

# CONSTITUTION OF TAREN POINT BOWLS CLUB



This and the following 22 pages constitute the document marked 'A' referred to in the Notice of 2012 Annual General Meeting of Taren Point Men's Bowling Club dated 19 September 2012. Further changes to this document were made at the Special General Meeting of the Taren Point Men's Bowling Club on Saturday 30<sup>th</sup> November 2019 – in which following the club's name changed to Taren Point Bowls Club

President

30 November 2019

## **NAME**

The name of the club is the Taren Point Bowls Club.

## **1. DEFINITIONS AND INTERPRETATION**

### **1.1. Definitions**

In this Constitution unless the contrary intention appears:

**Association** means the Royal New South Wales Bowling Association Limited.

**Association Constitution** means the Constitution of the Royal New South Wales Bowling Association Limited and includes any By-Laws made under that Constitution.

**Bowls** means the sport and game of bowls as determined by the International Federation with such variations as may be recognised by the Association from time to time.

**By-Laws** means any By-Laws made by the Management Committee of the Club under Rule 24.4.

**Club** means the Taren Point Bowls Bowling Club.

**Club Limited** means the Taren Point Bowling and Recreation Club Limited.

**Constitution** means this Constitution.

**Financial Year** means the year ending 30 June in each year.

**General Meeting** means the annual or any general meeting of the Club.

**Junior Player** means any person under the age of eighteen (18) years who is a member of the Club and who is not entitled to vote at any General Meeting.

**Management Committee** means the body consisting of members elected to the positions described in Rule 19.1.

**Member** means a member for the time being of the Club under Rule 4.

**Member Club** means any properly constituted body recognised by and admitted to membership of the Association under the Association’s Constitution.

**Objects** means the objects of the Club as set out in Rule 3.

**Operational Committee** means any of the operational committees described in Rule 21.

**Player** means any person, eighteen (18) years of age or older, who is a member and who has the right to vote at any General Meeting.

**President** means the President for the time being of the Club.

**Secretary** means the Secretary for the time being of the Club.

**Special Resolution** means a resolution passed at a General Meeting if it is supported by at least three quarters of the votes cast by members who are entitled to vote on the proposed resolution.

**Zone** means the Sydney South (Zone 13) Bowling Association established or recognised by the Association under the Association Constitution.

## **1.2. Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa; and
- (d) a reference to “writing” shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes, of representing or reproducing words in a visible form, including messages sent by email.

### **1.3. Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision must be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

### **1.4. Operation of Constitution**

In the event of any inconsistency between a term in this Constitution and a term in the Club Limited Constitution, the Club Limited Constitution prevails to the extent of any such inconsistency.

## **2. OBJECTS OF CLUB**

The objects for which the Club is established and maintained are to:

- (a) conduct, encourage, promote, advance and administer bowls throughout the Club's local area;
- (b) act, at all times, on behalf of and in the interest of the members and bowls in the Club's local area;
- (c) affiliate and otherwise liaise with the Association and adopt its rule and policy frameworks to further these Objects;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of bowls as may be determined from time to time by Bowls Australia (BA) and/or the Association as may be necessary for the management and control of bowls and related activities in New South Wales;

- (e) advance the operations and activities of the Club throughout the Club's local area;
- (f) have regard to the public interest in its operations;
- (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects; and
- (h) to operate as a non-profit organisation insofar as members are concerned with no profits being distributed to members, except for reimbursement of out-of-pocket expenses or reasonable payment for services rendered.

### **3. MEMBERS**

#### **3.1. Categories of Members**

The members of the Club shall consist of:

- (a) Players, who shall have the right to be present, debate and vote at General Meetings and shall be eligible for election to the Management Committee;
- (b) Junior Players, who shall have the right to be present at General Meetings, but shall have no voting rights and shall not be eligible for election to the Management Committee;
- (c) Life Members; and
- (d) such other categories of members created in accordance with Rule 4.2.

#### **3.2. Creation of Other Categories**

The Management Committee with the approval of the members has the right and power from time to time to create other categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter the rights, privileges or obligations of an existing category of members.

