



CONSTITUTION

OF

Mooloolaba Bowls Club Inc

Approved 28th November 2021

Table of Contents

1.	NAME	4
2.	DEFINITIONS	4
3.	OBJECTS OF THE CLUB	5
4.	POWERS OF THE CLUB	5
5.	MEMBERSHIP OF THE CLUB.....	5
6.	ELIGIBILITY FOR MEMBERSHIP	6
7.	PRIVILEGES.....	6
8.	APPLICATION FOR MEMBERSHIP	8
9.	ADMISSION and REJECTION OF NEW MEMBERS	8
10.	REGISTER OF MEMBERS.....	9
11.	RESIGNATION OF MEMBERSHIP	9
12.	TERMINATION OF MEMBERS	9
13.	ACCEPTANCE OF RULES BY MEMBERS.....	10
14.	Clause deleted.....	10
15.	ANNUAL GENERAL MEETING	10
16.	GENERAL MEETINGS	11
17.	SPECIAL GENERAL MEETING	11
18.	SPECIAL RESOLUTION.....	12
19.	PROCEDURE FOR GENERAL MEETINGS.....	12
20.	VOTING AT A GENERAL MEETING	12
21.	QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING	13
22.	MINUTES OF GENERAL MEETINGS	13
23.	THE BOARD.....	14
24.	NOMINATIONS.....	14
25.	ELECTION OF THE BOARD	15
26.	FUNCTIONS OF THE BOARD.....	15
27.	RESIGNATION OF OFFICE BY A BOARD MEMBER	15
28.	REMOVAL OF A BOARD MEMBER FROM OFFICE	15
29.	VACATION OF OFFICE BY A BOARD MEMBER.....	16
30.	VACANCIES ON THE BOARD	16
31.	MEETINGS OF THE BOARD.....	16
32.	QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING	17
33.	SPECIAL MEETING OF THE BOARD.....	17
34.	MINUTES OF BOARD MEETINGS	18
35.	RESOLUTIONS OF THE BOARD WITHOUT A MEETING	18
36.	APPOINTMENT and MEETINGS OF SUB-COMMITTEES	18
37.	ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....	19
38.	INDEMNITY.....	19
39.	FINANCIAL YEAR.....	20
40.	SUBSCRIPTIONS and FEES	20
41.	UNFINANCIAL MEMBERS.....	20
42.	FUNDS and ACCOUNTS	20
43.	GENERAL FINANCIAL MATTERS	21
44.	DOCUMENTS.....	22
45.	DISSOLUTION.....	22
46.	DISTRIBUTION OF SURPLUS ASSETS	22
47.	AFFILIATION.....	22
48.	ALTERATION OF CONSTITUTION	23

49. INTERPRETATION OF RULES 23
50. ALTERATIONS TO BY-LAWS 23
51. POLICIES 24
52. THE COMMON SEAL 24
53. ACTIVITIES MUST BE LAWFUL..... 24
54. GREEN FEES 24

CONSTITUTION OF THE MOOLOOLABA BOWLS CLUB INCORPORATED

SECTION A - THE CLUB

1. NAME

The name of the incorporated Club is the MOOLOOLABA BOWLS CLUB Incorporated” (hereinafter referred to as "the Club").

The Club trades under the name “Club Mooloolaba”.

2. DEFINITIONS

The following interpretations shall operate within this Constitution:

- (a) “Act” means the Associations Incorporation Act 1981 (as amended from time to time).
- (b) "The Club" means the Mooloolaba Bowls Club.
- (c) "The Constitution" means the Constitution of the Club in force for the time being.
- (d) "The Board of Management" (hereinafter referred to as the "Board") means the members for the time being of the Board of the Club as constituted in accordance with this Constitution. The Board is the controlling body of the Club subject to the Act and to any direction from members at a general meeting.
- (e) “Combined Bowls Committee” means the members for the time being elected in accordance with this Constitution and its By-Laws.
- (f) "Month" means calendar month.
- (g) "Member" means any financial member of the Club in one of the membership categories outlined in Clause 5.
- (h) “Voting member” means a Bowls Full Member or a Life Member as outlined in Clauses 5 and 7.
- (i) “Secretary Manager” means a staff member licensed under the Liquor Act 1992, to manage a licensed premise and appointed in writing by the Board under Clause (4); and who shall be the Secretary of the Board.
- (j) "WB" means the World Bowls.
- (l) “BA” means Bowls Australia.
- (m) "BQ" means Bowls Queensland.
- (n) “DBA” means District Bowls Associations.
- (o) “The Seal” means the common seal of the club.
- (p) "Chair" means chairperson of the Board as hereinafter provided.
- (q) reference to any gender includes the opposite gender unless the context indicates otherwise; and
- (r) singular includes the plural unless the context indicates otherwise.

