Illawarra Zone 16 Bowls Association Inc Constitution

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NSW Incorporation Number - Y1069725
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The Constitution of the Illawarra Zone 16 Bowls Association Incorporated

1. NAME OF ASSOCIATION

1.1 Name

The name of the Association (hereinafter called "the Association") is the **Illawarra Zone 16 Bowls Association** Incorporated. The Association may trade under the name ***Bowls Illawarra***.

1.2 Incorporation

The Association is an Incorporated Association under the Act.

2. PRELIMINARY

2.1 Purpose

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

2.2 Constitutional Alignment

This Constitution shall be read in conjunction with the Constitution of the RNSWBA and the Members of this Association shall be bound by the provisions of both the RNSWBA Constitutions as well as this Constitution.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2009 (NSW)* and any regulation made under the *Associations Incorporation Act 2009 (NSW)*. Any reference to a provision of the *Associations Incorporation Act* includes a reference to the same or similar provision in any legislation replacing, amending or modifying the *Associations Incorporation Act* however that provision may be amended in that legislation.

"Annual General Meeting" means the annual general meeting of the Association held in accordance with **rule 16.**

"Annual Membership Fee" means the annual fee for Members determined by the Executive Committee from time to time under **rule 9**.

"Association" means Illawarra Zone 16 Bowls Association Incorporated.

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

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

"Bowls Organiser" means the person elected to the position of Bowls Organiser on the Executive Committee who shall perform such roles and duties as outlined in the Regulations.

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

"Constitution" means this Constitution of the Association.

"Delegate" means the person(s) appointed from time to time to act for and on behalf of a Club (or District, if any) and to represent the Club (or District) at General Meetings.

"Committee Member" means a member of the Executive Committee and includes any person acting in that capacity as an Office-Bearer or Ordinary Committee Member from time to time in accordance with this Constitution but does not include the Sports Administrator, if any.

"Director-General" means the Director-General of the relevant government department as defined in the Act**.**

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

"Executive Committee" means the body consisting of the Committee Members elected in accordance with **rule 11** of this Constitution.

"Financial year" means the year ending on the next **31 May** following incorporation and thereafter a period of 12 months commencing on **1 June** and ending on **31 May** each year.

"General Meeting" means the Annual General Meeting or any other general meeting of the Association.

"IF" means the International Federation for Bowls being World Bowls Ltd.

"Individual Member" means a registered, financial Bowling Member of a Club or a natural person who is otherwise recognised in accordance with the RNSWBA Constitution as an Individual Member of the RNSWBA.

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

"Life Member" means an individual appointed as a Life Member of the Association under **rule 5.3.**

"Management Meeting" means a management meeting convened in accordance with **rule 22.1**

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

"Objects" means the objects of the Association in **rule 4.**

"Office-Bearer" means a Committee Member holding the position of office of either President, Vice President, Secretary, Treasurer, Bowls organiser, or State Councillor on the Executive Committee.

"Ordinary Committee Member" means a member of the Executive Committee who is not an Office-Bearer of the Association.

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

"Public Officer" means the person appointed by the Executive Committee to be the public officer of the Association in accordance with the Act.

"Register" means a register of Members kept and maintained in accordance with **rule 6.1.**

"Regulations" mean any Regulations (also referred to as By Laws) made by the Executive Committee under **rule 30.**

"RNSWBA" means the State Sporting Organisation being the Royal NSW Bowling Association Limited.

"Seal" means the common seal of the Association (if any).

"Secretary" means the person holding office under this Constitution as Secretary of the Association or, if no such person holds that office, shall mean the Public Officer.

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

"Sports Administrator" means a person who may be employed or otherwise appointed by the Executive Committee to the role of Sports Administrator of the Association for the time in accordance with **rule 14.1**.

"State Councillor" means the **Committee Member** elected to act for and on behalf of the Association and to represent the Association at state council and general meetings of the RNSWBA.

"Zone" means an area including Clubs and Districts if any, with boundaries as approved by the RNSWBA Board from time to time and defined in the RNSWBA regulations, for which the Association is responsible. A reference to "Zone" also includes the Executive Committee or other body appointed to administer the Zone.

3.2 Interpretation

In this Constitution:

(a) a reference to a function includes a reference to a power, authority, and duty.

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.

(c) words importing the singular include the plural and vice versa.

(d) words importing any gender include the other genders. That is, this document is to be interpreted as being gender neutral.

(e) references to persons include corporations and bodies politic.

(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).

(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; and

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

3.3 Severance

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

3.4 The Act

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.

3.5 Interpretation to be Binding

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

3.6 Interpretation from previous Constitution

This Constitution must be interpreted in such a way that:

(a) any register maintained by the Association immediately before this Constitution is adopted is taken to be a register maintained under this Constitution.

(b) any seal adopted by the Association immediately before this Constitution is adopted is taken to be a seal which the Association has under a relevant authority given by this Association; and

(c) unless a contrary intention appears in this Constitution, all persons, agreements and circumstances appointed, approved or created by or under the Constitution of the Association in force before this Constitution is adopted, continue to have the same status, operation and effect after this Constitution is adopted.

4. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

(a) participate as an affiliate of the RNSWBA and arrange and conduct, in conjunction with the RNSWBA, the affairs of the RNSWBA within the Zone boundaries in which it is established.