## **4. APPLICATION FOR MEMBERSHIP**

### **4.1. Members of the Club Limited**

With the exception of Junior Players only, members of the Club Limited are eligible to apply for membership of the Club.

### **4.2. Application**

An application for membership must:

- (a) be in writing on the form prescribed by the Club Limited from time to time;
- (b) meet such membership criteria as may be prescribed by the Club Limited from time to time and which may be set out in the By-Laws; and
- (c) be accompanied by the appropriate fee, if any.

### **4.3. Renewal of Membership**

Members must renew their membership with the Club annually in accordance with the procedures prescribed by the Club Limited from time to time.

## **5. SUBSCRIPTION FEES AND LEVIES**

The time for and manner of payment of annual subscription fees (if any) and any other fees or levies payable by members to the Club shall be as determined by the Association and the Club Limited from time to time.

## **6. REGISTER OF MEMBERS**

### **6.1. Secretary to Keep Register**

The Secretary shall keep and maintain a register of members in accordance with the requirements of the Association.

### **6.2. Inspection of Register**

An extract of the Register excluding the address of any member shall be available for inspection by members upon reasonable request made to the Secretary.

## **7. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and the Club Limited and that they are bound by this Constitution, the By-Laws and the Association Constitution;
- (b) they shall comply with and observe this Constitution, the By-Laws, the Association Constitution and any determination, resolution or policy which may be made or passed by the Management Committee or any duly authorised Committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the control and jurisdiction of the Club, the Club Limited and the Association;
- (d) this Constitution, the By-Laws and the Association Constitution are necessary and reasonable for promoting the Objects and particularly the advancement and protection of bowls;
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership; and
- (f) they will not become a party to any suit at law or equity, against the Club, the Club Limited, the Association, or any member or any other person subject to this Constitution, until all remedies and avenues of appeal allowed by this Constitution, the Club Limited Constitution and/or the Association Constitution have been exhausted, save with the written consent of the Club Limited and the Association.

## **8. DISCONTINUANCE OF MEMBERSHIP**

### **8.1. Notice of Resignation**

Any member who has paid all monies due and payable to the Club may resign from the Club either in writing or by asking for and receiving a Certificate of Clearance from the Secretary of the Club who may not unreasonably withhold such Certificate of Clearance.

## **8.2. Register to be Updated**

An entry recording the date on which any member resigned and received a Certificate of Clearance ceasing to be a member shall be made in the Register by the Secretary.

## **9. DISCIPLINE**

Where the Management Committee is advised or considers that a member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the Association Constitution or any resolution or determination of the Club, the Association or any duly authorised committee; or
- (b) acted in a manner unbecoming of a member, or prejudicial to the objects and interests of the Club and/or bowls; or
- (c) brought themselves, the Club or bowls into disrepute,

the Management Committee may, in its absolute discretion, commence or cause to be commenced, disciplinary or investigatory proceedings against that member and that member will be subject to and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of the Club as set in the By-Laws or to such other procedures as may be determined by the Management Committee from time to time.

## **10. ANNUAL GENERAL MEETING**



- (a) An annual General Meeting of the Club shall be held at least once in every calendar year and shall be held immediately following the conclusion of the annual General Meeting of the Club Limited.
- (b) All meetings other than annual General Meetings shall be General Meetings and shall be held in accordance with this Constitution.

## **11. GENERAL MEETINGS**

### **11.1. General Meetings**

The Management Committee may, whenever it thinks fit, convene a General Meeting of the Club and, where, but for this Rule more than fifteen (15) months would elapse between annual General Meetings, shall convene a General Meeting before the expiration of that period.

### **11.2. Requisition of General Meetings**

- (a) The Management Committee may by resolution convene a General Meeting.
- (b) The Secretary shall convene a General Meeting within twenty-eight (28) days of receiving a requisition signed by 15% of members entitled to vote at a General Meeting.
- (c) The requisition for a General Meeting shall state the object(s) of the meeting, shall be signed by the members making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form each signed by one (1) or more of the members making the requisition.
- (d) If the Management Committee does not cause a General Meeting to be held within twenty-eight (28) days after the date on which the requisition is sent to the Secretary, the members making the requisition, or any one of them, may

convene a General Meeting to be held not later than one (1) month after that date.

