

BENALLA BOWLS CLUB INC.
CONSTITUTION

November 2024



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1. NAME

The name of the Club is the Benalla Bowls Club Inc.

2. INTERPRETATION

In this Constitution, unless the contrary intention appears:

Act – means the Association Incorporation Act 1981 (Vic), The Liquor Control Act 1987, The Gaming Machines Act and the Fair-Trading Act or any other Act controlling the Club's operation.

Affiliated Member – means a person registered with Bowls Victoria.

Annual General Meeting – a meeting of Members convened in accordance with Rule 16.

Annual Subscription – the annual fee payable by each category of Member as determined by the Board under Rule 12.

“The Board” – means the Board holding office for the time being in accordance with this Constitution being the Board of Directors of the Club.

Chief Executive Officer - refers to the appointed Manager.

Club - means the Benalla Bowls Club Incorporated, including all branches thereof.

Committee – refers to bowls or other associated sporting committees.

Constitution – means this Constitution of the Club as amended from time to time.

Delegate – a person appointed by the Bowls Committee to represent the Club at Bowls Victoria or other meetings.

Director - means a member of the Board of Directors.

Financial Year – year 1st July – 30th June.

Words importing the singular include the plural and vice versa and the gender include the other gender.

3. STATEMENT OF PURPOSE

- (a) From the joint funds of the Club, establish, maintain and conduct a Club of a non-political character for social, sporting and recreation purposes, and maintain suitable accommodations, bowling greens and other conveniences and amenities for the Members and their guests upon suitable premises situated at 25 Arundel Street, Benalla or such other places as determined from time to time by the Club.

- (b) Solely for the purposes of furthering the functions set out above, the Club shall have the power to: -
- (i) Subscribe to become a member of, and co-operate with any other organization, whose objects are wholly or in part similar to those of this Club.
 - (ii) Purchase or lease any lands, buildings, easements or property capable of being conveniently used in connection with any purposes of the Club and shall deal with the same in such manner as is allowed by law.
 - (iii) Improve, maintain and develop the grounds and buildings belonging to the Club.
 - (iv) Enter into agreements to borrow money, enter into mortgage agreements to finance development and maintenance of Club property.
 - (v) Accept any gift or property whether it be subject to any special trust or not for any one or more of the objects of the Club.
 - (vi) Make donations for charitable or community purposes.

4. MEMBERS

The Club shall be a bone fide Association of not fewer than fifty persons. The classes of Members are:-

- | | | |
|-----|------------------------|------------|
| (a) | General Membership | |
| (b) | Life Membership | |
| (c) | Social Membership | Non Voting |
| (d) | Junior Membership - | Non Voting |
| (e) | Community Membership – | Non Voting |
| (f) | Temporary Membership – | Non Voting |
| (g) | Honorary Membership – | Non Voting |
| (h) | Dual Membership - | Non Voting |

Any Member other than General or Life Members who become a Director automatically receive voting rights.

5. APPLICATION FOR MEMBERSHIP

- (a) Application for Membership shall be in writing on the BBC “Application for Membership” form together with the appropriate fee.
- (b) The Chief Executive Officer shall present the application for membership to the next Board meeting and there at its discretion shall decide whether or not to approve the applicant as a member of the Club.
- (c) If the Board does not approve the application, the CEO shall advise the applicant in writing that the application was rejected and cause a refund of the fee within 7 days of the Board’s rejection. The Board is not required to give a reason for its decision.

- (d) Any person whose application is rejected shall not again be nominated for a period of twelve months from the date of rejection.

6. GENERAL MEMBERSHIP

General Membership of the Club is open to all persons over the age of eighteen years who have made an application in writing on the form provided, who shall be approved as members of the Club as per Rule 5. They shall have full voting rights.

6.1 General Rights of Members

A member of the Club who is entitled to vote has the right-

- a) To have access to the minutes of general meetings and other documents of the Club; and
- b) To inspect the register of members

6.2 Ceasing & Resignation of Members

- a) The membership of a person ceases on resignation, expulsion or death.
- b) Any member who has paid all monies due and payable to the Club may resign from the Club by giving notice in writing. The date of the resignation shall be recorded in the Register. A member who ceased to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club and its property.