(b) at all times promote and act on behalf of, and in the interests of its Members and Bowls in the Zone.

(c) conduct, encourage, promote, advance, and administer Bowls throughout the Zone.

(d) ensure the maintenance and enhancement of the Association, the RNSWBA, the Members and Bowls along with its standards, quality, and reputation for the benefit of the Members and Bowls.

(e) at all times promote mutual trust and confidence between the Association and the Members in pursuit of these Objects.

(f) use and protect the Intellectual Property as appropriate.

(g) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects.

(h) strive for government, commercial and public recognition of the Association as the controlling body for Bowls in the Zone.

(i) promulgate and secure uniformity in such rules and standards as may be necessary for the management of Bowls, Bowls competitions and related activities including, but not limited to the Laws of the Sport and coaching standards.

(j) advance the operations and activities of the Association throughout the Zone.

(k) further develop Bowls into an organised institution and with these Objects in view, to foster, regulate, organise, and manage examinations, competitions, displays and other activities.

(l) review and/or determine any matters relating to Bowls which may arise, or be referred to it, by any Member.

(m) act as arbiter (as required) on all matters pertaining to the conduct of Bowls in the Zone, including disciplinary matters.

(n) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Bowls in the Zone.

(o) raise funds by sponsorship, grant, donation, or other method approved by the Executive Committee from time to time, in addition to Annual Membership Fees for the operation of the Association.

(p) adopt and implement policies as required or as appropriate to achieve these Objects, including any policies endorsed by the RNSWBA and such other matters as may arise as issues to be addressed in Bowls.

(q) represent the interests of its Members and of Bowls generally in any appropriate forum.

(r) have regard to the public interest in its operations.

(s) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve.

(t) promote the health and safety of Members and all other participants in Bowls in the Zone.

(u) seek and obtain if necessary improved facilities for the enjoyment of Bowls in the Zone.

(v) undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these Objects.

5. MEMBERS

5.1 Categories of Members

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

(a) Clubs, which subject to this Constitution, shall all have voting rights for the election of Office Bearers, and which together with other Clubs in the same Zone shall have the right to elect and be represented by Delegates who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Zone at General Meetings;

(b) Life Members, who shall have the right to be present at General Meetings, and subject to the discretion of the chair of the meeting shall have the right to debate, but do not have voting rights at General Meetings; and

(c) Such other category or categories of Members as may be determined by the RNSWBA Board from time to time, which shall be set out in the Regulations.

(d) Such other category or categories of Members as may be determined by the Executive Committee from time to time and set out in the Regulations, but who shall not be granted voting rights at General Meetings.

5.2 Application for Membership – Clubs

(a) To be eligible for membership as a Member Club, an applicant club must.

(i) be a current member of, or otherwise be affiliated with the RNSWBA in accordance with the RNSWBA constitution and regulations.

(ii) be geographically located within the Zone boundaries as determined by the RNSWBA regulations or otherwise approved as such by the RNSWBA; and

(iii) meet such membership criteria as may be determined by the Executive Committee from time to time and which are set out in Regulations.

(b) Subject to this Constitution or any procedures set by the Executive Committee from time to time, an application for membership by an applicant club must be:

(i) in writing in the form prescribed by the Executive Committee from time to time.

(ii) accompanied by a copy of its constitution, or other enabling documents.

(iii) accompanied by the Annual Membership Fee, if any; and

(iv) lodged with the Secretary.

5.3 Life Members

(a) The Executive Committee may by resolution at an Executive Committee Meeting, resolve that any natural person who has rendered distinguished service to the Association or Bowls, for a period of no less than 10 years unless otherwise determined by the Executive Committee, where such service is deemed to have assisted the advancement of Bowls in the Zone, be nominated as a Life Member.

(b) The Zone shall have a maximum of six (6) Life Members at any one time.

(c) A person must accept or reject the Executive Committee's resolution to recommend life membership in writing prior to the resolution being presented at an Annual General Meeting

(d) A resolution of the Annual General Meeting to confer life membership (subject to **rule 5.3(c)**) on the recommendation of the Executive Committee must be a Special Resolution. Upon acceptance, the person's details shall be entered into the Register as a Life Member, and from the time of entry on the Register the person shall be a Life Member.

5.4 Effect of Membership

(a) Members acknowledge and agree that:

(i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations.

(ii) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Executive Committee or other entity with delegated authority.

(iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association.

(iv) they shall reasonably act in the interests of Bowls and the Members.

(v) they shall 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 Association or Bowls and its maintenance and enhancement.

(vi) should a Member Club have administrative, operational, or financial difficulties the Association may act to assist the Member Club in whatever manner the Association considers appropriate.

(vii) this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Association; and

(viii) they are entitled to all benefits, advantages, privileges, and services of their membership as determined by the Executive Committee.

(b) Members may by virtue of membership of the Association and subject to this Constitution:

(i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution.

(ii) make proposals or submissions to the Executive Committee by such method as is prescribed by the Executive Committee from time to time and which is set out in the Regulations.

(iii) engage and participate in any activity approved, sponsored, or recognised by the Association, subject to being eligible or otherwise qualified to partake; and

(iv) conduct any activity approved by the Association.

