



PARA HILLS BOWLING CLUB INCORPORATED

CONSTITUTION

AMENDED SEPTEMBER 2020

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SECTION 1 – NAME, INTERPRETATIONS, OBJECTS, & POWERS

1.1. “Name”

The name of the Club shall be the **Para Hills Bowling Club Incorporated**, hereafter called “**The Club**”

1.2. “Interpretations”

In these Rules, except in so far as the context or subject matter otherwise indicates or requires:

- a. “**The Act**” means the Association Incorporation Act (SA) 1985, as amended.
- b. “**Secretary**” means the Secretary of the Board of Management and the person responsible for the secretarial duties of The Club.
- c. “**Board of Management**” means the members for the time being of “**The Board**” of the Club as constituted in accordance with the Rules and is the governing or controlling body of The Club subject only to any direction of the members at an Annual General Meeting or Special General Meeting.
- d. “**The Board**” means the Board of Management
- e. “**Bowls SA**” means Bowls SA Inc, the peak body of the sport of Lawn Bowls in South Australia.
- f. “**President**” means the currently elected President of The Club.
- g. “**The Club**” means the club referred to in Rule 1.1.
- h. “**Day**” means calendar day not business day.
- i. “**Financial Year**” means the Club’s Financial Year and, unless altered by the members at an Annual General Meeting or Special General Meeting, shall be the period 1st April to midnight on the next 31st March
- j. “**Member**” means any member of the Para Hills Bowling Club Incorporated.
- k. “**Month**” means a calendar month.
- l. “**PHBC**” means the Para Hills Bowling Club Inc.
- m. “**Rules**” means the Rules of the club in force for the time being and includes the Constitution, By Laws, Code of Conduct and any other imperatives promulgated and authorised by the Board of Management as and when required.
- n. “**Special Resolution**” means a resolution of The Club which is passed by a majority of those present which comprises not less than three-quarters of such members of The Club as, being entitled under these Rules to vote at an Annual General Meeting or Special General Meeting of which not less than twenty one (21) day’s written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

In these Rules: -

1. words importing the singular include the plural and vice versa,
2. words importing any gender include the other gender; and
3. 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.

1.3 OBJECTS

The objects of The Club are: -

1.3.1. to maintain and conduct a Club of non-political character, culture and gender impartiality and to provide clubrooms, bowling greens and other conveniences for the use and recreation of Club and community members;

1.3.2. to promote such other objects as the members shall determine but always to have in mind the advancement and best interests of the game of lawn bowls and sportsmanship;

1.3.3. to affiliate with Bowls SA and any other organization that may be desirable in the pursuit of these objects;

1.3.4. to do all such things necessary to the attainment of the above objects.

1.4 POWERS

The Club shall have the power to:

- 1 acquire, hold, deal with and dispose of any real or personal property of The Club;
- 2 administer any property on trust;
- 3 open and operate financial institution accounts;
- 4 invest money in any security in which trust monies may, by Act of Parliament, be invested;
- 5 invest money in any other manner that The Board deems fit;
- 6 borrow or acquire money upon such terms and conditions as The Board deems fit;
- 7 give such security for the discharge of liability incurred by The Club as The Board deems fit;
- 8 appoint agents to contract any business of The Club on behalf of The Club;
- 9 enter into any other contract The Club considers necessary or desirable; and
- 10 do all such acts and things as are incidental, conducive, or subsidiary to all or any of the objects of The Club.

SECTION 2 – MEMBERSHIP

2.1 Membership Qualifications

A person is qualified to be a member of The Club if, but only if: -

2.1.1. the person is a person who: -

- i. has been nominated for membership of The Club as provided by Rule 2.6; and
- ii. has been approved for membership by The Board.

2.2 Register of Members

2.2.1. The Secretary shall establish and maintain a Register of Members of The Club specifying the name, postal address, home address, phone number(s) email address (where applicable) and membership class of each person who is a member of The Club together with the date on which the person became a member.

2.2.2. The Register of Members shall be kept at the principal place of administration.

2.3 Service of Notices

2.3.1. For the purposes of these Rules, a notice may be served by or on behalf of The Club on any member either personally or by sending the notice by post or electronic means to the member at the member's postal address, or email address, as shown in the Register of Members, or by publishing the notice in the 'Public Notices' section of a newspaper circulating generally throughout the State or Territory in which the member is known to reside.

2.3.2. Where a notice is sent to a member by properly addressing, prepaying and posting it to the members postal address, email address, or both, the notice shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the member at the time at which the notice would have normally been delivered in the ordinary course of the postal delivery service.

2.3.3 Where it is necessary to serve a Notice on a member by publishing the notice in the Public Notices Section, sometimes referred to as the Classified or Personal Notices Section, of a newspaper, the Notice shall be deemed, for the purposes of these Rules, to have been served on the member at the expiration of ten days from the date of its publication in the newspaper.

2.4 Membership Quota

The Board of Management may in its absolute discretion impose a maximum quota on the number of members of The Club (subject to approval by the Lessor and/or the Liquor Licensing Commission).

2.5 Membership Classes

The Club shall, in respect of bowling members, consist of such classes of membership to conform with the registration requirements of Bowls SA. In addition, The Club may, in respect of non-bowling members and visiting interstate and/or overseas bowlers, consist of such classes of membership as The Club deems appropriate.

2.5.1 The following classes of membership must be registered with Bowls SA in accordance with these Rules.

2.5.2. Full Members

Members with full registration with Bowls SA shall be eligible to play in all Bowls SA, Bowls Australia and Bowls SA Association events for which they are qualified and open or invitation tournaments of other clubs.

2.5.3. Life Members

Life Members registered with Bowls SA as fully registered members shall be eligible to play in all Bowls SA, Bowls Australia and Bowls SA Association events for which they are qualified and open or invitation tournaments of other clubs.

2.5.4. Associate / Social Bowler Member

Is a bowling member who is not registered with Bowls SA as a Full Member or a Junior/Student Member. Members registered with Bowls SA under this category:

- i. shall not be selected for pennant teams; and
- ii. shall not be eligible to play in Bowls SA, Bowls Australia, Bowls SA Association events or events of other clubs.

2.5.5. Junior / Student Members

- i. Junior Members shall be persons under the age of eighteen (18) years as at July 1 in the year of registration.
- ii. Student Members shall be full-time students under the age of 25 years as at 1 July in the year of registration.
- iii. Members with Junior or Student registration with Bowls SA shall be eligible to play in all Bowls SA, Bowls Australia and Bowls SA Association events for which they are qualified and open or invitation tournaments of other clubs.

2.6 Nomination and Admission of Full Members

A nomination of a person for membership of The Club: -

- I. must be made by a full member of The Club who has knowledge of the nominee;
- II. must be completed by a full member of The Club in writing in the form set out at Appendix 1 to these Rules;
- III. must be lodged with the Secretary of the Club, and
- IV. any information contained within the nomination / application document shall be handled in accordance with the National Privacy Principles as outlined in Schedule 3 of the Privacy Act 1988 (Clth).