- (e) A General Meeting convened by the 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 Management Committee.

## **12. BUSINESS**

- (a) The business to be transacted at annual General Meetings includes consideration of the accounts of the Club, the reports of the Management Committee, Operational Committees and auditors, any recommendations of members and the election of the Management Committee and all Operational Committees.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an annual General Meeting, with the exception of those matters set down in Rule 13.1, shall be special business.
- (c) No business other than that stated on the notice of meeting shall be transacted at that meeting.

## **13. NOTICES OF MOTION**

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Secretary not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the General Meeting. Only the Management Committee or a member may submit a notice of motion in accordance with this Rule.

## **14. NOTICE OF GENERAL MEETING**

- (a) Notice of every General Meeting shall be placed on the notice board by the Secretary at least thirty-five (35) days prior to the meeting. Notice may also be posted on the Club Limited website or sent to members electronically.

- (b) A notice of a General Meeting shall specify the place, day and hour of meeting and shall state the business to be transacted at the meeting and any notice of motion received from the Management Committee or members.

## **15. PROCEEDINGS AT GENERAL MEETINGS**

### **15.1. 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 15% of members entitled to vote at a General Meeting.

### **15.2. President to Preside**

The President shall, subject to this Constitution, preside as Chair at every General Meeting. If the President is not present or is unwilling or unable to preside, the Management Committee shall appoint the Vice President and in their absence one (1) of their number to preside as Chair for that meeting only.

### **15.3. Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day at the same time and place two (2) weeks later or to such other day and such other time and place as the Management Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting the meeting will lapse.
- (b) The Chair may, with the consent of all members present and entitled to vote at any General Meeting at which a quorum is present, adjourn the meeting to another time and place but no business shall be transacted at any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) When a meeting is adjourned for twenty-eight (28) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (d) Except as provided in rule 16.3 (c), it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **15.4. Voting Procedure**

At any General Meeting a resolution put to the vote shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded and that demand is not withdrawn:

- (a) by the Chair; or
- (b) by three (3) members entitled to vote at that meeting.

#### **15.5. Recording of Determinations**

Unless a poll is demanded under Rule 16.4, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

#### **15.6. Where Poll Demanded**

If a poll is duly demanded under Rule 16.4 it shall always be taken as a secret ballot and in such other manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

### **16. VOTING AT GENERAL MEETINGS**

### **16.1. Entitlement to Vote**

Each Player shall have one (1) vote at General Meetings. No other category of member shall be entitled to vote, but shall, subject to this Constitution, have and be entitled to exercise, those rights set out in Rule 4.1. Where a Player's subscription fees, or other levies are twenty-eight (28) days or more in arrears at the time of the General Meeting, or a Player is indebted to the Club for any sum for a period of twenty-eight (28) days or more, they shall not be entitled to vote.

### **16.2. Chair May NOT Exercise Casting Vote**

In the event of an equality of votes, the Chair of the meeting shall not have a casting vote and the resolution will be declared lost. A resolution that is declared lost cannot be resubmitted for consideration at a General Meeting until six (6) months has elapsed from the date of such declaration.

### **16.3. Methods of Voting**

Where voting is required to be by secret ballot including where a poll is demanded the Chair may appoint a returning officer and scrutineers. In the event of a ballot for the election of any member of the Management Committee or any members of an Operational Committee the Chair shall not appoint any candidate for election as scrutineer or returning officer.

## **17. VOTING NOT PERMITTED**

Postal, electronic and proxy voting is not permitted at any General Meeting.

## **18. THE MANAGEMENT COMMITTEE**

### **18.1. Composition of the Management Committee**

The Management Committee shall comprise:

- (a) the President;

- (b) the Vice President;
- (c) the Secretary;
- (d) the Treasurer;
- (e) the Bowls Co-ordinator for the time being employed by the Club Limited;
- (f) the Assistant Bowls Co-ordinator;
- (g) the Greens Co-ordinator;
- (h) the Chair of each Operational Committee who shall be the Bowls Co-ordinator for the time being employed by the Club Limited; and
- (i) the Welfare Officer

all of whom must be a member and will, subject to this Constitution, be elected at the annual General Meeting in accordance with this Constitution.

