



Established 1897

**CONSTITUTION & RULES**

**OF**

**ADELAIDE BOWLING CLUB INC.**

**As changed at a Special General Meeting on**

**14<sup>th</sup> September 2024**

**Adelaide Bowling Club Inc.**

**Constitution & Rules**

# Table of Contents

<b>Section 1: Name &amp; Objects</b> .....	<b>4</b>
1.1 Name .....	4
1.2 Interpretation.....	4
1.3 Objects .....	4
1.4 Repeal of Constitution & Rules.....	5
1.5 Laws of the Sport of Bowls .....	5
<b>Section 2: Membership</b> .....	<b>6</b>
2.1 Categories of Members .....	6
2.2 Full Members .....	6
2.3 25 Year Members .....	6
2.4 Honorary Life Members.....	6
2.5 Associate Members .....	7
2.6 Under 18 and Student Members .....	7
2.7 Social Members including Night Owl Bowlers.....	7
2.8 Application & Election of Members.....	8
2.9 Members Register & Numbers .....	8
2.10 Liability of Members.....	8
2.11 Absence of Members .....	9
2.12 Resignation of Members .....	9
2.13 Forfeiture of Membership.....	9
2.14 Clearance of Members .....	9
2.15 Change of Membership Class .....	9
2.16 Breaches by Members.....	9
2.17 Limitation on Use of Facilities .....	10
<b>Section 3: Management by Members</b> .....	<b>11</b>
3.1 Annual Meetings .....	11
3.2 Annual General Meeting .....	11
3.3 Special General Meetings.....	11
3.4 Voting at Annual or Special General Meetings.....	12
3.5 Quorum .....	12
<b>Section 4: Management by Officers</b> .....	<b>13</b>
4.1 Patron.....	13
4.2 Board of Management .....	13
4.3 Powers & Functions of the Board .....	14
4.4 Other Functions of the Board .....	14
4.5 Functions of Executive Members .....	15
4.6 Voting at Board or Sub-Committee Meetings .....	16
4.7 Indemnity of Officers.....	16

4.8 Appointment of Delegates ..... 16

4.9 Common Seal of the Adelaide Bowling Club Incorporated..... 16

4.10 Honorary Solicitor ..... 16

**Section 5: Financial ..... 17**

5.1 Financial Year ..... 17

5.2 Bank Accounts and Expenditure Controls ..... 17

5.3 Subscriptions ..... 17

5.4 Control over Property..... 17

5.5 Borrowing Powers ..... 18

5.6 Application of Profit ..... 18

5.7 Books..... 18

5.8 Auditor ..... 18

**Section 6: General ..... 19**

6.1 Method of Appointment of Chair & Selectors of Pennant Sides ..... 19

6.2 Alteration of Constitution & Rules ..... 19

6.3 Interpretation of Rules ..... 19

6.4 Disputes, Suggestions etc..... 19

6.5 Emergency Administrative Action ..... 20

6.6 Visitors ..... 20

6.7 Winding Up & Dissolution ..... 20

6.8 By-Laws & Regulations ..... 21

6.9 Power of the Association..... 21

**Section 7: Signatories..... 21**

# Adelaide Bowling Club Incorporated

## Constitution & Rules

### Section 1: Name & Objects

#### 1.1 Name

1.1.1 The name of the Club shall be the "Adelaide Bowling Club Incorporated."

#### 1.2 Interpretation

1.2.1 In these Rules unless there is something in the context of these Rules inconsistent therewith, the following interpretation shall operate:

- a) "The Club" means the above-named Club.
- b) "The Rules" means the Constitution and Rules of the Club in force for the time being.
- c) "The Board" means the members for the time being of the Board of Management for the Club as constituted in accordance with the Rules and is the governing or controlling Body of the Club subject only to any direction of Members at a General Meeting.
- d) "Month" means calendar month.
- e) "Year" means the Club's financial year and unless altered by the Members shall be from midnight the 31<sup>st</sup> March to midnight the next 31<sup>st</sup> March.
- f) "Member" means any Member of the Adelaide Bowling Club Inc.
- g) "BSA" means Bowls SA Inc.
- h) "Chair" means the Chairperson of any meeting.
- i) Reference to any gender includes the opposite gender unless the context indicates otherwise.
- j) Singular includes plural unless the context indicates otherwise.
- k) "By-Laws" means By-Laws, Code of Conduct and Regulations of the Club as established by the Board and in force for the time being.
- l) Headings are descriptive and do not form part of this Constitution and Rules.

#### 1.3 Objects

1.3.1 The objects for which this Club is established are:

- a) To promote the sport of Bowls as played according to the Laws of the Sport and the rules of the appropriate regulatory Australian and South Australian Bowling Associations and to affiliate with them as necessary.
- b) Such other objects, as the Members shall determine, but always to have in mind the advancement and best interests of the game of Bowls and the engendering by association of a fraternal feeling amongst bowlers.
- c) To maintain and conduct a Club of non-political character and to provide a Clubhouse, bowling greens and other conveniences for the use and recreation of the Members at such place or places as decided by the Members.

