

Date: 3 May 2016

**BOWLS ACT INCORPORATED**

**(Association No. A04031)**

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# **CONSTITUTION**

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## **PART I – PURPOSES, POWERS AND INTERPRETATION**

### **1. NAME**

The name of the incorporated association is Bowls ACT Incorporated.

### **2. PURPOSES OF ASSOCIATION**

The Association is the peak body for the administration of Bowls in the ACT and surrounding areas. The purposes for which the Association is established and maintained are to:

- (a) create a uniform entity through and by which Bowls in the ACT can be encouraged, conducted, promoted and administered and to be the governing body of Bowls in the ACT.
- (b) promote and encourage Bowls within the ACT and the conduct of competition as an affiliated member of Bowls Australia;
- (c) adopt and accept the playing rules of World Bowls and abide by the interpretation of such rules as determined from time to time by the Association;
- (d) act for its Members in all matters pertaining to Bowls;
- (e) control, manage and conduct Bowls competitions at a state level;
- (f) select and manage Bowls teams to represent the ACT in national competitions inside and outside the ACT
- (g) encourage, conduct, promote, and administer Bowls throughout the ACT, through and by the Members for the mutual and collective benefit of the Members and Bowls;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Bowls, its standards, quality and reputation for the collective and mutual benefit of the Members and Bowls;
- (i) operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these purposes;
- (j) at all times to act on behalf of, and in the interests of, the Members and Bowls;
- (k) promote the economic and sporting success, strength and stability of the Association and the Members and to act interdependently with each Member in pursuit of these purposes;
- (l) affiliate and otherwise liaise with Bowls Australia and such other bodies as may be desirable, in the pursuit of these purposes;

- (m) apply the property and capacity of the Association towards the fulfilment and achievement of these purposes;
- (n) use and protect the Association's Intellectual Property;
- (o) strive for and maintain government, commercial and public recognition of the Association as the authority for Bowls in the ACT.
- (p) 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 rules of the game and coaching standards;
- (q) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association;
- (r) further develop the Association and Bowls into an organised institution and having regard to these purposes and in conjunction with the Members, foster, regulate, organise, conduct and manage Bowls tournaments, competitions, events, displays and other activities;
- (s) promote the health and safety of athletes, officials and other individuals participating in Bowls in any capacity;
- (t) act as final arbiter on all matters pertaining to the conduct of Bowls in the ACT, including disciplinary matters;
- (u) establish and conduct education and training programs for players, coaches, umpires and officials in the implementation and interpretation of Bowls rules and standards;
- (v) formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Bowls;
- (w) represent the interests of the Members and of Bowls generally in any appropriate forum;
- (x) have regard to the public interest in its operation;
- (y) encourage and promote performance-enhancing drug free competition;
- (z) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Bowls in any capacity to obtain awards or public recognition; and

- (aa) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### **3. INTERPRETATION AND DEFINITIONS**

#### **3.1 Definitions**

In this Constitution, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1991 (ACT)*.

“Affiliated Member” means a natural person recognized by the Association as a Member under **rule 5.4** or otherwise under this Constitution.

“Annual General Meeting” means a meeting of Members convened in accordance with **rule 10**.

“Annual Subscriptions” means the annual fees payable by each category of Member as determined by the Board under **rule 6**.

“Appointed Director” means a Director appointed under **rule 16.4**.

“Association” means Bowls ACT Incorporated.

“By-Laws” means any By-Laws made by the Board under **rule 33**.

“Board” means the body consisting of the Directors under **rule 16.2**.

"Bowls" means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by the Association from time to time.

“Bowls Australia” means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successor.

“Executive Officer” means the Executive Officer of the Association appointed by the Board in accordance with **rule 22.3**.

“Club” means a Bowls club recognized by the Association as a Member under **rule 5.3** or otherwise under this Constitution.

“Committee” means any committee of the Board created under **rule 22.4** from time to time and it includes any Standing Committees.

“Constitution” means this constitution of the Association as amended from time to time.

“Deputy President” means the deputy president of the Association appointed in accordance with **rule 16.2(b)** from time to time.

“Director” means a member of the Board and includes an Elected Director and an Appointed Director.

“Elected Director” means a Director elected under **rule 17**.

"Finance Director" means the Director appointed by the Elected Directors under **rule 16.2(a)(ii)**.

“Financial Year” means the year ending on 31 December.

“General Meeting” means an Annual General Meeting together with any meeting of Members convened in accordance with **rules 10 & 11**.

