

SUNSHINE COAST DISTRICT

LADIES BOWLING ASSOCIATION INC.



CONSTITUTION

Amended: 20th November, 2017

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**CONSTITUTION OF THE SUNSHINE COAST LADIES’
DISTRICT BOWLING ASSOCIATION INC.**

DEFINITIONS

1. “BA” means Bowls Australia
2. “BQ” means Bowls Queensland
3. “SCDLBA” means the Sunshine Coast District Ladies Bowling Association, Inc.
4. “The District” means the Sunshine Coast District Ladies Bowling Association, Inc.
5. “The Association” means the Sunshine Coast District Ladies Bowling Association, Inc.
6. “The Act” means the Associations Incorporation Act 1981
7. “The Executive” means the Executive Committee elected as Management of the Association.
8. “members” means Clubs affiliated with the SCDLBA and BQ.
9. “declared member” is a full financial member of more than one Club who must declare to Bowls Queensland their chosen Club from which they will play Club Championship events and District Championship events that progress to a higher level.
10. “delegate” means a full financial declared member of a Club who has been elected by that Club to represent it at general meetings of the SCDLBA.
11. “voting delegate” means one of the two elected Club delegates.
12. “general meeting” means a meeting of the Executive Committee and elected delegates from member Clubs.
13. “in writing” means, in addition to the normal meaning, any electronic message communication that can be printed or otherwise permanently retained to and from a known valid electronic address of a person or organisation.

CONSTITUTION OF THE SUNSHINE COAST LADIES
DISTRICT BOWLING ASSOCIATION INC.

PART 1 THE ASSOCIATION

1. NAME AND HEADQUARTERS

- 1.1 The name of the Association is the “Sunshine Coast District Ladies Bowling Association Incorporated”
- 1.2 The headquarters of the Association shall be situated in such place as the Association may from time to time determine

2. OBJECTS OF THE ASSOCIATION

- 2.1 To advance and promote the Game of Bowls
- 2.2 To promote and develop activities that are from time to time deemed appropriate to provide good camaraderie between members of the Clubs within Bowls Queensland and the District.
- 2.3 To promote and enhance the game of bowls in the local community.
- 2.4 To act in the best interest of all affiliated clubs in the Association

3. ASSOCIATION INCORPORATED

The Association will be incorporated under the provisions of the Associations Incorporated Act and will comply with the provisions of the Act and its regulations.

4. AFFILIATION OF THE ASSOCIATION

The Association is an affiliated member of Bowls Queensland and will abide by the Rules and By-Laws of Bowls Queensland.

5. ACTIVITIES WILL BE LAWFUL

The Association will comply with all lawful requirements of the Commonwealth, State and Local Governments and other Statutory Authorities having jurisdiction over any activities of the District Association.

6. POWERS OF THE ASSOCIATION

The powers of the Association are:

- 6.1 To control the funds and other assets and liabilities of the incorporated Association known as the “Sunshine Coast Ladies Bowling Association Inc.”
- 6.2 To subscribe to, become a member of, and co-operate with any other association, club or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the Association under rules of this Constitution.
- 6.3 To remunerate any person or body corporate for services rendered, or to be rendered .
- 6.4 To invest and administer the funds of the Association.
- 6.5 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association.

- 6.6 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, for example donations annual subscriptions or otherwise.
- 6.7 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects
- 6.8 In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association which will prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules of this Constitution.
- 6.9 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations which the Association is authorised to amalgamate.
- 6.10 In furtherance of the objects of the Association to transfer all or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 6.11 To make donations for patriotic, charitable or community purposes
- 6.12 To effect (purchase) insurances against fire, burglary, public risk and such other risks or damages as considered necessary to properly protect the property and Councillors of the Association.
- 6.13 The **Executive** must ensure the safe custody of books, documents, instruments of title and securities of the association.