- d) To raise and borrow any monies required for the purpose of the Club upon such terms and conditions and/or on such securities as may be determined.
- e) To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Club.
- f) To construct, alter, add to and maintain all buildings and other property belonging to the Club.
- g) To sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the Club, provided that the Club shall not make any distribution of assets to Members.
- h) To do all such things as are incidental or necessary for the purpose of the above objects.

## **1.4 Repeal of Constitution & Rules**

- 1.4.1 The Constitution and Rules adopted on the 21 May 2017 and as amended are hereby repealed.
- 1.4.2 Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as far as practicable as if made or passed under this Constitution.

## **1.5 Laws of the Sport of Bowls**

- 1.5.1 The Laws of the Sport of Bowls as adopted from time to time by the appropriate regulatory Australian and South Australian Bowling Associations shall apply to all games played under the control of the Club, as appropriate. Failure to observe any such law renders the offending player liable to disqualification from the competition or match.

## **Section 2: Membership**

### **2.1 Categories of Members**

2.1.1 The Club shall consist of the following categories of Members:

- a) Full Members (including Junior / Student Members)
- b) 25 Year Members
- c) Honorary Life Members

2.1.2 Categories with restricted membership entitlements:

- a) Associate Members
- b) Social Members (including Night Owlers)
- c) Under 18 and Student membership

### **2.2 Full Members**

2.2.1 Full Members, 25 Year Members and Honorary Life Members shall be entitled to all privileges of the Club and shall be the only Members entitled to vote at Annual or Special General Meetings of the Club. All other Members shall be entitled to such privileges as the Board may from time to time determine and in accordance with the entitlements stated in these Rules for other categories of membership.

2.2.2 Full Members shall be such Members who have been previously admitted to this category of membership in accordance with the Rules in force for the time being and who remain financial.

2.2.3 Members with full registration with Bowls SA shall be eligible to play in all Bowls SA and Bowls Australia events for which they are qualified and open or invitation tournaments of other clubs.

### **2.3 25 Year Members**

2.3.1 25 Year Members shall be such Members who, as on the first day of a financial year shall have been Full Members for a period or periods totalling at least 25 years. They shall have all the rights, privileges and obligations of a Full Member and shall be relieved of 50% of the annual subscription.

### **2.4 Honorary Life Members**

2.4.1 Any Member who shall have rendered special service to the Club and who has completed a minimum of ten (10) consecutive years of full membership, may at any time, be nominated to receive Honorary Life Membership of the Club. 2.4.2 An Honorary Life Member must be proposed by two (2) Full Members on the prescribed form with supporting documentation illustrating the proposed nominee's contribution to the Club during his/her term of membership and presented to the President and Board for their consideration.

2.4.3 On receipt of such nomination(s), the President will form a Special Committee comprising of the President, Secretary, one (1) Board Member and one (1) Life Member representative.

2.4.4 The brief of this committee will be with total confidentiality to investigate at their discretion, the worthiness of the nominee at the completion of which they will conduct an election to determine the result, which will require a majority of all appointed Special Committee Members.

2.4.5 With Life Membership having been granted, the name(s) of the recipient(s) shall remain totally confidential to the Special Committee Members only, who will determine a suitable Club function at which Honorary Life Membership of the Adelaide Bowling Club will be conferred upon the successful nominee(s).

- 2.4.6 During the presentation the new Life Member will be presented with his/her Life Membership Badge and also a suitably framed personalised Life Membership Certificate signed by the Club President and Secretary.
- 2.4.7 All Honorary Life Members shall have all the rights and privileges as Full Members.
- 2.4.8 A Life Member shall not be relieved of any financial obligation other than the annual subscription.
- 2.4.9 The number of living Honorary Life Members shall be at the discretion of the Board

## 2.5 Associate Members

- 2.5.1 Associate Members may be admitted in the same manner as Full Members, subject to the terms of these Rules, and shall be entitled to play regular social bowls and be engaged in other forms of recreation conducted by the Club.
- 2.5.2 Such Members shall be eligible to compete in up to 3 pennant games for the Adelaide Bowling Club, provided all available Full Members have been selected and the Associate Member is not a full Member of another metropolitan bowling club. If an Associate Member wishes to play more than 3 pennant games in a season, he/she must upgrade to, and be accepted for, Full Membership of the Adelaide Bowling Club.
- 2.5.3 Such Members shall not be eligible to hold Office or vote at any meetings of Members but otherwise shall be allowed the same access to, and use of, Club facilities as Full Members.
- 2.5.4 The number of such Members may be limited by the Board, as it thinks fit.

## 2.6 Under 18 and Student Members

- 2.6.1 Junior Members shall be such members who, at 1<sup>st</sup> July in the year of registration are under the age of 18 years of age.
- 2.6.2 Student Members shall be full-time students in the year of registration.
- 2.6.3 Members with Junior or Student registration with Bowls SA shall have all rights, privileges and obligations of a Full Member other than:
- a) being entitled to vote at an Annual General Meeting or Special General Meeting, and
  - b) holding any Office or position on the Board.

