction with the election of the Board that are not inconsistent with this **rule 11.10**.

12. VACANCIES ON THE BOARD

12.1 Casual Vacancy

In the event of a casual vacancy in the office of any:

- (a) Elected Director or Finance Director, the Board may appoint an appropriate Individual Member to the vacant office;
- (b) Appointed Director, the Board may appoint an appropriately qualified person to the vacant office;

Any person appointed may continue in office up to the end of the term of the Director they are replacing.

12.2 Circumstances where a casual vacancy arises

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director shall automatically be vacated if the Director:

- (a) dies;
- (b) is an Elected Director and ceases to be a Member of the Association by way of resignation, suspension or expulsion;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) 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;
- (e) resigns their office in writing to the Association;
- (f) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- (g) holds any office of employment with the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
- (i) is removed from office; or
- (j) would otherwise be prohibited from being a director of a corporation under the Act.

12.3 Removal from Office of Directors

- (a) The Members in General Meeting may by ordinary resolution:
 - (i) remove from office any Director, Directors or the whole of the Board before the expiration of their period of office; and
 - (ii) appoint another person or persons in their stead provided any person so appointed is eligible to be a Director in accordance with this Constitution.

- (b) Any person appointed pursuant to **rule 12.3(a)(ii)** shall hold office for the remainder of the term of office of the person they replace.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Association at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.
- (d) Any Director to whom a proposed resolution referred to in **rule 12.3(a)** relates may make representation in writing to the Chief Executive Officer or President requesting that the representation be notified to those Members of the Association. Provided the request does not exceed a reasonable length, the Chief Executive Officer or the President may send a copy of the representation to each Member of the Association entitled to vote at the meeting at which the resolution is to be considered. If the representations are not so sent, the Director is entitled to require that the representation be read out at the meeting at which the resolution is considered.

12.4 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum under **rule 11.9(g)** during the term of the Interim Board or otherwise **rule 13.5** or of summoning a General Meeting of the Association.

13. MEETINGS OF THE BOARD

13.1 Board to Meet

The Board shall meet as often as is deemed necessary (but at least six times in every calendar year) for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. The Chief Executive Officer, at the direction of the President, or any three (3) Directors may at any time convene a meeting of the Board within a reasonable time.

13.2 Minute Book

A record of all members of the Board present at each Board meeting and of all Resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.

13.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. The Chairperson shall have a deliberative vote only. Where voting is equal the motion will be lost.

13.4 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all Directors consent to the use of the technology used to call and hold the meeting. A Director may only withdraw their consent within a reasonable period before the meeting;
 - (ii) 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 technology;
 - (iii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iv) if a failure in communications prevents **rule 13.4(b)(ii)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **rule 13.4(b)(ii)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (v) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present at that place and if no Director is there present at that place the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

13.5 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five Directors four of whom must be Elected Directors or the Finance Director.

13.6 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than four days written notice of the meeting of the Board shall be given to each Director. Subject to a meeting being held on shorter notice, the agenda shall be forwarded to each Director not less than two days prior to such meeting.

13.7 Chairperson

At meetings of the Board:

- (a) the President shall chair the meeting;
- (b) if the President is absent or unwilling or unable to act, the Deputy President shall chair the meeting;
- (c) if the Deputy President is absent or unwilling or unable to act the Board shall appoint one of its members to chair the meeting.

13.8 Disclosure of Interests

- (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Association. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Association.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Association. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph 13.8(b) does not apply to an interest:
 - (i) which the Director has as a member of the Association and which is held in common with the other members of the Association; or
 - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Association (but only if the contract does not make the Association or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph 13.8(e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph 13.8(d) does not apply if:
 - (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Association, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

14. CHIEF EXECUTIVE OFFICER

14.1 Appointment of Chief Executive Officer

Subject to this Constitution, a Chief Executive Officer may be appointed by the Board for such term and on such conditions as the Board thinks fit.

14.2 Chief Executive Officer to act as Secretary

- (a) The Chief Executive Officer shall act as and carry out the duties of Secretary of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.
- (b) In the absence of the Chief Executive Officer, the Board may appoint any of the Elected Directors to act as and carry out the duties of Secretary in accordance with the Act and this Constitution.

14.3 Specific Duties

The specific duties of the Chief Executive Officer shall be outlined in the Regulations.

14.4 Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

14.5 Chief Executive Officer may employ

The Chief Executive Officer may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer determines.