3. OBJECTS OF THE CLUB

The objects of the Club are to:

- (a) advance and promote the game of Bowls, and other activities as the Board of Management decides upon in the interest of club members and the general community.
- (b) provide the best possible standard of facilities for members, for the social and competitive playing of the game of Bowls in accordance with the Laws of the Game as prescribed by the WBB and the By-Laws of BA and BQ.
- (c) provide, develop and promote such activities as are from time to time deemed appropriate to provide good fellowship between members of the club; and
- (d) promote and enhance the Game of Bowls in the local community.
- (e) The Club is incorporated under the provisions of the Associations Incorporation Act 1981 (under section 24) (as amended) and will comply with the Act and its regulations.

4. POWERS OF THE CLUB

4.1 The Club has the powers of an individual.

4.2 The Club may, for example -

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

SECTION B - MEMBERSHIP OF THE CLUB

5. MEMBERSHIP OF THE CLUB

5.1 The Membership of the Club consists of the following classes of members -

- (a) Bowls Full Members
- (b) Bowls Social Members
- (c) Life Members.
- (d) Junior Members; and
- (e) Social Members.

5.2 The membership of the Club is unlimited.

5.3 The Board may create additional classes of membership and charge such membership fees as the Board may determine from time to time.

6. ELIGIBILITY FOR MEMBERSHIP

6.1 To be eligible for membership a person must be:

- (a) not less than 18 years of age except for Junior Members.
- (b) interested in playing the sport of bowls except for Social Members.
- (c) prepared to support and promote the welfare of the Club and the game of bowls.
- (d) of good repute and character.
- (e) free of indebtedness to any Bowls Club, DBA, State or National Bowls Authority and
- (f) not under an order or notice of suspension, or expulsion, from any Bowls Club or DBA.

6.2 An employee of the Club (whether on salary, wages, contractor or contractor's staff) if they are a financial Bowls Full Member of the Club shall NOT be eligible to nominate for or hold any elected office position, or to nominate or second any other member for an elected office of the Club.

6.3 Clearances:

- (a) No person who is a member of any other Club affiliated with BQ will be admitted as a member of the Club unless such person presents a clearance on the official form prescribed by BQ.
- (b) If a player from interstate wishes to join the Club he/she is not eligible for membership unless a clearance has been provided by the relevant State Authority through BQ and the relevant District Association.

7. MEMBERSHIP PRIVILEGES

7.1 Bowls Full Members

- (a) A Bowls Full Member is a member whose application for membership of the Club has been delivered to the Secretary, has not been rejected by the Board and has paid all prescribed fees.
- (b) A Bowls Full Member shall be entitled to all the privileges of the Club.
- (c) A Bowls Full Member shall be entitled to be present, debate and vote at General Meetings of the Club.
- (d) A Bowls Full Member who does not declare for the Mooloolaba Bowls Club shall not be eligible to participate in any Club organised Championship events that progress to District and/or State level.

7.2 Bowls Social Members

- (a) A Bowls Social Member is a member whose application for membership of the Club has been delivered to the Secretary, has not been rejected by the Board and has paid all prescribed fees.
- (b) A Bowls Social Member is a person who holds full membership at a Club affiliated with BQ or any other State authority, and is:

- a a person who declares a Club other than the Mooloolaba Bowls Club as their declared Club; or
- b is a person who has not made any such declaration under clause 7.1(b) or 7.2(b).
- (c) A Bowls Social Member shall not be entitled to hold any office, or be present, debate and vote at General or other meetings of the Club.
- (d) A Bowls Social Member shall not be eligible to participate in any Club organised Championship event.
- (e) A Bowls Social Member, subject to sub-clauses 7.2(d) and 7.2(e), is entitled to all the privileges of the Club.

