

HAWTHORN BOWLING CLUB INC.

Registered Number 390P

CONSTITUTION

ADOPTED BY SPECIAL RESOLUTION 23 MAY 1999

**AMENDED BY SPECIAL GENERAL MEETING,
16 OCTOBER 2003**

**AMENDED BY ANNUAL GENERAL MEETING,
2 MAY 2009**

**AMENDED BY ANNUAL GENERAL MEETING,
7 MAY 2011**

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PART 1 - PRELIMINARY

1. NAME

1.1 The name of the club is Hawthorn Bowling Club Incorporated.

1.2 The name may only be changed in the way the Act permits.

2. OBJECTS

The club is established to:

2.1 promote the game of bowls.

2.2 conduct bowls competitions and tournaments.

2.3 participate in competitions and tournaments conducted by other clubs or bowls authorities.

2.4 provide facilities and amenities suitable for the enjoyment of bowls and incidental activities.

2.5 encourage a spirit of friendliness, cooperation and fair play in the conduct of the game of bowls.

3. POWERS

The club has power to:

- acquire, hold, deal with and dispose of any real or personal property;
- administer any property on trust;
- open and operate bank accounts;
- invest its money;
- borrow money, with or without security;
- give security for the discharge of liabilities incurred by the club;
- support and subscribe to any association or authority associated with the game of bowls;
- affiliate, amalgamate, cooperate and enter into reciprocal arrangements with any other club, association or authority having objects similar to this club;
- appoint officers and employees on terms and conditions decided by the board; and exercise such other powers as are reasonably necessary for, in connection with or incidental to the performance, exercise or discharge of its functions or objects.

4. INTERPRETATION

4.1 Definitions

In this constitution, some words have defined meanings as set out below, which are to be used unless the context clearly requires some other meaning.

Act	Associations Incorporation Act 1985
Board	the Board of Management of the club
Bowls Australia	Bowls Australia Inc (ARBN 076 229 699), the peak body for the sport of lawn bowls in Australia.
Bowls Authority	any State, National or International authority for the purposes of the laws of the game of bowls and the Bowls Australia or Bowls SA constitutions.
Bowls SA	Bowls SA Inc, the peak body for the sport of lawn bowls in South Australia
Club	Hawthorn Bowling Club Incorporated.
Chairperson	The person presiding at a general meeting or meetings of the Board or any committee of the Club
Financial Year	the 12 month period ending on 31 March in each year, or such other period as the club decides by special resolution
Pennant day	any day on which pennant competitions are played under the auspices of Bowls SA Inc.
Registration fee	the fees levied by Bowls SA on a per capita basis for bowling members.
Rules	this constitution
Special Resolution	a resolution of the club in general meeting of which at least 21 days' notice has been given to all members and in favour of which there is a majority of at least 75% of the members present and voting.
Vice President	Either of the two vice presidents of the club from time to time.

4.2 Aids to interpretation

Unless the context requires otherwise:

- all words have their natural ordinary meaning
- references to one gender includes all genders
- words in the singular include the plural and vice versa
- references to legislation include regulations and by-laws made under the legislation and all amendments
- references to this constitution include any amendments and by-laws made from time to time.

PART II - MEMBERSHIP

5. MEMBERSHIP CATEGORIES

The club has both bowling and non-bowling categories of membership. With respect to bowling members they will comprise such classes of membership as conform with the registration requirements of Bowls SA; and with respect to non-bowling members and visiting interstate and/or overseas bowlers they will comprise such classes of membership as the club from time to time considers appropriate.