15. DELEGATIONS

15.1 Board may delegate Functions

The Board may by instrument in writing create or establish or appoint special Directors, committees, individual officers and consultants to carry out such duties and functions, and with such powers and obligations, as the Board determines necessary from time to time. In exercising its power under this Rule the Board must take into account broad stakeholder involvement.

15.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and

- (b) a function imposed on the Board or the Chief Executive Officer by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

15.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

15.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **rule 13**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall ensure all reports, minutes and information as the Board may require from time to time are produced to the next Board meeting.

15.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

15.6 Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

15.7 Existing Directors

The state councillors on the Board of Management of the Royal New South Wales Bowling Association Incorporated that were operating immediately prior to the adoption of this Constitution shall continue to operate as Directors of the Association subject to this Constitution for a period which will cease immediately prior to the first meeting of the Interim Board or until otherwise determined by the Interim Board.

16. ANNUAL GENERAL MEETINGS

- (a) A General Meeting of the Association called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- (b) All Meetings other than Annual General Meetings shall be General Meetings and shall be held in accordance with this Constitution.

17. GENERAL MEETINGS

17.1 General Meetings May be Held

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

17.2 Requisition of General Meetings

- (a) In accordance with Section 249D of the Act and subject to this **rule 17.2**, the Board must call and arrange to hold a General Meeting of the Association on the request of Members with at least 5% of the votes that may be cast at the General Meeting.
- (b) In this **rule 17.2** the term "the request" shall mean the request referred to in paragraph 17.2(a).
- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a General Meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this **rule 17.2** must be called in the same way, so far as is possible, in which General Meetings of the Association may be called. The meeting must be held not later than three (3) months after the request is given to the Association.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

18. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every State Councillor and Member entitled to vote at that meeting at the address appearing in the Register kept by the Association. The auditor, Chief Executive Officer and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last

notified address. No other person shall be entitled as of right to receive notices of General Meetings.

- (b) A notice of a General Meeting of the members of the Association (including an Annual General Meeting) must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business;
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (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;
 - (ii) Any notice of motion received from Members entitled to vote; and
 - (iii) Forms of authority in blank for proxy votes.
- (d) Notice of every General Meeting shall be given in the manner authorised in **rule 35**.
- (e) Neither:
 - (i) the accidental omission to give notice of a meeting; nor
 - (ii) the non receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

19. BUSINESS

- (a) The business of the Annual General Meeting shall be as follows:
 - (i) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other General Meeting requiring confirmation; and
 - (ii) to receive and consider the reports of the Board and auditor;
 - (iii) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
 - (iv) to appoint an auditor or auditors in the event that there be a vacancy in the office of auditor;
 - (v) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

- (b) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Association.
- (c) If the Association's auditor or a representative of the Association's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
- (d) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

20. MEMBERS' RESOLUTIONS AND STATEMENTS

20.1 Resolutions from Members

- (a) Notwithstanding **rules 20.2(a) to 20.2(i)**, Members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in **rule 20.1(a)** to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

20.2 Members' Resolutions

- (a) In accordance with the Section 249N of the Act and subject to **rules 20.2(b) to 20.2(i)** inclusive, Members with at least 5% of the votes that may be cast on any resolution may give the Secretary notice of a resolution that they propose to move at a General Meeting.
- (b) The notice must:
 - (i) be in writing; and
 - (ii) set out the wording of the proposed resolution;
 - (iii) be signed by the Members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that Members have is to be worked out as at the midnight before the Members give the notice to the Secretary.
- (e) If the Secretary has been given notice of a resolution under **rule 20.1(a)**, the resolution is to be considered at the next General Meeting that occurs more than two (2) months after the notice is given.

- (f) The Association shall give notice of the resolution to all Members entitled to vote on the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (g) The Association is responsible for the cost of giving Members notice of the resolution if the Association receives the notice in time to send it out to members with the notice of meeting.
- (h) The Members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Association in giving members notice of the resolution if the Association does not receive the members' notice in time to send it out with the notice of meeting. At a General Meeting, the Members present and entitled to vote may resolve that the Association meet the expenses itself.
- (i) The Association need not give notice of the resolution:
 - (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the Members making the request are to bear the expenses of sending the notice out - unless the Members give the Association a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