7.3 Life Members

- (a) A Bowls Full Member who is nominated and seconded by two Bowls Full Members and/or Life Members on the recommendations of the Board after consultation with the Combined Bowls Committee may be elected by the Club at a General Meeting to Life Membership of the Club.
- (b) Such election shall be by special resolution of a 75% majority of the members present and entitled to vote at a General Meeting.
- (c) Life Members shall be entitled to all the privileges of Bowls Full Members but shall be exempt from the payment of the annual subscription but not any levies or other fees.
- (d) All members that hold continuous exemplary membership of the Club for 40 years shall be awarded special Life Membership.

7.4 Junior Members

Persons under the age of 18 years may apply for junior membership of the Club.

- (a) They shall not be entitled to vote nor to nominate members for office nor to nominate other persons to membership of the Club.
- (b) They shall be entitled to play bowls in any State, District, and National or Club competition according to the conditions laid down for the playing of the event.
- (c) They shall not be permitted (under any circumstances) to be sold, supplied or allowed to consume alcohol or tobacco products on Club premises, or engage in any form of gaming activities. They are allowed on Club premises only for the purposes of bowling and bowling-related social activities.
- (d) On attaining the age of 18 years must apply in writing for Bowls Full membership in the manner prescribed by the Board.

7.5 Social Members

- (a) A person who meets the following criteria may apply for Social membership of the Club:
 - a any person who is of good repute and whose interests and activities are, in the opinion of the Board, compatible with those of existing members of the Club; and
 - b Is not under the age of 18 years.
- (b) The board may elect any qualified person as a Social Member of the Club for such period or periods and charge such membership fees as the Board shall determine.

- (c) Social Members shall not be entitled to hold office of the Club nor to take part in or vote at meetings nor to nominate persons for membership
- (d) A Bowls Social Member shall not be entitled to hold any office, or be present, debate and vote at General or other meetings of the Club
- (e) A Bowls Social Member shall not be eligible to participate in any Club organised Championship event.

8. APPLICATION FOR MEMBERSHIP

8.1 Application Process

- (a) Every applicant for Bowls Full Member, Bowls Social Member or Junior Member of the Club must be proposed by one (1) Bowls Full Member or Life Member of the Club and seconded by another such member. In making such application the applicant shall be deemed to be bound by this Constitution.
- (b) The application must be -
 - a made in writing
 - b signed by the applicant and the applicant's proposer and seconder; and
 - c be in such form as the Board from time to time prescribes

8.2 Life members, Bowls Full Members, Bowls Social Members, Junior Members and Social Members will be granted membership in accordance with the Rules of this Constitution

9. ADMISSION and REJECTION OF NEW MEMBERS

- (a) The Board must consider an application for Bowls Full, Bowls Social or Junior membership at the next meeting held after it receives -
 - a an application for membership and
 - b the prescribed nomination fee.
- (b) The Board must decide at the meeting whether to accept or reject or defer the application.
- (c) Nominations must be displayed on the Notice Board 14 days prior to consideration by the Board.
- (d) A member may lodge an objection in writing to the Board to the granting of membership to a nominee providing it is received before the expiration of 14 days mandatory display of the nomination on the Notice Board
- (e) If the majority of the members of the Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (f) The Secretary must, as soon as practicable after the Board meeting, give the applicant a written notice of the decision to either accept or reject their application.

- (g) There is no right of appeal against rejection of membership.

10. REGISTER OF MEMBERS

- (a) The Board must keep a register of members of the Club
- (b) The register must include the following particulars for each member-
 - a the full name of the member;
 - b the postal and residential address of the member;
 - c the date of admission as a member;
 - d the date of death or resignation of the member;
 - e details about the termination, reinstatement, or suspension of membership;
 - f any details relevant to the Club
- (c) The register must be open for inspection by members of the Club at all reasonable times.
- (d) A member must contact the Secretary to arrange an inspection of the register.
- (e) However, the Board may, on the application of the member of the Club, withhold information about the member (other than the member's full name) from the register available for inspection if the Board has reasonable grounds for believing that the disclosure of the information would put the member at risk of harm.
- (f) A member or employee of the Club must not use or disclose information obtained from the Register of Members unless authorised by the Board.

