

# Draft Constitution

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South Tamworth Men's Bowling Club

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# Constitution

## 1. NAME OF THE CLUB

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The name of the unincorporated club is South Tamworth Men's Bowling Club.

## 2. DEFINITIONS AND INTERPRETATIONS

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In this Constitution unless the context requires otherwise:

**Annual General Meeting** or **AGM** means the annual General Meeting of the Sub-Club required to be held under this Constitution.

**Annual Subscription** means the annual fee(s) payable by each category of Member as determined by the Management Committee under **clause 8(a)**.

**Bowls** means the sport of lawn bowls.

**Bowls NSW** means Bowls New South Wales Limited.

**By-Laws** mean a by-law made under **clause 22**.

**Committee** means a committee established by the Management Committee under **clause 20**.

**Committee Member** means a member of the Management Committee elected under **clause 15(a)**.

**Constitution** means this Constitution as amended from time to time, and a reference to a clause is a reference to a clause of this Constitution.

**General Meeting** means a general meeting of Members and includes the AGM and any SGM.

**Individual Member** means a registered, financial Member of the Sub-Club.

**Local Area** means the geographical area in which the Sub-Club operates as determined by Bowls NSW for the administration of competition, such as District or Zone.

**Management Committee** means the body consisting of the Committee Members under **clause 15**.

**Member** means a member of the Sub-Club under **clause 6**, who must be registered with Bowls NSW as an individual member.

**Objects** mean the objects of the Sub-Club outlined in **clause 3**.

**President** means the person elected under **clause 15**.

**Registered Club** means South Tamworth Bowling Club Ltd

**Special General Meeting** or **SGM** means any General Meeting of the Sub-Club held under this Constitution other than the AGM.

**Special Resolution** means a resolution passed by at least 75% of Members entitled to vote and voting on the resolution at the General Meeting at which the resolution is put to Members.

**Voting Member** means those Members of the Sub-Club entitled to vote in General Meeting as set out under **clause 6.1**.

### **3. OBJECTS**

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The Sub-Club is established solely for the Objects. The Objects of the Sub-Club are to:

- (a) form part of the Registered Club and to affiliate with Bowls NSW as an unincorporated Club so Bowls can be conducted, encouraged, promoted, advanced and administered at the Sub-Club and throughout the Local Area;
- (b) conduct, encourage, promote, advance and administer Bowls at the Sub-Club and throughout the Local Area and act, at all times, on behalf of and in the interest of the Members and Bowls in the Sub-Club and Local Area;
- (c) affiliate and otherwise liaise with the Registered Club and Bowls NSW and adopt their respective rule and policy frameworks as necessary to further these Objects; and
- (d) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **4. INCOME AND PROPERTY OF THE CLUB**

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#### **4.1 Sole Purpose**

The income and property of the Sub-Club must be applied solely towards the promotion of the Objects of the Sub-Club.

#### **4.2 Payments to Members**

No part of the income or property of the Sub-Club may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects and: (a) in return for any services or goods supplied in the ordinary course; (b) for interest at current bank overdraft rates for moneys lent; or (c) for reasonable rent for premises let to the Sub-Club.

## **5. STATUS AND COMPLIANCE OF SUB-CLUB**

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### **5.1 Recognition of Sub-Club**

- (a) The Sub-Club forms part of the Registered Club and is affiliated with Bowls NSW, and is recognised by those entities as the body responsible for the delivery of Bowls in the Local Area.
- (b) This Constitution will clearly reflect the objects of the Registered Club and will conform to the constitutions and regulations of both the Registered Club and Bowls NSW.

### **5.2 Registered Club**

The Sub-Club must not resign, disaffiliate or otherwise seek to withdraw from the Registered Club or Bowls NSW without approval by Special Resolution.

### **5.3 Amendment of the Constitution**

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved: (a) by the Registered Club prior to the relevant General Meeting of the Sub-Club; and (b) by Special Resolution of the Sub-Club.