20.3 Members' Statements

- (a) In accordance with Section 249P of the Act and subject to **rules 20.3(b) to 20.3(h)** inclusive, Members with at least 5% of the votes that may be cast on any resolution may request the Association to give to its Members entitled to vote at a General Meeting a statement provided by the Members making the request about:
 - (i) a resolution that is proposed to be moved at a General Meeting; or
 - (ii) any other matter that may be properly considered at a General Meeting.
- (b) The request must be:
 - (i) in writing; and
 - (ii) signed by the members making the request;
 - (iii) given to the Secretary.
- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- (e) After receiving the request, the Association must distribute to all its Members entitled to vote at a General Meeting a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a General Meeting.
- (f) The Association is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

- (g) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Association in making the distribution if the Association does not receive the statement in time to send it out with the notice of meeting. At a General Meeting, the Association may resolve to meet the expenses itself.
- (h) The Association need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 if the members making the request are responsible for the expenses of the distribution - unless the members give the Association a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

21. PROCEEDINGS AT GENERAL MEETINGS

21.1 Quorum

- (a) 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 shall be twelve (12) State Councillors or their alternate Delegate under **rule 24.1(e)** personally present.
- (b) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting, if convened on or by the requisition of members shall be dissolved. If the meeting was convened by the Board, it shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting will continue with the members present who will be regarded as a quorum.

21.2 Chairperson

- (a) The President shall, subject to this Constitution, preside as chair at every General Meeting except where a conflict of interest exists.
- (b) If the President is not present, or is unwilling or unable to preside the Deputy President shall preside. If the Deputy President is not present, or is unwilling or unable to act then the State Councillors present shall appoint another Elected Director to preside as chairperson for that meeting only.

21.3 Adjournment of Meeting

- (a) The chairperson of a General Meeting 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (c) Except as provided in **rule 21.3(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21.4 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 chairperson; or
- (b) by at least five (5) Members present and entitled to vote at the meeting.

21.5 Recording of Determinations

Unless a poll is demanded under **rule 21.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

21.6 Where Poll Demanded

- (a) If a poll is duly demanded under **rule 21.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of the Chairperson or on a question of adjournment shall be taken immediately.

21.7 Withdrawal

A demand for a poll may be withdrawn.

22. VOTING

22.1 Voting Rights at General Meetings

Subject to this Constitution, at all General Meetings:

- (a) Each State Councillor is entitled to one vote on behalf of their Zone; and
- (b) Each Elected and Appointed Director and the Finance Director is entitled to one vote, except on notices of motions relating to the removal of a Director or the entire Board from office.

22.2 Voting Procedure at General Meetings

- (a) Subject to **rule 22.2**, votes at a General Meeting shall be given in person by those present and entitled to vote.

- (b) Subject to **rule 24.1(b)**, if the State Councillor from a Zone is unable to attend a General Meeting, the Zone may give its proxy to an alternate Delegate, a State Councillor from another Zone or the chair of the meeting. For voting by proxy to be valid, the Zone must notify the Chief Executive Officer of the details of its proxy:
 - (i) in writing on the form (if any) required by the Chief Executive Officer from time to time; and
 - (ii) Not less than 24 hours before that General Meeting.
- (c) Proxy forms can only be received within 24 hours at the discretion of the General Meeting.
- (d) Subject to **rule 21.4**, all questions arising at a General Meeting shall be determined on a show of hands.
- (e) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.
- (f) Subject to **rule 22.2(g)**, a State Councillor is not entitled to vote at any General Meeting unless all monies due and payable to the Association, have, to the satisfaction of the Chief Executive Officer, been paid by Clubs within a State Councillor's Zone.
- (g) The vote of any State Councillor disallowed under **rule 22.2(f)** may, at the discretion of the General Meeting by a simple majority, be reinstated so as to be declared valid for any vote cast at that General Meeting only.

23. ESTABLISHMENT OF DISTRICTS AND ZONES

23.1 Establishment of Zones

- (a) There will be sixteen (16) Zones throughout New South Wales. Clubs will be allocated to a Zone by the Board.
- (b) Zones shall be identified by the Board as either regional or metropolitan and set out in the Regulations.
- (c) Subject to this Constitution the boundaries, composition, operation and procedures of Zones will be determined by the Board and set out in Regulations.
- (d) The existing zone structures of the Association which were operating immediately prior to the adoption of this Constitution shall continue to operate as they are subject to this Constitution until otherwise determined by the Interim Board or a subsequent Board.
- (e) The Board may alter the composition of a Zone, by giving no less than ninety (90) days notice in writing of the proposed alteration to the Zone Association.