11. RESIGNATION OF MEMBERSHIP

- (a) A resignation from membership (other than a Social Member) shall not be valid unless it is in writing and has been received and acknowledged by the Secretary. Where a date of resignation is not stipulated by the member, the resignation becomes effective from the date it is acknowledged by the Secretary.
- (b) The Secretary shall acknowledge in writing the receipt of such resignation.
- (c) Resignation from the Club shall not relieve any person from the payment of any membership fees, or other monies due or payable by that person at the time of the resignation of membership.
- (d) The resignation of any member shall involve the automatic forfeiture of all membership rights.

12. TERMINATION OF MEMBERS

- (a) The Board may terminate a member's membership if the member-
 - a is convicted of an indictable offence; or
 - b does not comply with any provisions of the Constitution, Rules and By-Laws; or
 - c has membership fees in arrears for at least one (1) month; or

- d conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.
 - e details about the termination, reinstatement, or suspension of membership;
 - f any details relevant to the Club
- (b) Before the Board terminates a member's membership, he or she must be given a full and fair opportunity to show why his/her membership should not be terminated.
 - (c) After considering all representations made by the member, the Secretary of the Board must give the member a written notice of the decision.
 - (d) There is a right of appeal against termination of membership to an Appeals Tribunal. The Board shall determine the process for appeal and advise the member of their appeal rights.
 - (e) All discipline and complaints against termination of membership not dealt with by the Board under this clause will be dealt with under the Club's Disciplinary By-Laws

13. ACCEPTANCE OF RULES BY MEMBERS

All members on admission shall be deemed to have agreed to be bound by the Constitution, Rules and By-Laws of the Club for the time being in force.

14. Clause deleted

SECTION C - GOVERNANCE OF THE CLUB

15. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting must be held within six (6) months after the end of the Club's reportable financial year on a date decided by the Board of Management.
- (b) The business of the Annual General Meeting must include –
 - a confirmation of the Minutes of the previous Annual General Meeting
 - b confirmation of Minutes, not previously confirmed, of any Special General meetings or General Meeting at which a Special Resolution was passed
 - c presentation, consideration and adoption of the Annual Report
 - d presentation, consideration and adoption of the financial statement and Auditor's report for the previous reportable financial year
 - e election of the Board of Management
 - f appointment of Auditor
 - g election of Life Members as per Clause 7.3; and
 - h to transact any general business of which written notice has been given to the Board no less than 7 days prior to the Annual General Meeting.
- (c) Notices

- a A notice advising members of the date of the Annual General Meeting shall be issued at least thirty (30) days prior to the proposed meeting and in a manner determined by the Board. A copy of the Notice shall be displayed on the Club's website and an advisory e-mail sent to members where a member's e-mail address is held by the Club.
 - b Each Bowls Full Member and Life Member must be given at least fourteen (14) days notice electronically and/or in a manner determined by the Board, the date of the Annual General Meeting and Agenda for the meeting. Electronic advice to a member's registered e-mail address will be deemed to have been received.
- (d) An omission to give notice of an AGM to an eligible member will not invalidate the meeting or the proceedings of that meeting.

16. GENERAL MEETINGS

- (a) The Secretary may call a general meeting of Bowls Full Members and Life Members of the Club, clearly stating the business to be conducted at the meeting.
- (b) The Secretary must give at least fourteen (14) days notice of the meeting to members.
- (c) If the Secretary is unable to call the meeting, the Chairperson must call the meeting.
- (d) The Board may decide the way in which the notice is to be given.
- (e) An omission to give notice of a meeting to an eligible member will not invalidate that meeting or the proceedings of that meeting.

17. SPECIAL GENERAL MEETING

- (a) The Secretary must call a special general meeting by giving Bowls Full Members and Life members of the Club a notice of meeting within fourteen (14) days after –
 - a being directed to call the meeting by the Board
 - b being given a written request signed by at least 20% of Bowls Full Members and Life Members of the Club on the date when the request is signed
- (b) The notice of meeting must state -
 - a why the special general meeting is being called; and
 - b the business to be conducted at the meeting

If the Secretary is unable to call the special general meeting, the Chairperson must call the meeting.

- (c) The Board may decide the way in which the notice is to be given.

- (d) An omission to give a notice of meeting to an eligible member will not invalidate that meeting or the proceedings of that meeting.
- (e) A Special General Meeting must be held within two (2) months after the Secretary has been directed/requested to do so under Rule 17(a)

18. SPECIAL RESOLUTION

- (a) A Special Resolution must be passed by an affirmative vote of 75% of the members who are present and entitled to a vote at a general meeting
- (b) Matters that must be decided by a Special Resolution are –
 - a a change of name for the Incorporated Club
 - b a change to the Constitution of the Incorporated Club
 - c the decision to wind up the Incorporated Club
 - d Life Membership of the Club.