PART 2 MEMBERSHIP

7. MEMBERS

- 7.1 The membership of the Association will consist of –
 - (i) Affiliated Clubs
 - (ii) Members of Affiliated Clubs
 - (iii) Life Members
 - (iv) Junior Members
- 7.2 **Affiliated Clubs:** The Association will comprise Clubs which are affiliated with Bowls Queensland and which are situated within the boundaries of the Association determined by Bowls Queensland. The number of Clubs accepted into this class of membership will be limited to Clubs situated within such boundaries.
- 7.3 **Member Clubs:** Each member Club is entitled to two (2) elected and declared delegate with one vote per Club.
- 7.4 **Life Members:** **Life Membership of the Association may be awarded to any current member of an affiliated Club** in recognition of **exemplary** service to the Association. Life members may be elected only after recommendation by the Executive Committee **of the Association** or by **an affiliated Club** and passed by Special Resolution at an annual general meeting or general meeting of the Association. Life members will be entitled to all privileges of membership of the Association **including the right** to speak at annual general meetings of the Association, but may not, by virtue of Life Membership alone, be entitled to move or second **motions/resolutions** or to vote on any matter. **Life Membership may not be transferred into, or out of, the SCDLBA District.**

- 7.5 Junior Members: Junior Members of a Club/the District will comprise such Members who are under the age of eighteen (18) years. They shall be entitled to play bowls in any Club, District or State competition according to the conditions laid down for the playing of the event.
Junior members will not be entitled to vote, or be nominated for office, or to nominate other persons for office.

8. ELIGIBILITY – AND AFFILIATION OF CLUBS INTO THE ASSOCIATION

- 8.1 Each **current** member Ladies Bowling Club, subsidiary Ladies or Ladies Division of an integrated club which is eligible for affiliation with this Association and which in all respects conforms with the requirements of Bowls Queensland shall remain a member of the Association and be entitled to exercise the rights and privileges of Club affiliation with the Association.
- 8.2 A Club **applying** for membership of the Association will support its application with a Certificate from the Secretary of the Club giving the following information:-
- (a) the name of the Club
 - (b) a copy of an annual capitation return showing affiliation with Bowls Queensland
 - (c) a copy of the Club's Constitution, Rules and By-Laws
 - (d) names of current office-bearers
 - (e) name and address of the persons elected/**appointed** by the Club as Delegates .
- 8.3 Any member Club will be required to provide a similar certificate as outlined in Rule 8.2 if required by the Association.
- 8.4 Each Club shall provide details of the Club's new Management Committee within thirty (30) days of the annual general meeting of the Club.
- 8.5 Applications for Affiliation may be approved by any general meeting providing the Member Clubs have had at least twenty-eight (28) days notice of such application. Approval requires a 75% majority of those present and entitled to vote. An affirmative decision of a general meeting will require the endorsement of Bowls Queensland before becoming effective.
- 8.6 Affiliation is automatically renewed each year with the payment of the appropriate affiliation fees to Bowls Australia, Bowls Qld. and the SCDLBA.
- 8.7 Any Club which fails to pay affiliation fees, or any special levy, within thirty (30) days of the due date will be deemed to be un-financial and will be deprived of all privileges of membership of the Association including -
- (a) the right to speak or vote at general meetings
 - (b) the right of members to enter for and play in any Association matches or to be selected to represent the Association.
 - (c) The Executive may suspend an affiliated club's affiliation if affiliation fees remain unpaid in full by the 31st March each year. However, the Executive may extend the time for payment of District affiliation fees by the affiliated club.
 - (d) If Bowls Queensland affiliation fees are unpaid by 31st March, members will be excluded from any District event unless the Club has been granted an extension by Bowls Queensland.

9. REGISTER OF MEMBERS

- 9.1 The District Secretary will maintain a Register of Affiliated Clubs in which will be entered the names of the Clubs and their membership.