(c) A right, privilege or obligation of any person or Club by reason of their membership of the Association:

(i) is not capable of being transferred or transmitted to another person or entity; and

(ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

5.5 Deemed Members

Subject to this Constitution, immediately upon receipt of written consent in the form determined by the Executive Committee, and this consent being recorded in the Register as required by the Act, a Club affiliated with the Association immediately prior to the time of approval of this Constitution, shall be deemed to be a Member of the Association under **rule 5** and will be entitled to such membership benefits as are conferred on them by the Constitution, whether directly or indirectly.

5.6 Bowling Members of Clubs

All persons who, as at the date of the adoption of this Constitution, are Bowling Members of a Member Club and who are registered and financial with the RNSWBA shall continue to be recognised as registered by the Association, and shall be entered into the RNSWBA Register.

5.7 Sub-Clubs of Clubs

The Association shall have the authority to recognise as Member Clubs under this Constitution an unincorporated bowling sub-club of an incorporated entity, such as a licensed club, which is a current Member of, or otherwise affiliated with the RNSWBA "with rights as set out in **rule 5.1(a).**

6. REGISTER AND ADDRESSES OF MEMBERS

6.1 Register

The Secretary shall keep in the Association's premises a Register of Members setting forth the name and address of each Member and setting out the date they became a Member.

6.2 Addresses of Members

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

7. DISCONTINUANCE OF MEMBERSHIP

7.1 Notice of Resignation

(a) A Member may resign, disaffiliate or otherwise seek to withdraw from the Association if.

(i) the Member has paid all arrears of fees payable to the Association; and

(ii) no less than thirty (30) days' notice in writing is provided to the Association prior to such resignation or withdrawal; and

(iii) the Member approves such action by way of a resolution passed at a general meeting of the Member and a copy of the minutes of this general meeting is provided to the Executive Committee.

(b) Upon the Association receiving notice of resignation of membership given under this **rule 7.1**, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

7.2 Discontinuance for breach

(a) Notwithstanding anything in this Constitution membership of the Association may be discontinued by the Executive Committee upon breach of any rule of this Constitution or the

Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Executive Committee or any duly authorised committee.

(b) Membership shall not be discontinued by the Executive Committee under **rule 7.2(a)** without the Executive Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

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

(d) Subject to **rule 7.2**, Life Membership of a Life Member of the Association may only be rescinded or discontinued by ordinary resolution at a General Meeting of the Association on the recommendation of the Executive Committee.

7.3 Discontinuance for failure to renew Membership

(a) Membership may be discontinued by the Executive Committee if a Member has not renewed Membership with the Association within one (1) month of renewal falling due. The Register shall be amended to reflect any discontinuance of membership under this **rule 7.3** as soon as practicable.

7.4 Member to Re-Apply

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

(a) must seek renewal or re-apply for membership in accordance with this Constitution; and

(b) may be re-admitted at the discretion of the Executive Committee.

7.5 Forfeiture of Rights

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

(b) Where a Club ceases to be a Member it shall also forfeit all representation rights at Management Meetings, at General Meetings, and at meetings of the Executive Committee, as well as forfeiting the rights of any individual Bowling Member of that Club to hold a position of office on the Executive Committee or any Sub-Committee of the Association.

7.6 Notification of Discontinuance of Membership

Where the membership of a Member of the Association is discontinued under **rule 7**, the Executive Committee shall notify the RNSWBA in writing within fourteen (14) days of such action.

8. DISCIPLINE

(a) Where the Executive Committee is advised or considers that a Member Club or one of its Bowling Members has allegedly:

(i) breached, failed, refused, or neglected to comply with a provision of this Constitution, the Regulations, the RNSWBA constitution or regulations or any resolution or determination of the Executive Committee or any duly authorised committee; or

(ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects or the interests of the Association or Bowls; or

(iii) brought the Association, the RNSWBA, themselves, any other Member or Bowls into disrepute.

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

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

9. MEMBERSHIP FEES AND OTHER CHARGES

(a) The Annual Membership Fee payable by Clubs or any category of Members to the Association, the benefits which apply, the time for and manner of payment, shall be as determined by the Executive Committee.

(b) The Executive Committee may fix different Annual Membership Fees for different categories of Members, and for different sub-categories within any category of Members, if any.

(c) In addition to the Annual Membership Fee, the Executive Committee shall from time to time be able to impose.

(i) fees or other charges including without limitation, application fees, entry fees, hosting fees or any fee for service charge as determined by the Executive Committee; and

(ii) subject to the approval by way of Special Resolution passed at a General Meeting of the Association, levies which shall be payable by Clubs or any category of Members.

(d) If the Annual Membership Fee or any other fee, charge or levy is not paid by any Member within one (1) month of the date which it is due, Membership rights and privileges may be discontinued, at the discretion of the Executive Committee, in accordance with **rule 7.3** until payment of the full amount outstanding.

10. POWERS OF THE EXECUTIVE COMMITTEE

(a) As the governing body for Bowls in the Zone, the Executive Committee shall be responsible for acting on local issues in accordance with the Objects and shall operate for the benefit of the Members throughout the Zone and shall govern Bowls in the Zone in accordance with this Constitution and in particular the Objects

(b) The Executive Committee may exercise its authority and do all such acts and things as the Association is, by this Constitution or otherwise, authorised to exercise and do and which are not hereby, or by statute, directed or required to be exercised by the Association in General Meeting.