19. PROCEDURE FOR GENERAL MEETINGS

At each general meeting –

- (a) the Chairperson is to preside; and
- (b) if there is no Chairperson or if the Chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be Chairperson of the meeting; and
- (c) the Chairperson must conduct the meeting in a proper and orderly way

20. VOTING AT A GENERAL MEETING

- (a) At a general meeting, each question, matter or resolution must be decided by the majority of votes of members present and eligible to vote, other than for a Special Resolution which requires 75% of the vote.
- (b) Each member present and eligible to vote is entitled to one (1) vote only and, if votes are equal, the status quo will remain.
- (c) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (d) The method of voting is to be decided by the Board.
- (e) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

- (f) If a secret ballot is held, the Chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.
- (g) The result of the secret ballot as declared by the Chairperson is taken to be the resolution of the meeting at which the ballot was held.

21. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (a) The quorum for a general meeting is at least double the number of members elected/appointed to the Board, plus one.
- (b) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (c) If there is no quorum within 30 minutes after the time fixed for a general meeting called at the request of members of the Board the meeting lapses.
- (d) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than at the request of members of the Board
 - a the meeting is to be adjourned for at least 7 days; and
 - b the Board shall decide the day, time and place of the adjourned meeting.
- (e) The Chairperson may, with the consent of any meeting at which there is a quorum, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (f) If the meeting is adjourned under clause 21(e) only the business left unfinished at the meeting at which the adjournment took place may be conducted at an adjourned meeting.
- (g) The Secretary is not required to give members notice of an adjournment or the business to be discussed at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (h) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

22. MINUTES OF GENERAL MEETINGS

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered into an official record.
- (b) To ensure the accuracy of the minutes, the minutes of each general meeting must be verified by the Chairperson of the meeting, or the Chairperson of the next meeting.

- (c) Access to these records shall be limited to financial Bowls Full Members and Life Members of the Club.

SECTION D – MANAGEMENT OF THE CLUB

23. THE BOARD

- (a) The Board will consist of –
Chairperson, Deputy Chairperson, Finance Director, Greens Director, Bowls Director, and 2 (two) Directors
- (b) All positions shall be honorary and elected.

24. NOMINATIONS

- (a) To be eligible to serve on the Board a candidate must
 - a be an adult
 - b not be ineligible to be elected as a member of the Board under 61A of the Act
 - c be a financial Bowls Full Member or Life member of the Club
 - d not be an employee of the Club
 - e not be an office-bearer or employee of any other Bowls Club
- (b) Elections to a position on the Board shall be for a term of two (2) years
- (c) Candidates for election to the Board must be nominated in writing on the prescribed form by two (2) financial Bowls Full Members or Life Members of the Club
- (d) Candidates who are Bowls Full Members must have been a member in that category for at least two (2) years to be eligible to be a candidate for election as a member of the Board.
- (e) The nomination form must bear the signature of the nominee showing his/her consent to the nomination
- (f) The nomination must be given to the Secretary at least fourteen (14) days prior to the annual general meeting at which the election is to be held
- (g) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the Notice Board for at least ten (10) days immediately preceding the annual general meeting.

- (h) The Board must ensure that prior to elections taking place each candidate is advised whether or not the Club has public liability insurance, and if so, the amount of the insurance.

25. ELECTION OF THE BOARD

- (a) Each financial Bowls Full Member or Life Member of the Club present and eligible to vote may vote at the Annual General Meeting by voting for one (1) candidate for each vacant position on the Board
- (b) Ballot papers must be prepared containing the names of candidates in alphabetical order
- (c) Should insufficient nominations be received, the Board may appoint an eligible and suitable member of the Club to a vacant position until the following Annual General Meeting.

26. FUNCTIONS OF THE BOARD

- (a) Subject to these Rules or a resolution of the members of the Club carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Club.
- (b) Any powers of the Club specified in Clause 4 are limited to expenditure up to but not exceeding \$250,000 on any one project, with expenditure beyond \$250,000 required to be approved by a General Meeting of the Club.