5.1 Bowling members

Bowling Members are those who have been registered with Bowls SA and have paid a registration fee appropriate to their particular category. Upon registration they are entitled to participate in Bowls Authorities' competitions and events for which they are qualified and eligible. They comprise:

- **full members**, who pay the full member's annual subscription and registration fee, and are eligible to represent the club in pennant matches and all club events; and open and invitation tournaments of other clubs.
- **life members**, who have given special service to the club and have, on the recommendation of the Board, been elected to the position by special resolution, are not required to pay an annual subscription but are required to pay the registration fee, and otherwise have all the privileges and responsibilities of full members.
- **Junior / Student members, must be:**
 - either under the age of 18 at the start of the financial year, or full time students under the age of 21 years at that date : or
 - otherwise qualify as a junior or student under Bowls SA rules.

Junior/student members have the same privileges as full members.

- **Associate / Social Bowler members**, who are not registered with Bowls SA as a Full Member, or Junior/Student member, and pay the Bowls SA registration fee for their category and a reduced club subscription, are not eligible to vote at general meetings of the club nor to compete in Bowls SA or Bowls Australia events, club championship events or events of other clubs, but are eligible to play pennants after all available full members and life members have been selected, and otherwise have the same privileges and responsibilities as full members.
- **Night Owls**, who are considered to be Restricted Players by Bowls SA and pay a different form of subscription. As restricted players they are limited to night owls competitions or other casual events as the Club specifically designates for Restricted Players or appropriately designated events of other clubs. They must not be selected for pennant teams except in accordance with Bowls SA requirements and upon payment of such administration or other fee as Bowls SA may require. They are also subject to the same restrictions as social bowler members.

5.2 Non-bowling members

Non-bowling members are not entitled to participate in Bowls Authorities' events, nor to be selected to play pennants for the club, nor to play in internal club tournaments. They comprise:

- **social members**, who may use the facilities of the club, and enjoy other privileges decided by the Board from time to time,
- **affiliated members**, who are full members of another bowling club and may use the facilities of the club subject to the same restrictions as social members.

5.3 Honorary members

Honorary members are persons visiting the club who are members of a club affiliated with a bowls authority and who are sponsored by a full or life member of the club, with the approval of the Chairman. They are entitled to all the privileges of social membership for the duration of their visit.

5.4 Temporary members

Temporary members are members of another club affiliated with a bowls authority who are visiting the club on any day for the purpose of playing bowls and whose name and bowling club are recorded on pennant score cards. Such visitors become temporary members of the club for that day only.

5.5 Indoor bowlers

Indoor bowlers are members who participate in the competitions run by the club for the South Australian Indoor Bias Bowls Association Inc, who are not required to be registered with Bowls SA.

6. BECOMING A MEMBER

6.1 Application

An applicant for membership (other than honorary or temporary membership) must complete and sign a form of application approved by the Board.

6.2 Form

The application form must:

- contain particulars of the applicant, including name, address, date of birth, telephone number(s) and details of any other club of which the applicant is or has been a member;
- be signed by a proposer and seconder, both of whom are full or life members of the club; and
- be lodged with the Secretary.

By signing the application form the applicant undertakes to be bound by this constitution, a copy of which will be made available to the applicant for reading and copying.

6.3 Approval procedures

- The Secretary will post the application form on the club noticeboard for at least 7 days and provide a copy to the Board for consideration at the next Board meeting.
- The application must be approved by both the Board and the relevant Bowls Committee, and the applicant must pay the required subscription before the

applicant becomes a member and is eligible to enjoy the privileges of membership.

- (c) The applicant will be notified whether the application has been approved or rejected and, if approved, of the required subscription and joining fee (if any). The Board may adjust the subscription required to be paid by the applicant for the first financial year taking into account the time of the year and any other relevant matters.
- (d) The Board is not required to give any reasons for the approval or rejection of an application.

6.4 Change of category

These rules apply equally to a member seeking to change from one membership category to another.