## **6. MEMBERSHIP**

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### **6.1 Categories of Members**

The Members of the Sub-Club shall consist of the following categories:

- (a) Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings; and
- (b) such new or other categories of Members as may be established by the Management Committee. Any new category of Member established by the Management Committee cannot be granted voting rights without the approval of the Sub-Club in General Meeting.

### **6.2 Deemed Membership**

- (a) All persons who are, prior to the adoption of this Constitution, members of the Sub-Club shall be deemed Members from the time of adoption of this Constitution.

### **6.3 General**

- (a) A Sub-Club Member shall at all times be a financial member of the Registered Club.
- (b) No Member whose membership ceases has any claim against the Sub-Club or the Committee Members for damages or otherwise arising from cessation or termination of membership.

- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Sub-Club and Registered Club, and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Sub-Club, Registered Club or Bowls.

## **7. EFFECT OF MEMBERSHIP**

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- (a) Members acknowledge and agree that:
  - (i) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Management Committee or any duly authorised committee;
  - (ii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Sub-Club; and
  - (iii) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Sub-Club, the Members and Bowls.
- (b) A Member of the Sub-Club has the right to:
  - (i) receive notice of General Meetings;
  - (ii) submit items of business for consideration at General Meetings;
  - (iii) attend and be heard at General Meetings; and
  - (iv) if they are a Voting Member, vote at General Meetings.

## **8. FEES AND SUBSCRIPTIONS**

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- (a) The Management Committee must consult with the Registered Club to determine from time to time membership fees and the payment method and due date.
- (b) The Management Committee 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 Sub-Club.
- (c) If fees for any Member are in arrears for one month that Member's membership ceases, unless otherwise determined by resolution of the Management Committee.

## **9. REGISTER**

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The Sub-Club may keep and maintain a register in which may be entered the names and addresses of all Members and Committee Members and where applicable, the date of termination of membership of any Member.

## **10. DISCONTINUANCE OF MEMBERSHIP**

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A person's membership of the Sub-Club ceases if:

- (a) they resign by giving notice in writing to the Sub-Club;
- (b) they fail to pay their Annual Subscription within one month of the due date determined by the Management Committee;
- (c) no Annual Subscription is payable, the Management Committee make a written request to the Member, and they fail to respond within one month of that correspondence;
- (d) they fail to reapply for membership before the end of the membership year of the Sub-Club; or
- (e) they cease their membership of the Registered Club.

## **11. DISCIPLINE OF MEMBERS**

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The disciplinary process set out in the Registered Club's constitution applies to instances where the Management Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Management Committee or any duly authorised Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Sub-Club, Registered Club and/or Bowls, or another Member; or
- (c) brought themselves, another Member, the Sub-Club, Registered Club, Bowls NSW or Bowls into disrepute.

In such circumstances, the relevant Member will be subject to, and submits unreservedly to, the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in the Registered Club constitution.

## **12. GRIEVANCE PROCEDURE**

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The grievance procedure set out in the Registered Club constitution applies to disputes under this Constitution between a Member and:

- (a) another Member; or
- (b) the Sub-Club.



## **13. GENERAL MEETINGS**

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### **13.1 Annual General Meeting**

AGMs of the Sub-Club are to be held at least once in each calendar year and otherwise as determined by the Committee Members (including date, venue and mode of meeting).

### **13.2 General Meetings**

- (a) The Management Committee may convene a General Meeting when it thinks fit.
- (b) The Management Committee must on the requisition in writing of at least 10% of the Voting Members, convene a General Meeting.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given to all Members and Committee Members.
- (d) Where a General Meeting (including an AGM) is convened by the Management Committee it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (e) Proxy voting is not permitted at General Meetings of the Sub-Club.
- (f) Conduct of, and communication at, a General Meeting including voting may be permitted from time to time by electronic communication in such instances as the Management Committee determines and shall be conducted in accordance with procedures prescribed by the Management Committee.
- (g) The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 15 Voting Members. If a quorum is not present, the meeting shall be adjourned.