## **19. ELECTION OF OFFICERS**

### **19.1. Nominations for Management Committee and Operational Committees**

Nominations for the Management Committee and the Operational Committees shall be called for by the Secretary twenty-eight (28) days prior to the annual General Meeting.

In the case of members affiliated with other clubs, only those members who have opted to play State Pennants for the Club in the year of the election may stand for office.

### **19.2. Form of Nomination**

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two (2) authorised members;
- (d) certified by the nominee (who must be a member) expressing their willingness to accept the position for which they are nominated; and

- (e) delivered to the Secretary not less than twenty-eight (28) days before the date fixed for the holding of the annual General Meeting.

### **19.3. Elections**

- (a) If the number of nominations received for the Management Committee and the Operational Committees is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies then those nominated shall be declared elected.
- (b) If insufficient nominations are received to fill all vacancies on the Management Committee and the Operational Committees the vacant positions will be deemed casual vacancies under Rule 22.1.
- (c) If there is more than one nomination for any position on the Management Committee or the number of nominations exceeds the number of vacancies to be filled on any Operational Committee, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each such position on the Management Committee and/or Operational Committee.
- (d) Voting shall be conducted using the first past the post method and shall be by secret ballot to be conducted at the annual General Meeting on papers prepared by the Secretary.
- (e) If voting is equal for two or more candidates for the one position a further ballot will be held. If voting is still equal after the further ballot the election for that position will be declared null and void and the position(s) will be declared casual vacancies.

### **19.4. Term of Office**

All elected positions are for a period of one (1) year.

### **19.5. Delegate**

The Management Committee, at its first meeting following the annual General Meeting, shall appoint a delegate(s) to represent the Club at Zone meetings.

### **20. OPERATIONAL COMMITTEES**

The Club shall have the following Operational Committees:

- (a) Match Committee;
- (b) Selection Committee; and
- (c) any other committee as prescribed in the By-Laws.

The Operational Committees will be constituted and carry out such duties and functions with such powers as the Management Committee determines and as are prescribed in the By-Laws.

### **21. VACANCIES ON THE MANAGEMENT OR OPERATIONAL COMMITTEES**

#### **21.1. Casual Vacancies**

Any casual vacancy occurring may be filled by the Management Committee from among appropriately qualified players. Any casual vacancy may only be filled for the remainder of the year ie. until the next annual General Meeting of the Club.

#### **21.2. Grounds for Termination of Committee Members**

The position of any member of either the Management Committee or any Operational Committee becomes vacant if the member:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns their office in writing to the Club;
- (d) is absent without the consent of the Management Committee from meetings held during a period of three (3) months;



- (e) does not fulfil the duties of their office;
- (f) in the opinion of the Management Committee:
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club and/or bowls;
  - (ii) has brought themselves, the Club or bowls into disrepute; or
  - (iii) breaches any rule, By-Law or code of conduct of the Club, the Club Limited or the Association.

## **22. MEETINGS OF THE MANAGEMENT COMMITTEE**

### **22.1. Management Committee Meetings**

The Management Committee shall meet monthly for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit.

The President or three (3) members of the Management Committee may at any time, and the Secretary shall, on the requisition of the President or three (3) members of the Management Committee, convene a meeting of the Management Committee within a reasonable time.

### **22.2. Notice of Management Meetings**

Unless all members of the Management Committee agree to hold a meeting at shorter notice (which agreement shall be evidenced by their presence) not less than two (2) days notice of the meeting of the Management Committee shall be given to each member entitled to receive notice. The agenda shall be forwarded to each member prior to such meeting.

### **22.3. Quorum**

At meetings of the Management Committee the number of committee members whose

presence is required to constitute a quorum is half the Management Committee plus one (1).

#### **22.4. President as Chair**

The President shall be the nominal head of the Club and will act as chair of any Management Committee meeting at which they are present. If the President is not present, or is unwilling or unable to preside, the remaining Management Committee members shall appoint the Vice President and in their absence one (1) of their number to preside as chair for that meeting only.