7. LIFE MEMBERSHIP

- (a) Any General Member who has rendered outstanding service as per “Application for Nomination of Life Membership” criteria to the Benalla Bowls Club may be nominated for Life Membership by the following process:-
 - (i) In the first instance, nomination in writing, by a financial General Member giving reasons for nomination of such person to the appropriate Bowls Section Secretary.
 - (ii) The nomination is considered by the appropriate Bowls Committee and after receiving a 75% approval in a secret ballot is passed to the Board of Directors.
 - (iii) The Board of Directors endorses the nomination, by a simple majority, in a secret ballot.
 - (iv) The nomination is placed before the members by a postal ballot in conjunction with the Club Annual General meeting. On attaining 75% majority of postal votes received, such Life Membership shall be granted to the nominee. For the purposes of this ballot the Chief Executive Officer will act as Returning Officer.
 - (v) The Chief Executive Officer shall announce the result of the postal ballot at the Club Annual General meeting, and if successful then record the Life Membership on the appropriate register.
- (b) A Life Member shall have all the rights and privileges of a General Member, including the right to vote and hold office, and shall not be required to pay the

annual subscription but remains liable for any other financial obligations to the Club.

- (c) Those persons who are Life Members of the Benalla Bowls Club Inc., at the date of adoption of these rules shall be Life Members as if they had been elected as provided in these rules.

8. SOCIAL MEMBERSHIP – NON VOTING

Social Membership is available to all patrons. They shall have no voting rights.

9. JUNIOR MEMBERSHIP – NON VOTING

Any person under the age of eighteen years as at 1st of July of that year may be elected to Junior Membership. They shall have no voting rights.

10. COMMUNITY MEMBERSHIP – NON VOTING

Community Membership is available to all patrons.

11. TEMPORARY MEMBERSHIP

Persons as approved by the Board may be admitted.

12. HONORARY MEMBERS

Persons as approved by the Board may be admitted.

13. DUAL MEMBERSHIP

Persons approved by the Board may be admitted.

14. SUBSCRIPTIONS

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at all Meetings.
- (c) If any Member fails to pay the Annual Subscription within one (1) month of the commencement of the Financial Year in any year his membership shall thenceforth cease but should a sufficient

explanation be made to the Board it shall have the power to restore his name to the register upon payment of the amount due.

- (d) The Club shall hold a Register of Members in which shall be entered their full name and address and class of Membership.
- (e) All members shall communicate in writing change of address to the Chief Executive Officer, who shall register the same. All notices posted or delivered to such addresses shall be deemed to have been duly received.

15. EXPULSION, SUSPENSION OR FINING OF MEMBERS

15.1 The Board has power to inquire into any possible breach or non observance of the Constitution, the By-Laws and any other matter which may be prejudicial to or affect the safety, finances or well being of the Club, its Members and its employees.

15.2 The Board has the power by resolution to warn, censure, suspend for a definite period not exceeding 12 months, or expel a Member from the Club if the Member:

- (a) has refused or neglected to comply with the provisions of the Constitution or By-Laws; or
- (b) is guilty of any conduct which in the opinion of the Board is unbecoming of a Member, or is prejudicial to the interests of the Club.

15.3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in Rule 14.2, the Board 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 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he or she may do one or more of the following:-
 - (i) attend that meeting;
 - (ii) give the Board prior to or at that meeting a written statement regarding the alleged breach.

15.4 Determination of Board

1. At a meeting of the Board held in accordance with Rule 14.3, the Board shall:
 - (i) give the Member every opportunity to be heard;

- (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) by resolution determine whether the alleged breach occurred.
2. If the Board determines there was a breach of Rule 14.2, it will determine what penalty (if any) shall be given to the Member.

15.5 Appeal to General Meeting

- (a) Where the Board makes a determination under Rule 14.4, to expel a Member the Member may appeal any part of that determination by providing the Chief Executive Officer with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.
- (b) Where the Chief Executive Officer received a notice under Rule 14.5(a) the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Chief Executive received the notice.
- (c) At a General Meeting of the Club convened under 14.5(b):
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
 - (iii) the member shall be given an opportunity to be heard;
 - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting:
 - (i) a majority of the Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and
 - (ii) in any other case, the determination is revoked.