(c) Without limiting the general powers conferred by **rule 10(b)**, the Executive Committee shall have authority from time to time to:

(i) control and manage the business and affairs of the Association.

(ii) perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association.

(iii) make, alter and repeal Regulations pursuant to **rule 30**;

(iv) enforce or procure the enforcement of all Regulations by suspension from enjoyment of the Association privileges or any of them or otherwise as the Executive Committee thinks fit.

(v) appoint any delegate or delegates to represent the Association for any purposes with such powers as may be thought fit.

(vi) purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(vii) secure the fulfilment of any contract or engagement entered by the Association by mortgaging or charging all or any of the property of the Association as may be thought fit.

(viii) institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Association and to refer any claims or demands by or against the Association to arbitration and to observe and perform the award;

(ix) determine who shall be entitled to sign or endorse on the Association's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(x) invest and deal with any of the moneys of the Association not immediately required for the purposes of the Association in any Australian, State or Commonwealth Bonds, or accounts with Australian Banks, Australian Building Societies or Australian Credit Unions.

(xi) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, or other rights (property or otherwise) belonging to the Association.

(xii) sell, lease, exchange or otherwise dispose of any land belonging to the Association.

(xiii) appoint, discharge, and arrange the duties and authority of the Sports Administrator to determine the remuneration and terms of employment of the Sports Administrator, if any and to specify and define the duties of the Sports Administrator.

(xiv) engage, appoint, control, remove, discharge, suspend, determine, and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration; and

(xv) subject to **rule 9**, determine and impose fees, charges, levies and other payments payable by all Members.

11. EXECUTIVE COMMITTEE

11.1 Executive Committee

(a) The Executive Committee shall consist of:

(i) Seven (7) elected Committee Members, who must all be Individual Members and who shall be elected in accordance with **rule 11.8**

comprising of the positions of President, two (2) Vice Presidents, Secretary, Treasurer, Bowls Organiser and State Councillor as Office-Bearers and subject to Rule 11.2(b)(i) any Ordinary Committee Members which may be appointed from time to time.

11.2 Composition of the Executive Committee

(a) The Executive Committee shall at any given time, have no more than two (2) Committee Members who are registered Bowling Members of, and eligible to play Association events at the same Member Club

(b) A Committee Member may hold up to two (2) Office-Bearer positions on the Executive Committee simultaneously, except for holding both office of President and Vice President at one time or both Vice President positions at one time.

(i) Should one or more Committee Members be elected to and hold two (2) Office Bearer positions simultaneously on the Executive Committee, additional Ordinary Committee Members shall be appointed in accordance with Regulations to fill the required number of Committee Member positions on the Executive Committee as set down in **rule 11.1**

11.3 Office Bearers

(a) Office Bearers of the Association shall be.

(i) the President,

(ii) the two (2) Vice Presidents,

(iii) the Secretary

(iv) the Treasurer,

(v) Bowls Organiser, and

(vi) the State Councillor.

(b) Committee Members on the Executive Committee shall be elected as Office Bearers in accordance with **rule 11.8.**

(c) In addition to **rule 11.6 and rule 11.7,** Office Bearers shall perform such roles and duties as outlined in the Regulations.

(d) Subject to **rule 11.8** and **rule 11.5** a Committee Member may be re-elected as an Office-Bearer of the Association.

11.4 Committee Members

(a) Subject to this Constitution, Committee Members may be required to meet any qualifications set out in the Regulations from time to time.

(b) A Committee Member of the Association must not simultaneously hold office on the RNSWBA Board, and upon being elected or appointed, a Committee Member must immediately resign from any positions of office on the RNSWBA Board, or otherwise shall be ineligible to hold office with the Association as a Committee Member.

(c) An employee of the Association or the RNSWBA, if any, shall not be eligible to be elected or appointed as a Committee Member of the Association.

11.5 Term of Committee Members

(a) Subject to **rule 12,** each Committee Member, shall hold office until the next Annual General Meeting following the declaration of their election at an Annual General Meeting and is eligible for re-election, subject to rule 11.5 (b).

(b) There shall be no restrictions on the number of consecutive terms held by a Committee Member.

11.6 Secretary

(a) A person appointed or elected as Secretary of the Association must, as soon as practicable after being elected, provide all relevant contact details to the Association including current residential address.

(b) It is the duty of the Secretary to ensure that adequate and accurate minutes are kept of.

(i) all appointments of Office-Bearers and Ordinary Committee Members of the Executive Committee, and

(ii) the names of Committee Members present at an Executive Committee meeting or a General Meeting, and

(iii) all proceedings at Executive Committee meetings and General Meetings.

(c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

11.7 Treasurer

(a) It is the duty of the Treasurer of the Association to ensure:

(i) That all money due to the Association is collected and received and that all payments authorised by the Association are made.

(ii) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and

(iii) That concise and accurate reporting of the Associations current finances is tabled at Executive Committee Meetings, General Meetings and Management Meetings when required.

11.8 Election of Office Bearers

(a) The Secretary shall call for nominations at an appropriate time as outlined in the Regulations. All Members eligible to vote shall be notified of the call for nominations as determined by the Executive Committee.