PART 3 GOVERNANCE AND ADMINISTRATION OF THE ASSOCIATION

10. MANAGEMENT OF THE ASSOCIATION

- 10.1 The affairs of the Association will be under the management of the Executive
- 10.2 The Executive Committee will consist of –
- (i) President
 - (ii) Vice-Presidents (two)
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Match Chairwoman
 - (vi) Selection Chairwoman
- Each of whom will be honorary and elected
- 10.3 No Executive member is allowed to hold two positions
- 10.4 The term of office for an Executive Committee member is for an optional five (5) consecutive years. A retiring member of the Executive Committee may nominate for election to any position on the Executive Committee.
- 10.5 A maximum of two (2) declared members from any one Club may serve on the Executive Committee.
- 10.6 **The Executive** will manage and control the day-to-day activities of the Association between General meetings in accordance with the Constitution and By-Laws. The Executive will not have the power to amend or disregard any decision or recommendation of the Delegates.
- 10.7 Assistants to Executive Members may be appointed by the Executive Committee. An Assistant will have no voting rights by virtue of that position alone.

11. ELECTION /NOMINATIONS - EXECUTIVE OFFICERS

- 11.1 Executive Officers will be elected annually at the Annual General Meeting of the Association and will hold office until the next Annual General Meeting.
- 11.2 A contested election for any position will be resolved by ballot in accordance with the By-Laws of the Association.
- 11.3 All candidates for election as an Executive Officer must –
- (i) be a declared member of an affiliated Club
 - (ii) be nominated in writing by two (2) members of their declared Club.
- 11.4 The nomination paper will bear the signature of the nominee showing her consent to such nomination.
- 11.5 Each nomination form will be countersigned by the Secretary of the nominee's Club to the effect that the nominee, proposer and seconder are financial and declared members of the nominee's Club.
- 11.6 Each nomination will be accompanied by a summary of the administration experience of the nominee.
Position descriptions will be defined in the By-Laws of the Association.
- 11.7 All nominations will be in the hands of the Secretary not later than twenty-eight (28) days prior to the Annual General Meeting at which elections will be held.
- 11.8** Copies of all nominations received will be sent in **alphabetical order to all members of the District Executive Committee** and Club Secretaries at their last notified address at least twenty-one (21) days immediately preceding the Annual General Meeting at which the elections will be held.
- 11.9 If no suitable nomination is received for an Executive position, the Executive Committee will have the power to appoint an eligible person to the vacant position until the next Annual General Meeting.

12. DISMISSAL /RESIGNATION OF AN EXECUTIVE OFFICER

- 12.1 If the Executive resolves that an Executive Officer is not properly discharging her duties it may dismiss the elected or appointed Executive Officer by written notice to her last known address. The vacancy may be filled by the appointment of a replacement, if required, until the next elections.
- 12.2 An Executive Officer may resign her position at any time by giving notice in writing to the District Secretary and such resignation shall take effect at the time such notice is received, unless a later date is specified in the notice, when it will take effect on that later date.

13. VACANCY ON EXECUTIVE COMMITTEE

- 13.1 The Executive will have the power at any time to fill a casual vacancy until the next Annual General Meeting.
- 13.2 If the position of President becomes vacant, the Executive shall appoint a Vice-President to fill the position until an election can be held. If a Vice-President is un-willing to act in this position, another suitable person may be appointed until an election can be held.
- 13.3 Should no suitable nomination for the Executive Committee be received, Rule 11.9 shall apply.

14. APPOINTMENT OF DELEGATE TO BOWLS QUEENSLAND

- 14.1 One (1) delegate to Bowls Queensland will be **appointed** at the Annual General Meeting of the Association. She shall attend all meetings of District Delegates to Bowls Queensland and shall vote in accordance with instructions by the **Executive**.
- 14.2 **The District must advise Bowls Queensland of the name, e-mail and postal addresses and telephone/mobile numbers of the delegate within fourteen (14) days of appointment.**
- 14.3 Should the **appointed** delegate be unable to attend a Bowls Queensland delegates meeting a proxy may be appointed by the District President or Secretary.

15. CLUB DELEGATES TO THE ASSOCIATION

- (i) Clubs will elect two (2) delegates to the Association. These delegates Must financial and declared members of the Club they represent.
- (ii) Delegates to a general meeting will have one (1) vote per Club.
- (iii) A member of the Match or Selection Committees may not serve as a Club delegate.