16. GRIEVANCE PROCEDURES

The grievance procedure as set out in this Constitution, applies to disputes under this Constitution between: -

- (a) (i) a Member and another Member; or
(ii) a Member and the Club.
- (b) The parties to the dispute shall meet and discuss the matter in dispute and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all 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 shall, 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 of Directors; or
 - (b) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria – (Department of Justice).
- (e) A Member of the Club can be a mediator.
- (f) The mediator shall not be a Member who is 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 result of 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.
- (k) All complaints shall be placed, in writing, before the Chief Executive Officer or the Chairman of Directors, as appropriate.

17. ANNUAL GENERAL MEETINGS

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provision of the Act and on a date and at a venue to be determined by the Board. The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with this Constitution.

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

18. GENERAL MEETINGS

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

18.1 Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 20 Members who would be entitled to vote at such General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Chief Executive Officer. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) 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 Club, 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.
- (d) 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 General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

19. NOTICE OF MEETINGS

19.1 Notice to be Given for General Meetings

The Chief Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

Notices may be given to Members by sending the notice by post, to the members address, personally, or email address shown in the Register of Members.

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.

19.2 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 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

20. PROCEEDINGS AT MEETINGS

20.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 30 Members.

- (a) 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;
 - (ii) in any other case, shall stand adjourned to:
 1. the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 2. any date, time and place determined by the chairperson;

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, members present shall constitute a quorum.

20.2 Chairperson

The Chairman shall chair each General Meeting of the Club. If the Chairman or Deputy Chairman is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside.

20.3 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 14 days or more, a notice of 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.

21. VOTING AT GENERAL MEETING

21.1 Voting Rights

Upon any question arising at a general meeting each general member and life member shall be entitled to one vote, unless serving a term of suspension.

21.2 Voting Procedure

- (a) Subject to this Rule 20, votes at a General Meeting shall be given in person by those present and entitled to vote along with any proxy voting as per Rule 20.5.
- (b) Subject to Rule 20.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. The chairperson of the meeting is not entitled to exercise a second or casting vote.

21.3 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 Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21.4 Poll at General Meetings

If a poll is demanded by the Chairperson or any two Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

21.5 Proxy Voting

- (a) A proxy, being a member entitled to vote at any General Meeting, may be appointed by the member to vote upon any question arising at a General Meeting or an adjourned meeting on a form that the Board may determine from time to time.
- (b) A member shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolutions and the election of directors or office bearers. In the absence of such instruction, the proxy may use their reasonable discretion and vote as he/she thinks fit.

- (c) All proxies shall be lodged with the Chief Executive Officer 48 hours before the meeting.

21.6 Postal Voting

- a) In the event of a ballot being required the Chief Executive Officer shall cause a list of the persons nominated for election to be displayed in a conspicuous place at the club house for a period of at least twenty-one (21) days prior to the Annual General Meeting in the year of the election.
- b) The board shall appoint as scrutineers three members eligible to vote in the election and each of whom is not a candidate or Board Member (“the scrutineers”).
- c) Ballot papers containing names of all the candidates and the position for which they have nominated shall be prepared by the Chief Executive Officer and posted to each member eligible to vote in elections together with an envelope marked “Voting Paper”. A separate envelope addressed to the Club shall be provided and identified with the voting member’s name and/or membership number.
- d) The Chief Executive Officer shall place his/her stamp and initial on the back of each ballot paper before posting the same to the members.
- e) Candidates may include with the mail out of ballot papers an information sheet on their suitability as a candidate.
- f) The voting member shall complete the ballot paper and place the completed ballot paper in the envelope marked “Voting Paper”, seal the envelope and place it in the envelope addressed to the Club and then return that sealed envelope to the Chief Executive Officer, or place it in the ballot box no later than forty-eight hours prior to the Annual General Meeting.
- g) The Chief Executive Officer shall keep a record of each member who has returned the envelope and deliver all voting paper envelopes to a meeting of the scrutineers which shall be convened on the day before the Annual General Meeting.
- h) The scrutineers shall open the “Voting Paper” envelopes and shall count the votes cast for each candidate and shall, despite any minor defects, attempt to give effect to each vote cast – in the event of a dispute amongst the scrutineers as to the validity of a vote, a decision of a majority of the scrutineers shall prevail.
- i) The scrutineers shall check the number of ballot papers lodged against the record of returned envelopes kept by the Chief Executive Officer and shall report the results of the postal ballot to the Chief Executive Officer who declare the election at the Annual General Meeting.
- j) The candidates receiving the highest number of votes shall be elected.
- k) In the event of two or more candidates receiving an equal number of votes for the same position, the scrutineers shall call upon the Returning Officer to decide the winner by lot, in their presence.
- l) A record shall be kept by the Chief Executive Officer of the members voting.