7. CONTINUING MEMBERSHIP

7.1 Members' obligations

Each member must:

- a) pay the annual subscriptions and any relevant capitation fee when due;
- b) use every endeavour to attend annual general meetings and to participate in club activities and events;
- c) be responsible in dealings with other members and club property;
- d) comply with the directions and resolutions of the Board.
- e) comply with laws of the game of bowls and with the directions of any relevant Bowls Authority;
- f) inform the Secretary in writing of any change of address or telephone number and of any change in membership qualification or status;
- g) make good any damage suffered by the club or its officers because of a breach of the constitution or an unlawful act by the member.

7.2 Fees

- a) Subscription fees for each membership category will be determined each year at the Annual General Meeting.
- b) The Board may make by-laws about the time for payment of subscriptions and any conditions for a reduction in particular cases for a particular category of member.

7.3 Conduct

Members must conduct themselves appropriately when representing the club at any event and in all club activities. Members must not engage in undesirable conduct nor act in a way likely to bring discredit or censure upon the club or its management.

7.4 Leave of absence

The Board may grant leave of absence to a member who expects to be absent for an extended period but wishes to remain a member of the club. If approved, the member's obligation to pay the annual subscription will be suspended for a period that the Board considers reasonable of up to 5 years.

7.5 Discipline

- a) Each member is obliged to comply with this constitution and all club by-laws. Failure or refusal to do so makes a member liable to censure, suspension, or if sufficiently serious, expulsion.
- b) If the Board receives a complaint about a member's conduct, the member must have the opportunity to give an explanation and to make submissions before the Board makes any decision. The member must therefore be given at least 14 days notice of the meeting at which the Board proposes to consider the matter and particulars of the complaint.
- c) The Board may, if it finds the complaint proved, impose a penalty on the member. The penalty may be a censure, a fine or suspension, or a combination of those penalties, or expulsion.
- d) If the Board imposes a penalty, the member may appeal to a special general meeting called for the purpose.
 - The member's appeal must be given in writing to the Board Secretary within 14 days after being notified of the Board's decision;
 - The Board must thereupon convene a special general meeting in the same way as a meeting requisitioned under rule 9.
 - The only item on the agenda will be whether to revoke or vary the decision of the Board appealed from, and voting will be by a simple majority;
 - The meeting may:
 - revoke or confirm the appealed decision;
 - increase or reduce any penalty imposed, including fines and suspensions; or
 - impose different penalties.

The decision of the special general meeting is final and binding.

8. CEASING TO BE A MEMBER

8.1 Resignation

A member may resign from membership by notice to that effect in writing to the Board Secretary. Resignation does not affect any obligation the member has to the club for subscriptions or any other liability.

8.2 Forfeiture

If a member fails to pay the annual subscription within six (6) months of the start of the financial year and gives no sufficient explanation to the Board, the Board may declare

the membership forfeited. Forfeiture does not affect any obligation of the member for subscriptions or any other liability.

8.3 Expulsion

A member may be expelled for breach of the rules or for undesirable conduct. (see rule 7.5)

PART III - MEETINGS

9. GENERAL MEETINGS

9.1 Convening meetings

- a) The Annual General Meeting must be convened and held before 31 May each year.
- b) The Board may convene a general meeting of the club at any time, and must do so upon the request in writing of at least 15 members entitled to vote.
- c) Only members who have paid their membership fees and any other amounts due to the club by the due date are entitled to receive notice of a general meeting.

9.2 Notice of Meeting

- a) At least seven (7) days notice of general meetings must be given to members by posting the notice on the club noticeboard.
- b) The convenor of the meeting may (but is not obliged to) give separate individual notices to members in any of the ways authorised by this constitution.
- c) In the case of a meeting requisitioned by members, the period of notice given must be at least 14 days.

9.3 Agenda

The notice must specify the nature of the business to be transacted at the meeting including any notices of motion. In particular, at the Annual General Meeting the order of business will be:

- confirmation of the minutes of the previous Annual General Meeting and/or Special General Meetings (if any);
- presentation of the Board's Annual Report, including:
 - the President's Report
 - the financial statements
 - any other reports required by the Chairman
- election of officers
- appointment of auditor
- membership fees
- notices of motion
- general business

At other general meetings, the only business will be the matters specified in the notice of meeting, unless the chairman of the meeting decides otherwise.