(b) Nominations of candidates for election as an Office Bearer shall:

(i) be made in writing on the form provided by the Association from time to time (if any), outline the position of office for which they wish to nominate, be signed by two (2) Bowling Members and accompanied by the written consent of the nominee to accept the nomination.

(ii) confirm that the nominee provides consent to become an Individual Member of the RNSWBA and also that they meet any qualifications set out in the Regulations from time to time under **rule 11.4(a)** ; and

(iii) Be delivered to the Secretary or such person as nominated by the Executive Committee by the date specified on the call for nominations.

(c) Subject to Rule 11.2(b) , an eligible Bowling Member may nominate as a candidate for election in more than two (2) Office Bearer positions.

(d) If:

(i) the number of nominations received for the election of Office Bearers is equal to the number of vacancies to be filled; or

(ii) there are insufficient nominations received to fill the respective vacancies on the Executive Committee.

then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting. Any vacancies shall be treated as casual vacancies under **rule 12.1**.

(e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted to determine the Office Bearers of the Executive Committee.

(f) Subject to eligibility under the Act, the Executive Committee shall appoint one (1) person to act as the returning officer for the election of Office Bearers.

(g) No person, other than the returning officer authorised by the Executive Committee, and eligible scrutineers, if any shall be entitled to see any voting paper and neither the returning officer or any scrutineer shall disclose to any other person the way in which any Member has voted.

(h) The decision of the returning officer on any matter relating to the elections is final, and there shall be no right of appeal from any such decision.

(i) The Executive Committee shall have the power to make Regulations regulating all matters in conjunction with the election of the Executive Committee that are not inconsistent with this **rule 11.8**.

12. VACANCIES ON THE EXECUTIVE COMMITTEE

12.1 Casual Vacancy

(a) In the event of a casual vacancy on the Executive Committee, either in the position of an Office Bearer or an Ordinary Committee Member, the Executive Committee may appoint any eligible Individual Member of the RNSWBA to the vacant office.

(b) Any person appointed under this rule 12.1 may continue in office up to the end of the term of the Committee Member who has been replaced.

12.2 Circumstances where a casual vacancy arises

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

(a) dies.

(b) ceases to be an Individual Member of the RNSWBA by way of resignation, suspension, or expulsion.

(c) is a Bowling Member of a Club which ceases to be a Member of the Association in accordance with **rule 7**.

(d) becomes bankrupt or makes any arrangement or composition with their creditors generally.

(e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.

(f) resigns from office in writing to the Association.

(g) is absent without the consent of the Executive Committee from three (3) consecutive meetings of the Executive Committee.

(h) holds any office of employment with the Association.

(i) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of such interest.

(j) is removed from office; or

(k) would otherwise be prohibited from being a director of a corporation under the Corporations Act

12.3 Removal of Committee Members

(a) The Members in General Meeting may by ordinary resolution:

(i) remove from office any Committee Member, Committee Members, or the whole of the Executive Committee before the expiration of their period of office; and

(ii) appoint another person or persons in their stead provided any person so appointed is eligible to be a Committee Member in accordance with this Constitution.

(b) Any person appointed pursuant to **rule 12.3(a)(ii)** shall hold office for the remainder of the term of office of the Committee Member being replace.

(c) If a Committee Member, to whom a proposed resolution referred to in **rule 12.3(a)** relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to those Members of the Association eligible to vote, the Secretary or the President may send a copy of the representations to each Member of the Association eligible to vote or, if the representations 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.

12.4 Executive Committee May Act

In the event of a casual vacancy or vacancies in the position of any Office-Bearer or Ordinary Committee Member, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum under **rule 13.5** or for summoning a General Meeting of the Association.

13. MEETINGS OF THE EXECUTIVE COMMITTEE

13.1 Executive Committee to Meet

The Executive Committee shall meet as often as is deemed necessary for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. The Secretary, at the direction of the President, or any three (3) Committee Members may at any time convene a meeting of the Executive Committee within a reasonable time.

13.2 Minute Book

A record of all Committee Members present at each Executive Committee meeting and of all Resolutions and proceedings of the Executive Committee at such meeting shall be entered in a written or electronic Minute Book kept for that purpose.

13.3 Decisions of Executive Committee

Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Executive Committee. All Committee Members shall have one vote on any question. The chairperson shall have a deliberative vote only, and no casting vote. Where voting is equal the motion will be lost.

13.4 Resolutions not in Meeting

(a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.

(b) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, a meeting of the Executive Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:

(i) all Committee Members consent to the use of the technology used to call and hold the meeting. A Committee Member may only withdraw their consent within a reasonable period before the meeting.

(ii) all persons participating in the meeting can communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication technology.

(iii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee or this Constitution and such notice specifies that Committee Members are not required to be present in person;

(iv) if a failure in communications prevents **rule 13.4(b)(ii)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 13.4(b)(ii)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

(v) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present at that place and if no Committee Member is there present at that place the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

13.5 Quorum

At meetings of the Executive Committee the number of Committee Members whose presence is required to constitute a quorum is four (4) Committee Members, or in the case of a position being on the Executive Committee becoming vacant a quorum shall be constituted by at least more than 50% of the current elected Office Bearers.