22. BOARD

22.1 Board of Directors

- (a) The business affairs of the Club shall be controlled by a Board of five (5) directors (consisting of a Chairman and 4 other Directors), elected by the Full Members of the Club for a term of two years. The election of Directors shall be held annually at the Club Annual General Meeting held to elect the Board of Directors in accordance with Rule 21.2.
- (b) They shall each be a Member of the Benalla Bowls Club Inc but not Members who are:
 - 1. Dual Members
 - 2. Members who play under a Pennant Permit with another Bowls Club
 - 3. Community and Social Members who are active Bowls Members playing for another Bowls Club.
- (c) No Member who is unacceptable to the Gaming Commission as a Board Member for the purposes of the Gaming Machine Control Act 1991 or any amending legislation thereof shall be eligible to stand for the position of Director.
- (d) Each Director shall hold office for two years. In the event of a Director resigning for any reason the vacancy thus created shall be filled at an extraordinary full election, conducted in accordance with Rule 21.2 as soon as is possible after such resignation. The Chairman of Directors or his deputy shall call a General Meeting of Members for this purpose.
- (f) Hold regular meetings at which three (3) directors shall constitute a quorum. These meetings may be held in person, via telephone, or video conferencing. This amendment is to keep up with changing technology.

22.2 Nomination and Election of Board

The Board shall consist of five Directors and be nominated and elected as follows;

- (a) A Chairman of Directors shall be elected first, by secret ballot, by the eligible members.
- (b) Further Directors shall be elected by secret ballot, by the eligible members.
- (c) Any casual vacancy on the Board shall serve the unexpired term of the Director being replaced.
- (d) At the expiry of each Director's term they shall be eligible for re-nomination for a further term.
- (e) Candidates shall be entitled to nominate for both Chairman of Directors and Directors when such vacancies such occur.

- (f) Nominations, with addresses, for Chairman of Directors and Directors within the Club shall be in writing, signed by the candidate and his proposer and seconder and shall be lodged with the Chief Executive Officer, not less than twenty-one days before the date of the Annual General Meeting. Placement of a signed nomination on the nomination sheets posted on the Club Notice Board twenty-one days prior to the closing date shall fulfill the above condition.
- (g) In the event of a current Director nominating and being elected as Chairman of Directors, his remaining term of office will be filled by the candidate receiving the next highest number of votes after the normal vacancies have been filled.
- (h) If insufficient nominations are received to fill all vacancies on the Board of Directors, the candidates nominated shall be deemed to be elected and further nominations shall be called from the floor at the Annual General Meeting, and a ballot if necessary be conducted amongst those present at the meeting.
- (i) The Board has the power to appoint a director to fill a casual vacancy on the Board. This will expire in the normal rotation of the election of directors.
- (j) If the number of nominations exceeds the number of vacancies a ballot shall be held in accordance with these rules.

22.3 Grounds for Termination of Director

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

- (a) In the case of an Elected Director, ceases to be a member of the Club.
- (b) Becomes bankrupt
- (c) Resigns their office by notice in writing to the Club.
- (d) Is subject to any sanction by the Board, which sanction is confirmed by the Members, under Rule 14.
- (e) Is directly or indirectly interested in any contract or proposed contract with the Club 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.
- (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) Would be prohibited from being a Director of a company under the Corporations Act 2001; or
- (i) Fails to attend three consecutive meetings of the Board or a Club AGM, without having previously obtained leave of absence or provided reasonable excuse for such absence.