“Intellectual Property” means all rights subsisting in copyright, trade names, trade- marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or not) relating to the Association or activity conducted, promoted or administered by the Association.

“Life Member” means an individual elected as such under **rule 5.5**.

“Member” means any Club, Affiliated Member or such other person recognized as a Member by the Board under **rule 5** from time to time.

“Nominee” means a representative of a Club (or in their absence a nominee of that representative who must also be a member of the same Club as the Nominee).

The Nominee (or their replacement) is the only person who may represent the Club at General Meetings.

“President” means the president of the Association appointed in accordance with **rule 16.2(b)** from time to time.

“Register” means the register of Members kept in accordance with **rule 7**.

“Special Resolution” has the same meaning as the Act.

“World Bowls” means World Bowls Limited, the international governing body for Bowls, or its successors.

### **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 a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (c) 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 or the performance of the duty;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender include the other gender;
- (f) headings are for convenience only and shall not be used for interpretation;
- (g) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (h) references to persons include natural persons, corporations and bodies politic;



- (i) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (j) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (k) expression referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **3.3 Enforceability**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

### **4. REGISTERED ADDRESS**

The registered address of the Association shall be at such place as determined by the Board from time to time.

## PART II – MEMBERSHIP

### 5. MEMBERSHIP OF ASSOCIATION

#### 5.1 Minimum number of Members

The Association must have at least five voting Members.

#### 5.2 Categories of Member

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

- (a) Clubs, which shall be represented at General Meetings by two Nominees, one male and one female, if possible. Each Nominee shall (subject to this Constitution and **rule 14.1** in particular) have the right to be present, to debate and to vote at General Meetings;
- (b) Affiliated Members, who shall have the right to be present and to debate at General Meetings, but do not have voting rights at General Meetings;
- (c) Life Members, who shall have the right to be present and to debate at General Meetings, but do not have voting rights at General Meetings; and
- (d) such other category or categories of members as determined by the Board from time to time.

#### 5.3 Application for Membership – Clubs

- (a) To be eligible for membership as a Club, the applicant Bowls club must be incorporated or in the process of incorporation (which process shall be complete within twelve months of applying for membership under this Constitution) and meet any other criteria set by the Board from time to time. Subject to this Constitution or any procedures set by the Board from time to time, an application for membership by a Club must be:
  - (i) completed on the form prescribed by the Board from time to time;
  - (ii) accompanied by the appropriate fee or fees, if any; and
  - (iii) lodged with the Executive Officer.
- (b) As soon as is practicable after the receipt of an application under **rule 5.3 (a)** the Executive Officer shall refer the application to the Board.
- (c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- (d) If the Board approves the application for membership, the Executive Officer shall, as soon as practicable, notify the applicant in writing that it is approved. If approved, membership shall commence on entry into the Register.

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

#### **5.4 Application for Membership – Affiliated Member**

- (a) To be eligible for membership as an Affiliated Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Affiliated Member, having been processed by Individual Clubs, must be:
  - (i) completed on the form prescribed by the Board from time to time;
  - (ii) accompanied by the appropriate fee or fees, if any; and
  - (iii) lodged with the Executive Officer.

If a person satisfies the criteria set by this rule, **rule 5.4**, they shall be deemed an Affiliated Member, subject always to this Constitution and in particular sub-rules (c) and (d) below.

- (c) The Executive Officer may, in their discretion, refer any application for membership as an Affiliated Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.
- (d) If the Board does not approve an application for membership, the Executive Officer shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

#### **5.5 Life Members**

Life Members shall be determined by the Board. The Board may grant a person life membership in recognition of services rendered to the Association. Nominations for Life Membership should be lodged with the Executive Officer.

#### **5.6 Nominees of Clubs**

- (a) Each Club shall advise the Executive Officer prior to an Annual General Meeting who its Nominees will be for the succeeding year. If a Club fails to provide notification to the Executive Officer, the president and secretary of the Club shall be deemed to be the Delegates.
- (b) If a Club has failed to notify the Executive Officer of a Nominee(s) prior to the Annual General Meeting, it may notify the Executive Officer prior to

any General Meeting who their Nominee(s) will be for that General Meeting.

