

# Constitution of Bowls Tasmania Inc.

## Contents

Item	Page
1. NAME AND COMPOSITION OF THE ASSOCIATION .....	4
2. OBJECTS OF THE ASSOCIATION .....	4
3. POWERS OF THE ASSOCIATION .....	5
4. APPLICATION OF INCOME .....	7
5. ADDITION, ALTERATION OR AMENDMENT .....	8
6. LIABILITY OF MEMBERS .....	8
7. MEMBERS' CONTRIBUTIONS .....	8
8. DISTRIBUTION OF PROPERTY ON WINDING UP .....	8
9. ACCOUNTS.....	8
10. INTERPRETATION CLAUSE.....	9
11. INTERPRETATION.....	9
11.1 Definitions.....	9
11.2 Interpretation .....	10
11.3 The Act .....	11
12. REGIONAL AUTHORITIES .....	11
12.1 Recognition of Regional Authorities as Members .....	11
12.2 Procedures for the Creation of New Regional Authorities .....	11
12.3 Compliance of Regional Authorities.....	11
12.4 Operation of Rules.....	12
13. REGIONAL AUTHORITY CONSTITUTIONS AND RULES .....	13
13.1 Constitution .....	13
13.2 Power of Veto .....	13
13.3 Register of Bowlers .....	13
14. MEMBERS.....	13
14.1 Classes of Members .....	13
14.2 Life Members .....	13
15. SUBSCRIPTIONS, FEES AND LEVIES.....	14
16. RENEWAL OF MEMBERSHIP .....	14
16.1 Membership Renewal .....	14
16.2 Deemed Membership .....	14
17. REGISTER OF MEMBERS .....	14
17.1 Board of Management to Keep Register .....	14
18. EFFECT OF MEMBERSHIP .....	15
19. DISCONTINUANCE OF MEMBERSHIP .....	15
19.1 Refund of Membership Fees .....	15
19.2 Failure to Renew or Pay Fees .....	15
19.3 Member to Re-Apply.....	15
20. NOTICES.....	15
20.1 Manner of Notice.....	15
20.2 Notice of General Meeting .....	16
21. GENERAL MEETINGS .....	16
21.1 Nature and convening of General Meetings .....	16
21.2 Business of General Meetings .....	16
21.3 Regional Authority representation at General Meetings .....	16
22. ANNUAL GENERAL MEETING.....	16
23. SPECIAL GENERAL MEETINGS .....	16
23.1 Special General Meetings May be Held .....	16

23.2	<i>Requisition of Special General Meetings</i> .....	17
24.	NOTICE OF GENERAL MEETING .....	17
24.1	<i>Notice of General Meetings</i> .....	17
25.	BUSINESS .....	17
25.1	<i>Business of General Meetings</i> .....	17
25.2	<i>Business Transacted</i> .....	17
26.	NOTICES OF MOTION .....	18
26.1	<i>Notices of Motion to be Submitted</i> .....	18
26.2	<i>Unsuccessful Notice of Motion</i> .....	18
27.	PROCEEDINGS AT GENERAL MEETINGS.....	18
27.1	<i>Quorum</i> .....	18
27.2	<i>President to Preside</i> .....	18
27.3	<i>Adjournment of Meeting</i> .....	18
27.4	<i>Resolutions not in Meeting</i> .....	18
28.	VOTING AT GENERAL MEETINGS .....	19
28.1	<i>Voting Procedure</i> .....	19
28.2	<i>Recording of Determinations</i> .....	19
28.3	<i>Where Poll Demanded</i> .....	19
28.4	<i>Where Voting Equal</i> .....	19
28.5	<i>Methods of Voting</i> .....	19
29.	THE BOARD OF MANAGEMENT.....	19
29.1	<i>Membership</i> .....	19
29.2	<i>Quorum for the Board of Management</i> .....	20
29.3	<i>Decision taking by the Board of Management</i> .....	20
30.	REPRESENTATIVES .....	20
30.1	<i>Appointment of Representatives to the Board of Management</i> .....	20
30.2	<i>Regional Representatives to Board of Management and to General Meetings</i> .....	20
30.3	<i>Term of Representatives</i> .....	20
30.4	<i>Alternate Representatives</i> .....	21
31.	ROLE OF THE BOARD OF MANAGEMENT.....	21
32.	POWERS OF THE BOARD OF MANAGEMENT.....	21
32.1	<i>General Powers</i> .....	21
32.2	<i>Limitation to Powers</i> .....	21
33.	DISCIPLINE.....	22
34.	MEETINGS OF THE BOARD OF MANAGEMENT .....	22
34.1	<i>Board of Management to Meet</i> .....	22
34.2	<i>34.2 Decisions of the Board of Management</i> .....	22
34.3	<i>Resolutions not in Meeting</i> .....	22
34.4	<i>Notices of Board of Management Meetings</i> .....	23
34.5	<i>Conflict of Interest</i> .....	23
34.6	<i>Executive Committee</i> .....	23
35.	PRESIDENT AND DEPUTY PRESIDENT .....	23
35.1	<i>The President</i> .....	23
35.2	<i>President as Chairman</i> .....	24
35.3	<i>Deputy President</i> .....	24
36.	ELECTION OF PRESIDENT AND DEPUTY PRESIDENT.....	24
36.1	<i>Nominations for President and Deputy President</i> .....	24
36.2	<i>Receipt of Nominations</i> .....	25
36.3	<i>Election of President and Deputy President</i> .....	25
37.	APPOINTMENT OF EXECUTIVE OFFICER AND TREASURER .....	25
37.1	<i>Calling for Applications</i> .....	25
37.2	<i>Appointment of Executive Officer and Treasurer</i> .....	25
37.3	<i>Voting Rights of Officers</i> .....	25