### **13.3 Conduct of General Meetings**

- (a) The President is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present or is unwilling to act, a Committee Member (or other person) chosen by a majority of the Committee Members present shall preside as President.
- (c) The President of a General Meeting has charge over the conduct of the meeting and its procedures and may terminate discussion whenever he or she consider it necessary for the proper conduct of the meeting.
- (d) The President may with the consent of any General Meeting at which a quorum is present adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

- (e) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present. If adjourned for more than 21 days, a new notice of meeting must be distributed to Members.
- (f) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### **13.4 Questions decided by majority**

Except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **13.5 Equality of votes**

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the President does not have a casting vote where voting is equal.

#### **13.6 Declaration of results**

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is either directed by the President, or demanded by three Voting Members and the demand is not withdrawn.

#### **13.7 President to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the President must decide it and the President's decision made in good faith is final.

#### **13.8 Minutes**

The Management Committee must ensure that minutes are taken and kept of each General Meeting.

### **14. VOTES OF MEMBERS**

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- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

### **15. MANAGEMENT COMMITTEE**

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- (a) The Management Committee shall consist of up to five (5) Committee Members including a President, Secretary, and three committee persons who shall each be elected at the AGM for a term of two years, expiring at the conclusion of the biannual AGM. Nominations for election of the Management Committee shall be made in writing to the Secretary and signed by two (2) members who are entitled to vote and by the nominee.

- (b) The Management Committee shall make provision every second year at the Annual General Meeting to elect a Selection Committee comprising of three (3) from members of the Club entitled to vote. Nominations for election of the Selection Committee shall be made in writing to the Secretary and signed by two (2) members who are entitled to vote and by the nominee.
- (c) At the biannual AGM of the Sub-Club the Committee Members shall retire from office and, if nominated, shall be eligible for re-election.
- (d) Nominations for Committee Member positions shall be received from Members prior to the AGM in such manner as may be determined by the Management Committee.
- (e) All Members over 18 years of age are entitled to stand for office as Committee Members.
- (f) If insufficient nominations are received, the vacancies may be filled by Members from the floor of the Annual General Meeting.
- (g) Those Committee Members in office prior to the adoption of this Constitution shall continue in their role as Committee Members until the next AGM, at which point, they are eligible for re-election.
- (h) The election shall be by secret ballot but otherwise conducted in such manner and method as may be determined by the Management Committee from time to time. No Committee Member shall be elected unless he or she is qualified to hold office and has been nominated in accordance with this clause, unless the number of members nominated are fewer than the number of vacancies to be filled.

## **16. VACANCIES ON THE MANAGEMENT COMMITTEE**

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### **16.1 Casual Vacancies**

Any casual vacancy that occurs in the position of a Committee Member may be filled by the remaining Committee Members from among Members until the next AGM.

### **16.2 Grounds for Termination of Committee Member**

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) resigns their office in writing to the Sub-Club, is removed by Special Resolution or is absent without the consent of the Management Committee from meetings of the Management Committee held during a period of six months;

- (d) fails to declare a conflict of interest with the affairs of the Sub-Club; or
- (e) acts in a manner unbecoming or prejudicial to the Objects and/or interests of the Sub-Club or Registered Club, or has brought himself or herself, or the Sub-Club or Registered Club into disrepute, as determined in accordance with clause 11.

## **17. POWERS AND DUTIES OF MANAGEMENT COMMITTEE**

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Subject to this Constitution, the Management Committee will manage the Sub-Club's business and may exercise all of the Sub-Club's powers that are not required, by this Constitution, to be exercised by the Sub-Club in General Meeting.