- (c) If a Nominee is unable to attend a General Meeting, the Club may notify the Executive Officer in writing not less than 48 hours before that General Meeting of an alternate Nominee. Such notification is valid for that General Meeting only.
- (d) If a Nominee is unable to attend a General Meeting and is unable to provide the Executive Officer with notice at least 48 hours prior to the General Meeting, **rule 5.6(c)**, the Club cannot appoint an alternate Nominee. Any vote that such Nominee would have been entitled to cast may be cast by the other appointed Nominee from the Club.
- (e) The Executive Officer shall record any change in Nominee in the Register.
- (f) Each Nominee shall comply with the directions given by a resolution of the Club appointing that Nominee, including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

## **5.7 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 By-Laws;
  - (ii) they shall comply with and observe this Constitution and the By-Laws;
  - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
  - (iv) this Constitution and By-Laws are necessary and reasonable for promoting the purposes of the Association; and
  - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Association and subject to this Constitution:
  - (i) Express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution.
  - (ii) make proposals or submissions to the Board;

- (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
  - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association
- (i) Is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise

### **5.8 Renewal of membership**

- (a) A Club is not required to reapply for membership each Financial Year. Clubs shall, subject to this Constitution, remain Members provided all monies due and payable to the Association from Affiliated Members has been paid. If Clubs do not pay monies within sixty days of the due date, subject to the Board's discretion, all of that Club's rights under this Constitution shall be immediately suspended until such time as all monies are fully paid.
- (b) Affiliated Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

## **6. SUBSCRIPTIONS AND FEES**

The Annual Subscriptions and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

## **7. REGISTERS**

### **7.1 Executive Officer to Keep Register of Members**

The Executive Officer shall keep and maintain a Register of Members.

### **7.2 Inspection of Register**

Inspection of the Register will only be available as required by the Act and in accordance with **rule 32.7**.

### **7.3 Register to be kept by Clubs**

Clubs shall maintain, in a form acceptable to the Association and with such details as are required by the Board, a register of all members of the Club (including, but not limited to, those who are Affiliated Members of the Association). Such register shall be

available for inspection (including copying) by the Executive Officer (or his/her nominee), upon reasonable request.

## **8. RESIGNATION OF MEMBERS**

### **8.1 Notice of Resignation**

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty days' notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **8.2 Expiration of Notice Period**

Upon the expiration of a notice given under **rule 8.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **8.3 Resignation by failure to pay subscription**

- (a) A Member is taken to resign their membership of the Association if:
  - (i) the Member's annual subscription is outstanding more than three months after the commencement of the Financial Year; or
  - (ii) If no annual subscription is payable:
    - (A) the secretary has made a written request to the Member to confirm that they wish to remain a Member; and
    - (B) the Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the sole discretion to restore the Membership upon payment of the amount due (if any) and any penalty, if any.

### **8.4 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property.

## **9. EXPULSION, SUSPENSION OR FINING OF MEMBERS**

### **9.1 Board Resolution**

- (a) Subject to this Constitution, the Board may by resolution:
  - (i) expel a Member from the Association; or

- (ii) suspend a Member from membership of the Association for a specified period; or
  - (iii) fine a Member;
  - (iv) impose such other penalty, action or educative process as it sees fit,
- (b) if the Board considers that the Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws;
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association, or another Member; or
  - (iii) brought the Association, Bowls or another Member into disrepute.

Such grounds do not constitute a grievance, and **rule 23** does not apply.

## **9.2 Notice of Alleged Breach**

Where the Board considers that a Member may have satisfied one or more of the grounds in **rule 9.1 (a)** or **9.1(b)** the Executive Officer shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen and not later than twenty eight days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he, she or it may do one or more of the following:
  - (i) attend that meeting;
  - (ii) give the Association, before the date of that meeting a written statement regarding the alleged breach.

## **9.3 Determination of Board**

At a meeting of the Board held in accordance with **rule 20.1** the Board shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

**9.4 No Appeal**

There shall be no appeal from a decision of the Board under this **rule 9**.



## **PART III- GENERAL MEETINGS**

### **10. ANNUAL GENERAL MEETING**

#### **10.1 Annual General Meeting to be Held**

The Association shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

#### **10.2 Business**

The Annual General Meeting will transact any business required by the Act, determined by the Board and Executive Officer and any other business of which notice is given in accordance with this Constitution.

#### **10.3 Additional Meetings**

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

### **11. GENERAL MEETINGS**

#### **11.1 General Meetings May be Held**

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

#### **11.2 Request for General Meetings**

The Board shall on a request in writing from not less than 6 Clubs (where both Nominees from such Clubs have signed the request), convene a General Meeting. The Board may also request a General Meeting.

- (a) the request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Nominees making the request and be sent to the Executive Officer and may consist of several documents in a like form, each signed by one or more of the Nominees making the requisition.
- (b) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (c) A 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 Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **12. NOTICE OF MEETINGS**

### **12.1 Notice to be Given for General Meetings**

The Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Club and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under **rule 31**.

