



**Registration No. A0055892A**

## **CONSTITUTION**

**Effective from 2023**

Approved by Bowls Victoria 21<sup>st</sup> August 2023

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# ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)

## CONSTITUTION of EASTERN RANGES BOWLS REGION INCORPORATED

### 1. NAME OF ASSOCIATION

The name of the association is Eastern Ranges Bowls Region Incorporated (**Region**).

### 2. DEFINITIONS AND INTERPRETATION

#### 2.1 Definitions

In this Constitution unless the contrary intention appears:

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

**Annual General Meeting (AGM)** means the annual general meeting of the Region held under Clause 22.

**BA** means Bowls Australia Limited being the National Sporting Organisation for the Sport in Australia.

**Board** means the body consisting of the Directors.

**BV** means Bowls Victoria Inc being the State Sporting Organisation for the Sport in Victoria.

**Club** means a Bowls Club which is a Member, or is otherwise affiliated with the Region.

**Constitution** means this Constitution of the Region.

**Delegate** means a person appointed from time to time to act for and on behalf of a Club and to represent the Club at General Meetings. A Delegate must be an Individual Member.

**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.

**Financial year** means (unless determined otherwise by the Board) the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

**General Meeting** means the AGM or any SGM of the Region.

**IF** means the International Federation for the Sport being World Bowls

**Individual Member** means a registered and, financial member of a Club who is a natural person and who is recognised by BV as an Individual Member.

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

**Member** means a Club for the time being of the Region under **Clause 5**.

**Purposes** means the Purposes of the Region referred to in **Clause 3**.

**Region** means Eastern Ranges Bowls Region Incorporated.

**Region Area** means the geographical area for which the Region is responsible as determined by BV.

**Register** means a register of Members kept and maintained in accordance with **Clause 7**.

**Regulations** means any Regulations made by the Board under **Clause 37**.

**Seal** means the common seal of the Region (if any).

**Secretary** means the person appointed to be the secretary of the Region in accordance with the Act.

**Special General Meeting (SGM)** means a special general meeting of the Region held under **Clause 23**.

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

**Sport** means the sport of Bowls as regulated by WB.

**WB** means World Bowls being the International Federation for the Sport.

## **2.2 Interpretation**

In this Constitution:

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

## **2.3 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.

## 2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

## 3. PURPOSES OF THE ASSOCIATION

The Purposes of the Region are outlined below. BV recognises the Region, and within the Region Area, has delegated power to the Region to:

- (a) have the BV Regional Representatives (President and Secretary of each Region) present any Honours or Awards or carry out other duties at the request of BV from time to time;
- (b) manage, promote and conduct bowls with Individual Members and Clubs within the Region in accordance with the directions or advice issued from BV from time to time;
- (c) develop and maintain relationships with regional stakeholders including local government authorities, and other sporting associations;
- (d) consider and deal with all matters submitted to it by a Club or an Individual Member within the Region Area;
- (e) co-operate with other Regions and BV in any Sport related matters;
- (f) conduct Region bowls events and functions in accordance with BV's rules for competition;
- (g) impose a fee or levy on Individual Members of Clubs or Clubs in the Region Area;
- (h) promote the health and safety of Individual Members, officials and persons participating in the Sport in any capacity;
- (i) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Region;
- (j) promote the Sport and the development of Clubs and Individual Members within the Region Area;
- (k) represent the interests of its Members and of the Sport generally in any appropriate forum;
- (l) have regard to the public interest in its operations;
- (m) seek and obtain improved facilities for the enjoyment of the Sport in the Region Area;
- (n) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Purposes; and
- (o) establish Playing Areas within the Region (if required), and modify these from time to time if necessary.

## 4. POWERS OF THE ASSOCIATION

Solely for furthering the Purposes, the Region has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

## 5. MEMBERS

### 5.1 Categories of Members

The Members of the Region shall consist of:

- (a) Clubs, which subject to this Constitution, shall be represented by a Delegate,
- (b) the Directors, who shall have the right to be present and to debate at General Meetings, but have no right to vote; and
- (c) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Region in General Meeting.