## **18. PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS**

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### **18.1 Management Committee meetings**

- (a) The Management Committee may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A question arising at a Management Committee meeting is to be decided by a majority of votes. Each Committee Member present has one vote on a matter arising for decision by Committee Members.
- (c) The Chair of the meeting will not have a casting vote.
- (d) Three Committee Members present in person constitutes a quorum.
- (e) A Committee Member may convene a Management Committee meeting on two days' notice unless all Committee Members agree to hold a meeting at shorter notice.
- (f) Written notice of each Management Committee meeting, specifying the general nature of the time, date, place and mode of the Management Committee meeting and the business to be transacted, shall be served on each Committee Member in accordance with the Committee Member's last notified contact details.
- (g) The President will chair all meetings of the Management Committee unless there is no President, or the President is not present or is unwilling to act, in which case the Committee Members present must elect one of their number to chair that meeting.
- (h) The Committee Members must cause minutes of meetings to be made.

### **18.2 Circulating resolutions**

The Committee Members may pass a resolution without a Management Committee meeting being held if the required majority of the Committee Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. An email or other electronic transmission produced under the name of a Committee

Member with the Committee Member's authority is taken to be a document signed by the Committee Member for the purposes of this clause and is taken to be signed when received by the Sub-Club in legible form.

### **18.3 Committee Members' interests**

A Committee Member shall declare to the Management Committee that Committee Member's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)* and that Committee Member must absent himself or herself from discussion of such matter and is not entitled to vote in respect of such matter.

## **19. TELECOMMUNICATION MEETING**

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- (a) A General Meeting or Management Committee meeting may be held by means of a telecommunication meeting, provided that the:
  - (i) number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or Management Committee meeting (as applicable); and
  - (ii) meeting is convened and held in accordance with this Constitution.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 19**.

## **20. DELEGATES**

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The Management Committee shall annually appoint delegate(s) to the Registered Club, Zone 3, and Bowls NSW and any other body to which the Sub Club is entitled representation.

## **21. SUB-COMMITTEES**

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- (a) The Management Committee may by written instrument delegate any of its powers to Sub-Committees consisting of such persons it thinks fit (including Committee Members, individuals and consultants) and may vary or revoke any delegation.
- (b) A Sub-Committee must exercise the powers delegated to it according to the terms of delegation, and is responsible to and reports to the Management Committee.
- (c) Meetings of Sub-Committees are governed by the provisions of this Constitution dealing with Management Committee meetings.

## **22. BY-LAWS**

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- (a) The Management Committee may from time to time:
  - (i) make By-Laws which in its opinion are necessary or desirable for the control, administration and management of the Sub-Club's affairs; and
  - (ii) amend, repeal and replace those By-Laws.
- (b) A By-Law is subject to this Constitution and when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## **23. KEEPING RECORDS**

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The Management Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Sub-Club and the Management Committee and shall produce these as appropriate at each Management Committee meeting or General Meeting.

## **24. SERVICE OF DOCUMENTS**

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Documents may be served on a Member or the Sub-Club personally, by post or by email or other electronic transmission (including by posting on the Sub-Club's website) in accordance with the Member or Sub-Club's last notified contact details.

## **25. DISSOLVING SUB-CLUB**

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If, upon dissolving the Sub-Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be distributed to the Registered Club.

## **26. REPORTING TO BOWLS NSW**

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The Sub-Club must annually lodge with Bowls NSW the following:

- (a) all annual fees payable to Bowls NSW;
- (b) a copy of the Sub-Club's annual report;
- (c) an annual membership return using the form prescribed by Bowls NSW;
- (d) an annual update of all Sub-Club contacts and Committee Members using the form prescribed by Bowls NSW;
- (e) any changes to this Constitution; and
- (f) any further documents as prescribed by Bowls NSW from time to time.