2.6.1 As soon as practicable after receiving a nomination / application for membership, the Secretary of The Club shall: -

- I. Use the information provided by the nominee to process the membership application.
- II. post a copy of the application form on The Club's notice board for a period of at least seven (7) days; and
- III. after verification, or otherwise, of the membership application form, refer the nomination, together with recommendations, to The Board who shall determine whether to approve or reject the nomination.

2.6.2 Where The Board in its absolute discretion, determines to approve a nomination for membership the Secretary shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay within the period of twenty eight (28) days after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription fee.

2.6.3 The Secretary shall, upon payment by the nominee of the amounts referred to in Rule 2.6.2 within the period referred to in that clause: -

- I. Enter the nominee's name, contact telephone number/s, home address, postal address and email address (where applicable) in the Register of Members and, upon the name and other detail previously mentioned being so entered, the nominee becomes a member of The Club; and
- II. Provide the nominee with a copy of the current Constitution, Code of Conduct, By-laws and Regulations and record the receipt of those documents by the nominee.

2.6.4 Where The Board rejects the nominee's application or where the nominee fails to make the payments referred to in Rule 2.6.2 within the period referred to in that clause, the nominee shall not again be nominated for a period of at least six (6) months from the date of rejection or voiding of membership.

2.7 Life Members

2.7.1. A Full Member who has rendered special service or services to The Club may on the nomination by two (2) full members, and the recommendation of the Board of Management at an Annual General Meeting or Special General Meeting, be elected a Life Member of The Club with full

privileges without payment of any annual subscription fee. The election of a Life Member shall be by secret ballot and for the recommendation to succeed at least three-quarters of the votes of the Full Members and Life Members present must be in the affirmative.

2.7.2. A Life Member shall not be relieved of any financial obligation other than The Club annual subscription fee.

2.7.3. To be eligible to play in the pennant competition, Bowls SA, Bowls Australia, Bowls SA Association events, or events of other clubs, a Life Member must be registered as a Full Member with Bowls SA. (Refer to Rule 2.5.2)

2.7.4. No more than two Life Members shall be elected in any one Club Financial Year. Should there be three or more nominations, then the Full members and Life Members present at the meeting shall by secret ballot elect the two members to be presented with Life Membership.

2.7.5. The maximum number of living Life Members that will be permitted at any-one time shall be restricted to and not exceed eight (8) life members.

2.8 Associate / Social Bowler Members

Associate / Social Bowler Members may be admitted in the same manner as Full Members, subject to the terms of these Rules, and be entitled to play bowls and be engaged in other forms of recreation conducted by The Club or in which The Club engages, except that they shall not be selected for Pennant teams .

2.9 Junior and Student Members

Junior and Student Members may be admitted in the same manner as Full Members, subject to the terms of these Rules, and be entitled to play bowls and be engaged in other forms of recreation conducted by The Club.

2.10 Classes of Membership Not Requiring Bowls SA Registration

2.10.1 Social / Service Award Members

Social Members / Service Award Members may be admitted as non-bowling members of The Club in the same manner as Full Members, but do not have the right to vote, and shall be entitled to such privileges as The Board shall determine from time to time.

2.10.2 Temporary Members

A member of any other bowling club that is under the jurisdiction of the World Bowls Board, Bowls SA or any other State or Territory Authority as provided in the Constitution and By-laws of Bowls Australia, who visits The Club on any date for the purpose of playing bowls, shall be a Temporary Member of The Club for that day. The name and bowling club of such Temporary Member must be recorded on the score cards.

Temporary members who are full members of a relative bowling association may be selected to represent The Club in a Pennant competition (subject to the provisions that all eligible members of The Club are given priority regardless of gender).

2.10.3 Honorary Members

The President or Secretary shall have the power to confer Honorary Membership on a visiting member of an overseas or interstate club, or any club affiliated with Bowls SA, during the period of their visit, provided that such a visitor is sponsored by a current member of The Club

2.11 Restricted Players

Restricted Players are bowlers whose playing category limits participation to casual or night

competitions, or events specifically designated for Restricted Players at their club, or events of other clubs specifically designated for Restricted Players.

2.11.1 Restricted Players shall not be eligible:

- I. to play in Bowls SA, Bowls SA Association or Bowls Australia events, and open or invitation tournaments of other clubs, unless complying with 2.11.2 and 2.11.3, and
- II. to be issued with a uniform, or part thereof, of their club.

2.11.2 Restricted Players shall not be selected in pennant teams unless;

- I. all available Full Members and eligible Life members of their Member Club have been selected;
- II. shall be permitted to participate in a maximum of three pennant games in any pennant season upon payment of an additional fee as determined by the Board of Bowls SA or a Bowls SA Association, from time to time for each game played;
- III. may only participate in more than three pennant games upon payment of the balance of the fee required to become a fully registered member of Bowls SA.

2.11.3 An Administration Fee shall be:

- I. forwarded to Bowls SA by the date or dates as determined by the Board of Bowls SA each year, by each Member Club, for all Restricted Players;
- II. accompanied by a list of the names of such players and their details as may from time to time be considered necessary by the Board of Bowls SA, signed by either the President, Secretary or Treasurer of the Member Club.

2.12 Member's Entitlements

The entitlements of members of The Club are as follows:

2.12.1 Full Members and Life Members are entitled to all Club privileges and are the only members entitled to vote at the Annual General Meeting or Special General Meetings of The Club.

2.12.2 Associate / Social Bowler, Social, Honorary, Temporary, Junior and Student Members and Restricted Players are entitled to such privileges as The Board determines from time to time and are **not** entitled to vote at the Annual General Meeting or Special General Meetings of The Club.

2.13 Cessation of Membership

A person ceases to be a member of The Club if the person:

1. dies;
2. forfeits their membership (in accordance with Rule 2.14);
3. resigns their membership (in accordance with Rule 2.15); or
4. is expelled from The Club (in accordance with Rule 2.16).

2.14 Forfeiture of Membership

2.14.1. If a member fails to pay their annual subscription within the time prescribed in Rule 2.19.4, then that person shall cease to be a member of The Club.

2.14.2. The Board may restore the member's name and other detail as required by Rule 2.6.3 to the Register of Members where The Board accepts, in its absolute discretion, a satisfactory explanation in writing has been received from the member and the member has paid the required amount/s due.

2.14.3. The Secretary shall give notice to a member who fails to pay their annual subscription within the time prescribed in Rule 2.6. 2 advising when their subscription is due. This notice must be served on the member in accordance with Rule 2.3.

2.15 Resignation of Members

2.15.1. A member of The Club is not entitled to resign their membership except in accordance with this Rule.

2.15.2. A member wishing to resign from The Club shall give seven (7) days notice in writing to the Secretary, and shall pay all monies due at the date of such notice including the current Financial Year's subscription or such portion thereof as The Board may determine.