## 2.7 Social Members including Night Owl Bowlers

- 2.7.1 Social Members shall be such persons as shall be admitted to Social Membership.
- 2.7.2 Such Members shall not be entitled to the use of the greens, other than as a registered night owl player nor be eligible to hold Office in, or to participate in any tournament of the Club or to vote at any meeting of Members but otherwise shall be allowed the same access to, and use of, Club facilities as Full Members
- 2.7.3 Registered Night Owl players can only participate in the official night owl competition run by the Adelaide Bowling Club. He/she may be selected to play in up to 3 pennant games provided all Full, Honorary Life and Associate members have been selected and the Social Member is not a Member of another metropolitan bowling club. If a Night Owl player wishes to play more than 3 pennant games he/she must upgrade to and be accepted for Full Membership.
- 2.7.4 Night Owl players may upgrade their Social Membership to **Associate Restricted** Membership to enter minor Club tournaments and gain irregular access to greens for practice depending on availability and at the discretion of the Club.
- 2.7.5 The number of such Members may be limited by the Board, as it thinks fit.

## **2.8 Application & Election of Members**

- 2.8.1 Any person wishing to become a Full or Associate Member of the Club must be proposed by one (1) Full Member and seconded by another, each of whom should have a personal knowledge of the applicant. The Application for Membership shall be on the appropriate Nomination Form and signed by the applicant, proposer and seconder. The form shall contain all requested information and on completion be handed to the Secretary who shall post it on the Notice Board of the Club for exhibition at least fourteen (14) days immediately preceding the day of election.
- 2.8.2 Application for Membership shall be determined by the Board. The decision of the Board as to whether any candidate has been duly elected or not shall be final.
- 2.8.3 Immediately on the election of a new Member, the Secretary shall provide to such Member a copy of the Rules, Code of Conduct and By-Laws of the Club for the time being in force and shall record that fact on the application.
- 2.8.4 If a newly elected Member fails to pay the required subscription within thirty (30) days after the election, the election shall be void unless the delay is justified to the satisfaction of the Board.
- 2.8.5 The payment of the appropriate amount of subscription or using the property of the Club shall imply acquiescence by the Member to the Rules, Code of Conduct and By-Laws of the Club.
- 2.8.6 Any person whose application for Membership is rejected or whose election is voided under Rule 2.7.4 shall not be re-nominated for a period of at least six (6) months from the date of the rejection or voiding of Membership.
- 2.8.7 Any person wishing to become a Social Member of the Club shall complete the appropriate membership application form and pay the social membership fee as set by the Board. Such Applications do not require the approval of the Board and a person applying for Social Membership will become a Social Member immediately upon the payment of the required Fee.

## **2.9 Members Register & Numbers**

- 2.9.1 The Secretary shall keep on the Club premises a Register, which shall contain the names and addresses of all categories of Members of the Club for the time being.
- 2.9.2 All Members shall communicate in writing, their address and telephone numbers or any change thereof to the Secretary, who shall register same. All notices posted or delivered to such address shall be deemed to have been duly received. If no address were given, notices left at the Clubhouse shall be deemed to have been delivered.
- 2.9.3 The number of Members of the Club shall be as determined by the Board, subject to the current provisions of the Liquor Licensing Act.

## **2.10 Liability of Members**

- 2.10.1 If a Member by any breach of these Rules or by any unlawful act causes the Club or any Officer of the Club to pay any money such Member shall be liable to the Club or such Officer for the amount so paid.
- 2.10.2 No Member shall remove from the Club any property of any kind without the permission of three (3) Members of the Board or deface or injure any article, which is the property of the Club. Members removing, breaking or damaging any article, the property of the Club, shall pay for the same at a price fixed by the Board.



## **2.11 Absence of Members**

- 2.11.1 Any financial Member contemplating absence for a period, on application in writing to the Board, may be granted leave of absence for a period not exceeding one (1) year during which period no membership subscription need be payable.

## **2.12 Resignation of Members**

- 2.12.1 Any Member wishing to resign from the Club shall give fourteen (14) days notice in writing to the Secretary and shall pay all monies due at the date of such notice including the current financial year's subscription or such portion thereof as the Board may determine.
- 2.12.2 Any Member resigning from the Club or ceasing for any reason whatsoever to be a Member thereof shall not have any right, title or interest in or to any property of the Club.

## **2.13 Forfeiture of Membership**

- 2.13.1 Any Member who fails to pay the appropriate annual subscriptions within six (6) months of the beginning of the financial year shall cease to be a Member of the Club, but should a sufficient explanation be made to the Board, the Board shall have the power to restore the Member's name to the Register upon payment of the amount due. The Secretary shall give notice to each Member when the subscription is due. Should any Member of the Club for any reason cease to be a Member for one (1) or more years such Member may be re-admitted under such conditions as determined by the Board (refer Clause 5.3.6).

## **2.14 Clearance of Members**

- 2.14.1 Persons seeking a clearance to or from the Club shall comply in all respects with the clearance requirements of the appropriate regulatory Australian or South Australian Bowling Associations and shall liaise with the Secretary to ensure all necessary actions are taken.