27. RESIGNATION OF OFFICE BY A BOARD MEMBER

- (a) A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect at –
 - a the time the notice is received by the Secretary; or
 - b if a later time is stated in the notice – the later time.

28. REMOVAL OF A BOARD MEMBER FROM OFFICE

- (a) A member of the Board may be removed from office by Ordinary Resolution at a general meeting of Bowls Full Members and Life Members present and eligible to vote.
- (b) Before a vote of members is taken about removing a Board member from office, such member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (c) There is no right of appeal under this Rule.

29. VACATION OF OFFICE BY A BOARD MEMBER

A member shall immediately vacate the office of a Board member in the circumstances mentioned in Section 64.2 of the Act, eg. if the member becomes bankrupt; or is convicted of an indictable offence.

30. VACANCIES ON THE BOARD

- (a) If a casual vacancy occurs on the Board, the continuing members of the Board may appoint another eligible member of the Club to fill the vacancy until the next annual general meeting.
- (b) The continuing members of the Board may act despite a casual vacancy on the Board.
- (c) However, if the number of Board members is less than the number fixed under these Rules as a quorum of Board members the continuing members may act only to –
 - a increase the number of Board members to the number require for a quorum; or
 - b call a general meeting of the Club

31. MEETINGS OF THE BOARD

- (a) The Board may meet and conduct its proceedings as it considers appropriate.
- (b) The Board must meet at least once every month to exercise its functions.
- (c) The Board must decide how a meeting is to be called.
- (d) The Secretary must give at least 7 days' notice in writing of the meeting to Board members.
- (e) The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (f) A Board member who participates in the meeting as mentioned in sub-rule 31(e) is taken to be present at the meeting.
- (g) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the status quo remains.
- (h) A member of the Board must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract; or if there is any conflict of interest in any matter under discussion. If the member does vote, his/her vote must not be counted.

- (i) If there is any dispute as to whether a conflict exists and whether a person has a right to vote on a question as set out in sub-clause (h) above, the matter shall be determined by the Chairman whose view is final.
- (j) The Chairperson is to preside at a Board meeting.
- (k) If there is no Chairperson or if the Chairperson is not present within ten (10) minutes fixed for the Board meeting, the members may choose one of their number to preside as Chairperson at the meeting.

32. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING

- (a) At a Board meeting, more than 50% of the members elected to the Board at the close of the last general meeting, or appointed in accordance with these Rules, forms a quorum.
- (b) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.
- (c) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than at the request of members of the Board –
 - a the meeting is to be adjourned for a least a day; and
 - b the members of the Board who are present are to decide the day, time and place of the adjourned meeting
- (d) If, at an adjourned meeting mentioned in sub-rule 32(c) there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

33. SPECIAL MEETING OF THE BOARD

- (a) If the Secretary receives a written request signed by at least 33% of the members of the Board, the Secretary must call a special meeting of the Board by giving each member a notice of the meeting within 14 days after the request is received.
- (b) If the Secretary is unable to call a special meeting, the Chairperson must call the meeting.
- (c) A request for a special meeting must state –
 - a why the special meeting is called
 - b the business to be conducted at the meeting

- (d) A notice of a special meeting must state –
 - a the day, time and place of the meeting; and
 - b the business to be conducted at the meeting A special meeting of the Board must be held within fourteen (14) days after the notice of meeting is given to the members of the Board.

34. MINUTES OF BOARD MEETINGS

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered into an official record.
- (b) Access to these records shall be limited to financial Bowls Full Member and Life Members of the Club.
- (c) To ensure the accuracy of the minutes, the minutes of each Board meeting must be verified by the Chairperson of the meeting, or the Chairperson of the next Board meeting.
- (d) Prior to providing access to records as set out in clause 34(b), the Board may redact content which is confidential or commercial in confidence.

35. RESOLUTIONS OF THE BOARD WITHOUT A MEETING

- (a) A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (b) A resolution mentioned in sub-rule 35(a) may consist of several documents in like form each signed by one (1) or more members of the Board.
- (c) If such resolution is to be passed all members of the Board must agree, or a meeting must be held.

36. APPOINTMENT and MEETINGS OF SUB-COMMITTEES

- (a) The Board may appoint sub-committees, consisting of members of the Club who are considered appropriate by the Board, to help with the Club's operations.
- (b) An officer -bearer of another Bowls Club is not eligible for appointment to a sub-Committee.
- (c) A sub-committee shall elect a Chairperson. In the event of this not being done within 14 days of appointment of the sub-committee, the Board may appoint a Chairperson.