## 6. MEMBERSHIP

### 6.1 Clubs

To be eligible for membership of the Region, a Club must be incorporated and must be a member of BV-and must be situated within the boundary of the Region as determined by BV from time to time. The Club must meet any other criteria as set out by the Board from time to time.

### 6.2 Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Clubs, which shall be represented at General Meetings by two Delegates, one male and one female, if possible. Each Delegate shall (subject to this Constitution and **Clause 28.1** in particular) have the right to be present, to debate and to vote at General Meetings;
- (b) such other category or categories of members as determined by the Board from time to time.

### 6.3 Renewal of a Club's Membership

Clubs shall, subject to this Constitution and the BV Constitution (where relevant), remain Members, provided all monies due and payable to the Region have been paid. If Clubs do not pay monies within thirty days of the due date then, subject to the discretion of the Board, all the Individual Members' rights under this Constitution shall be suspended until such times as all monies are fully paid.

Clubs must renew annually with the Region in accordance with the procedures set down by the Region in Regulations from time to time.

Upon renewal a Club must lodge with the Region a list of current office-bearers and, on request, a current copy of its constitution (including all amendments).

### 6.4 Delegates of Clubs

The President and Secretary (or equivalent positions) of a Club shall be deemed to be the Club's Delegates unless the Secretary is notified otherwise.

Where a Delegate is unable to attend a General Meeting, the Club may notify the Secretary in writing not less than 48 hours before that General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.

If a Delegate is unable to attend a General Meeting and the Club:

- (i) has failed to provide notice in writing under this **Clause 6.4** or
- (ii) is otherwise unable to provide the Secretary with notice at least 48 hours prior to the General Meeting

then the Club cannot appoint an alternate Delegate. Any vote that such Delegate would have been entitled to cast may be cast by the other appointed Delegate from the Club.

The Secretary shall record any change in Delegate in the Register.

Each Delegate shall comply with the directions given by a resolution of the Club appointing that Delegate, including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

## **7. REGISTER OF MEMBERS**

### **7.1 Region to keep Register**

The Region shall keep and maintain in a form acceptable to BV and in accordance with the Act, a Register in which shall be entered (as a minimum):

- (a) the full name, address, category of membership and date of entry to membership of each Club; and
- (b) the full name, residential address and date of entry to membership of each Director; and
- (c) where applicable, the date of cessation of membership of any Club and each Director.

Clubs and Directors shall provide notice of any change to the required details to the Secretary within one (1) month of such change.

### **7.2 Inspection of Register**

Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under **Clause 32.2 (b)**. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Director, shall be available for inspection (but not copying) by Members.

### **7.3 Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used solely to further the Purposes, in such manner as the Board considers appropriate.

## **8. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Region and that they are bound by this Constitution and the Regulations and BV's and BA's constitutions and regulations;
- (b) 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;



- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Region, BV and BA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Purposes and the advancement and protection of the Sport;
- (e) neither membership of the Region nor this Constitution gives rise to:
  - (i) any proprietary right of Members in, to or over the Region or its property or assets;
  - (ii) any automatic right of a Member to renewal of their membership of the Region; and
  - (iii) subject to the Act and the Region acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (f) they are entitled to all benefits, advantages, privileges and services of Region membership; and
- (g) a right, privilege or obligation of an Individual Member:
  - (i) is not capable of being transferred or transmitted to another Individual Member; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

## 9. DISCONTINUANCE OF MEMBERSHIP

### 9.1 Notice of Resignation

A Member may resign from the Region by giving thirty days' notice in writing to the Region of such intention to resign provided that they also resign from any membership of BV. Upon the expiration of that period of notice, the Member shall cease to be a member.

### 9.2 Expiration of Notice Period

Upon the expiration of a notice given under **Clause 9.1** the date on which the Member who gave notice ceased to be a Member, shall be entered in the Register.