### **12.2 Business of Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least thirty days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The Chairperson shall determine whether a motion is a motion having a similar effect.

## **13. PROCEEDINGS AT MEETINGS**

### **13.1 Quorum**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) 25% of registered Nominees personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than four (4)) shall be a quorum.

### **13.2 President to Chair**

The President shall chair each General Meeting of the Association. If the President is absent from a General Meeting or is unwilling to act, the Deputy President shall Chair the General Meeting or if they are absent or unwilling to act then the Directors present shall elect one of their number to preside as chairperson at the meeting.

### **13.3 Chairperson May Adjourn Meeting**

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **14. VOTING AT GENERAL MEETINGS**

### **14.1 Voting Rights**

Subject to any other provision of this Constitution, at all General Meetings:

- (a) the only persons entitled to vote are the Nominees; and
- (b) a Member Club having both men and women members is entitled to two nominees who may attend and vote at general meetings. Otherwise, a member club is entitled to one nominee who may attend and vote at general meetings.

### **14.2 Voting Procedure**

- (a) Subject to **rule 14.1**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) If both Club's Nominees are unable to attend a General Meeting, the Club will forfeit its vote.
- (c) Subject to **rule 14.4**, all questions arising at a General Meeting shall be determined on a show of hands.
- (d) 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.
- (e) (A Nominee 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 Officer, been paid by the Nominees Club.

### **14.3 Recording of Determinations**

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **14.4 Poll at General Meetings**

- (a) If at a meeting a poll on any question is demanded by six (6) Nominees, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

### **14.5 Postal Voting**

Postal voting is not permitted.

## **15. MINUTES OF GENERAL MEETING**

- (a) The Board must ensure that minutes are taken and kept of each General Meeting of the Association.
- (b) The Minutes must record:
  - (i) the business considered at the General Meeting;
  - (ii) any resolution on which a vote is taken and the result of such vote; and
  - (iii) the names of persons present at the General Meeting.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
  - (ii) audited accounts or auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

## PART IV – BOARD

### 16. BOARD

#### 16.1 Powers of Board

- (a) The affairs of the Association shall be managed by the Board constituted under **rule 16.2**
- (b) Subject to this Constitution and the Act, the Board:
  - (iii) shall control and manage the business and affairs of the Association;
  - (iv) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
  - (v) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

#### 16.2 Composition of Board

- (a) The Board shall consist of:
  - (i) Six (6) Elected Directors, with at least two (2) male members and two (2) female members, who must all be Affiliated Members and who shall be elected in accordance with **rule 17**.
  - (ii) one (1) Appointed Director, being the Finance Director, who will be appointed by the Elected Directors for a term of two years, which shall commence immediately after Annual General Meeting until the conclusion of the second Annual General Meeting following their appointment; and
  - (iii) One (1) Appointed Director who may be appointed by the Elected Directors in accordance with **rule 16.4**.
- (b) The position of President and Deputy President:
  - (i) shall be appointed by the Board from amongst its number;
  - (ii) Must be filled by one male and one female Director. If there are insufficient available candidates to satisfy this requirement, these positions may be filled by persons of the same gender.
  - (iii) shall hold the positions of President and Deputy President for two years.

(A) A Director may be re-appointed as President and/or Deputy President.

(B) Elected Directors may be required to meet any qualifications set out in the By-Laws from time to time.

### **16.3 Term of Elected Directors**

- (a) Subject to **rule 16.32** each Elected Director, shall hold office until the second Annual General Meeting following the declaration of their election at an AGM, but is eligible for re-election. However, at the completion of the first year of the new Constitution, three elected Directors will, by ballot by the Board, stand down, but are eligible for re-election.
- (b) For each two year interval, three directors shall be elected, at least one (1) male and one (1) female Elected Director shall be elected in the first year and at least one (1) male and one (1) female Elected Directors shall be elected in the second year ensuring that at least two (2) Male and two (2) female directors constitutes the Board of Elected Directors.
- (c) No Director may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.

### **16.4 Appointed Directors**

- (a) In addition to the Finance Director, the Elected Directors may appoint up to one (1) Appointed Director.
- (b) An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Bowls. The Appointed Director does not need to be an Affiliated Member.
- (c) The Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of two years, which shall commence four weeks after the Annual General Meeting until four weeks after the conclusion of the second Annual General Meeting following their appointment.