13.6 Notice of Executive Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their written apology or presence) not less than seven (7) days written notice of the meeting of the Executive Committee shall be given to each Committee Member. Subject to a meeting being held on shorter notice, the agenda shall be forwarded to each Committee Member not less than two (2) days prior to such meeting.

13.7 Chairperson

At meetings of the Executive Committee:

(a) the President shall chair the meeting.

(b) if the President is absent or unwilling or unable to act, the **Vice President** shall chair the meeting.

(c) if the **Vice President** is absent or unwilling or unable to act the Executive Committee shall appoint one of its members to chair the meeting.

13.8 Conflict of Interest

(a) A **Committee Member** shall declare their interest in any:

(i) contractual matter.

(ii) selection matter.

(iii) disciplinary matter.

(iv) financial matter; or

(v) other matter.

in which a perceived, real or potential conflict of interest arises or may arise, and shall, unless otherwise determined by the Executive Committee, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter.

(b) If the Committee Member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Committee, or if this is not possible, the matter shall be adjourned or deferred.

13.9 Recording Disclosures

Any declaration, any disclosure or any general notice given by a Committee Member in accordance with rules 13.8 must be recorded in the minutes of the relevant meeting.

14. SPORTS ADMINISTRATOR

14.1 Appointment of Sports Administrator

Subject to this Constitution, a Sports Administrator may be appointed by the Executive Committee for such term and on such conditions as the Executive Committee thinks fit.

14.2 Specific Duties

The specific duties of the Sports Administrator shall be outlined in the Regulations.

15. DELEGATIONS TO SUB-COMMITTEES

15.1 Executive Committee may delegate Function

(a) The Executive Committee may by instrument in writing, create or establish or appoint sub-committees, of any such size considered reasonable by the Executive Committee, to carry out such duties and functions, and with such powers and obligations, as the Executive Committee determines necessary from time to time, other than:

(i) this power of delegation; and

(ii) a function imposed on the Executive Committee or the Secretary by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

(b) A function, the exercise of which has been delegated to a sub-committee or individual under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(c) Any such function delegated to a Sub-Committee shall be outlined in the Regulations.

15.2 Procedure of Delegated Sub-Committee

(a) The procedures for any sub-committee exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Committee under **rule 13.**

(b) The sub-committee exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Executive Committee with details of all material decisions and shall ensure all reports, minutes and information as the Executive Committee may require from time to time are produced to the next Executive Committee meeting.

15.3 Delegation may be Conditional

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

15.4 Revocation of Delegation

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

15.5 Existing Sub-Committees

The sub-committees operating immediately prior to the adoption of this Constitution shall continue to operate subject to this Constitution for a period which will cease immediately prior to the first meeting of the Executive Committee or until otherwise determined by the Executive Committee.

16. ANNUAL GENERAL MEETINGS

(a) A General Meeting of the Association called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Executive Committee but within six (6) months of the close of the financial year.

(b) All Meetings other than Annual General Meetings shall be General Meetings and shall be held in accordance with this Constitution.

17. GENERAL MEETINGS

17.1 General Meetings May be Held

The Executive Committee may, whenever it thinks fit, convene a General Meeting of the Association and, where, but for this rule more than fifteen (15) months would elapse between Annual General Meetings, shall convene a General Meeting before the expiration of that period.

17.2 Requisition of General Meetings

(a) The Executive Committee shall on the requisition in writing of not less than twenty five percent (25%) of the voting Members convene a Special General Meeting.

(b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(c) If the Executive Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

(d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive Committee.

18. NOTICE OF GENERAL MEETING

(a) Notice of every General Meeting shall be given to every Member entitled to vote at that meeting at the Members address appearing in the Register kept by the Association. The auditor, Sports Administrator, if any, and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings

(b) A notice of a General Meeting of the members of the Association (including an Annual General Meeting) must:

(i) set out the place, date, and time of the meeting; and

(ii) state the general nature of the meeting's business.

(iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

(c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

(i) The agenda for the meeting; and

(ii) Any notice of motion received from Members entitled to vote.

(d) Notice of every General Meeting shall be given in the manner authorised in **rule 33.**

(e) Neither:

(i) the accidental omission to give notice of a meeting; nor

(ii) the non-receipt by any person of notice of a meeting.

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

19. BUSINESS

(a) The business of the Annual General Meeting shall be as follows:

(i) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other General Meeting requiring confirmation; and

(ii) to receive and consider the reports of the Executive Committee.

(iii) to conduct an election and/or declare the results of the election of the Executive Committee and/or conduct any further election as may be required by this Constitution.

(iv) to appoint an auditor or auditors, if there be a vacancy in the office of auditor; and

(v) to receive and consider any financial statement or report required to be submitted to members under the Act.

(b) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

(c) A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

(a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be constituted by at least 50% of Clubs eligible to vote being personally present, as represented by the attendance of a Delegate.

(b) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting, if convened on or by the requisition of members shall be dissolved. If the meeting was convened by the Executive Committee, it shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting will continue with the members present who will be regarded as a quorum.

20.2 Chairperson

(a) The President shall, subject to this Constitution, preside as chair at every General Meeting except where a conflict of interest exists.