### 9.3 Resignation by failure to pay Subscription

A Member is taken to have resigned if:

- (a) the Member's annual subscription is more than 12 months in arrears; or
- (b) if no annual subscription is payable:
  - (i) the Secretary has made a written request to the Member to confirm that the Club wishes to remain a member; and
  - (ii) the Member has not, within three months after receiving that request, confirmed in writing that the Member wishes to remain a Member

Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to reinstate the membership upon payment of the amount due (if any).

#### 9.4 Forfeiture of Rights

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

#### 9.5 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of individual membership of a Club.

#### 9.6 Membership may be Reinstated

Membership which has been discontinued under this Clause 9 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

### 10. DISCIPLINE

a. Where the Region is the Controlling Body of an event and the Board is advised or considers that a Member or an Individual Member has allegedly:

- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, BV or BA's constitution or 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 an Individual Member, or prejudicial to the Purposes and/or interests of the Region, BV, BA and/or the Sport; or
- (iii) brought the Region, BV, BA, any other Member or the Sport into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member or Individual Member.

That Member or Individual Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Region set out in the Regulations or as otherwise determined by the Board.

b. The Board may appoint a Disciplinary Committee to deal with any disciplinary matter referred to it. Such a Disciplinary Committee shall operate in accordance with the procedures expressed in the Regulations or as otherwise recognised or determined by the Board.

### 11. SUBSCRIPTIONS AND FEES

The annual subscription (if any) and any fees or other levies payable by Members to the Region, the time for and manner of payment, shall be as determined by the Board.

The Board is empowered to prevent any Member whose annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Region, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this **Clause 11**.

### 12. EXISTING DIRECTORS

The members of the Board, in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such adoption of this Constitution. Thereafter the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

## 13. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Region shall be managed, and the powers of the Region shall be exercised by the Board. In particular, the Board shall act in accordance with the Purposes and shall operate for the benefit of the Members and the Sport and community throughout the Region Area.

## 14. COMPOSITION OF THE BOARD

### 14.1 Composition of the Board

Where possible, the Board shall comprise:

- (a) seven (7) elected Directors with a minimum of three males and three females who shall be elected under **Clause 15**; and

President (elected by Clubs) who shall be elected under Clause 15.3 (a)

(i) a Secretary (elected by Clubs) who shall be elected under Clause 15.3 (a)

(ii) a Treasurer (elected by Clubs) who shall be elected under Clause 15.3 (a)

(iii) four (4) directors (elected by Clubs) who shall be elected under Clause 15.3 (a)

- (b) two (2) appointed Directors who are appointed by the elected Directors in accordance with **Clause 16**.

- (c) A Director can not also be a Delegate.

### 14.2 Election and Appointment of Directors

The elected Directors shall be elected under **Clause 15**.

The appointed Directors may be appointed under **Clause 16**, and if appointed, where possible, one will be male and one will be female.

### 14.3 Portfolios

- (a) The President , Secretary and Treasurer shall be elected by all clubs voting
  - (i) The deputy president shall be filled by the board from one of its numbers and must be filled by a member of the opposite gender to the President
- (b) The Board may otherwise allocate portfolios and/or titles to Directors. Subject to this Constitution and any properly passed resolution of the Board, the allocation of portfolios or titles does not affect the powers and duties of Directors.

## 15. ELECTED DIRECTORS

### 15.1 Nominations

Nominations for elected Director positions shall be called for not less than forty-eight (48) days prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications

and job descriptions for the positions shall also be provided. Qualifications and job descriptions may be determined by the Board from time to time.

Nominees for elected Director positions must declare any position they hold in a Club, BV or BA including as an officer (howsoever described including as a Delegate) or as a full time employee. Nominees must also be an Individual Member of the Region.

### **15.2 Form of Nomination**

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by a member from two (2) member clubs;
- (d) certified by the nominee (who must be an Individual Member) expressing willingness to accept the nomination position for which they are nominated; and
- (e) delivered to the Secretary not less than thirty-five (35) days before the date fixed for the AGM.

### **15.3 Elections**

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

### **15.4 Term of Appointment for Elected Directors**

- (a) Directors elected under this **Clause 15** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (b) Half of the Director positions shall become vacant each year.
  - (i) Directors to be re-elected on odd calendar years are President and Treasurer, Female Director 1 & Male Director 1.,
  - (ii) Directors to be re-elected on even calendar years are Deputy President and Secretary, Female Director 2, Male Director 2 and Female/Male Director 3.
- (c) The sequence of retirements under **Clause 15.4(b)** to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.

- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for election as an elected Director until the next AGM following the date of conclusion of his last term as an elected Director.

## **16. APPOINTED DIRECTORS**

### **16.1 Appointment of Directors**

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

### **16.2 Qualifications for Appointed Directors**

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. An appointed Director cannot also be a Delegate.

### **16.3 Term of Appointment for Appointed Directors**

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of not more than two (2) years, which shall commence from the first Board meeting after the AGM until after the conclusion of the second AGM following.
- (b) Appointed Directors should be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution, shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for appointment as an appointed Director until the next AGM following the date of conclusion of his last term as an appointed Director.

## **17. VACANCIES ON THE BOARD**

### **17.1 Casual Vacancies**

Any casual vacancy occurring in the position of an elected Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term. A person appointed to fill a casual vacancy must be an Individual Member.

### **17.2 Grounds for Termination of Director**

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of an elected or appointed Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) 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;
- (d) resigns his office in writing to the Region;

- (e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) takes up employment with the Region;
- (g) is directly or indirectly interested in any contract or proposed contract with the Region and fails to declare the nature of his interest;
- (h) in the reasonable opinion of the Board (but subject always to this Constitution) has:
  - (i) acted in a manner unbecoming or prejudicial to the Purposes and interests of the Region; or
  - (ii) brought himself/herself or the Region into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.

### **17.3 Board May Act**

If a casual vacancy or vacancies arises 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.

## **18. MEETINGS OF THE BOARD**

### **18.1 Board to Meet**

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time request that a meeting of the Board be convened within a reasonable time.

### **18.2 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 (1) vote on any question.

### **18.3 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia 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 (1) 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 (1) or more of the Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;

- (ii) notice of the meeting is given to all the 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;
- (iii) if a failure in communications prevents **Clause 18.3(b)(i)** from being satisfied by the 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 **Clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- (iv) any meeting held where one (1) 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 and if no Director is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

#### **18.4 Quorum**

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

#### **18.5 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 fourteen (14) days written notice of the meeting shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

#### **18.6 President**

The President shall be the nominal head of the Region and will act as chairman of any Board meeting or General Meeting at which he/she is present. If the President is not present, or is unwilling or unable to act as chairman at a board meeting the remaining Directors shall appoint another Director to act as chairman for that meeting only.

#### **18.7 Directors' Interests**

A Director is disqualified by holding any place of profit or position of employment in the Region or in any company or incorporated association in which the Region is a shareholder or otherwise interested or from contracting with the Region either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Region in which any Director is in any way interested will be void unless approved by the Board.

#### **18.8 Conflict of Interest**

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. If there is any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

#### **18.9 Disclosure of Interests**

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

All disclosed interests must also be disclosed to each AGM.

#### **18.10 General Disclosure**

A general notice that a Director is an employee or Director of of any specified firm or company and that he/she is "interested" in all transactions with that firm or company is sufficient declaration under **clause 18.9** as regards such Director and the said transactions. After such general notice it is not necessary for the Director to give a special notice relating to any particular transaction with that firm or company.

#### **18.11 Recording Disclosures**

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 18.8, 18.9** and/or **18.10** must be recorded in the minutes of the relevant meeting and otherwise in accordance with the Act.

### **19. SECRETARY**

#### **19.1 Appointment of Secretary**

In accordance with Clause 14.3 of this Constitution, the Secretary shall be elected by clubs for a two (2) year term.

#### **19.2 Specific Duties**

The Secretary shall:

- (a) unless otherwise directed by the Board, as far as practicable attend all Board meetings and all General Meetings;
- (b) prepare the agenda for all Board and General Meetings;
- (c) record and prepare minutes of the proceedings of all Board meetings and General Meetings, and shall use best endeavours to distribute minutes of General Meetings to Clubs promptly after the meeting; and
- (d) regularly report to the Board on the activities of, and issues relating to, the Region.