### **16.5 Casual Vacancy**

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Affiliated Member to the vacant office so as to maintain gender requirement, and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

### **16.6 Duties of Board**

Solely for furthering the purposes of the Association, in addition to the duties imposed on the members of the Board imposed under the Act, the relevant duties set out in Sections 180 to 183 inclusive of the Corporations Act 2001 (cwth) shall apply.

#### **17. ELECTION OF ELECTED DIRECTORS**

- (a) The Executive Officer shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations as determined by the Board.
- (b) Candidates must:
  - (i) be aged 18 years or over;
  - (ii) reside in Australia; and
  - (iii) be an Affiliated Member.
- (c) Nominations of candidates for election as Elected Directors, shall be:
  - (i) made in writing on the form provided by the Association from time to time (if any), signed by two Affiliated Members and accompanied by the written consent of the nominee. The nominee must be an Affiliated Member and must provide details confirming that they meet any qualifications set out in the By-Laws from time to time under **rule 33**; and
  - (ii) delivered to the Executive Officer by the date specified on the call for nominations.
- (d) If:
  - (i) the number of nominations received for the Board from male and/or female candidates is equal to the number of vacancies to be filled for male and/or female candidates respectively; or
  - (ii) there are insufficient nominations from male and/or female candidates received to fill the respective vacancies on the Board.

then those nominated shall be declared elected at the Annual General Meeting by the returning officer. Any vacancies shall be treated as casual vacancies under **rule 16.5**.

- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted to determine the Elected Directors. Subject to **rule 16.2**, such ballot will be conducted in the manner determined by the Board, or as set out in the By-Laws, from time to time.
- (f) The Executive Officer (or nominee) shall act as returning officer together with an Affiliated Member nominated by the Board for the secret ballot. No person, other than the returning officers, shall be entitled to see any voting paper and the returning officers shall not disclose to any person the

way in which any person has voted. The decision of the returning officers on any matter relating to the elections is final and no appeal shall be made from that decision. For the avoidance of doubt, in the event of an equality of votes between two or more candidates, the returning officers will determine the result by drawing lots to determine the outcome.

## **18. VACANCY ON THE BOARD**

### **18.1 Grounds for Termination of Director**

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) is disqualified from office under Section 63 of the Act; or
- (b) in the case of an Elected Director, ceases to be an Affiliated Member;
- (c) resigns their office by notice in writing given to the Association;
- (d) is subject to any sanction by the Board except under **rule 9.1 (a)(iii) and (iv)**;
- (e) is directly or indirectly interested in any contract or proposed contract with the Association and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution; or
- (g) dies or 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;
- (h) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### **18.2 Removal of Director**

- (a) The Association in a General Meeting may by resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 18.2(a)** makes representations in writing to the Executive Officer or the President and requests that such representations be notified to the Members, the Executive Officer or the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.
- (c) The Director to whom a proposed resolution referred to in **rule 18.2 (a)** may attend the General Meeting for the purpose of addressing it and where permitted under this Constitution, may not vote on the resolution.



## **19. LEAVE OF ABSENCE**

The Board may, in its discretion, grant leave of absence to a Director for such period as it sees fit following consideration of an application submitted in writing to the Executive Officer or the President, provided:

- (a) if such period is one year or more, that Director is taken to have resigned their position, but in the case of an Elected Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have concluded; and
- (b) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

## **20. QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **20.1 Convening a Board Meeting**

The Board shall meet as required, but shall meet on at least six occasions in each year.

- (a) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days' written notice of the meeting of the Board shall be given to each Director.
- (b) Written notice of each Board meeting, specifying the time, date and place of the Board meeting and the general nature of the business to be transacted, shall be served on each Director by:
  - (i) delivering it to that Director personally;
  - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.
- (c) Notice may be given of more than one Board meeting at the same time.

### **20.2 Quorum**

- (a) Four (4) Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of

the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### **20.3 Procedures at Board Meetings**

- (a) At meetings of the Board:
  - (i) the President shall chair the meeting;
  - (ii) if the President is absent or unwilling to act, the Deputy President shall chair the meeting;
  - (iii) if the Deputy President is also absent or unwilling to act the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Director and Appointed Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the President nor chair may exercise a second or casting vote.
- (d) Voting by proxy is not permitted at a meeting of the Board.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
  - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is

not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

#### **20.4 Minutes of Board Meetings**

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) any interest declared under **rule 21**.
  - (iv) the names of Directors present
- (c) The minutes of Board meetings shall not be available for inspection or copying by Members.