(b) If the President is not present or is unwilling or unable to preside the Vice President shall preside. If the Vice President is not present or is unwilling or unable to act, then the Executive Committee shall appoint another elected Committee Member present to preside as chairperson for that meeting only.

20.3 Adjournment of Meeting

(a) The chairperson of a General Meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(c) Except as provided in **rule 20.3(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 Voting Procedure

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

(a) the chairperson; or

(b) by at least three (3) Delegates present and entitled to vote at the meeting.

20.5 Recording of Determinations

Unless a poll is demanded under **rule 20.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be

conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.6 Where Poll Demanded

(a) If a poll is duly demanded under **rule 20.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

(b) A poll demanded on the election of the Chairperson or on a question of adjournment shall be taken immediately.

20.7 Withdrawal

(a) A demand for a poll may be withdrawn.

21. VOTING

21.1 Voting Rights at General Meetings

Subject to this Constitution, at all General Meetings:

(a) Each Club is entitled to two (2) votes which shall be cast in person by a Delegate; and

(b) Each elected and appointed Committee Member is entitled to one (1) vote, except on notices of motions relating to the removal of a Committee Member or the entire Executive Committee from office.

21.2 Voting Procedure at General Meetings

(a) Votes at a General Meeting shall be given in person by those present and entitled to vote.

(b) Subject to **rule 20.4**, all questions arising at a General Meeting shall be determined on a show of hands.

(c) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

(d) A Delegate is not entitled to vote at any General Meeting unless all monies due and payable to the Association, have, to the satisfaction of the Executive Committee, been paid by the Club which that Delegate represents.

(e) The vote of any Delegate disallowed under **rule 21.2(d)** may, at the discretion of the General Meeting by a simple majority, be reinstated so as to be declared valid for any vote cast at that General Meeting only.

21.3 Postal Voting

No motion shall be determined by a postal ballot unless otherwise determined by the Executive Committee. If the Executive Committee so determines, the postal ballot shall be conducted in accordance with the Act.

22. MANAGEMENT MEETING

22.1 Management Meetings May be Held

(a) The Executive Committee shall schedule Management Meetings at a place, time and frequency which shall be set out in the Regulations.

22.2 Attendance

(a) The Management Meeting shall be attended by

(i) Two (2) representatives from each Club, these Club representatives shall be the Delegates.

(ii) The Executive Committee, Life Members; and

(iii) Such other persons specified in the Regulations.

(b) Subject to this Constitution, a Delegate may be required to meet any qualifications set out in the Regulations from time to time.

22.3 Management Meeting

(a) The objects of the Management Meeting shall be.

(i) to operate as a strategic advisory forum to assist the Executive Committee with planning and operational matters and to make recommendations to the Executive Committee; and

(ii) subject to the Regulations, operate as a forum for attendees to report, disseminate, discuss, and share information relating to the Association and its Objects.

(b) The President shall be entitled to take the chair at every Management Meeting.
If the President is not present or is unwilling or unable to act at any Management Meeting, then.

(i) the Vice President shall preside as Chairperson for that meeting, or

(ii) if the Vice President is also not present or is unwilling or unable to act, the Executive Committee shall appoint an elected Committee Member present to preside as Chairperson for that meeting.

22.4 Voting Rights at a Management Meeting

(a) Subject to this Constitution and as outlined in the Regulations, voting rights at a Management Meeting shall be provided to.

(i) each Club who shall be entitled to no less than one (1) vote, which shall be cast in person by a Delegate.

(ii) The Committee Members of the Executive Committee and Life Members who each shall be entitled to one (1) vote.

22.5 Notice of a Delegates Meeting

The procedure for notice of a Management Meeting shall be outlined in the Regulations.

23. GRIEVANCE PROCEDURE

(a) The grievance procedure set out in this **rule 23** applies to disputes under these rules between a Member and:

(i) Another Member; or

(ii) The Association.

(b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (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 must, within ten (10) days, refer the dispute.

(i) for resolution to an independent tribunal established by the Executive Committee in accordance with the procedures determined by the Executive Committee from time to time; or

(ii) to any other mediatory body that the Executive Committee deems appropriate.

(d) The Executive Committee may prescribe additional grievance procedures in Regulations consistent with this **rule 23.**

24. RECORDS AND ACCOUNTS

24.1 Records

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

24.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care or under the control of the Public Officer & Treasurer.

24.3 Association to Retain Records

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

24.4 Inspection of Records,

(a) The Association must at all reasonable times make available for inspection by Committee Members and any persons authorised or permitted by, or under the Act to inspect.

(i) records, books, and other financial documents of the association,

(ii) this constitution,

(iii) minutes of all Executive Committee meetings and General Meetings of the Association.

(b) A Member of the Association may obtain a copy of any of the documents referred to in **rule 24.4(a)** on payment of a fee, if any, which shall be no more than $1 for each page copied.

24.5 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Executive Committee determines.

25. AUDITOR

(a) A properly qualified auditor or auditors shall be appointed by the Association in accordance with the Act. The auditor's duties shall be regulated in accordance with the Act and generally accepted principles, and/or any applicable code of conduct

(b) The auditor may be removed by the Association in accordance with the Act.

(c) The accounts of the Association shall be audited by the appointed auditor or auditors at the conclusion of each Financial Year.