2.15.3. Where a member ceases to hold membership, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

2.15.4. Where a registered bowling member resigns membership from The Club and intends to transfer to another club the member shall, subject to Rule 2.15.2, immediately complete a Bowls SA Clearance Application form in accordance with the guidelines provided by Bowls SA. The Secretary shall retain a copy of the clearance form for the records of The Club.

2.15.5. A member resigning from The Club or ceasing for any reason whatever to be a member, shall not have any right, title or interest in or to any property belonging to or in the care of The Club.

2.16 Disciplining of Members

2.16.1 Where the Board of Management is of the opinion that a member of The Club:

- I. has persistently refused or neglected to comply with the provision or provisions of these Rules;
- II. has persistently and wilfully acted in a manner prejudicial to the interests of The Club;
- III. has engaged in conduct deemed by The Board to be undesirable, e.g. a breach of the Code of Conduct;

The Board may, by resolution:

- I. expel the member from The Club;
- II. suspend the member from membership of The Club for a specified period; or
- III. censure the member.

2.16.2 A resolution of The Board under Rule 2.16.1 has no effect unless The Board, at a meeting held not earlier than seven (7) days and not greater than twenty eight (28) days after service on the member of a notice under Rule 2.16.3 confirms the resolution in accordance with this Rule.

2.16.3 When The Board passes a resolution under Rule 2.16.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member;

- i. setting out the resolution of The Board and the allegation/s on which it is based with sufficient particularity that the member adequately knows the case to be answered. If the case changes prior to the hearing, then the member shall be given adequate notice of such changes;
- ii. stating that the member may address The Board at a meeting to be held not earlier than seven (7) days and not later than twenty-eight (28) days after service of the notice;
- iii. stating the date, time and place of that meeting; and
- iv. informing the member that the member may do any or all of the following:
 - a) object to any member of The Board being present on the grounds of bias or any other reasonable objectionable grounds.
 - b) attend and speak at that meeting;
 - c) submit to The Board at, or prior to the date of that meeting, any written representations on the member's behalf;
 - d) arrange for any representative/s of the member to submit to The Board, at or prior to the date of that meeting, any written representations in relation to the resolution;

- e) bring such witnesses to the meeting to give evidence as to facts or character;
- f) obtain from The Board any statements made to The Board relevant to the case against the member and for the witness(es) making the statement/s to be available for cross-examination if so required.
- g) use qualified legal representation on the proviso seven (7) days written notice is provided to The Board.

2.16.4 At a meeting of The Board held in accordance with Rule 2.16.3, The Board shall;

- I. give to the member, or the member's representative/s, an opportunity to make oral representations, and to provide written statements and any other documentary or direct evidence;
- II. give due consideration to any written representations submitted to The Board by the member, or representative/s of the member, at or prior to the meeting;
- III. if necessary, conduct further enquiries in order to confirm or disprove the issue in question; and
- III. determine whether to confirm or revoke the resolution.

2.16.5 Where The Board confirms or revokes a resolution under Rule 2.16.4 the Secretary shall, within seven (7) days after that confirmation, by notice in writing, advise the member of the fact and if the resolution is confirmed advise the member of the member's right of appeal under Rule 2.17.

2.16.6 A resolution confirmed by The Board under Rule 2.16.4 does not take effect:

- i. until the expiration of the period within which the member is entitled to appeal against the resolution or where the member does not exercise the right of appeal within that period; or
- ii. where within that period the member exercises the right of appeal, unless and until The Board confirms the resolution pursuant to Rule 2.16.4

2.17 Right of Appeal of Disciplined Member

2.17.1 A member may appeal to a Special General Meeting against a resolution of The Board which is confirmed under Rule 2.16.4 within seven (7) days after notice of the resolution is served on the member by lodging with the Secretary a notice in writing to that effect.

2.17.2 Upon receipt of the written notice from a member under Rule 2.17.1. the Secretary shall notify The Board which will convene a Special General Meeting to be held within twenty-eight (28) days after the date on which the Secretary received the notice.

2.17.3 At the Special General Meeting of The Club convened under Rule 2.17.2

- i no business other than the question of the appeal shall be transacted;
- ii The Board and the member, or the member's representative/s, shall be given the opportunity to present their respective cases orally, in writing, and by photographic or other means;
- iii the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
- iiii if at the Special General Meeting the meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed. Similarly, if at the Special General Meeting the meeting passes a special resolution that the resolution be revoked, the resolution is revoked.

2.18 Absence of a Member

Any member contemplating absence for a period may, on written application to The Board, be granted leave of absence for a period not exceeding two years, subject to the payment of a fee as determined by The Board.

2.19 Fees and Subscriptions

Except as otherwise provided in these Rules:

2.19.1 a member of The Club shall upon admission to membership, pay to The Club an entrance fee as determined by the members from time to time at an Annual General Meeting or Special General Meeting;

2.19.2 in addition to the amount payable by the member under Rule 2.19.1, a member of The Club shall pay to The Club an annual subscription fee as determined by the members from time to time at an Annual General Meeting.

2.19.3 the subscription fee shall be payable annually by the first day of April or at such other time as The Board may provide by written agreement with the member, provided that the member has made application in writing for dispensation on the grounds that are considered satisfactory and approved by The Board;

2.19.4 any member whose annual subscription fee or any part thereof is outstanding for one (1) month after the due date, or after the due date as agreed in writing with a member under Rule 2.19.3 shall have their membership terminated until payment of any amount due is paid in full.

2.19.5 members who are elected to membership after the first day of April in any year shall pay such proportion of the annual subscription fee and entrance fee as shall be determined and approved by The Board; and

2.19.6 a member new to The Club may be admitted as a Full Member, or an existing member may be upgraded to Full Membership, upon payment of a first year initial subscription fee as determined by The Board.

2.20 Members' Liabilities

The liability of a member of The Club to contribute toward the payment of the debts and liabilities of The Club or the cost, charges and expenses of the winding up of The Club is limited to the amount, if any, unpaid by the member in respect of membership of The Club as required by Rule 2.19

SECTION 3 - MANAGEMENT BY MEMBERS

3.1 Management by Members

3.1.1 The Club shall be managed by the members of The Club selected through the Annual General Meeting and/or Special General Meetings.

3.1.2 The President of the Club shall, subject to this Constitution, preside as Chairperson at every Annual General Meeting, Special General Meeting, General Meeting and Board of Management Meetings of the Club.

3.1.3 If the President is not present, or is unwilling or unable to preside, the Vice President shall preside. If the Vice President is not present, or is unwilling or unable to preside, the members entitled to be present at that meeting shall appoint one of their number to preside as Chairperson of that meeting only.

3.2 Annual General Meeting

Unless extenuating circumstances dictate, the Annual General Meeting of the Club shall be held at a place to be fixed by The Board, but not later than the 31 May in each year and subject to Rule 3.2.1

3.2.1 The Board shall provide members with at least twenty-eight (28) days notice of the Annual General Meeting and must affix a copy of the Notice of the Meeting to the notice board inside the clubhouse.