#### **22.5. Minute Book**

A record of all the members of the Management Committee present at each Management Committee meeting and of all resolutions and proceedings of the Management Committee at such meetings shall be entered in a minute book kept for that purpose.

#### **22.6. Decisions of the Management Committee**

Subject to this Constitution, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and a determination of a majority of members of the Management Committee shall for all purposes be deemed a determination of the Management Committee. All members of the Management Committee shall have one (1) vote on any resolution. The chair shall have no casting vote and where voting is equal the resolution is lost.

### **23. POWERS OF THE MANAGEMENT COMMITTEE**

#### **23.1. Responsibilities**

The Management Committee shall be responsible for the management of the business and affairs of the Club.

### **23.2. General Powers**

The Management Committee may exercise its powers and do all such acts and things as the Club is by the Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in General Meeting.

### **23.3. Specific Powers**

Without limiting the general powers conferred by Rule 24.2, the Management Committee shall have power from time to time to:

- (a) control and manage the business and affairs of the Club;
- (b) perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the Club;
- (c) make, alter and repeal By-Laws pursuant to Rule 24.4; or
- (d) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of Club privileges or any of them or otherwise as the Management Committee thinks fit.

### **23.4. By-Laws**

The Management Committee may make such By-Laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-Laws.

### **23.5. Regulation by Management Committee**

Without limiting the generality of Rule 24.4, the Management Committee may regulate:

- (a) such matters as the Management Committee is specifically by this Constitution empowered to regulate by By-Law;
- (b) the conduct of members;

- (c) the control and management of bowls events;
- (d) the dress code of members whilst participating in bowls events;
- (e) fund raising activities on behalf of the Club; and
- (f) generally all such matters as are commonly the subject matter of a constitution or By-Laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in General Meeting.

### **23.6. Operation on notice**

Any By-Law made under Rule 24.4 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law on the Club Notice Board.

### **23.7. Copies to be made available**

The Management Committee shall cause a copy of all By-Laws to be made available to any member on request and without charge to that member.

## **24. RECORDS AND ACCOUNTS**

### **24.1. Custody and Inspection**

The Management Committee shall ensure the safe and proper custody or control of all books, documents and other property of the Club. The books and documents of the Club shall be available for inspection by any member upon reasonable notice to the Secretary of the Club Limited.

### **24.2. Records Kept**

Proper accounting and other records shall be kept by the Club as directed by the Club Limited. The books of account shall be kept in the care and control of the Secretary of the Club Limited

### **24.3. Club Limited to Retain Records**

The Club Limited shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

### **24.4. Accounts to be Sent to Members**

The Secretary shall cause to be sent, or otherwise made available to all members entitled to receive notice of annual General Meetings of the Club in accordance with this Constitution, a copy of the statements of account, the Management Committee and Operational Committee reports and if required by the Club Limited an auditor's report.

## **25. SOURCES OF FUNDS AND INCOME**

### **25.1. Source of Funds**

The funds of the Club shall be derived from membership fees, donations and such other sources as determined by the Club Limited.

### **25.2. Income of the Club**

The income and property of the Club shall be applied solely towards the promotion of the Objects. No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member, but this shall not preclude payment to a member in good faith for expenses properly incurred or services properly rendered.

## **26. NOTICE**

### **26.1. Manner of Notice**

- (a) Notice may be given by the Club to any member personally or by sending the notice by pre-paid post or facsimile transmission or where available, by e-mail, to the member's registered address, facsimile number or e-mail address.

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected on the day following that on which the notice was posted.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by e-mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the e-mail message was received at the e-mail address to which it was sent.

## **27. ALTERATION TO CONSTITUTION**

This Constitution shall not be altered except:

- (a) by special resolution passed by 75% majority vote of the financial members of the Club present at the annual General Meeting or General Meeting called for that purpose; and
- (b) with the approval of the Club Limited.

## **28. INDEMNITY**

- (a) All members of the Management Committee and Operational Committees shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Members in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

- (b) The Club shall indemnify all members of the Management Committee and Operational Committees against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct, performed or made whilst acting on behalf of and with the authority, express or implied of the Club.