9.4 Quorums

- a) The quorum for all general meetings of the club is one quarter of the members entitled to attend and vote.
- b) If a quorum is not present 15 minutes after the time appointed for the meeting:

- if it was convened on the requisition of members, it must be dissolved;
- in any case, those present may resolve to adjourn the meeting to another date and time at least 10 days later. At least 3 days notice of the adjourned meeting must be given to all members, and at that meeting those present will then form a quorum.

9.5 Voting

- Full members and Life members are the only members entitled to speak or to vote at general meetings and will each have one vote, whether on a show of hands or on a poll.
- Voting on the election of officers or the election of life members will be by ballot, unless the chairman of the meeting decides otherwise.
- A vote on any other matter will be by show of hands unless the chairman of the meeting decides otherwise or a ballot is demanded.
- A ballot may be demanded by members comprising at least 10% of the members present and entitled to vote.
- The chairman of the meeting may determine the way a ballot is taken.
- The chairman of the meeting has a deliberative vote, but no casting vote.
- Proxy or postal votes are not permitted at general meetings.

9.6 Resolutions

- A declaration by the chairman of the meeting that a resolution has been carried, or lost, or carried by a particular majority, and which is so recorded in the minutes of the meeting, is to be taken as conclusive evidence of the fact without further proof of the number or proportion of votes in favour or against the motion.
- Resolutions passed at general meetings bind all members, whether present at the meeting or not.

9.7 Adjournments

- The chairman of a general meeting may adjourn it and decide the place and time it is to resume.
- The only business to be discussed and decided at an adjourned general meeting is the business unfinished at the time of the adjournment.

9.8 Other Meetings

Any member or members may convene other meetings generally or of particular interest groups at any time. Such meetings are not general meetings. A member or group of members may make representations or recommendations to the Board, or a relevant committee established under Clause 12.2, on matters arising from such meetings.

PART IV - BOARD OF MANAGEMENT

10. BOARD OF MANAGEMENT

10.1 Powers

Subject to any resolution passed at a general meeting, the Board

- a) will control and manage the business and affairs of the club;
- b) may exercise all the powers of the club that are not required to be exercised by a general meeting;
- c) may appoint committees and delegate any powers to them;
- d) may make by-laws not inconsistent with these rules for the better management of the club;
- e) may interpret these rules and their application; and
- f) may determine any matter for which these rules make no provision.

10.2 Composition

The Board consists of at least 10 members, 7 of whom are elected each year at the Annual General Meeting, being:

- the President who may be male or female
- 2 Vice Presidents one of whom shall be male and the other female.
- the Secretary
- the Treasurer
- at least 2 but not more than 4 other members.

In addition the Bar Manager, Greens Manager and House Manager are appointed by the Board as ex officio members of the Board while they hold that position.

10.3 Holding office

Board members hold office until the conclusion of the next annual general meeting or until the office becomes vacant by reason of:

- death;
- ceasing to be a voting member of the club;
- resignation from the Board; or
- being removed from the Board by resolution.

10.4 Removal from office

A Board member may be removed from office for:

- mental or physical incapacity to carry out duties satisfactorily;

- neglect of duty;
- dishonourable conduct; or
- failing to attend three or more consecutive Board meetings without the Board's leave.

10.5 Casual vacancies

If the office of a Board member becomes vacant, for whatever reason, the Board will appoint another eligible club member to fill the vacancy and to hold office until the next annual general meeting.

10.6 Nominations

- Nominations for all positions on the Board must be in writing and given to the Secretary at least 14 days before the date of the Annual General Meeting.
- Retiring members are eligible for re-election.
- Candidates for election must be members who are entitled to vote at general meetings.
- A nomination may be withdrawn by the candidate at any time before the election takes place.