#### **19.3 Power to Manage**

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Secretary has power to perform all such things as appear necessary or desirable for the proper



management and administration of the Region. No resolution passed by the Region in General Meeting shall invalidate any prior act of the Secretary or the Board which would have been valid if that resolution had not been passed.

## **20. DELEGATIONS**

### **20.1 Board may Delegate**

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

### **20.2 Delegation by Instrument**

The Board may 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 Secretary by the Act or any other law, or this Constitution.

### **20.3 Delegation Exercised in Accordance With Terms**

Whilst the delegation remains unrevoked, it may be exercised from time to time in accordance with the terms of the delegation.

### **20.4 Procedures**

The procedures for the exercising of a delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as those applicable to meetings of the Board under **Clause 18** above. The entity exercising a delegation shall make decisions in accordance with the Purposes, and shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information as required by the Board from time to time.

### **20.5 Delegation may be Conditional**

A delegation under this clause 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.

### **20.6 Revocation of Delegation**

The Board may by resolution and/or instrument in writing, at any time revoke wholly or in part any delegation made under this clause. The Board may also amend or repeal any decision made by such body or person under this **Clause 20**.

## **21. SEAL**

- (a) The Region may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal must not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Region's minute book. Two (2) Directors must witness every use of the seal, unless the Board determines otherwise.

## 22. ANNUAL GENERAL MEETING

- (a) An AGM shall be held in accordance with the Act and this Constitution and on a date, time and at a venue determined by the Board.
- (b) All General Meetings other than the AGM shall be SGMs and shall be held in accordance with this Constitution.

## 23. SPECIAL GENERAL MEETINGS

### 23.1 SGMs may be held

The Board may, whenever it thinks fit, convene a SGM of the Region and, where, but for this clause more than fifteen (15) months would elapse between AGMs, shall convene a SGM before the expiration of that period.

### 23.2 Requisition of Special General Meetings

- (a) The Secretary will convene a SGM when at least five per cent (5%) of Members submit a requisition in writing.
- (b) The requisition for a SGM shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (c) If the Secretary does not cause a SGM to be held within one (1) month after the date on which the requisition is sent to the Secretary, the Members making the requisition, or any of them, may convene a SGM to be held not later than three (3) months after that date.
- (d) A SGM requisitioned by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board.

## 24. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Club and other Member entitled to receive notice at the address appearing in the Register kept by the Region. The auditor and Directors shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the date, time and venue and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members and any eligible person 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 a General Meeting shall be given in the manner authorised in **clause 41**.

## 25. BUSINESS

- (a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Board and auditor, the election of Directors under this Constitution and subject to the requirements of the Act, the appointment of the auditor.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an AGM, with the exception of those matters set down in **Clause 25(a)** shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

## 26. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than thirty-five (35) calendar days (excluding the receiving date and meeting date) prior to the General Meeting.

## 27. PROCEEDINGS AT GENERAL MEETINGS

### 27.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be forty %(40%) of the Clubs represented by their Delegates.

### 27.2 President to preside (chair)

The President shall, subject to this Constitution, act as chairman at every General Meeting except:

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

If the President is not present, or is unwilling or unable to act as chairman the Delegates present shall appoint another Director to act as chairman for that meeting only.

### 27.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting 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 chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairman 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.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Clause 27.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## **27.4 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 chairman of the meeting ; or
- (b) a simple majority of Delegates eligible to vote on behalf of their Members.

## **27.5 Recording of Determinations**

Unless a poll is demanded under **Clause 27.4**, a declaration by the chairman of the meeting 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 Region shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## **27.6 Where Poll Demanded**

If a poll is duly demanded under **Clause 27.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **27.7 Procedural irregularities**

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

# **28. VOTING AT GENERAL MEETINGS**

## **28.1 Members Entitled to Vote**

Each Club shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by one (1) of the Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **Clause 5.1**.

## **28.2 No Casting Vote**

Where voting at a General Meetings is equal the motion will be lost.