## **2.15 Change of Membership Class**

- 2.15.1 Members wishing to alter their category of Membership of the Club shall apply to the Board in writing. Approval by the Board and payment of the appropriate amount of subscription as determined by the Board shall be made before any change of Membership category is authorised. They shall liaise with the Secretary to ensure all necessary actions are taken.

## **2.16 Breaches by Members**

- 2.16.1 Every Member of the Club undertakes to comply with the Rules, Code of Conduct and By-laws of the Club. Any refusal or neglect to do so shall render such Member liable to censure, suspension or expulsion by the Board.
- 2.16.2 The Board shall also have power to censure, suspend or expel any Member for any conduct which is in its opinion undesirable or unbecoming.
- 2.16.3 Members shall be entitled to seven (7) days notice of any charge against them and to be present at the hearing thereof by the Board and to address the Board.
- 2.16.4 Any Member censured, suspended or expelled by the Board shall be entitled to appeal against the decision to a Special General Meeting of the Club called for that purpose and convened by the Board at their request. Such appeal must be submitted in writing to the Secretary within seven (7) days of notification of the censure, suspension or expulsion. Voting at such Special General Meetings shall be by secret ballot and shall be determined by a simple majority.

- 2.16.5 Any Members expelled in accordance with the Rules or otherwise ceasing to be Members of Club shall forfeit all rights to a claim upon the Club or its property or funds as they would have had by reason of Membership.
- 2.16.6 At the expiration of any financial year in respect of which any persons shall have paid their subscription the Board if it is of the opinion that it is undesirable in the interest of the Club that such person(s) should continue to be Members, may decline to accept any further subscriptions from such person(s).
- 2.16.7 The Secretary shall notify such persons of this decision and they shall thereupon cease to be Members of the Club. However they shall have the same right of appeal and on the same conditions as stated in Clause 2.19.4.

## **2.17 Limitation on Use of Facilities**

- 2.17.1 Members who would normally be permitted use of the Club facilities had they not been Members of the Club should not be prevented from using such facilities by virtue of that membership restriction alone.
- 2.17.2 Smoking by members and guests is not permitted outside the two external spaces on the western and eastern boundaries that have been designated for the purpose.

## **Section 3: Management by Members**

### **3.1 Annual Meetings**

3.1.1 The management of the Club shall be in the hands of the Members of the Club through the Annual General Meeting, and/or Special General Meetings as hereinafter provided.

### **3.2 Annual General Meeting**

3.2.1 The Annual General Meeting of Members shall be held on a date and time and at a place to be fixed by the Board not later than May 15 in each year.

3.2.2 Fourteen (14) days notice in writing shall be given to all Members entitled to vote at such meetings, of the date, time and place appointed by the Board for such meeting and a copy of the notice shall be posted on the Notice Board inside the Clubhouse at least twenty one (21) days before the date of such meeting. Copies of any notice of motion to be considered at the meeting shall accompany the notice of the meeting. Entitled Members shall receive the appropriate documentation, to enable notification of motion/s to be considered and the nomination documentation for Board of Management vacant positions as declared, no later than twenty eight (28) days before the date of such meeting.

3.2.3 A copy of the Annual Report including the Balance Sheet and Statement of Accounts to be presented at the meeting shall also be provided to all Members entitled to vote at such meetings prior to the meeting.

3.2.4 All business to be transacted at the Annual General Meeting shall be set out in notice advising the details of the meeting. Items of Special Business shall not be included in the Agenda of the Annual General Meeting once the notice of meeting has been forwarded to Members.

### **3.3 Special General Meetings**

3.3.1 The Board of the Club shall convene Special General Meetings of the Members when:

- (a) Directed by the President
- (b) The Board passes a resolution to that effect
- (c) The Board receives a requisition in writing that a Special General Meeting of the Club should be held signed by at least ten (10) members eligible to vote

3.3.2 Whenever a Special General Meeting is to be held, whether called by the President, the Board or as the result of a requisition, the Board shall determine the date, time and place of such meeting. The meeting shall be held not less than fourteen (14) and not more than twenty eight (28) clear days from the time of receiving the requisition, providing always that any meeting called as a result of a requisition by Members such requisition shall state clearly the object of such Special General Meeting.

3.3.3 The Secretary of the Club shall immediately post the notice of meeting, including the subject matter to be discussed, on the Notice Board of the Club and give at least twenty one (21) days notice to every Member of the Club entitled to vote at such meetings.

3.3.4 No business shall be brought forward or discussed except that for which purpose such meeting has been convened or business arising there from.