10.7 Elections

- If the number of candidates is not greater than the number of positions to be filled, then those candidates will be declared duly elected.
- If the number of candidates exceeds the number of positions to be filled, the election will be decided by ballot and the candidates receiving the greatest number of votes will be declared elected.
- If the number of candidates is less than the maximum number of positions to be filled, the shortfall will be considered casual vacancies and may be filled by nominations from the floor at the meeting or by the Board at a later time.
- If an election by ballot is required but the result cannot be determined because of an equality of votes, the election of the equal candidates will be decided by lot.
- A candidate is entitled to vote if an election is required.

11. BOARD MEETINGS

11.1 Frequency

The Board will meet on a regular basis, preferably monthly, but on at least 10 occasions each year.

11.2 Notice

At least 7 days notice of a meeting will ordinarily be given to each member of the Board by the secretary but a shorter period of notice may be given in cases of urgency.

11.3 Quorum

The quorum is one half of the number of Board members.

11.4 Chairman

The President will preside at all meetings at which he or she is present. In the absence of the president, the Board will select one of the two Vice Presidents to preside. If neither the President Nor a Vice President is present, the Board will select a member of the Board who is present to preside.

11.5 Voting

All issues for consideration by the Board will be decided by a simple majority. Each member of the Board has one vote and the person presiding has an additional casting vote in case of equality.

11.6 Minutes

The secretary will keep minutes of each meeting, which will be entered in books kept for that purpose and confirmed as a true record of proceedings at that meeting by the Board at its next meeting. Minutes so entered and confirmed are proof of the matters stated in them.

11.7 Attendance

Board members may attend meetings personally or by telephone or other form of audio or audio visual instantaneous communication. A resolution passed at such a meeting is as valid as if all the Board members were personally present.

11.8 Written resolutions

A document signed by all members of the Board containing a resolution has the authority and validity of a resolution passed by the Board at a meeting duly convened and held on the date on which it was signed by the last Board member.

11.9 Validity of acts

An act or proceeding of the Board is not invalid by reason only of a vacancy in its membership or any defect in the appointment or election of a member. Any such act or proceeding will be as valid and effective as if the member had been properly appointed or elected.

12. BOARD COMMITTEES

12.1 Committees

The Board may establish or abolish committees as standing committees or for particular purposes as thought appropriate from time to time to facilitate the efficient management of club affairs.

12.2 Composition

The standing committees and any other committee will comprise club members appointed by the Board. The Board will have regard to any recommendation made at a general meeting of either men or women members when making such appointments.

12.3 Powers

The Board may delegate any of its powers to its committees.

12.4 By-laws

(a) The Board may make by-laws for the guidance of its committees to regulate:

- their powers and responsibilities
- their administration
- reporting functions to the Board
- meeting procedures.

Any matter not provided for in the by-laws or in the resolution constituting a committee will be governed by this constitution, so that the provisions relating to the Board will equally apply to the committee, with such changes as are necessary in the circumstances.

(b) By-laws may be amended or revoked by resolution of the Board at any time.

(c) Members must be notified of the adoption, amendment or revocation of a by-law by posting on the noticeboard.

13. ADMINISTRATION

13.1 Secretary

The Secretary:

- has the duties delegated by the Board;
- must keep proper minutes of general meetings and Board meetings;
- must maintain a full register of members and membership records;
- must keep and maintain the seal register recording the use of the common seal;
- must retain control of the books, documents and securities of the club; and
- is the public officer of the club.

13.2 Treasurer

The club treasurer must:

- collect and receive all money due to the club;
- make all payments duly authorised by the Board;
- keep accurate records and accounts, including details of all receipts and expenditure connected with the club's activities;
- issue any certificates required by law in connection with the employment of staff or contractors; and
- be involved in the preparation of budgets for the club and any committee.