3.2.2 Nominations for office bearers due for election at an Annual General Meeting shall be posted on the appropriate noticeboard, commencing from the posting of the Annual General Meeting and closing seven (7) days prior to the time of the Annual General Meeting.

3.2.3 The business to be transacted at the Annual General Meeting shall be in the following order:

- 1 reading of the Notice convening the Meeting;
- 2 confirmation of the Minutes of the previous Annual General Meeting and/or Special General Meetings;
3. presentation of Annual Report;
- 4 consideration and adoption of Annual Report;
- 5 presentation of Balance Sheet and Statement of Accounts;
- 6 consideration and adoption of Balance Sheet and Statement of Accounts;
7. other reports;
8. election of office bearers
9. nomination and election of Auditors;
10. fix amount of annual subscription for all classes of membership;
11. Notices of Motion (refer to Standing Orders Rule 7.19.10 regarding the posting of Notices of Motion);
12. any other general business. (refer to Standing Orders Rule 7.19.13 Regarding Questions on Notice and Standing Orders Rule 7.19.14 Questions without Notice that maybe considered under general business).

3.3 Special General Meetings

The Board shall convene a Special General Meeting when requested to do so by requisition in accordance with this Rule.

3.3.1 The Board shall, on a requisition in writing of not less than three (3) of its members, or fifteen (15) members of The Club, convene a Special General Meeting.

3.3.2 A requisition for a Special General Meeting:

- i. shall state the purpose or purposes of the Meeting;
- ii. shall be signed by the members making the requisition;
- iii. shall be lodged with the Secretary; and
- iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

3.3.3 A Special General Meeting shall be held on a date determined by The Board such date being not less than fourteen (14) clear days and not more than twenty-eight (28) clear days from the date of requisition. The Secretary shall post the requisition and Notice of the Meeting on the noticeboard of the Club.

3.3.4 If The Board fails to convene a Special General Meeting in accordance with Rule 3.3.3, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after the date of the original requisition.

3.4 Procedure

3.4.1 No item of business shall be transacted at any Annual General Meeting or Special General Meeting of The Club unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

3.4.2 Thirty percent (30%) of the members of The Club, being present in person and entitled under these Rules to vote at an Annual General Meeting or Special General Meeting, shall constitute a quorum.

3.4.3 If within fifteen (15) minutes after the appointed time for the commencement of an Annual General Meeting or Special General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case, shall stand adjourned to the same day in the following week at the same time and at the same place, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members.

3.4.4 An adjourned Annual General Meeting or Special General Meeting that is held within the timeframe stipulated by Rule 3.4.3 shall be deemed to be held in accordance with Rule 3.2.1 or Rule 3.3.4 provided that the meeting was first convened in accordance with the timeframe applicable in these Rules.

3.4.5 If at the adjourned Annual General Meeting or Special General Meeting a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the members present, being not less than twenty percent (20%) of those members eligible to vote, shall constitute a quorum.

3.4.6 If at an Annual General Meeting or a Special General Meeting the Board of Management or the quorum of members considers it appropriate that a person who is not a member of The Club, but has specialised knowledge of a topic to be discussed, based on the persons training, study or experience, the person may be permitted to address the Annual General Meeting or Special General Meeting, as the case may be, and be present at the Meeting for a set period of time to help resolve any arising ambiguities. However, the person shall not be permitted to cast a vote at the Meeting.

3.5 Voting

3.5.1 At an Annual General Meeting or Special General Meeting of The Club, the election of all officers, where there are more nominations than vacancies, shall be by secret ballot which shall be conducted by two Returning Officers appointed at such meeting. Ballot papers containing votes for a greater or lesser number of persons to be elected shall be informal. If two or more candidates receive an equal number of votes, the Chairperson shall, in such case, draw lots to decide the successful candidate or candidates from those candidates who received the equal number of votes.

3.5.2 All other questions for decision by the members of The Club at an Annual General Meeting or Special General Meeting shall be duly proposed and seconded, and shall be determined by a show of hands unless a secret ballot is asked for by ten percent (10%) of members present, who are entitled to vote. The secret ballot shall then be taken. When a secret ballot is taken, two Returning Officers shall be appointed by the Chairperson to conduct the ballot. The result of each ballot shall be deemed to be a resolution of The Club adopted at such Annual General Meeting or Special General Meeting.

3.5.3 The Chairperson of an Annual General Meeting or Special General Meeting shall, subject to Rule 3.5.1, be entitled to a casting vote.

3.5.4 Full Members and Life Members only will be entitled to vote at Annual General Meetings and Special General Meetings of The Club.

3.5.5 At any Annual General Meeting of The Club, only such members who were financial at the close of the previous Financial Year or any new member who has paid the current fee shall be entitled to attend such meeting. This provision shall apply also to any Special General Meeting of The Club held between the close of the previous Financial Year and the Annual General Meeting of The Club. At all other Special General Meetings only members who are financial according to these Rules shall be entitled to attend such meetings.

3.5.6 Only members who are financial at the time an Annual General Meeting or Special General Meeting of The Club is held are entitled to vote.

3.5.7 Proxy or postal voting shall not be permitted at any Annual General Meeting or Special General Meeting of The Club

3.5.8 At any Annual General Meeting or Special General Meeting of The Club, a declaration by the Chairperson that a resolution has been carried, or lost, or not carried by a particular margin, if such is required, and an entry to that effect appearing in the Minute Book of The Club shall be conclusive evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against such resolution.

3.5.9 All resolutions passed at the Annual General Meeting of The Club or at any Special General Meeting of The Club shall be conclusive and binding on all members of The Club, whether they have been present or not at such meeting.

SECTION 4 MANAGEMENT BY OFFICERS

4. Board of Management

The affairs of The Club including financial and property affairs, shall be managed and controlled by The Board. The delegation of functions to any committee or subcommittee is covered under Rule 4.8.

4.1 Powers of the Board of Management

The Board, subject to The Act, the Regulations, these Rules, and any resolution passed by The Club at an Annual General Meeting or Special General Meeting: -

4.1.1 shall control and manage the affairs of The Club;

4.1.2 has power to perform all such acts and do all such things as appear to The Board to be necessary or desirable for the proper management of the affairs of The Club, including, but not limited to, the following:-

- 1 to delegate, in accordance with Rule 4.8, the exercise of functions to committees and sub-committees;
- 2 to fill casual vacancies on The Board;
- 3 to appoint such officers and employees as are required to carry out the objects of The Club, including a Public Officer, and may delegate any of its powers to such officers and employees;
- 4 to impose levies on members, subject to the approval of an Annual General Meeting or the Special General Meeting of The Club;
- 5 to review the resignation of a member in accordance with Rule 2.15;
- 6 to make By-Laws and any other guidelines in conformity with the Rules of The Club;
- 7 interpret the Rules, By-Laws and any other guidelines of The Club, and such interpretation shall be final;
- 8 to carry out all resolutions, including those of which a prescribed notice has been given, and those which have been passed at an Annual General Meeting or a Special General Meeting of The Club;
- 9 to ensure compliance with the Rules, Code of Conduct and By-Laws of the Club, and deal with any breaches as provided in Rule 2.16;
- 10 to deal with other matters which may arise or matters which are not specifically provided for in the Rules of The Club;
- 11 cause correct financial accounts and books, and administrative records, to be kept showing the affairs of The Club. The Board shall authorise all expenditure including any expenditure passed at an Annual General Meeting or Special General Meeting of The Club, and direct the method of dealing with monies received for or on behalf of The Club;
- 12 to invest funds in any security which trust money may by an Act of Parliament be invested, or in any other manner specifically authorised by the members at an Annual General Meeting or Special General Meeting of The Club.