### **3.4 Voting at Annual or Special General Meetings**

- 3.4.1 Only Full Members and 25 Year Members who are financial, and Honorary Life Members shall be entitled to vote at prescribed Annual and Special General Meetings of the Club.
- 3.4.2 Where there are more nominations than vacancies an election shall be held by secret ballot.
- 3.4.3 The Board shall appoint a Returning Officer and two (2) Scrutineers to conduct any election requiring a secret ballot for Officers. The Returning Officer and the Scrutineers are to check before counting the votes submitted in the ballot return, that only the votes of those who are eligible to vote are counted. Ballot papers for any election of Officers shall be distributed with the notice of the Annual General Meeting and may be returned by post or by hand and placed in the ballot box at the Club until fifteen (15) minutes before the time appointed for the start of the meeting. The Returning Officer and Scrutineers shall immediately conduct the ballot count. A ballot paper, in which the Member has voted for more or less than the required number to fill the positions in any election, shall be informal. If two (2) or more candidates receive an equal number of votes, the successful candidate shall be determined by lot by the Returning Officer. The Returning Officer shall advise the Chair of the result for announcement at the appropriate time.
- 3.4.4 All other questions for decision by Members of the Club at prescribed Annual or Special General Meetings shall be duly proposed and seconded and shall be determined by a show of hands unless a ballot is called for by at least two (2) Members present and entitled to vote.
- 3.4.5 The Chair may appoint two (2) Tellers to count and check the votes made on a show of hands and verify the count with the Chair before announcing a result.
- 3.4.6 When a ballot has been requested at a meeting and is taken, two (2) Scrutineers shall be appointed by the Chair to conduct the ballot and advise the Chair of the result before the Chair announces the result. The result of each tally and ballot shall be deemed to be a resolution of the Club adopted at such meeting.
- 3.4.7 The Chair of a meeting shall be entitled to vote and when the votes are equal, except in the case of election of Officers, the motion or amendment as the case may be shall pass in the negative. A two thirds (2/3) majority of those Members present and entitled to vote shall be necessary to cause an alteration to the Constitution and Rules of the Club (refer to Clause 6.2.1).
- 3.4.8 Postal voting shall only be permitted for the election of Officers at the prescribed Annual General Meeting for Honorary Life Members. Proxy voting shall not be permitted.

### **3.5 Quorum**

- 3.5.1 At any Annual or Special General Meeting of the Club, either thirty (30) Members or twenty five percent (25%) of Members, whichever is the smaller; who are entitled to vote shall form a quorum.
- 3.5.2 If no quorum be present thirty (30) minutes after the time fixed for such meeting the meeting shall stand adjourned to a time, date and place to be fixed by the Chair of that meeting. Written notice of any such adjourned meeting must be sent to all Members entitled to vote at such meetings at least five (5) days prior to the adjourned meeting. If there be no quorum at such adjourned meeting, those present thereat may act as if there were a quorum present.

## **Section 4: Management by Officers**

### **4.1 Patron**

4.1.1 A Patron of the Club shall be elected at the Annual General Meeting of the Club in each year.

### **4.2 Board of Management**

- 4.2.1 The Members of the Club shall vest the control and business of the Club in the Board elected by them at the Annual General Meeting. The Board shall consist of ten (10) Officers of the Club as hereinafter provided and they shall hold Office until their successors are elected.
- 4.2.2 The Officers of the Club shall consist of ten (10) Members being the President, Vice President, Secretary, Treasurer, four (4) Board Members, one (1) representative of the Adelaide Oval Bowling Club, one (1) representative of the Adelaide High School Old Scholars Bowling Club. The Immediate Past President of the Adelaide Bowling Club may be seconded as an additional Board member and have full voting rights. The Club will attempt to achieve forty percent representation by either gender in the nine positions under its control.
- 4.2.3 Nominations for all positions shall be in writing, on the appropriate form signed by the candidate and proposer and seconder and shall be lodged with the Secretary not less than twenty one (21) days before the date fixed for the Annual General Meeting. All retiring Officers shall be eligible for re-election. No employee or ongoing contractor to the Club may nominate for a position on the Board of Management
- 4.2.4 In the event of no nomination for an Executive Member and less than the required number of Members being nominated for election to the Board the vacancies may be filled at the Annual General Meeting of the Club, then being held, provided that a motion to do so is carried by two thirds (2/3) of those present and entitled to vote. If such a motion is not carried the vacancies shall be filled by the Board.
- 4.2.5 The Board shall meet at least once in each month for transaction of the business of the Club and the President of the Club or Secretary shall when necessary or when requested by three (3) Members of the Board convene a Special Meeting of the Board.
- 4.2.6 The Secretary shall give at least seven (7) days notice of all Special Board Meetings to all Members of the Board.
- 4.2.7 At all meetings of the Board four (4) Members present shall form a quorum.
- 4.2.8 The President of the Club, if present, shall preside at all Board Meetings or in the President's absence the Vice President shall preside. If neither are present, or for any reason unwilling to preside, one (1) of the Board elected by those present for the purpose shall preside.
- 4.2.9 No officers of the Board shall be held to have resigned their Office until their resignation in writing shall have been accepted by the Board.
- 4.2.10 Should any Member of the Board fail to attend for three (3) consecutive Board Meetings without leave or apology delivered at or prior to the Meetings, that Member shall thereupon cease to be a Member of the Board.
- 4.2.11 Should any Member of the Board fail to comply with a direction of the Board to execute all such documents as are required by the Liquor Licensing Commissioner for the purpose of establishing their fitness and propriety as a Board Member to hold a position of authority within the Club or should a Board Member be found by the Liquor Licensing Commissioner not to be a fit and proper person to hold a position of authority within the Club then that member shall thereupon cease to be a Member of the Board.
- 4.2.12 The Board shall have power, should a vacancy occur in their number, to fill such a vacancy for the unexpired term from the Members of the Club qualified to accept Office.
- 4.2.13 There shall be no restriction on any Member of the Board holding dual Office.