13.3 Bar Manager

The Board will appoint and may remove a bar manager who:

- will hold the position on such terms and conditions as the Board decides;
- is responsible for management of the club's bar facility including sales, purchases and bar staff;
- is also responsible for the club's compliance with applicable legislation, including the Liquor Licensing Act 1997.

13.4 Greens Manager

The Board will appoint and may remove a Greens Manager who will coordinate the work of the greenkeeper and report to the Board as and when required.

13.5 House Manager

The Board will appoint and may remove a House Manager, who will be responsible for all matters relating to the care and maintenance of the clubhouse and will report to the Board while they hold that position.

14. FINANCE

14.1 Banking

- (a) The Board will maintain appropriate bank accounts into which all monies of the club must be banked.
- (b) All cheques or withdrawals from the club's accounts must be:
 - signed by two members of the Board who have been designated by the Board as authorised signatories; and
 - approved or ratified by the Board.
- (c) The Board may from time to time appoint additional signatories whose authority is limited to particular occasions or events, and may also authorise the use of imprest accounts for particular purposes.

14.2 Major transactions

The Board must not:

- (a) enter into any transaction involving capital expenditure exceeding \$10,000.00; or
- (b) incur any debt or liability extending the club's liabilities beyond its assets and estimated revenue without the prior approval of a general meeting of the club.

14.3 Club property

Subject to clause 14.2, all property of the club is under the control of the Board and may be dealt with by the Board in any manner authorised by this constitution.

14.4 Security for borrowings

Borrowings by the club may be secured over any of its assets on such terms as the Board thinks fit.

14.5 Accounts and Audit

- (a) The club must cause proper accounts to be kept of its financial affairs for each financial year,
- (b) The accounts for each year must present a true and fair view of the club's activities and financial position and must be audited by the club's auditors appointed at the last Annual General Meeting.
- (c) The accounts so prepared and audited must be presented to members at the next Annual General Meeting.

15. GENERAL

15.1 Common seal

- (a) The common seal of the club must be kept in the custody of one of the seal holders appointed by the Board.
- (b) The Board may appoint and may remove up to five of its members to be seal holders.
- (c) The use of the seal on any document must be:
 - witnessed by at least two seal holders;
 - approved or ratified by the Board; and
 - recorded in the seal register with a copy of the sealed document.

15.2 Amendments

This constitution may only be amended by special resolution of members. (see definitions, rule 4.1) An amendment comes into effect at the time the resolution is passed, unless the resolution specifies some other time, in which case it will take effect at the time specified in the resolution.

15.3 Indemnities

Every Board member, committee member, auditor, employee or agent of the club is entitled, to the full extent permitted by law, to be indemnified out of the club's assets against any liability incurred in that capacity.

15.4 Winding up

- (a) The club may only be wound up in conformity with the Act.
- (b) If the club is wound up, the assets remaining after discharging all the club's liabilities must:
 - be transferred to a club or institution having objects similar to this club or to a charitable institution;
 - not be paid to or distributed among the members or any of their associates.

15.5 Notices

(a) Notices may be given to members in any of the following ways:

- personally;
- by post addressed to the member at the address in the members register;
- by facsimile to the members facsimile number (if any) in the members register;
- by e-mail to the e-mail address (if any) in the members register; or
- by posting the notice on the club noticeboard.

(b) Notices are to be taken as received:

- if posted, 2 business days after posting;
- if sent by facsimile or e-mail, on the day of transmission; or
- if posted on the noticeboard, 7 days after the date of posting.

(c) Notices posted on the club noticeboard are to be taken as given to all members.

ADOPTED BY SPECIAL RESOLUTION ON 23 MAY 1999

AMENDED BY SPECIAL GENERAL MEETING ON OCTOBER 17, 2003

AMENDED BY THE ANNUAL GENERAL MEETING ON MAY 2, 2009

AMENDED BY ANNUAL GENERAL MEETING, 7 MAY 2011