4.3 Office Bearers – Board of Management

The Board shall consist of the office bearers of The Club, being as close to 50% of each gender wherever achievable and realistic, each of whom shall be elected at the Annual General Meeting of The Club pursuant to Rule 4.4

4.3.1 The Board of Management of The Club shall be: -

- 1) The President
- 2) Vice President
- 3) The Secretary
- 4) The Treasurer
- 5) Minute Secretary
- 6) Two Supplementary Board Members, or such number as determined at the Annual General Meeting.

4.3.2 The Board shall be elected as described here-under and shall hold office for two years.

- 1) The President, Treasurer, and Minute Secretary shall retire in each year ending with an even number but shall be eligible for re-election.
- 2) The Vice President, and Secretary, shall retire in each year ending with an odd number, but shall be eligible for re-election.

4.3.3 In the event of a casual vacancy occurring The Board may appoint a member of The Club to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the expiry of the term of office of the person causing the vacancy.

4.3.4 The Board may appoint officers to manage any other significant functions of The Club as and when required, after the AGM. These officers shall retire each year.

4.3.5 In the event of any special expertise required by The Board, or any Sub-Committee, The Board or the Sub-Committee, as the case may be, may appoint any other member/s of The Club, or any other person, to assist in any capacity whatsoever and for a time period deemed appropriate under the circumstances.

4.3.6 When the appointment of any other member/s or person pursuant to Rule 4.3.5 are made, the name/s of the member/s or person/s and the reasons for their appointment shall be recorded in the Minutes of The Board Meeting or Sub-Committee Meeting when such appointments are made.

4.4 Election of Office Bearers - Board of Management

Nominations of candidates for election as members of The Board: -

4.4.1 shall be delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

4.4.2 shall be made in writing and signed by a nominator and a seconder, both of whom are fully registered members of The Club, and certified by the nominee expressing willingness to accept the position for which they are nominated; and

4.4.3 If insufficient nominations are received to fill all vacancies on The Board, the candidates nominated shall be deemed to be elected unless they are considered by the majority of members at

the Annual General Meeting to be unsuitable and then further nominations may be received at the Annual General Meeting.

4.4.4 If insufficient further nominations are received, any vacant positions remaining on The Board shall be treated as casual vacancies in accordance with Rule 4.3.3

4.4.5 If the number of presumed suitable nominations received is equal to the number of vacancies to be filled, the persons nominated shall still be required to be approved by a vote of members.

4.4.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

4.4.7 The ballot for the election of The Board shall be conducted at the Annual General Meeting in such a usual and proper manner as The Board may direct.

4.4.8 No member of The Board shall be permitted to hold the dual office of Club President, Club Secretary and/or Club Treasurer including a casual vacancy in these offices.

4.5 Casual Vacancies - Board of Management

For the purpose of these Rules, a casual vacancy in the office of a member of The Board occurs if the member: -

- 1 dies;
- 2 ceases to be a member of the Club;
- 3 is insolvent or becomes insolvent under administration within the meaning of the Corporations Law;
- 4 resigns office by notice in writing given to the Secretary;
- 5 is removed from office under Rule 4.6.1
- 6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 7 is absent without the consent of The Board from three (3) consecutive meetings of The Board of Management.
- 8 has breached the Code of Conduct of The Club
- 9 has been convicted of a criminal offence involving dishonesty, or of any other offence and The Board considers it inappropriate that the member hold office.

4.6 Removal of Member from the Board of Management

4.6.1 The Club at an Annual General Meeting or Special General Meeting may, by resolution, remove any member of The Board from the office of member before the expiration of the member's term of office, and may by resolution, appoint another person to hold office until the expiration of the term of office of a member so removed.

4.6.2 Where a member of The Board, to whom a proposed resolution referred to in Rule 4.6.1 relates, makes representations in writing to the Secretary and requests that the representations be notified to the members of The Club, the Secretary may send a copy of the representations to each member of The Club or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.7 Meetings and Quorum - Board of Management

The Board shall meet at least once each month at such place and time as The Board shall determine.

4.7.1 Special Meetings of The Board may be convened by the President or at the request of three (3) members of The Board provided that the Secretary shall give at least two (2) days notice of the meeting to each member of The Board.

4.7.2 Oral or written notice of a meeting or Special Meeting of The Board shall be given by the Secretary to each member of The Board at least two (2) days before the time appointed for the holding of the meeting.

4.7.3 Notice of a meeting given under Rule 4.7 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members of The Board present at the meeting unanimously agree to treat as urgent business.

4.7.4 Any four (4) members of The Board shall constitute a quorum for the transaction of the business of a meeting of The Board.

4.7.5 No business shall be transacted by The Board unless a quorum is present and, if within fifteen (15) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

4.7.6 If at the adjourned meeting a quorum is not present within fifteen (15) minutes of the time appointed for the meeting, the meeting shall be dissolved.

4.7.7 At a meeting of The Board;

- i. the President shall preside; or
- ii. if the President is not present or unable to preside Rule 3.1.3. shall apply.

4.8 Delegation by the Board of Management to Committees and Subcommittees

4.8.1 The Board may establish committees and/or sub-committees to exercise such functions as The Board shall determine and appoint members to those committees and sub-committees.

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

- i. this power of delegation; and
- ii. a function imposed on The Board by The Act, these Rules or by any other law.

4.8.3 A function, the exercise of which has been delegated to a committee and/or sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee and/or sub-committee in accordance with the terms of the delegation.

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

4.8.5 Notwithstanding any delegation under this Rule, The Board may continue to exercise any function delegated.

4.8.6 Any act or thing done or suffered by a committee and/or sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by The Board.

4.8.7 The Board may, by instrument in writing, revoke wholly or in part, any delegation under this Rule.

4.8.8 A committee and/or sub-committee shall meet and adjourn as it deems appropriate.

4.9 Voting and Decisions – Board of Management

4.9.1 Questions arising at a meeting of The Board or of any committee and/or sub-committee appointed by The Board shall be determined by a majority of the votes of members of The Board or committee and/or sub-committee present at the meeting.