21.4 Delegated Powers and Duties

The Board of Directors shall have the power to:

- a. Appoint sub-committees, fill vacancies, make appointments, make bylaws in conformity with 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 purposes by the Directors shall be subject and subordinate to the Board of Directors.
- b) Set all fees, charges, and levies on members.
- c) Interpret the Rules and Bylaws of the Club, the interpretation of the Board of Directors being final.
- d) Enforce discipline by fines or by expulsion for any misconduct or willful infringement of the Rules and Bylaws of the Club.
- e) Deal with other matters, which may arise or are specifically provided for in the Rules of the Club.
- f) Obtain the consent of a General Meeting of Members before undertaking expenditure on any one purchase or project that has the potential to exceed \$100 000, with the exception to expend in excess of \$100 000 in relation to maintaining an efficient gaming venue at the Benalla Bowls Club.

Directors are to zealously safeguard the confidentiality of all discussions on matters concerning Staff, members, and commercially sensitive information.

Each Director shall be responsible for the efficient conduct of his/her portfolio and shall report directly to each meeting of the Board.

21.5 Conflict of Interest

- a) A board member 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.

21.6 Duties – Chairman and Deputy Chairman of Directors

(a) Chairman of Directors

The Duties of the Chairman of Directors shall be to preside at all Board meetings, to regulate and keep order in all proceedings and to carry into effect the Rules and Bylaws of the Club. He shall be ex-officio, a member of every sub-committee of the business section of the Club.

At the first meeting after the Club Annual General Meeting he shall allocate Portfolios to each of the elected Directors and appoint a Deputy Chairperson.

Shall report on the activities of the Board of Directors of the preceding year for presentation to the Club Annual General Meeting.

(b) Deputy Chairman of Directors

In the absence of the Chairman of Directors, he shall exercise the powers of, and carry out the duties of the Chairman of Directors.

23. CHIEF EXECUTIVE/PUBLIC OFFICER DUTIES

- (a) The Chief Executive Officer shall act as Secretary of the Club and shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) The Chief Executive Officer shall be responsible to the Board for the management of the affairs of the Club, and for this purpose may exercise all powers of the Club which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- (c) The Chief Executive Officer shall have the right to be present and to debate at all Board and General Meetings of the Club.
- (d) Except as otherwise proved in the Constitution, the Chief Executive Officer shall keep in his or her custody or control all books, document and securities of the Club. The members have access to and are able to obtain copies of the records, securities and other relevant documents of the incorporated association.
- (e) The Chief Executive Officer shall keep minutes of the resolutions and proceeding of each General Meeting and Board Meetings in books provided for that purpose, together with record of the names of person present at all meetings.

The members have access to and are able to obtain copies of minutes of general meeting, including financial statements submitted at general meetings.

1. Members may on request inspect free of charge:-
 - a. the register of members;
 - b. the minutes of general meetings;
 - c. subject to subrule 22(d), the financial record, books, securities and any other relevant document of the Association, including minutes of Board meetings.
2. 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.
3. The Board must on request make copies of these rules available to members and applicants for membership free of charge.

4. Subject to subrule 22(d), 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.
5. For purposes of the rule-
 - 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-
 - a) Its membership records
 - b) Its financial statements
 - c) Its financial records
 - d) Records and documents relating to transactions, dealings,
- (f) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other relevant documents of the Club, unless authorized in writing by the Board.

24. COMMON SEAL

- (a) The Common Seal of the Club shall be in the custody of the Chief Executive Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Board of Directors and the affixing of the Common Seal shall be attested to by the signatures of two Members of the Board of Directors and the Public Officer of the Club.

25. LIQUOR AND GAMING LICENCE

The Club will comply with all relevant Liquor and Gaming Acts.

- a. Hold a Club Licence under the Liquor Licensing Act.
- b. Hold a Venue Operators Licence, issued by the Victorian Commission for Gambling Regulation.
- c. Apply to the appropriate body or bodies for a permit to conduct any game of chance.

26. SECTION COMMITTEES

- (a) To administer the sporting, social and other activities of the Club, the Board may from time to time appoint Section Committees particularly for the furthering of the control of such activities and the Board may delegate to such Committees such of the powers or duties of the Board as the Board may determine. The Board may recall or revoke any such appointment or delegation. The Board may from time to time add to any Section Committee any Member of the Club to assist the Section Committee, which may include Members recommended by Members active in the various phases of the activities of the Club.