**SOUTH TAMWORTH MEN'S BOWLING CLUB**

**27. CONTENTS**

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- 1. Duties of the Secretary**
- 2. Duties of the Match Committee**
- 3. Duties of the Selection Committee**
- 4. Duties of the Delegates to the Zone**
- 5. Duties of the Coaches**

**1. DUTIES OF THE SECRETARY**

- (a) The Secretary shall keep accurate records:
  - (i) Of all Monthly Meetings.
  - (ii) Of all Special Meetings of the Committee.
  - (iii) Of any General Meeting.
- (b) Receive and open all correspondence addressed to the Men's Bowling Club, with the exception of personally addressed mail; shall answer all correspondence under the direction of the Committee or the Executive; shall ensure that communications and correspondence between the Club and the Bowls NSW or the Zone are directed through the Honorary Secretary of the Zone 3, or from Club Secretary to the Executive Secretary of the Bowls NSW as appropriate.
  - (a) Maintain membership records.
  - (b) Arrange interstate Clearances for members and see that Clearances received from players joining the Club from another State are forwarded to the Honorary Secretary of the Zone 3 and the Bowls NSW with any commitments due.
  - (c) Furnish reports on the Club's activities to the Committee, or the Board when so requested.
  - (d) Notify members of all appropriate matters arising from Committee meetings, official correspondence or other sources.
  - (e) Ensure that Zone 3 approval is obtained in advance for all events requiring such approval, and the requisite fees, if any are remitted.

- (i) Ensure that all monies received or payments required from bowls related activities are lodged with the Club Limited with the appropriate documentation.

## 2. DUTIES OF THE MATCH COMMITTEE

The match Committee shall:

- a) Elect its own Chairman.
- b) In conjunction with the Bowls Manager be responsible for the conduct of all bowls played at South Tamworth Bowling Club.
- c) Consider and determine disputes arising from interpretation of game rule or protests lodged by players and side managers and make recommendations to the Board where following up action is required.
- d) Report to the Board any action taken on incidents involving inappropriate conduct of bowlers and make recommendation to the Board where follow up action may be required.
- e) Grade players, major and minor, at the conclusion of the Years competitions in liaison with the selectors.

## 3. DUTIES OF THE SELECTION COMMITTEE

The Selection Committee shall:

- (a) Consist three (3) elected Bowling Members.
- (b) Make request to the Board of Directors for approval of bowls related funding requirements.
- (c) Elect a Chairman.
- (d) Be responsible for the selection of all Club representative sides including Pennants.
- (e) Grade players, major and minor, at the conclusion of the Year's competition in liaison with the match committee.
- (f) Set handicaps for the purpose of the consistency singles championship.

## 4. DUTIES OF THE DELEGATES TO ZONE 3

- (a) The Delegates to Zone 3 shall:
  - (i) Represent the Club at the meetings of Zone 3 .
  - (ii) Present a concise report of meetings attended to each Committee meeting.
  - (iii) Vote on their own initiative, if opportunity has not been available to seek direction from the Committee or the Executive.
- (b) Should any Delegate be unable to attend a meeting of the Zone 3 , the Committee shall appoint a Deputy to attend and act at such meeting, in which event, should the Deputy attend, the Delegate shall be deemed to be present, provided that the Deputy Delegate signs the roll book.

## 5. DUTIES OF COACHES

Club Coaches will be responsible for:

- (a) Providing basic introductory training to new bowling members.
- (b) Assisting with Membership development.



- (c) Maintaining a duty of care to coached members.
- (d) Providing advanced training to experienced bowling members.
- (e) Coaching Pennant teams.
- (f) The encouragement and development of junior bowlers.
- (g) Provide relevant coaching activity information for report at the monthly meeting of the Board.
- (h) Maintaining liaison with the Club's Greenkeepers.
- (i) Ongoing updating of personal coaching skills and knowledge.
- (j) Continuing their accreditation.
- (k) Signing a Role Statement of accountability to and mutual commitment of the Club through its Board of Directors.
- (l) Maintaining permanent records of Club coaching.
- (m) Assisting other Clubs and the Zone 3 Coaches Committee in coaching programs as required.