- (d) If the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chairperson of the meeting.
- (e) A sub-committee may meet and adjourn as it considers appropriate
- (f) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the status quo remains.
- (g) Sub-Committees must report to the Board monthly, or as required by the Board.
- (h) The authority of a sub-committee to make a decision shall be strictly in accordance with the delegation of authority given in writing by the Board.

37. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (a) An act performed by the Board, a sub-committee or a person acting as a member of the Board is taken to have been validly performed.
- (b) Sub-rule 37(a) applies even if the act was performed when –
 - a there is a defect in the appointment of a member of the Board sub- committee or a person acting as a member of the Board; or
 - b a Board member, sub-committee member or a person acting as a member of the Board was disqualified from being a member

38. INDEMNITY

- (a) In the event of any proceedings being taken against a member or members of the Board or members of any Committee in respect of any matter, or thing done by them in the proper performance of their duties or by the direction or with the authority of the Club, the Club shall indemnify such member or members of the Board so proceeded against in respect of their costs of damages and other sum which they may be compelled to pay in the course of or as a result of such proceedings. All members on the Board of Management of the Club, respective Committee members, coaches and umpires, are to be specifically nominated for an appropriate indemnity insurance policy under this rule.
- (b) The Board of Management may to the fullest extent permitted by law:
 - a Purchase and maintain insurance; or
 - b Pay or agree to pay a premium of insurance for any persons to whom this rule applies against all liability incurred by the person for negligence and/or for reasonable costs and expenses incurred in defending claims or proceedings, whether civil or criminal whatever their outcome.

- (c) Nothing shall prevent the Club making “without prejudice” ex gratia payments as considered appropriate when an employee, volunteer, committee, subcommittee or member has suffered a loss.

39. FINANCIAL YEAR

The end of the Club’s financial year is the 30 JUNE in each year.

40. SUBSCRIPTIONS and FEES

Annual Subscriptions:

- (a) A nomination fee and annual subscription fee shall be payable by all Bowls Full Members and Junior Members in accordance with this Constitution.
- (b) The annual subscription fee for Bowls Full Members and Junior Members shall include BA, BQ and District Association affiliation fees
- (c) The annual subscription shall be due and payable by the first day of the commencement of a new calendar year and shall apply for that calendar year.
- (d) Any person granted Bowls Full Membership subsequent to the commencement of the bowling year, shall pay pro-rata subscription fees which will include BA, BQ and DBA affiliation fees (if applicable), from the date of their acceptance as a member.
- (e) If any member fails to pay their annual subscription within 1 month of the due date, they shall cease to be a member.
- (f) Any person unable to pay their annual subscription by the due date may make a request to the Board for an extension of time. However, until full payment of fees is made, Rules pertaining to un-financial members will apply.

41. UNFINANCIAL MEMBERS

A member who becomes unfinancial shall be deprived of all privileges of membership of the Club, including –

- (a) the right to hold office
- (b) the right to attend any meetings of the Board or any general meeting of the Club
- (c) the right to speak or vote on any issue relevant to the Club
- (d) the right to play bowls in Club controlled events or social play
- (e) all privileges shall be restored to an un-financial member upon payment of subscriptions and fees to the Club

42. FUNDS and ACCOUNTS

- (a) The funds of the Club must be kept in an account in the name of the Club and in a financial institution decided by the Board
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) All payments of \$500 or more must be made by Corporate Credit Card, cheque or electronic funds transfer. A cheque must be signed by any two (2) of the following –
 - a Chairperson
 - b Deputy Chairperson
 - c the Finance Director
 - d Secretary Manager
 - e Any one (1) of three (3) other members of the Board who have been authorised by the Board to sign cheques issued by the Club
- (e) For practical purposes the Board is authorised to allow nominated staff members to sign Gaming Machine, TAB and Keno cheques as a supplementary signatory.
- (f) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed “not negotiable”.
- (g) A petty cash account must be kept. The Board shall decide on the amount kept in the account.
- (h) All expenditure must be approved and ratified at a Board meeting.