- (b) All Section Committees must keep minutes of all resolutions and proceedings of all their meetings and shall give a report to the Board of such resolutions and proceedings.
- (c) Each of the Section Committees must ensure that all sporting and social activities organized by the Club will be strictly controlled in order that all games played shall strictly conform to the rules and regulations of any Controlling Body established in the State of Victoria or Commonwealth of Australia for the purpose of advancing, promoting or controlling each branch of sport or activity.

27. SOURCE OF FUNDS

The funds of the Club may be derived from joining fees, annual subscriptions donations, fund-raising activities, grants, interest and any other sources approved by the Board.

28. FINANCIAL AND BANKING ACCOUNTS

- (a) The Board must ensure that there are kept proper accounts and records of the transactions and affairs of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club.
- (b) The Banking Accounts of the Club shall be kept with such Financial Institutions as shall from time to time be appointed by the Board of Directors. All monies received shall be banked therein and all payments shall be made by cheque or electronic transfer.
- (c) All cheques drawn on the business accounts shall be signed by two authorized signatories.
- (d) All payments by electronic transfer shall be authorized by one (1) Director or the Chief Executive Officer.
- (e) All accounts against the Club shall be authorized by two authorized signatories.

29. CONTROL OVER PROPERTY

The property of the Club shall be subject to the control of the Board of Directors provided that such Board of Directors shall first obtain the sanction of a General Meeting before negotiating any further loan, issuing debentures, giving security over any property, selling or purchasing any realty.

30. AUDIT

- (a) The Board shall advise the Members, at the Annual General Meeting, the appointed auditor.
- (b) The Auditor shall have power, at all times, to examine the books and documents of the Club, and shall also as soon as may be conveniently possible after the closing of the financial year, audit the financial accounts, setting forth the financial business of the Club for the preceding financial year. The Director in charge of Finances shall cause these statements to be prepared. The Annual reports of the Auditor shall be submitted to the Club Annual General Meeting.

31. DISSOLUTION

If upon winding up or dissolution of the Club, 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 organization having purposes similar to the purposes of the Club 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 Victoria as may have or acquire jurisdiction in the matter.

32. ALTERATION OF CONSTITUTION

- (a) This Constitution and the Statement of Purposes of the Club shall not be altered except at a General Meeting, and then only upon the motion being carried by a majority of not less than three-fourths (75%) of the financial Members present at the Meeting.
- (b) By-laws may be altered by a simple majority of Directors.
- (c) A copy of the proposed new Rule, alteration or repeal as aforesaid, shall be available for inspection by members 21 days prior to the meeting. Notice of the meeting shall be in accordance with Rule 16.
- (d) No amendments to this Constitution or any new Rules shall be valid if it in any way conflicts, or is not in conformity with, the requirements of the Liquor Control Acts, the Ordinary and Casino Act and the Fair-Trading Act or any other Act controlling the Club's operation from time to time in force. No alteration or variation of such Rule shall have effect unless and until such alteration or variation has been approved by the name Authorities.
- (e) While and so long as the Club is licensed under the Act, the Chief Executive Officer of the Club shall, within one month from the making of any amendment or alteration in the Rules of the Club, forward to the Secretary or the named Authorities, a certified copy of such amendment or alteration.

33. INTERPRETATION OF CONSTITUTION

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

34. CONSTITUTION BINDING ON MEMBERS

Each Member is bound by the Constitution and any By-Laws made under it. Each Member must comply with any lawful direction given by or with the authority of the Board.

35. BY-LAWS

The Board of Directors shall have power, from time to time, to make By-Laws and Regulations not inconsistent 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 recorded by the Chief Executive Officer, and be available for inspection by the Members.

36. APPLICATION OF PROFIT ASSOCIATION

The Club is an Association Incorporated pursuant to the Associations Incorporation Act 1981. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together, and 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 refund, of expenses to any Officer of the Club for payments made on behalf of the Club.

37. TRADING

The Benalla Bowls Club Inc will trade as an Association under Section 51 of the Association Incorporations Act (1981).

38. STATEMENT OF ACCEPTANCE

This Constitution was directed to be adopted by the Members and Life Members at a General Meeting called for the purpose of considering this amended Constitution, which was held on 9th June 2024. We the undersigned attest to the correctness of the foregoing.

Chairman of Directors
David Lindsay

Chief Executive Officer
Wendy Joseph