16. SUB - COMMITTEES

- 16.1 The Executive may establish and appoint Committees to control various activities of the Association.
- 16.2 Should a **sub-** Committee, or member thereof, not be discharging their duties satisfactorily, the Executive may revoke their appointment.
- 16.3 Committees are empowered to co-opt members for short term special tasks.

17. CODES OF CONDUCT

Executive Officers, the Bowls Queensland delegate, Match and Selection Committee , representative players and team officials must sign and abide by the prescribed Codes of Conduct.

18. DISCIPLINE

18.1 Disciplinary matters will be dealt with in accordance with the Association's Disciplinary By-Laws.

18.2 All discipline and complaints related to the following will be governed by the Bowls Queensland Member Protection Policies –

- (i) Child Protection
- (ii) Transgender Persons
- (iii) Sexual Relationships
- (iv) Anti-Discrimination and Harassment

19. MEETINGS and FREQUENCY

19.1 Annual General Meeting.

The Annual General Meeting of the Association will be held no later than the end of February each year, or at such time and place as fixed by the Executive. The meeting will be called by giving twenty-eight (28) clear days notice to the Secretary of each Affiliated Club; such notice will state the business of the meeting.

The Secretary of each affiliated Club will ensure that the notice is displayed on the Club Notice Board.

19.2 The business to be transacted at the AGM will be as follows:-

- (i) Confirmation of Minutes of last Annual General Meeting
- (ii) Business Arising from the Minutes
- (iii) Receive and adopt Annual Reports
- (iv) Receive and adopt the audited statement of accounts and balance sheets.
- (v) Election of Executive Officers
- (vi) Election of Delegate to Bowls Queensland
- (vii) Appointment of Auditor
- (viii) Appointment of Solicitor
- (ix) Notices of Motion and Special Resolutions

19.3 Executive Committee meetings

Executive Committee meetings will be held monthly at such time and place as determined by the Executive.

Special meetings of the Executive may be convened at the direction of the President or the Secretary. Executive Members must be given seven (7) days notice of the matter to be discussed. The Executive Committee will decide if other business is to be determined.

19.4 Special General Meetings

The Secretary shall call a Special General Meeting by giving the Secretary **and registered Club delegates** of each affiliated Club a notice of the meeting within fourteen (14) days after –

- (a) being directed to call the meeting by the Executive Committee
- (b) being given a written requisition by at least the number of Clubs equal to the number of members on the Executive Committee plus one (1) when the requisition is signed by the Secretary of the relevant Clubs.
- (c) Any requisition for a Special General Meeting must state the reason why it is being convened and the business to be discussed. No other business will be transacted.

19.5 General Meetings.

The Secretary shall call a general meeting of Club Delegates when instructed to do so by the Executive Committee clearly stating the business scheduled to be discussed at the meeting, with the proviso that other general business may be raised for discussion from the floor of the meeting

19.6 Committee Meetings

Committee meetings will be held as frequently as determined by members of the Committee.

19.7 Conduct of Meetings

The President of the Association will preside as Chairperson.

- (i) if the President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting or is unwilling to act a Vice-President will be the Chairperson
- (ii) if a Vice-President is not present or is unwilling to act, then the delegates present will elect one of their number to chair the meeting.
- (iii) The Chairperson will maintain order and conduct the meeting in a proper and orderly way.

19.8 Notices of General Meetings

Any Notice of Meeting sent in writing or electronically to a Club and the last known address of a registered delegate will be deemed to be duly given.

- (a) the secretary will give in writing to all Club secretaries and registered Club delegates twenty-eight (28) days' notice of the date, time and place of the scheduled general meeting.
- (b) it is the duty of each Club to notify the District Secretary of any change of address, postal or electronic, of the registered delegate of that Club.
- (c) a general meeting notice sent to the last known address of a Club or registered delegate will be deemed to be given.
- (d) an omission to give a notice of a meeting to a Club or registered delegate, or the non-receipt of such notice, will not invalidate the meeting or the proceedings of that meeting.
- (e) the notice of the general meeting must state the business to be conducted at the meeting.
- (f) notice of a proposed Special Resolution must be given in a notice of the general meeting at which it will be discussed and decided.