4.9.2 Each member present at the meeting of The Board or of any committee and/or sub-committee appointed by The Board, including the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a deliberative and a casting vote. Subject to Rule 4.7.4, The Board may act notwithstanding any vacancy on The Board.

4.9.3 Any act or thing done or suffered, or purporting to have been done or suffered, by The Board or by a committee and/or sub-committee appointed by The Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or disqualification of any member of The Board or committee and/or sub-committee.

SECTION 5 FUNCTIONS OF OFFICERS

5.1 President

The President shall regulate and keep order at all meetings at which the President is to preside as prescribed by these Rules.

5.1.1 The President may take only such other actions as are determined by The Board, or by the members of The Club at any meeting of The Club, in assisting to ensure:-

- i. that the Rules and the By-laws of The Club are effectively implemented; and
- ii. that effective administrative actions follow decisions made at those meetings over which the President is prescribed by these Rules to preside.

5.1.2 The President may take action in any matter specifically detailed by these Rules.

5.2 The Vice President shall substitute for the President in his or her absence

5.3 The Secretary

The Secretary shall be the Secretary to The Board and the Public Officer of the Club. The Secretary shall: -

1. as soon as practicable after being appointed as Secretary, lodge notice with The Club of his or her postal address, residential address, all contact telephone numbers and email address;
2. attend all meetings of The Board, Annual General Meeting and Special General Meetings of The Club;
3. attend to all correspondence in connection with the administration of The Club;
4. prepare for submission to the Annual General Meeting of The Club, the report of The Board on the activities of The Club during the year;
5. maintain a register of members in accordance with Rule 2.2 and the date of the latest subscription payment; and
6. carry out those duties usually associated with the office of Secretary

5.4 Minute Secretary

It is the duty of the Minute Secretary to

1. keep minutes of all appointments of members of The Board;

2. keep minutes of the names of members of The Board present at any Board of Management meeting;
3. keep minutes of all proceedings at meetings of The Board, the Annual General Meeting and Special General Meetings;
4. ensure that the minutes are signed by the President or any other member chairing the meeting;

5.5 Treasurer

It is the duty of the Treasurer: -

- 1 to receive all moneys belonging to the funds of The Club, and within a reasonable time to deposit or arrange for the deposit of such moneys with The Club's bankers, or as directed by The Board.
- 2 to be responsible for payment of all Club accounts which have been passed for payment by The Board.
- 3 to keep correct accounts of all moneys received and expended.
- 4 prepare the annual income and expenditure budget for approval by The Board.
5. prepare and submit financial statements at meetings of The Board and at the Annual General Meeting of The Club.

5.6 Supplementary Board Members

The duties of the Supplementary Board Members are as described in the By-Laws or as determined by the Board.

5.7 Indemnity

5.7.1 Every officer of The Club will be indemnified out of the property of the Para Hills Bowling Club Inc against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given if he/she is acquitted.

5.7.2 Every person who is or has been an officer of The Club (and his/her executors or administrators) will be indemnified out of the property of the Para Hills Bowling Club Inc from and against all costs, losses and expenses which that person properly incurred or became liable to pay by reason of any contract entered into or thing done in the discharge of that person's duties on behalf of The Club.

SECTION 6 FINANCIAL

6.1 Funds - Management

All moneys received by The Club shall be deposited as soon as practicable and without deduction to the credit of such financial institution accounts of The Club.

6.1.1 The financial institution accounts of The Club are to be retained with such institutions as shall from time to time be approved by The Board.

6.1.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the following office bearers: -

- 1 the President, the Secretary, the Treasurer and one other appointed office bearer of The Club;

6.1.3 In the event that any one of the abovementioned office-bearers is absent through illness or for any other reason, The Board may appoint a substitute signatory to the accounts of The Club.

6.2 Accounts

The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of The Club.

6.2.1 No expenditure exceeding ten thousand (\$10,000) dollars shall be entered into without the approval of the members at an Annual General Meeting or a Special General Meeting of The Club.

6.2.2 The Board may approve expenditure within the above limit and shall pass for payment all accounts incurred under provisions of this and the preceding paragraph before payment is made.

6.2.3 The Board shall determine limits within which any committee and/or sub-committee may incur expenditure. All accounts for expenditure incurred under this authority shall be passed for payment by The Board.

6.2.3.1 Expenditure exceeding one thousand (\$1000) dollars shall not be entered into without the prior consent of The Board.

6.3 Control over Property

The prior approval of an Annual General Meeting or Special General Meeting of The Club is required for the following matters: -

- 1 negotiating a loan and/or lease;
- 2 issuing debentures;
- 3 granting security over any property of The Club;
- 4 selling or buying of any real estate on behalf of The Club;
- 5 leasing any property of The Club; and
- 6 all other measures in any way extending the liabilities of The Club beyond the assets and estimated revenue of The Club.
- 7 In all other respects the property of The Club shall be subject to the control and disposition of The Board. The Board, subject to the approval of an Annual General Meeting or Special General Meeting in accordance with Rule 6.3, is empowered to:-
 - a) negotiate loans;
 - b) issue debentures;
 - c) sell or purchase any real estate on behalf of The Club; and
 - d) lease any property of The Club.

6.3.8 A direction of an Annual General Meeting or Special General Meeting of The Club correctly recorded in the minutes of such meeting, the minutes having been confirmed by the Chairperson of the meeting, imposes an obligation on The Board to operate in accordance with the direction made.

6.3.9 The duly confirmed minutes provide a justification for the performance of the required direction provided that the terms of the recorded direction have been adhered to.

6.3.10 No person who is not a member of The Club shall be entitled to enquire into the regularity of such direction beyond the verification of the signature of the Secretary.

6.4 Borrowing Powers

6.4.1 Subject to this Rule, the Annual General Meeting or a Special General Meeting of The Club may authorise The Board to borrow funds.

6.4.2 If The Board is authorised to borrow funds pursuant to Rule 6.4.1 then The Board may borrow funds at such rate of interest, and in such form and manner and upon such security as shall be specified in any such resolution of the Annual General Meeting or Special General Meeting.

6.4.3 If The Board is authorised to borrow funds pursuant to Rule 6.4.1 then The Board shall make all dispositions of The Club's property, or any part thereof, and enter into such agreements in relation thereto as The Board may deem proper for giving security for such loans and interest.

6.4.4 Subject to section 53 of The Act, The Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by The Board from time to time.

6.4.5 All members of The Club shall be bound by the decision of the Annual General Meeting or Special General Meeting authorising the borrowing of funds.

6.5 Profits

Unless permitted by The Act, The Club shall not;

- 1 conduct its affairs in a manner calculated to secure a pecuniary profit for any of its members, or for any associates of any of its members; and
- 2 make a payment from its income or capital or dispose of any of its assets to any of its members or any associates of any of its members.

Parts 1 and 2 of this rule shall not apply if a member is paid reasonable remuneration for work carried out on behalf of The Club or, if payments are made incidental to activities carried out by The Club.