23.2 Affiliation of Zones

- (a) A Zone established under **rule 23.1** may be granted affiliation with the Association by the Board, provided that the constituent documents of the Zone;
 - (i) are provided to the Board as soon as practical after being granted affiliation;
 - (ii) are not inconsistent with this Constitution;
 - (iii) clearly reflect or include provisions for like objects to;
 - (a) participate as an affiliate of the Association and arrange and conduct, in conjunction with the Association, the affairs of the Association within the Zone boundaries in which it is established.
 - (b) promote and act on behalf of the interests of its affiliated Clubs and Districts, if any.
 - (c) conduct, encourage, promote, advance, administer Bowls within the Zone; and
 - (iv) includes provision for the annual appointment of a State Councillor to act on behalf of the Zone at General Meetings.
- (b) The Board may, in its absolute discretion, terminate the affiliation of a Zone if at any time the Zone is abolished or otherwise altered in accordance with **rule 23.1(e)**.

23.3 Establishment of Districts

- (a) Subject to this Constitution, where the Board determines it to be necessary a Zone may be divided into Districts, the composition, operation and procedures of which shall be determined by the Board on recommendations from the Zone and set out in the Regulations.
- (b) The existing District structures of RNSWBA which were operating immediately prior to the adoption of this Constitution shall continue to operate as they are subject to this Constitution until otherwise determined by the Interim Board or a subsequent Board.
- (c) The Board may alter the composition of a District, by giving no less than ninety (90) days notice in writing of the proposed alteration to the District and the Zone Association of that District.

23.4 Affiliation of Districts

- (a) A District established under **rule 23.3** may be granted affiliation with the Association by the Board, provided that the constituent documents of the District;
 - (i) are provided to the Board as soon as practical, after being granted affiliation;
 - (ii) are not inconsistent with this Constitution;
 - (iii) clearly reflect or include provisions for like objects to;
 - (b) participate as a affiliate of the Zone and arrange and conduct, in conjunction with the Zone, the affairs of the Association within the District boundaries in which it is established.
 - (c) promote and act on behalf of the interests of its affiliated Clubs.

- (d) conduct, encourage, promote, advance, administer Bowls within the District; and
- (iv) includes provision for the annual appointment of a delegate or delegates to act on behalf of the District at meetings of the Zone.
- (b) The Board may, in its absolute discretion, terminate the affiliation of a District if at any time the District is abolished or otherwise altered in accordance with rule 23.3(c).
- (c) A District is not entitled to granted affiliation under **rule 23.4** unless it is affiliated with;
 - (i) the Zone in which the District is established under **rule 23.3(a)**; or
 - (ii) any other Zone as approved by the Board.

23.5 Alteration of District and Zone Constitutions

- (a) A District or Zone shall not make amendments or addition to its Constitution, unless;
 - (i) a draft of the amendment or addition has been delivered to the Board at least 28 days before making the amendment or addition; and
 - (ii) the Board has approved the amendment or addition.
- (b) The Board may terminate the affiliation of a District or Zone should a District or Zone fail to comply with **rule 23.5(a)**
- (c) The Board shall refuse to grant affiliation to, or shall terminate the affiliation of a District or Zone if the Constitution of the District or Zone permits any Individual Member or Club to share in its profits.

24. STATE COUNCIL

24.1 State Councillors

- (a) The State Council shall comprise one representative from each Zone, elected by the Clubs within such Zone in such manner as may be determined by the Board and set out in the Regulations from time to time. These Zone representatives shall be the State Councillors.
- (b) Subject to this Constitution, State Councillors may be required to meet any qualifications set out in the Regulations from time to time.
- (c) Each Zone shall advise the Chief Executive Officer of its State Councillor annually no later than twenty-eight (28) days prior to the Annual General Meeting.
- (d) If a Zone has failed to notify the Chief Executive Officer of its State Councillor prior to the Annual General Meeting, it may notify the Chief Executive Officer of its alternate Delegate in writing prior to any meeting of State Council. Such notification shall state the meetings or duration that this appointment is valid.
- (e) If a State Councillor is unable to attend a meeting of State Council, the Zone may notify the Chief Executive Officer in writing not less than twenty-four (24) hours before that meeting of an alternate Delegate. Such notification is valid for that meeting of State Council only.