20. ATTENDANCE AT MEETINGS

- 20.1 Any Executive Officer who is absent from three (3) consecutive notified Executive and/or **delegates' general meetings** without the consent of the Executive will automatically vacate her office unless she can show cause to the satisfaction of the Executive.
- 20.2 Should a Delegate from any Club not be able to attend an Association meeting the Secretary or President of that Club may appoint any financial, declared member of that Club to act as proxy.
- 20.3 No delegate is to be represented by a proxy for more than three (3) consecutive meetings, otherwise another delegate must be appointed by the relevant Club.

21. RIGHT TO ATTEND MEETINGS

- 21.1 Every current member of the Executive has the right and duty to attend and speak at general meetings, but they cannot move or second a motion, or an amendment, nor are they entitled to vote.
- 21.2 Every member Club, currently financial with the Association and Bowls Queensland, has the right for their delegates or proxy delegate to attend, speak and vote at all general meetings. A proxy delegate must be a declared member of the Club she represents.
- 21.3 **A Club President or Vice-President may attend general meetings but will have no voting rights, but may speak at the meeting with the permission of the Chair.**
- 21.4 Special guests, such as fiscal advisors, legal representatives, auditors, etc. may be invited to attend and speak at meetings.
Unless otherwise determined at a previous meeting, observers from member
- 21.5 Clubs may attend the Annual General Meeting and may speak with the permission of the Chairperson.

22. VOTING AT EXECUTIVE AND GENERAL MEETINGS.

- 21.1 At each Annual General Meeting, and each General or Special General meeting, each member Club will have one vote, either by their delegate or proxy.
- 22.2 Any Club wishing to abstain from a particular vote, which must include any delegate/s who may have a pecuniary interest in the matter at hand, should leave the immediate precincts of the meeting during discussion and voting.
- 22.3 Restriction on voting rights. A delegate/proxy is not entitled to vote at any general meeting if her Club's annual affiliation fees to BA, BQ or the Association are in arrears at the date of the meeting unless granted an extension of time to pay by Bowls Queensland and the Association
- 22.4 At a general meeting every question, other than the election of office bearers and granting of Life Membership, will be decided in the first instance by a show of hands and will be determined by a majority of votes of the delegates present and entitled to vote. **Equality of votes: Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried.**
However, if 20% of the delegates present and entitled to vote demand a ballot, there will be a secret ballot. The Chairperson will appoint two (2) scrutineers to conduct the secret ballot after which she will declare the result of the ballot which will determine the resolution of the meeting.
- 22.5 A Special Resolution at a General Meeting requires 75% of the vote of delegates present and entitled to vote.
- 22.6 A question arising at an Executive meeting will be decided by a majority of votes of the members of the Executive present at the meeting and, if votes are equal, the question will be decided in the negative.

23. QUORUMS FOR, AND ADJOURNMENT OF, GENERAL MEETINGS

- 23.1 Executive Meetings: A simple majority will constitute a quorum.
- 23.2 General Meeting a quorum of voting delegates will consist of at least the number of persons elected or appointed to the Executive Committee at the close of the Association's last general meeting plus one (1).
- 23.3 Should a quorum not be present within fifteen (15) minutes of the appointed time for the commencement of a general meeting, the meeting will stand adjourned until a date, time and place is set by the Executive Committee.
- (i) Any decision made at a meeting at which there is no quorum has no effect.
 - (ii) The Secretary is not required to give Clubs or delegates notice of an adjournment or the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 23.4 If, at an adjourned Annual General Meeting a quorum is not present within fifteen (15) minutes of the appointed time, the members present and entitled to vote will constitute a quorum.
An adjourned Special General Meeting will lapse if the required quorum is not present.
- 23.5 If at an adjourned ordinary General Meeting a quorum is not present within fifteen (15) minutes of the appointed time, the members present and entitled to vote will constitute a quorum.
- 23.6 The Chairperson may, with the consent of any meeting *at which there is a quorum*, adjourn a meeting from time to time and place to place. Only business left unfinished at a meeting from which the adjournment took place may be discussed at an adjourned meeting.