## **4.3 Powers & Functions of the Board**

### **4.3.1 The Board shall have power to:**

- (a) Appoint Sub-Committees, fill vacancies, make appointments, make By-Laws in conformity of the Rules of the Club and do all such acts and things that it deems advisable for carrying out and managing the business and affairs of the Club. All Sub-Committees and persons appointed for special purpose by the Board shall be subject to and sub-ordinate to the Board, which shall establish the terms of reference for each Sub-Committee. The Board shall have the power to revoke such appointments
- (b) On the authority of an Annual or Special General Meeting of the Club to impose levies on the Members
- (c) Deal with resignations of Members which must be submitted in writing
- (d) Interpret the Rules, Code of Conduct and By-Laws of the Club, such interpretations of the Board being final
- (e) Carry out all resolutions which have been passed at Annual or Special General Meetings of the Club
- (f) Employ or engage such staff or agents, as it thinks fit and determine their responsibilities, remuneration and conditions of employment
- (g) Ensure compliance with the Rules, Code of Conduct and By-Laws of the Club and deal with any breaches as provided in Clause 2.16.
- (h) Deal with other matters which may arise or matters which are not specifically provided for in the Rules of the Club
- (i) Cause correct financial accounts and books and administrative records to be kept showing the affairs of the Club. They shall authorise all Board expenditure including any expenditure passed at an Annual or Special General Meeting of the Club and direct the method of dealing with monies received for or on behalf of the Club
- (j) Invest funds in any security, which Trust Money may by Act of Parliament be vested, or in any other manner specifically authorised by the Members at an Annual or Special General Meeting of the Club

## **4.4 Other Functions of the Board**

### **4.4.1 The Board shall also have power to make decisions relating to:**

- (a) Any case or situation which, in the opinion of the Board, is not provided for by these Rules shall be determined by the Board in such a manner as it shall think fit, and the decision shall be final and binding on the Members
- (b) Nominating the person who shall hold in their own name, any licence under the provisions of the Liquor Licensing Act 1985 as amended
- (c) Setting or regulations for the conduct of the Club Tournament matches and for settling any disputes that arise. Provided that the Board shall, in settling any dispute, observe the requirements of natural justice. The decision made in settlement of any such dispute shall be final and not subject to any appeal or to any legal proceeding of any kind
- (d) Stopping play on all or any of the rinks of the playing greens should the occasion arise or the Board considers it expedient. If such occasion arises a notice to that effect shall be posted on the Notice Board and shall be deemed sufficient notice and the rink or rinks shall forthwith be closed from play
- (e) Issuing or acceptance of challenges to and from other Clubs

## **4.5 Functions of Executive Members**

### **President**

4.5.1 The President of the Club shall regulate and keep order at all Meetings at which the President is to preside as prescribed by the Rules. The President may take only such action as determined by the Board or by the Members at any General Meeting of the Club in assisting to ensure:

- (a) That the Rules, Code of Conduct and By-Laws of the Club are effectively implemented and;
- (b) That effective administrative action follows decisions made at those Meetings over which the President is constitutionally to preside. The President may take action in any matter specifically detailed by these Rules

### **Vice President**

4.5.2 The Vice President shall fulfil the functions of the President in any absences.

### **Secretary**

4.5.3 The Secretary shall be the Executive Officer of the Board and act as the Public Officer of the Club consistent with the terms of the current Associations Incorporation Act 1985 as amended. The Secretary shall:

- a) If possible, attend all meetings of the Board and Annual and Special General Meetings of the Club.
- b) Record the Minutes of all Club and Board Meetings in a book to be kept for that purpose.
- c) Attend to all correspondence in connection with the general business of the Club.
- d) Prepare for submission to the Annual General Meeting of the Club, the Report of the Board on the activities of the Club during the year.
- e) Keep at the Club, a Register of all categories of Club Members, setting forth the name in full, address and telephone numbers of each Member of the Club and the date and amount of the latest subscription payment.
- f) Carry out those duties usually associated with the Office of the Secretary with the approval or direction of the Board.

### **Treasurer**

4.5.4 The duties of the Treasurer shall be to:

- (a) Oversee receipt of all monies belonging to the funds of the Club and within a reasonable time to deposit or arrange for the deposit of such monies with the Club's Bankers or as directed by the Board
- (b) Oversee the payment of all Club accounts, which have been passed for payment by the Board
- (c) Oversee the keeping of correct accounts of all monies received and expended
- (d) Prepare a budget for each financial year and submit that budget to the Board for action at the first Board Meeting after the Annual General Meeting
- (e) Prepare and submit financial statements to each Club Annual General Meeting
- (f) Produce a statement of financial transactions and of the financial position of the Club, including the bank balance at each ordinary Meeting of the Board
- (g) Provide all documentation requested by the Club Auditor.