## **28.3 Postal or Electronic Voting**

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

# **29. PROXY VOTING**

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged

with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at a time.

- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

## **30. GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this clause applies to disputes arising under this Constitution between a Member and:
  - (i) another Member;
  - (ii) Individual Member; or
  - (iii) the Region.
- (b) The parties to the dispute must meet and discuss the matter in dispute-within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to an independent tribunal established by BV in accordance with the procedures determined by BV from time to time.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this **Clause 30**.
- (e) If the dispute is not resolved the Board may take whatever steps it considers appropriate in regard to the dispute in the best interests of the Region and the Members concerned.

## **31. RECORDS AND ACCOUNTS**

### **31.1 Records**

The Region shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Region and the Board and shall produce these as appropriate at each Board or General Meeting.

### **31.2 Records Kept in Accordance with Act**

- (a) Proper accounting and other records of the Region including books, minutes, documents and securities shall be kept in accordance with the Act and otherwise shall be kept in the care and control of the Secretary.
- (b) Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Region will be open for inspection by the Members.
- (c) The Region shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

### **31.3 Board to Submit Accounts**

The Board shall submit to:

- (a) BV; and
- (b) the Members at the AGM;

the statements of account of the Region in accordance with this Constitution and the Act.

#### **31.4 Accounts Conclusive**

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

#### **31.5 Accounts to be available to Members**

The Secretary shall ensure all Members and eligible persons entitled to receive notice of AGMs under this Constitution, receive or have access to a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

#### **31.6 Negotiable Instruments**

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Region, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

### **32. AUDITOR**

- (a) A properly qualified auditor shall be appointed by the Region at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* (Cth) and generally accepted principles, and/or any applicable code of conduct.
- (b) The accounts of the Region shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at the conclusion of each Financial Year.

### **33. INCOME**

- (a) Income and property of the Region shall be:
  - (i) derived from such sources; and
  - (ii) managed in such manner;as the Board determines from time to time subject to the Act and this Constitution.
- (b) The income and property of the Region shall be applied solely towards the promotion of the Purposes.
- (c) Except as prescribed in this Constitution or the Act:
  - (i) no portion of the income or property of the Region shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director; and
  - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Region to any Individual Member who holds any office of the Region.
- (d) Nothing in **Clauses (b) or (c)** shall prevent payment in good faith of or to any Member for:

- (i) any services actually rendered to the Region whether as an employee, Director or otherwise;
- (ii) goods supplied to the Region 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 Region;
- (v) any out-of-pocket expenses incurred by the Member on behalf of the Region;

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.

### **34. WINDING UP**

- (a) Subject to this Constitution the Region may be wound up or cancelled in accordance with the Act.
- (b) The liability of the Members of the Region is limited.
- (c) Every Club undertakes to contribute to the assets of the Region if it is wound up or cancelled while they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Region contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up or cancelling the registration of the Region, such an amount not exceeding one dollar (\$1.00).

### **35. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or cancellation of the Region 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. Instead, the assets or property shall be given or transferred to an organisation(s) that has purposes similar to the Purposes and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Region by this Constitution. Such organisation(s) will be determined by the Members in General Meeting at or before the time of winding up or cancellation. If this does not occur, the decision is to be made by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

### **36. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution AND with the approval of BV.

### **37. REGULATIONS**

#### **37.1 Board to Formulate Regulations**

The Board may formulate, issue, adopt, interpret and amend—Regulations for the proper advancement, management and administration of the Region, the Purposes of the Region and the advancement of the Sport in the Region Area. Such Regulations must be consistent with the Constitution, BV's constitution, any regulations made by BV and any policy directives of the Board.

#### **37.2 Regulations Binding**

All Regulations are binding on the Region and all Members and Individual Members.

### **37.3 Regulations Deemed Applicable**

All clauses, rules, by-laws and regulations of the Region (by whatever name) in force at the date of the approval of this Constitution insofar as such clauses, 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 and be in operation.

### **37.4 Changes Binding**

Amendments, alterations, interpretations or other changes to Regulations shall be prepared and issued by the Secretary to Members by such means as are determined and approved by the Board from time to time. Clubs shall take reasonable steps to distribute such changes to Individual Members. All changes are binding on all Members and Individual Members.