24. NOTICES OF MOTION

Notices of Motion and Special Resolutions for inclusion in the agenda of the Annual General Meeting or any General Meeting must be received by the District Secretary fourteen (14) days prior to the meeting at which they will be discussed and decided. The District Secretary shall notify the Secretary and the registered delegate of all Clubs of the content of the Notice of Motion and/or Special Resolution at least seven days (7) prior to the meeting at which they will be discussed and decided.

SPECIAL RESOLUTION

1. the District Secretary must give written notice of a proposed special resolution to the Secretary and registered delegates of each Club.
2. the notice must state the content of the special resolution.
3. a special resolution about which a notice has not been given has no effect.
4. a special resolution must be passed by an affirmative vote of 75% of delegates who are present and entitled to vote at a general meeting at which a special resolution will be discussed and decided.
5. matters which *must* be decided by a special resolution are:-
 - (i) a change of name of the Incorporated Association
 - (ii) a change to the rules of the Incorporated Association
 - (iii) a decision to wind up the Incorporated Association.
6. Any other matter *may* be decided by a special resolution under these Rules.

25. MINUTES OF MEETINGS

The Secretary will keep full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive and General Meeting. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Executive and General meeting will be signed by the Chairperson and Secretary at the next meeting of the Executive or General Meeting. Inspection of minutes will be available to members on written request to the Secretary.

In addition to the minutes of a general meeting, a summary of Executive meetings will be circulated to all Club secretaries and registered delegates.

PART 4 FINANCES

26. FINANCIAL YEAR

The financial year of the Association will end on the thirty-first (31) day of December each year.

27. AFFILIATION FEES

27.1 Each Club will pay a yearly Affiliation Fee to the Association for each Ordinary and playing Life Member of the Club.

27.2 Affiliation fees for each year will be recommended by the Executive and decided on by a majority vote of delegates present and entitled to vote at a general meeting.

27.3 Calculations of membership for the purpose of Rule 27.2 will be based on Bowls Queensland **yearly** membership listings. Any omission of a member by a Club may incur a loss of rights for that member to play for or represent their Club or the District.

28. SPECIAL LEVY

The Association, at any time, may strike a special per-capita levy on all Clubs by Special Resolution at a general meeting of the Association. A notice advising that the levy has been struck, the amount, and the purpose for which the levy is to be used, will be advised in writing to each Club within seven (7) days following the general meeting.

29. FUNDS AND ACCOUNTS

29.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive Committee.

29.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

29.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

29.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

29.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following: the President; the Secretary, Treasurer and another member of the Executive who has been authorised by the Executive Committee.

- 29.6 Cheques for allowances or petty cash recoupment must be crossed “not negotiable”.
- 29.7 A petty cash account must be kept on the Imprest system, and the Executive Committee must decide the amount of petty cash to be kept in the account.
- 29.8 Transactions, including purchases or sale of property in excess of \$5,000.00, must be approved by a general meeting prior to any such transaction taking place.

30. REPORTS

- 30.1 The Treasurer will provide an audited Financial Statement to the Association at each Annual General Meeting and a Monthly Statement to monthly Executive meetings and to scheduled general meetings.

31. USE OF FUNDS

- 31.1 The income and property of the Association must be used solely in promoting the Association’s objects and exercising the Association’s powers.
- 31.1 Honoraria may be paid to officers in appreciation of services provided after having been recommended by the Executive and approved by delegates at the Annual General Meeting.
- 31.2 No person working for the Association is expected to be out-of-pocket for work directed by or approved by the Executive.

32. THE AUDITORS

- 32.1 An auditor, who will be qualified as required by the Act, shall be appointed at the Annual General Meeting of the Association to audit the accounts of the Association and prepare reports for submission to the following Annual General Meeting.
- 32.2 The auditor, when required by the Executive or a general meeting, will conduct special audits and investigations.
- 32.3 The auditor will at all times have access to the books of accounts, vouchers and relevant records of the Association and will have the right to obtain explanations relevant to the finance and affairs of the Association and the accounts from any person holding office in the Association.