6.6 Books

6.6.1 All records, books of accounts and other financial documents relating to The Club shall be kept by the Treasurer.

6.6.2 These records, books of account and other financial documents shall be open to the inspection of The Board.

6.7 Audit

6.7.1 The Club shall, where required by The Act, appoint an Auditor and shall cause the accounts of The Club to be audited.

6.7.2 The Auditor shall be appointed at each Annual General Meeting of The Club. The Auditor shall not be a member of The Board and shall be appointed in a manner consistent with the terms of The Act.

6.7.3 Nominations for the office of Auditor shall be submitted at the Annual General meeting of The Club in each year.

6.7.4 The Auditor shall have power at all times to examine the books and documents of The Club.

6.7.5 The Auditor shall, as soon as possible after the close of the Financial Year in each year, audit the Statements of Receipts and Expenditure and Balance Sheets of The Club since the end of the preceding Financial Year. These statements shall be prepared by the Treasurer in accordance with accepted accounting principles.

6.7.6 The Auditor's Report shall be submitted to the Annual General Meetings of The Club.

SECTION 7 GENERAL

7.1 Honorary Solicitor

The Board may appoint an Honorary Solicitor to The Club upon such terms and for such period as The Board shall direct.

7.2 Patron

The position of Patron of the Club may be awarded to a respected member of the community who is considered worthy of the honour by the majority of members at the Annual General Meeting. There will be no specific time limit on the term to be served as Patron and the position of Patron may be terminated by The Board at any time. The Patron will be invited to attend all official Club events/ceremonies and the Patron's name will appear on all official Club correspondence.

7.3 Damage to Property

No person shall remove from the Club any property of any kind without the permission of three members of The Board, nor deface or damage in any way anything which is the property of the Club.

7.3.1 Any person who removes; breaks or damages any of the Club's property shall pay for the property at a price determined by The Board.

7.3.2 The Board reserves the right to refer to an appropriate law enforcement agency for further action any breaches of Rules 7.3 or 7.3.1

7.4 Winding Up and Dissolution

The Club may be wound up in the manner provided for in The Act. In the case of a voluntary winding up or dissolution, the following procedure is to be followed: -

7.4.1 The Board shall call a Special General Meeting of The Club to consider whether The Club should be wound up or dissolved;

7.4.2.1. A motion to wind up or dissolve The Club must be carried at the Special General Meeting by a majority of members present and entitled to vote in compliance with rule 3.5.6;

7.4.1.2. If such a motion is carried, then a second Special General Meeting of The Club must be called: -

- a) the quorum at this Special General Meeting shall be not less than thirty percent (30%) of the members of The Club entitled to vote; and
- b) not less than one calendar month after the first mentioned Special General Meeting of The Club

7.4.1.3 At this second Special General Meeting a Special Resolution motion to confirm the motion to wind up or dissolve The Club shall be put.

7.4.1.4 If the Special Resolution referred to in Rule 7.4.2.1 is carried, then The Board must, subject to the provisions of The Act, appoint a person, who may be a member of The Club, to act as liquidator and have the appointment approved by the Corporate Affairs Commission.

7.4.1.5 On confirmation from the Corporate Affairs Commission of the liquidator's valid appointment, the liquidator will proceed to sell and realise the property and assets of The Club and out of the net proceeds of such sale and realisation to discharge and satisfy all the liabilities of The Club.

7.5 Application of Surplus Proceeds

If after the winding up of The Club there remains "surplus assets" as defined in The Act, such surplus assets shall not be distributed among the members but shall be given to other lawn bowling organisation(s), or charitable institution(s) as may be determined by The Board or Trustees in their absolute discretion.

7.6 Alteration of Rules

No new rules shall be made, nor any existing rule altered or repealed except at an Annual General Meeting or at a Special General Meeting of The Club called for that purpose, and then only by Special Resolution.

7.6.1 A copy of any proposed new rule, alteration or repeal, shall be delivered to the Secretary at least twenty eight (28) days before such meeting and shall be inserted in the notice convening the meeting at which any proposed new rule, alteration or repeal is to be considered, and notice thereof shall be posted on the notice board of The Club at least twenty one (21) clear days before the meeting.

7.6.2 The Secretary shall also notify Bowls SA of any new rule or alteration to the Constitution.

7.6.3 The Secretary shall comply with all the requirements of section 24 of the Act to give effect to any new rule or alteration to the Constitution.

7.6.4 Any such new or altered rules shall come into operation from the date of adoption unless another date is specified in the motion.

7.7 Interpretation of Rules

In the event of any doubt or difficulty arising as to the meaning of any Rule, By-Law or Regulation, or, should any question arise as to their interpretation, The Board shall have power to pronounce a decision thereon and its decision shall be final and binding on the members, subject only to affirmation or reversal by a Special General Meeting of The Club called for that purpose.

7.8 Visitors

7.8.1 A member shall be allowed to introduce visitors to The Club, subject to such conditions as prescribed by the Liquor Licensing Act (SA) 1985 and such further conditions as The Board shall determine from time to time.

7.8.2 Notwithstanding Rule 7.8.1, no person who has been suspended or expelled from membership of a bowling club or whose conduct or presence on The Club's premises may be considered objectionable to the interests of The Club, shall be introduced as a visitor.

7.9 Appointment of Delegates

The delegates to the appropriate meetings of Bowls SA shall be elected by The Board

7.10 Disputes and Suggestions

7.10.1 All suggestions and complaints drawn to the attention of The Board shall be made in writing to the Secretary, who shall list the same for discussion at the next meeting of The Board.

7.10.2 If any dispute or disagreement arises between members concerning any matter relevant to The Club, the same may be referred in writing to The Board by either party. The Board shall have the power to deal with such matters as it deems necessary in a manner consistent with these Rules.

7.11 Conflict of Interest, Pecuniary Interest, Vested Interest

Any member of The Board, of any sub-committee and officers of The Club must take reasonable steps to avoid any conflict of interest (real or actual, apparent or perceived, or potential) in connection with any responsibilities relating to The Club. The member shall disclose details of any material personal interest in connection with his/her responsibilities. As well, a real or actual, or an apparent or perceived conflict of interest is a form of bias and therefore has the potential to breach the requirements of procedural fairness, thereby affecting the lawfulness of any decision made.

7.11.1 A conflict of interest exists when it appears likely that a member may be influenced, or where it could be perceived that they are influenced, by a personal interest in carrying out their duty. Conflict of interests may be real or actual, apparent or perceived, or potential:

- Real or actual – where a direct conflict exists between current official duties and existing private interests.
- Apparent or perceived – where it appears or could be perceived that private interests are improperly influencing the performance of official duties whether or not that is actually the case.
- Potential – where private interests are not currently but could subsequently come into direct conflict with official duties.