### **21. DIRECTORS' INTEREST**

#### **21.1 Material Personal Interests**

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
  - (i) be present while the matter is being considered at the meeting; and
  - (ii) must not vote on the matter.
- (c) This **rule 21.1(b)** does not apply to a material personal interest that:
  - (i) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
  - (ii) that the Director has in common with all, or a substantial proportion of the Members.

- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this **rule 21.1(e)**.

## **21.2 Financial Interests**

A Director is disqualified from:

- (a) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
- (b) contracting with the Association either as vendor, purchaser or otherwise,

except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.

## **21.3 Disclosure of Interests**

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

## **21.4 General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 21.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

## **21.5 Recording Disclosures**

It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **rules 21.3 and 21.4**.

## **21.6 Conflicts**

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, then the vote shall not be counted.

## **22. DELEGATED POWERS AND DUTIES**

### **22.1 General Duties**

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Association complies with all requirements in the Act regarding financial statements.

### **22.2 Secretary**

- (a) The Executive Officer shall act as secretary of the Association and shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) If the Association does not have an Executive Officer, the Board will determine from time to time whether the President or another person acts as the Association's secretary under the Act.
- (c) The secretary must give the Registrar notice of his or her appointment within 14 days after the appointment.
- (d) If the position of secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

### **22.3 Executive Officer**

- (a) The Executive Officer shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit.
- (b) The Executive Officer shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (c) The Executive Officer shall have the right to be present and to debate at all Board and General Meetings of the Association and shall have no vote.
- (d) In accordance with **rule 22.2(a)**, the Executive Officer shall act as the Public Officer of the Association.

### **22.4 Committees**

- (a) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committee or committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee. When appointing personnel to committees, the Board must seek to ensure gender balance where possible.

- (b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By-Laws that may be prescribed by the Board.
- (c) The President and Deputy President or their nominee shall be ex-officio members of any committee so appointed.
- (d) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **rule 20**.
- (e) Within (7) seven days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Executive Officer.

## PART V - MISCELLANEOUS

### 23. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - (i) Member and another Member; or
  - (ii) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the 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 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - (B) in the case of a dispute between a Member and the Association, the matter will be referred to the Conflict Resolution Service or an equivalent independent body.
- (e) A Member can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.

- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **24. SOURCES OF FUNDS**

The funds of the Association shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

#### **25. MANAGEMENT OF FUNDS**

The Association must open accounts with a financial institution from which all expenditure of the Association is made and into which the Associations' revenue is deposited.

#### **26. APPLICATION OF INCOME**

- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution.
- (b) 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, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

#### **27. COMMON SEAL**

- (a) The Common Seal of the Association shall be kept in the custody of the Executive Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority, in writing, of the Board and the affixing of the Common Seal shall be attested by the signatures of (2) Two Directors or (1) One Director and the Executive Officer, or in such other manner approved by the Board from time to time.
- (c) A Director may not sign a document where the Director has an interest in the contract or arrangement to which to Document relates.

#### **28. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

#### **29. DISSOLUTION**

- (a) In the event of the Association being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable



in respect of the current Financial Year. No other amount shall be payable by the Member.

- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the ACT as may have or acquire jurisdiction in the matter.

### **30. INDEMNITY**

- (a) The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

### **31. SERVICE OF NOTICES**

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (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 the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing to the address shown on the register.

## **32. RECORDS AND ACCOUNTS**

### **32.1 Executive Officer to Keep Records**

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

### **32.2 Financial Records**

The Association must keep financial records that -

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

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

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Executive Officer.

### **32.4 Association to Retain Records**

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

### **32.5 Board to Submit Accounts**

The Board shall submit to the annual general meeting the accounts of the Association in accordance with the Act.

### **32.6 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, by two persons appointed in writing by the Board.

### **32.7 Inspection of Records**

- (a) Members may on request inspect free of charge -
  - (i) the minutes of General Meetings;
  - (ii) subject to **rule 32.3**, the financial records, books, securities and any other relevant document of the Association.
- (b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- (c) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to **rule**, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this rule the term 'relevant documents' means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
  - (i) its financial statements;
  - (ii) its financial records;
  - (iii) records and documents relating to transactions, dealings, business or property of the Association.

### **33. BY-LAWS**

- (a) The Board may make By-Laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such By-Laws shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such By-Laws shall be available for inspection in the Association premises.
- (b) Amendments, alterations, interpretation or other changes to By-Laws shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.

### **34. MEMBERS LIABILITY**

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to membership of the Association as required under **rule 6**.