## **38. STATUS AND COMPLIANCE OF ASSOCIATION**

### **38.1 Recognition of Region**

Subject to compliance with this Constitution and BV's Constitution the Region shall continue to be recognised by BV and shall administer Sport in the Region Area in accordance with the Purposes.

### **38.2 Compliance of Region**

The Members acknowledge and agree the Region shall:

- (a) be and remain incorporated in Victoria;
- (b) apply its property and capacity solely in pursuit of the Purposes and the advancement of the Sport;
- (c) do all that is reasonably necessary to enable the Purposes to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (e) at all times act in the interests of the Members and the Sport;
- (f) not resign, disaffiliate or otherwise seek to withdraw from BV without approval by Special Resolution; and
- (g) abide by BV's and BA's constitutions and the rules and regulations of the Sport.

### **38.3 Operation of Constitution**

The Region 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 Purposes and the Sport are to be conducted, promoted, encouraged, advanced and administered throughout the Region Area; and
- (b) to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (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 the Sport 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 Purposes;
- (e) to act in the interests of Sport and the Members; and
- (f) that should a Member have governance, administrative, operational or financial difficulties the Board may act (but is not obliged) to assist the Member in whatever manner the Board considers appropriate.

## 39. REGION'S CONSTITUTION

### 39.1 Constitution of the Regio

This Constitution will clearly reflect the Purposes of BV and will conform to BV's constitution, subject always to the Act.

### 39.2 Operation of BV constitution

- (a) The Region will take all reasonable steps to ensure this Constitution conforms to BV's constitution subject always to the Act.
- (b) The Region shall provide to BV a copy of this Constitution and any amendments to it. The Region acknowledges and agrees that BV has power to veto any provision in this Constitution which, in BV's opinion, is contrary to the Purposes of BV.

## 40. STATUS AND COMPLIANCE OF CLUBS

### 40.1 Compliance

Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in the state they are required by law;
- (b) in accordance with **Clause 6.4** nominate Delegates annually to attend General Meetings, and shall inform the Region of the details of those persons accordingly;
- (c) where requested, provide the Region with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Club's Annual General Meeting;
- (d) recognise BV as the state authority and BA as the national authority for the Sport;
- (e) adopt and implement such communications and Intellectual Property policies as may be developed by the Region and/or BV from time to time; and
- (f) have regard to the Purposes in any matter of the Club pertaining to the Sport.

### 40.2 Club Constitutions

- (a) A Club's constituent documents shall clearly reflect the Purposes and shall conform to this Constitution and BV's constitution.
- (b) Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution and BV's constitution.
- (c) Where requested, Clubs shall provide to the Region and BV a copy of their constituent documents and all amendments to those documents.

- (d) The constituent documents of each Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Region as the authority for Sport in the Region Area, BV as the authority for Sport in Victoria and BA as the national authority for Sport in Australia.

#### **40.3 Register**

All Clubs shall maintain, in a form accessible by the Region, a Register of all members of the Club whom have been granted playing rights. A Club shall be deemed to have met this requirement for so long that the member Register is maintained in the BowlsLink platform (or its equivalent).

### **41. NOTICE**

- (a) Notices may be given by the Region to any Member or person entitled under this Constitution to receive any notice by sending the notice by:
  - (i) pre-paid post; or
  - (ii) by electronic mail;
  - (iii) to the Member's registered address or electronic mail address, or in the case of a Delegate or other eligible person, to the last notified address or electronic mail address; or
  - (iv) prominently posting the notice on the Region's website.
- (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 effected three (3) days after posting.
- (c) Where a notice is sent by electronic mail or by posting the notice on the Region's website, service of the notice shall be deemed to be effected the next business day after it was sent or posted.

### **42. INDEMNITY**

- (a) Every Director and any employee of the Region shall be indemnified out of the property and assets of the Region against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Region shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:
  - (i) a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Region; and
  - (ii) an employee, performed or made in the course of, and within the scope of their employment by the Region.