7.12 Privacy Act

The Club, in conducting the business and carrying out the objects of The Club, shall abide by the Australian Privacy Principles of Schedule 1 of the Privacy Amendment (Enhancing Privacy Protection) Act 2012 which amends the Privacy Act 1988

7.13 Emergency Administrative Action

In emergency circumstances, any action taken by a member or members of The Club and ratified by The Board or an appropriate Committee shall not render any actions void unless the members so direct at an Annual General Meeting or Special General Meeting.

7.14 Application of Benefit

The Club is a non-proprietary Club. The income and property of The Club shall be applied solely towards the promotion of the objects of The Club. No portion of the income or property of The Club shall be paid or transferred, directly or indirectly by way of dividend, bonuses or otherwise to any member.

7.14.1 Nothing contained in Rule 7.13. shall prevent the payment by way of honorarium or refund of expenses to any member of The Club for services rendered to The Club.

7.15 Club Officers / Managers

The Board shall have the power to appoint Club Officers / Managers to manage significant functions within the Club. Duties such as, but not limited to: Chair of Selectors, Greens Manager, Bar Manager, Social Bowls Manager, Internal Tournament Director, External Tournament Director and House Manager. Their duties shall be contained within the By Laws of The Club or as determined by The Board.

7.16 By-Laws

The Board shall have power from time to time to make By-Laws and Regulations not inconsistent with these Rules for the efficient working of The Club, and to alter, amend or rescind any By-Law or Regulation as occasions may require.

7.16.1 A record of all By-Laws and Regulations shall be maintained by the Secretary and shall be available for inspection by the members.

7.17 Clubhouse Open

The clubhouse shall be open to members for such times, and on such conditions, as may be decided by The Board from time to time.

7.18 Laws of the Sport of Bowls

The Laws of the Sport of Bowls as adopted from time to time by Bowls Australia and conducted in accordance with the Rules and By-Laws of Bowls SA and Bowls SA Associations shall apply as appropriate to all games played under the control of The Club. Failure to observe any such laws renders the offending player or players liable to disqualification from the competition or match.

7.19 Common Seal

The Board of The Club shall provide a Common Seal and the safe custody thereof.

7.19.1 The seal holders shall be the President, and the Secretary of The Club.

7.19.2 The seal shall not be affixed to any deed, instrument or document except under and by virtue of a resolution of The Board and in the presence of two seal holders, who shall attest every deed, instrument or document to which the seal is affixed, and every such deed instrument or document shall be signed by two seal holders in the following form:-

THE COMMON SEAL of PARA HILLS BOWLING CLUB INC

was affixed this day..... of.....20.....
in the presence of

Print Name..... Seal Holder

Signed

Print Name..... Seal Holder

Signed

7.19.3 The Secretary shall maintain a register recording the use of the seal showing:

- a) date affixed;
- b) document and purpose;
- c) names of seal holders who sign the document;
- d) reference to the authority for use, that is, an item in relevant minutes.

7.20 Standing Orders

The following Standing Orders govern the conduct of business at all meetings, except as otherwise provided in the Rules. In regard to Special General Meetings, the Secretary shall, in the notice of meeting, specify the matters to be dealt with occasioning the calling of the meeting and no other matter shall be discussed.

7.20.1 Time Limit

Time limits for speakers, or for the discussion, shall be determined by the Chairperson of the meeting.

7.20.2 Property of the Meeting

Any motion or amendment thereto, having been duly proposed and seconded, becomes the property of the meeting, and cannot be withdrawn unless leave is granted in accordance with these Standing Orders.

7.20.3 Seconding Motion without Speaking

Any member who seconds a motion without speaking to it may, at a later period, take part in the debate.

7.20.4 Reply of Mover

In all cases the member moving the motion has the right of reply, and this reply closes the debate.

7.20.5 Chairperson's Ruling

If the Chairperson at any time gives a ruling on any matter before the chair, the Chairperson may be asked to give the reasons. If the reasons given are not deemed satisfactory, any member may move that the "Chairperson's ruling be disagreed with". If the motion is seconded and carried, the Chairperson shall forthwith vacate the chair until the matter of his ruling is settled, provided that only the reasons given by the Chairperson for his or her ruling can be discussed, and not the subject matter of the original motion or question. In the absence of the Chairperson a deputy, or a person elected for the purpose, will occupy the chair.

7.20.6 Question Be Now Put

A motion moved and seconded "that the question be now put" shall take precedence over all business and, without any discussion, must immediately be put by the Chairperson. The mover and the seconder of this motion shall not be the mover or seconder of the original motion. If the motion is carried, the original motion must be put without further debate. A motion "that the question be now put" may not be moved while a member is speaking.

7.20.7 Motion Withdrawn

A motion or amendment may, at any time, by leave of the meeting, be withdrawn. A motion opposing the withdrawal, if seconded, may be received.

7.20.8 Motions and Amendments

All motions must be moved and seconded. An amendment to the original motion may be moved at any stage of the discussion, provided a speaker is not interrupted. Notice of a further amendment may be given, and the amendment indicated, without discussion, but it cannot be moved until the first amendment has been disposed of. The Chairperson may limit the number of amendments to be received in excess of two. An amendment cannot be a direct negative to the original motion.

7.20.9 Amendments

An amendment may be made to a motion by: -

- 1 Striking out certain words.
- 2 Striking out certain words and inserting other words.
- 3 Adding or inserting other words.

7.20.10 Notice of Motion

A notice of motion, other than to change these Rules, shall be submitted in writing, signed by the mover and seconder, to the Secretary twenty-one (21) days prior to the date of the meeting. The Secretary shall deliver a copy of the notice of motion to all members fourteen (14) days prior to the meeting. Notices of motion on the same subject shall appear on the notice paper in the order of receipt by the Secretary.

7.20.11 Amending Notice of Motion

Any member desiring to amend his/her own notice of motion before moving same at the meeting must ask leave of the seconder and the meeting and read the amendment.

7.20.12 Selection of Motion for a Scheme

When more than one notice of motion is given for a scheme, each such notice shall be dealt with as a separate motion thus-

- 1 each motion shall be moved and seconded in the order in which it appears on the notice paper without discussion;
- 2 each motion may then be discussed, separately, but in the same sequence;
- 3 amendments to each notice of motion may then be received and dealt with in the same sequence;
- 4 a vote shall then be taken in a manner which will allow the notice of motion receiving the greatest number of votes to succeed; and
- 5 where no notices of motion have been received by the appropriate time, motions may be received at the meeting and dealt with as indicated in other sections of these Standing Orders.

7.20.13 Questions on Notice

A question on Notice shall be submitted in writing to the Secretary fourteen (14) days prior to the meeting and the Secretary shall post the question on the notice board of The Club for the information of all members at least seven (7) days prior to the meeting. The Board shall endeavour to respond to each Question on Notice at the meeting.

7.20.14 Questions without Notice

A Question without Notice during General Business at a meeting may be answered by The Board or may in its absolute discretion be recorded and responded to at a later time after the meeting, but within a reasonable time for due deliberation. The Secretary shall post written responses from The Board to the Question without Notice on the noticeboard of the Club for the information of all members.