24.2 Meetings of State Council

- (a) The State Council shall operate as a strategic advisory forum to assist the Board.
- (b) The State Council shall meet at least quarterly with one meeting held in conjunction with the Annual General Meeting.
- (c) The President shall be entitled to take the chair at every meeting of State Council. If the President is not present or is unwilling or unable to act at any meeting of State Council, then;
 - (i) the Deputy President shall preside as Chairperson for that meeting, or
 - (ii) if the Deputy President is also not present or is unwilling or unable to act, the State Councillors present shall elect a State Councillor present to preside as Chairperson for that meeting.
- (d) The Directors shall be able to attend any meeting of State Council.

24.3 Voting Rights at meetings of State Council

- (a) Subject to this Constitution, at meetings of State Council each State Councillor is entitled to one (1) vote on behalf of their Zone.
- (b) Each State Councillor shall comply with the directions given by a resolution, if any, of the Zone appointing that State Councillor, including in respect of voting and if requested by the Board shall provide to the Board evidence of such compliance.
- (c) Directors shall not be entitled to vote at meetings of State Council.

24.4 Notice of meetings of State Council

Unless all State Councillors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than twenty-eight (28) days written notice of the meeting of the State Council shall be given to each State Councillor. Subject to a meeting being held on shorter notice, the agenda shall be forwarded to each State Councillor not less than seven (7) days prior to such meeting.

25. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between a Member and:
 - (i) Another Member; or
 - (ii) The Association.
- (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 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 ten days, refer the dispute for

resolution to an independent tribunal established by the Board in accordance with the procedures determined by the Board from time to time.

- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this **rule 25**.

26. RECORDS AND ACCOUNTS

26.1 Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association.

26.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Chief Executive Officer.

26.3 Association to Retain Records

The Association shall retain such records for the relevant period prescribed in the Act after the completion of the transactions or operations to which they relate.

26.4 Inspection of Records by Directors

The Association must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by, or under, the Act to inspect such records.

26.5 Board to Submit Accounts

The Board shall submit to the members at the Annual General Meeting statements of account of the Association in accordance with this Constitution and the Act.

26.6 Accounts Conclusive

The financial accounts and reports when received and discussed at an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after the Annual General Meeting.

26.7 Accounts to be sent to Members

The Board shall not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the Financial Year of the Association report in accordance with Section 316A of the Act to those Members who request that copies of the financial report of the Association, the Directors' report and the auditors' report on the financial report as referred to in the Act be sent to them.

26.8 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn,

accepted, endorsed or otherwise executed, as the case may be in such manner as the Board determines.

27. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Association in accordance with the Act. The auditor's duties shall be regulated in accordance with the Act and generally accepted principles, and/or any applicable code of conduct
- (b) The auditor may be removed by the Association in accordance with the Act.
- (c) The accounts of the Association shall be audited by the appointed auditor or auditors at the conclusion of each Financial Year.

28. INCOME

- (a) Income and property of the Association shall be derived from such sources as the Board determines from time to time.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any elected office of the Association.
- (d) Nothing in **rule 28(b)** and **rule 28(c)** shall prevent payment in good faith of or to any Member, employee or Appointed Director for:
 - (i) any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (ii) goods supplied to the Association 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 Association;
 - (v) any out-of-pocket expenses incurred by the Member or employee on behalf of the Association;

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.

29. WINDING UP

- (a) Subject to this Constitution the Association may be wound up in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Each Member undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Association is wound up:
 - (i) while they are a Member of the Association; or
 - (ii) within one year of the date that they cease to be a Member.
- (d) The contribution referred to in **rule 29(c)** shall be for the:
 - (i) payment of the debts and liabilities of the Association contracted before the member ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

30. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

31. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

32. REGULATIONS

32.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and Bowls in New South Wales as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.

32.2 Regulations Binding

All Regulations are binding on the Association and all Members.

32.3 Regulations Deemed Applicable

All rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such rules, by-laws and regulations are not inconsistent with, or have been replaced by, this Constitution, shall be deemed to be Regulations and shall continue to apply.

32.4 Circulars Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Circulars approved by the Board and prepared and issued by the Chief Executive Officer. Clubs shall take reasonable steps to distribute information in the Circulars to Individual Members. The matters in the Circulars are binding on all Members.

33. STATUS AND COMPLIANCE OF ASSOCIATION

33.1 Recognition of Association

The Association is a member of NSO and is recognised by NSO as a controlling authority for Bowls in New South Wales and subject to this Constitution shall continue to be recognised and shall administer and control Bowls in New South Wales in accordance with the Objects.