## **4.6 Voting at Board or Sub-Committee Meetings**

4.6.1 All propositions for decision by the Board and any Sub-Committee of the Club shall be proposed and seconded and the result thereof shall be determined by a show of hands unless a ballot be requested by at least three (3) members. Proxy or postal voting shall not be permitted at any of these Meetings. The Chair of a Meeting shall be entitled to vote. When the votes are equal the motion or amendment as the case may be shall pass in the negative.

## **4.7 Indemnity of Officers**

4.7.1 If the Secretary or Treasurer in their Office as such have paid or are liable to pay money for any act, default or omission of any other person such money shall be refunded to them by the Club or paid by the Club.

4.7.2 Every Officer, Member of the Board of Management and employee of the Club shall be indemnified by the Club against, and it shall be the duty of the said Board, out of the funds of the Club, to pay all costs, losses and expenses which any such Officer, Member or employee may incur by reason of any Contract entered into or act bona fide done by them as such Officers, Members of the Board or employees in the discharge of their duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Club and have priority over all other matters.

## **4.8 Appointment of Delegates**

4.8.1 The delegates to the appropriate Meetings of the regulatory Australian and South Australian Bowling Associations shall be appointed by the Board.

## **4.9 Common Seal of the Adelaide Bowling Club Incorporated**

4.9.1 The Board of the Club shall provide a Common Seal and shall provide for the safe custody thereof.

4.9.2 The Common Seal shall not be affixed to any deed instrument except under and by virtue of a resolution of the Board of the Club and in the presence of two (2) Board Members.

4.9.3 The Secretary shall maintain a Register recording the use of the Common Seal showing

- (a) Date used
- (b) Document and purpose
- (c) Names of signatories
- (d) Reference to the authority for use (eg; item in appropriate Minutes)

## **4.10 Honorary Solicitor**

4.10.1 There may be an Honorary Solicitor to the Club who shall be appointed by the Board upon such terms and for such period as the Board shall direct.



## **Section 5: Financial**

### **5.1 Financial Year**

5.1.1 The financial year of the Club shall commence on the 1<sup>st</sup> April and end on the 31<sup>st</sup> March the following year.

### **5.2 Bank Accounts and Expenditure Controls**

5.2.1 The banking account(s) of the Club shall be kept with such financial institutions as shall from time to time be approved by the Board and all monies shall be banked therein.

5.2.3 All expenditure in excess of \$1,000 is to be approved by the Board of Management either at a regular monthly meeting or out of session in an emergency. Exceptions to this requirement include the payment of invoices for any ongoing operating expenses such as:

- a) Utilities
- b) Bar supplies
- c) Consumables and materials required for the maintenance of greens
- d) Emergency repairs
- e) Other such operating expenses as approved by the Board.

5.2.3 Authority to access bank accounts, perform online transactions and pay invoices within the constraints of 5.2.2 will be limited to:

- a) Club Manager
- b) Treasurer
- c) President
- d) Book Keeper appointed by the Board

### **5.3 Subscriptions**

5.3.1 The annual subscriptions payable by Full Members for the ensuing year shall be recommended by the Board and ratified or amended by Members at the Annual General Meeting. Voting on matters for decision at the Annual General Meeting, including any ballot for Officers, shall only be permitted from financial Members with voting entitlements.

5.3.2 The annual subscription for 25 Year Members shall be seventy five percent (75%) that of Full Members.

5.3.3 Subscription rates for other categories of Membership shall be set annually by the Board.

5.3.4 Members of all categories who are elected to Membership at any time during a financial year shall pay such proportion of the subscription fixed in respect of their Membership as the period remaining to the end of the financial year bears to the whole year, to a minimum of twenty five percent (25%) of the full annual fee in each category.

5.3.5. The Board may, if it shall think fit, recommend to Members for decision at any Annual or Special General Meetings the fixing of entrance fees for applicants seeking election to Full, Associated or Social Member categories and/or any other special fees as the board deems necessary.

5.3.6 Any Members who fail to pay their annual subscription by 30<sup>th</sup> September in any year shall cease to be Members of the Club (refer Clause 2.13 Forfeiture of Membership).

### **5.4 Control over Property**

5.4.1 The negotiation of a loan, the issuing of debentures, the giving of any security over any property of the Club, the selling or purchasing of any realty, the leasing of any land or buildings the property of the Club for any term exceeding five (5) years and all other measures in any

way extending the liabilities of the Club beyond the assets and estimated revenue of the Club shall require the previous sanction of an Annual or Special General Meeting of the Club.

5.4.2 In all other respects the property of the Club shall be subject to the control and disposition of the Board, which is empowered to negotiate loans, issue debentures and sell or purchase any realty, or lease any land or buildings of the Club not exceeding five (5) years subject to such sanction aforesaid. The decision of a Meeting, correctly recorded in the Minutes of such Meeting, said Minutes having been confirmed by the Chair of the Meeting and subsequently attested by the Secretary as being a true record of the Minutes imposes an obligation to the Board to operate in accordance with the decision made. Likewise such duly attested Minutes provide a justification for the performance of the required function provided that the terms of the recorded decision have been adhered to. No person who is not a Member of the Club shall be entitled to inquire into the regularity of such direction beyond the verification of the signature of the Secretary.