26. INCOME

(a) Income and property of the Association shall be derived from such sources as the Executive Committee determines from time to time.

(b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(c) The Association must as soon as practicable after receiving any money, issue an appropriate receipt.

(d) The income and property of the Association shall be applied solely in pursuance of the Objects in such manner as the Executive Committee determines.

(e) Except as prescribed in this Constitution or the Act:

(i) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

(ii) No remuneration by way of wage or salary in money or money's worth shall be paid or given by the Association to any Member who holds any elected office of the Association.

(f) Nothing in rule 26(e) shall prevent payment in good faith of or to any Member, employee or Committee Member for:

(i) any services rendered to the Association whether as an employee, Committee Member or otherwise.

(ii) goods supplied to the Association in the ordinary and usual course of operation.

(iii) interest on money borrowed from any Member.

(iv) rent for premises demised or let by any Member to the Association.

(v) any out-of-pocket expenses incurred on behalf of the Association, which shall be evidenced by presentation of receipts.

(vi) 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.

27. WINDING UP

(a) Subject to this Constitution the Association may be wound up in accordance with the Act.

(b) The liability of the Members of the Association is limited.

(c) Each Member undertakes to contribute an amount not exceeding one dollar ($1.00) if the Association is wound up:

(i) while they are a Member of the Association; or

(ii) within one year of the date that they cease to be a Member.

28. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to the RNSWBA or another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or

before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

29. ALTERATION OF CONSTITUTION

(a) Subject to **rule 29(b)**, this Constitution shall only be altered or amended by Special Resolution.

(b) The Constitution shall not be altered or amended by Special Resolution unless,

(i) a draft of the alteration or amendment has been delivered to the RNSWBA Board at least twenty-eight (28) days before making the amendment or addition; and

(ii) the RNSWBA Board has approved the alteration or amendment; and

(iii) an application to the Director-General for registration of a change in the Association's constitution is made in accordance with the Act by the Public Officer.

30. REGULATIONS

30.1 Executive Committee to Formulate Regulations

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

30.2 Regulations Binding

All Regulations are binding on the Association and all Members.

30.3 Regulations Deemed Applicable

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

30.4 Circulars Binding on Members

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

31. STATUS AND COMPLIANCE OF ASSOCIATION

31.1 Recognition of Association

The Association is affiliated with the RNSWBA and is recognised by the RNSWBA as a controlling authority for Bowls in the Zone and subject to this Constitution shall continue to be recognised and shall administer and control Bowls in the Zone in accordance with the Objects whilst this affiliation remains in place.

31.2 Compliance of Association

The Executive Committee acknowledge and agree the Association shall:

(a) be or remain incorporated in New South Wales.

(b) apply its property and capacity solely in pursuit of the Objects and Bowls.

(c) do all that is reasonably necessary to enable the Objects to be achieved.

(d) act in good faith and loyalty to ensure the maintenance and enhancement of Bowls, its standards, quality, and reputation for the benefit of the Members and Bowls in the Zone.

(e) at all times act in the interests of the Members and Bowls.

(f) in accordance with rule 29(b), provide to the RNSWBA a copy of this Constitution of the Association and a copy of the Regulations upon any amendments or additions being approved. The Association acknowledges and agrees that the RNSWBA Board has power to veto any alteration or amendment proposed to this Constitution.

(g) not resign, disaffiliate, or otherwise seek to withdraw from the RNSWBA without approval by Special Resolution.

(h) abide by any laws, rules, and conditions of play for Bowls as set by the IF and the RNSWBA.

32. STATUS AND COMPLIANCE OF CLUBS

32.1 Compliance

Clubs acknowledge and agree that they shall:

(a) Together with other Clubs within the same Zone, nominate Delegates who will be authorised to.

(i) attend Management and General Meetings.

(ii) speak and act on behalf of interests of the Clubs within the Zone as their representative.

(iii) vote on any resolutions and notices of motion on behalf of the clubs within the Zone; and

(iv) vote on the election of Committee Members,

(v) and shall inform the Association of the details of their Delegates.

(b) Register all Bowling Members with the RNSWBA and the Association in accordance with the procedures set out in the RNSWBA regulations.

(c) Make available to the Association copies of any accounts, annual financial reports, and other associated documents upon request, provided the grounds for the request is deemed reasonable and appropriate by the Club.

(d) Recognise the Association as the authority for Bowls in the Zone, the RNSWBA as the state authority for Bowls.

(e) Adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and

(f) Have regard to the Objects in any matter of the Club pertaining to Bowls.

33. NOTICE

(a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified Club address, facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been given on the day following that on which the notice was posted.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

34. PATRONS AND VICE PATRONS

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

35. INSURANCE AND INDEMNITY

(a) The Association may effect and maintain insurance.

(b) Every Committee Member and employee of the Association shall be indemnified to the full extent permitted by the Act out of the property of the Association against any liability incurred by them in their capacity as officer in defending any proceedings whether civil or criminal.

(c) The Association may pay a premium for a contract insuring a person who is a Committee Member or employee of the Association against a liability incurred by that person as a Committee Member or employee of the Association provided that the liability is not one in respect of which a premium cannot be paid under the Act.

36. FINANCIAL YEAR

The Financial Year of the Association will commence on **1st June** in each year and end on **31st May** in the following year.