43. GENERAL FINANCIAL MATTERS

- (a) On behalf of the Board, the Finance Director must, as soon as practicable after the end date of each financial year, ensure a financial statement for the Club’s last reportable financial year is prepared.
- (b) The Board shall cause the annual financial statement to be audited by the auditor as appointed by the members at a general meeting.
- (c) The income and property of the Club must be used solely in promoting the Club’s objects and exercising the Club’s powers.
- (d) The Board may at any time, by resolution at a general meeting of the Club, strike a Special Levy on all Bowls Full Members and Life Members. Such levy shall be payable only if it has been passed by 75% of the members present and entitled to vote at the general meeting.

44. DOCUMENTS

The Board of Management must ensure the safe custody of books, documents, instruments of title, electronic and intellectual property, and securities of the Club.

45. DISSOLUTION

The Club may, subject to the provisions of the Associations Incorporation Act 1981 be dissolved by resolution of the members at a Special General Meeting. The meeting may be convened by a notice delivered or posted to every financial Bowls Full Member and Life Member 28 clear days before the date of the Special General Meeting. The resolution proposed in connection with the voluntary dissolution shall not be deemed to have been carried unless passed by 75% of those financial members present and entitled to vote at the Special General Meeting.

46. DISTRIBUTION OF SURPLUS ASSETS

- (a) This rule applies if the Club is –
 - a wound-up under part 10 of the Act;
 - b has surplus assets
- (b) The surplus assets must not be distributed among members of the Club.
- (c) The surplus assets must be given to another entity –
 - a having objects similar to the Club’s assets; and
 - b the rules of which prohibit the distribution of the entity’s income and assets to its members
- (d) In this rule - surplus assets - see Section 92 (3) of the Act.

47. AFFILIATION

The Club must –

- (a) affiliate with Bowls Queensland and accept and abide by the rules and by- laws insofar as they apply to the sport of bowls
- (b) be a member of the District Bowls Associations and accept and abide by the rules and by-laws of the District Bowls Associations insofar as they apply to the sport of bowls
- (c) renew its affiliation with Bowls Queensland each year in accordance with the Constitution of Bowls Queensland and forward the annual affiliation fees direct to Bowls Queensland
Bowls Queensland will notify the District Associations of payment

- (d) renew its membership with the District Associations each year in accordance with the Rules of the District Associations and pay annual subscription fees to the District Associations
- (e) elect delegate(s) to the District Associations in accordance with the Rules and By-Laws of the District Associations and Bowls Queensland
- (f) provide advice to Bowls Queensland and to the District Associations within fourteen (14) days of any event which would affect the status of the Club's affiliation with Bowls Queensland, the legal status of the Club, and/or any changes or amendments to the club's constitution
- (g) not make, amend or repeal a Rule or By-Law in relation to the playing of the game of bowls that conflicts with the Rules and By-Laws of Bowls Australia Inc., Bowls Queensland or the District Bowls Associations

48. ALTERATION OF CONSTITUTION

Subject to the provisions of the Associations Incorporation Act 1981, or all other relevant Acts, these Clauses may be amended, rescinded or added to from time to time by a special resolution carried by three quarters (75%) of voting members at any General Meeting, however an amendment, repeal or addition is valid only if registered by the chief executive of the Office of Fair Trading.

49. INTERPRETATION OF RULES

The Board has the authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

50. ALTERATIONS TO BY-LAWS

- (a) The Board may, in consultation with the Combined Bowls Committee, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (b) Any changes to the By-Laws by the Board shall be displayed on the Club notice boards and the Club website no later than seven (7) days following the change.
- (c) A change to by-laws by the Board may be set aside by a vote of members at a general meeting of the Club.

51. POLICIES

The Board may develop, rescind and enact Policies not in conflict with the Mooloolaba Bowls Club Inc. Constitution and By-Laws.

52. THE COMMON SEAL

- (a) The Board must ensure that the Club has a Common Seal.
- (b) The Common Seal must be –
 - a kept securely by the Board; and
 - b used only under the authority of the Board
- (c) Each instrument to which the Seal is attached must be signed by a member of the Board and countersigned by the Secretary Manager, another member of the Board, someone authorised by the Board.

53. ACTIVITIES MUST BE LAWFUL

The Club must comply with all lawful requirements of the Commonwealth, State and Local Governments and Statutory Authorities which have jurisdiction over the activities of the Club.

54. GREEN FEES

All Green Fees will be set by the Board