## **5.5 Borrowing Powers**

5.5.1 If, at any time, the Club at any Annual Meeting or Special General Meeting shall pass by resolution authorising the Board to borrow money, the Board shall thereupon be empowered for the purpose of the Club to borrow such amount of money. It may be borrowed at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution. Thereupon the Board shall make all dispositions of the Club property, or any part thereof, and enter into such agreements in relation thereto as the Board may deem proper for such loans and interest. All Members of the Club shall be bound by the decision of the Meeting.

## **5.6 Application of Profit**

5.6.1 The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to further objectives. No payment of any dividends or distribution of profits or income to or amongst the Members of the Club shall be made. Provided that nothing herein contained shall prevent the payment by way of Honorarium or refund of expenses to any Officer of the Club for services rendered to the Club.

## **5.7 Books**

5.7.1 The Treasurer shall keep proper books of account and those shall be open to the inspection of the Board.

## **5.8 Auditor**

5.8.1 An Auditor shall be appointed by the Board each financial year. Such Auditor shall not be a Member of the Board and shall be appointed in a manner consistent with the terms of the current Associations Incorporation Act 1985 as amended.

5.8.2 The Auditor shall have power at all times to examine the books and documents of the Club and shall also, as soon as conveniently possible, after the close of the financial year, in each year audit statements of receipts and expenditure and balance sheets, setting forth the financial business of the Club since the end of the preceding financial year. These statements shall be prepared by the Treasurer. Any Report of the Auditor shall be submitted to the Annual General Meeting of the Club.

## **Section 6: General**

### **6.1 Method of Appointment of Chair & Selectors of Pennant Sides**

6.1.1 The method of appointment of the Chair of Selectors and the Selectors of Pennant Sides for the ensuing year shall be recommended by the Board and ratified or amended by Members at the Annual General Meeting.

### **6.2 Alteration of Constitution & Rules**

- 6.2.1 No new Rules shall be made, nor any existing Rule altered or repealed, except at an Annual General or Special General Meeting of the Club called for that purpose and then only upon the motion being carried by a two thirds (2/3) majority of the Members present and entitled to vote (refer to Clause 3.5.7).
- 6.2.2 A copy of the proposed new Rule, altered or repealed as aforesaid, shall be delivered to the Secretary at least twenty eight (28) days before such Meeting and shall be inserted in the notice convening the Meeting at which such proposed new Rule, alteration or repeal is to be considered and notice thereof shall be posted on the Notice Board of the Club fourteen (14) clear days before such Meeting.
- 6.2.3 The Secretary shall, within one (1) month of adoption of any new Rule or alteration to the Constitution, notify the Corporate Affairs Commission in accordance with the current Associations Incorporations Act 1985 as amended.
- 6.2.4 The Secretary shall also notify, if applicable, the appropriate regulatory Australian and South Australian Bowling Associations and the Liquor Licensing Commission.
- 6.2.5 Any such new or altered Rules shall come into operation from the date of adoption unless another date is specified in the motion.
- 6.2.6 The Secretary shall forward to Bowls SA a copy of its constitution, all like documents and amendments to these documents, with the proviso that:
- a) The Member Club acknowledges and agrees that Bowls SA has power to veto any provision in a Member Club constitution which, in the opinion of the Board, is contrary to the Objects of Bowls SA, their Constitution or their By-Laws: and
  - b) Bowls SA shall not exercise this power without first consulting the relevant Member Club as to the intent, purpose and operation of the proposed provision.

### **6.3 Interpretation of Rules**

6.3.1 In the event of any doubt or difficulty arising as to the meaning of any Rule or By-Law or should any question arise as to their interpretation, the Board shall have power to pronounce a decision thereon and it's decision shall be final and binding on the Members, subject only to affirmation or reversal by a Special General Meeting called for that purpose.

### **6.4 Disputes, Suggestions etc**

- 6.4.1 All suggestions and complaints to be drawn to the attention of the Board must be made in writing to the Secretary who shall bring before the Board at the next Meeting of the Board.
- 6.4.2 Should any dispute or disagreement arise between Members concerning any matter relevant to the Club the same may be referred in writing to the Board by either party. The Board shall have power to deal with such matters as it deems necessary in a manner consistent with these Rules.

## 6.8 By-Laws & Regulations

6.8.1 The Board shall have the power from time to time to make By-Laws and Regulations consistent with these Rules for the efficient working of the Club and to alter, amend or rescind same as occasion may require. All By-Laws shall be entered by the Secretary in a Register to be kept for the purpose and be available for inspection by the Members.

## 6.9 Power of the Association

6.9.1 The Association shall have all the powers conferred by section 25 of the Act

## Section 7: Signatories

The Common Seal of Adelaide Bowling Club Inc was hereto affixed this

*23rd* day of *Sept*,  
2024 in the presence of:

  
..... (President)

  
..... (Board Member)