33.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and Bowls;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of Bowls, its standards, quality and reputation for the benefit of the Members and Bowls in New South Wales;
- (e) at all times act in the interests of the Members and Bowls;
- (f) not resign, disaffiliate or otherwise seek to withdraw from NSO without approval by Special Resolution;
- (g) abide by the rules of Bowls as set by the IF.

33.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Bowls are to be conducted,

- promoted, encouraged, advanced and administered throughout New South Wales and;
- (b) to ensure the maintenance and enhancement of Bowls, its standards, quality and reputation for the benefit of the Members and Bowls;
 - (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Bowls and its maintenance and enhancement;
 - (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
 - (e) to act in the interests of Bowls and the Members;
 - (f) that should a Club have administrative, operational or financial difficulties the Association may act to assist the Club in whatever manner the Association considers appropriate.

34. STATUS AND COMPLIANCE OF CLUBS

34.1 Compliance

Clubs acknowledge and agree that they shall:

- (a) Nominate Club Delegates who will be authorised to;
 - (i) attend District or Zone General Meetings;
 - (ii) speak and act on behalf of interests of the Club as its representative;
 - (iii) vote on any resolutions and notices of motion on behalf of the club; and
 - (iv) vote on the election of Elected Directors,and shall inform the District or Zone of the details of their Club Delegates;
- (b) Register all Bowling Members with the Association in accordance with the procedures set out in the Regulations.
- (c) Make available to the Association copies of any accounts, annual financial reports and other associated documents upon request, provided the grounds for the request is deemed reasonable and appropriate by the Club.
- (d) Recognise the Association as the authority for Bowls in New South Wales and NSO as the national authority for Bowls;
- (e) Adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and
- (f) Have regard to the Objects in any matter of the Club pertaining to Bowls.

34.2 Club Constitutions

- (a) The constituent documents of Clubs will clearly reflect or include like Objects to this Constitution.
- (b) Clubs will take all reasonable steps necessary to ensure their constituent documents are not inconsistent with this Constitution.
- (c) Clubs upon request shall provide to the Association a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the Association has authority to take disciplinary action against a Club in accordance with **rule 8**, if in the Association's opinion, that Club has constituent documents which are contrary to the Objects.
- (d) The constituent documents of each Club shall, at the earliest available opportunity, recognise the Association as the authority for Bowls in New South Wales and NSO as the national authority for Bowls in Australia.

34.3 Register

Clubs shall maintain, in a form acceptable to the Association, a register of all Bowling Members. Each Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the register to the Association.

35. NOTICE

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been given on the day following that on which the notice was posted.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

36. EXECUTION OF DOCUMENTS

36.1 Seal

The Board must provide for the safe custody of the Seal.

36.2 Execution of Documents

- (a) The Association may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (i) two (2) members of the Board; or
 - (ii) one (1) member of the Board and the Secretary.
- (b) The Association may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two (2) members of the Board; or
 - (ii) one (1) member of the Board and the Secretary.
- (c) The Association must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

37. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief Patron and such number of Patrons as it considers necessary, subject to acceptance of that person or persons.

38. INDEMNITY

- (a) Every officer (as defined in Section 9 of the Act) and former officer of the Association shall be indemnified to the full extent permitted by the Act out of the property of the Association against any liability incurred by them in their capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Association may pay a premium for a contract insuring a person who is an officer or a former officer of the Association against a liability incurred by that person as an officer of the Association provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

39. CONSTITUTION

39.1 Copy of Constitution

- (a) The Association will provide a copy of this Constitution to any member within seven (7) days if that member:
 - (i) asks the Association, in writing, for a copy; and
 - (ii) pays the appropriate fee, if any.

39.2 Reading of Constitution

- (a) This Constitution must be read and construed subject to the provisions of the Act, and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Association being registered under the Act, those provisions will be in operative and have no effect.
- (b) As provided for in **rule 3.5** a decision of the Board on the construction or interpretation of this Constitution, or on any Regulations made pursuant to this Constitution or on any matter arising there from, will be conclusive and binding on all members of the Association, subject to such construction or interpretation being varied or revised by a court of competent jurisdiction

40. FINANCIAL YEAR

The Financial Year of the Association will commence on 1st July in each year and end on 30th June in the following year.