PART 5 GENERAL AND DISSOLUTION

33. INDEMNITY

- 33.1 To the extent permitted by Law and without limiting its powers, the Association must indemnify each person who is, or has been, an elected or appointed officer against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Association.
- 33.2 The Association need not indemnify a person as provided for in Rule 32.1 where costs incurred arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful.
- 33.3 The Association need not indemnify a person as provided for in Rule 32.1 in respect of a liability under a contract of insurance.
- 33.4 The benefit of each indemnity given in Rule 32.1 continues, even after its terms or the terms of the clause are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

34. THE COMMON SEAL

- 34.1 The Executive Committee must ensure the Association has a common seal.
- 34.2 The common seal must be:-
- (i) kept securely by the Executive Committee.
 - (ii) used only under the authority of the Executive Committee.
- 34.3 Each instrument to which the seal is attached must be:
- (i) signed by a member of the Executive Committee and
 - (ii) countersigned by:
 - (a) the Secretary
 - (b) another member of the Executive Committee
 - (c) someone authorised by the Executive Committee

35 INTERPRETATION OF RULES

- 35.1 The decision of the Executive Committee on the interpretation of any rule will be conclusive and binding on all members until such time that it is varied by a Special Resolution at a General Meeting of the Association.
- 35.2 Each member will be held to consent to and be bound by the Rules and By-Laws of the Association.

36 ALTERATIONS TO THIS CONSTITUTION

- 36.1 These rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting of the Association, requiring **75%** of the vote of delegates present and entitled to vote.
- 36.2 The minutes of the meeting must record the changes approved.
- 36.3 An amendment, repeal, or addition is valid only if it is approved by the relevant Government authority.
- 36.4 A Constitution Review Committee will be formed to alter the Constitution if required, and in sufficient time to enable Club consultation so that the necessary additions , amendments shall be voted on by Special Resolution at a General Meeting of the Association

37 REPEAL OR NEGATION OF MOTIONS

- 37.1 No action can commence to repeal, rescind, amend or negate a motion that has been agreed to at a General Meeting of the Association until a period of three (3) months from the date of the passing of the motion, nor can any new motion, which has the same effect, be instigated.
- 37.2 In the case of a Special Resolution, the period shall be **six** (6) months.
- 37.3 Notwithstanding Rules 36.1 and 36.2 should any such motion prove to be unworkable, a motion passed by **75%** of the delegates present and entitled to vote at a General Meeting, may permit action to be held in abeyance until the statutory period has elapsed, when the motion can be reviewed.

38. BY-LAWS

- 38.1 A General Meeting may, from time to time, make, amend or repeal By-Laws consistent with this Constitution for the internal management of the Association by a majority vote of delegates present and entitled to vote.
- 38.2 A General Meeting will not make, amend or repeal a Rule or By-Law in relation to the playing of the Game of Bowls that conflicts with the Rules and By-Laws of Bowls Australia and Bowls Queensland.

39. DOCUMENTS

The Executive must ensure the safe custody of books, documents, instruments of title and securities of the Association.

40. DISSOLUTION OF THE ASSOCIATION

- 40.1 The Association may be dissolved by a Special Resolution at a Special General Meeting and confirmed by a Special General Meeting called at an interval of not less than fourteen (14) days and not more than thirty (30) days thereafter.
- 40.2 The two (2) meetings may be convened by one (1) notice delivered **electronically** or posted to every Club fourteen (14) clear days before the date of the first Special General meeting.
- 40.3 The Association will be dissolved when the number of Clubs is reduced to less than the number required to form a District as determined by Bowls Queensland from time to time.

41. DISTRIBUTION OF SURPLUS ASSETS

This rule applies if the Association has surplus assets.

- 41.1 The surplus assets must not be distributed among the members of the Association.
- 41.2 The surplus assets must be given to another entity -
- (i) which has objects similar to the Association's objects and/or an approved non-profit organisation.
 - (ii) the Rules of which prohibit the distribution of the entity's income and assets to its members.

Registration Date: 23rd October 2015
Amendments Registered: 13th June 2016