37.4	<i>Role of Executive Officer</i> .....	25
37.5	<i>Specific Duties of Executive Officer</i> .....	26
37.6	<i>Role of the Treasurer</i> .....	26
37.7	<i>Specific Duties of Treasurer</i> .....	26
37.8	<i>Avoidance of Conflict of Interest</i> .....	27
38.	SUB-COMMITTEES.....	27
38.1	<i>Sub-committee membership</i> .....	27
38.2	<i>Role and Powers of Sub-Committees</i> .....	27
38.3	<i>Nominations, Appointments and Terms of Office of Sub-Committee Members</i> .....	27
38.4	<i>Management of Sub-Committees</i> .....	28
38.5	<i>Quorum for Sub-Committees</i> .....	28
38.6	<i>Sub-Committees May meet by Telephone Conference</i> .....	28
39.	CASUAL VACANCIES.....	28
39.1	<i>Casual Vacancies</i> .....	28
40.	DELEGATIONS .....	28
40.1	<i>Board of Management may Delegate Functions</i> .....	29
40.2	<i>Delegation By Instrument</i> .....	29
40.3	<i>Delegated Function Exercised in Accordance With Terms</i> .....	29
40.4	<i>Procedure of Delegated Entity</i> .....	29
40.5	<i>Delegation may be Conditional</i> .....	29
40.6	<i>Revocation of Delegation</i> .....	29
41.	BY LAWS.....	29
41.1	<i>Board of Management to Formulate By Laws</i> .....	29
41.2	<i>By Laws Binding</i> .....	29
41.3	<i>Bulletins Binding on Members</i> .....	29
42.	RECORDS AND ACCOUNTS .....	30
42.1	<i>Executive Officer to Keep Records</i> .....	30
42.2	<i>Records Kept in Accordance With Act</i> .....	30
42.3	<i>Association to Retain Records</i> .....	30
42.4	<i>Board of Management to Submit Accounts</i> .....	30
42.5	<i>Accounts Conclusive</i> .....	30
42.6	<i>Accounts to be Sent to Members</i> .....	30
42.7	<i>Negotiable Instruments</i> .....	30
43.	FUNDS .....	30
43.1	<i>Funds</i> .....	31
43.2	<i>Deposit and Receipt of Funds</i> .....	31
44.	AUDITOR .....	31
45.	SEAL .....	31
45.1	<i>Safe Custody of Seal</i> .....	31
45.2	<i>Affixing Seal</i> .....	31
46.	PATRONS AND VICE PATRONS .....	31
47.	SOLICITOR.....	31
48.	ALTERATION OF CONSTITUTION.....	31
49.	DISSOLUTION.....	32
50.	INDEMNITY.....	32

# CONSTITUTION - BOWLS TASMANIA Inc.

## 1. NAME AND COMPOSITION OF THE ASSOCIATION

- (a) The name of the Association is Bowls Tasmania hereinafter referred to as 'the Association'.
- (b) The Association shall comprise:
  - (i) The Board of Management, as established by Rule 29;
  - (ii) the Regional Authorities as described in Rules 12 and 13;
  - (iii) the Board of Management Sub-committees as established by Rule 38 and
  - (iv) Life Members as described in Rule 14.2

## 2. OBJECTS OF THE ASSOCIATION

The Association is the peak body for the administration of the game of Bowls in Tasmania. The objects for which the Association is established and maintained are to:

- (a) create a single uniform entity through and by which Bowls can be conducted, promoted and administered;
- (b) provide for the encouragement, conduct, promotion, control and administration of Bowls throughout Tasmania;
- (c) affiliate and otherwise liaise with Bowls Australia and such other bodies as may be desirable, in the pursuit of these objects;
- (d) encourage, conduct, promote, advance and control Bowls in any form;
- (e) foster and preserve Bowls;
- (f) control, manage and conduct Bowls competitions particularly at a State level;
- (g) promote the importance of Bowls laws, standards, techniques, awards and education to bodies involved in or related to Bowls;
- (h) strive for and maintain government, commercial and public recognition of the Association as the authority for Bowls in Tasmania;
- (i) promulgate, and secure uniformity in, such laws and standards as may be necessary for the management and control of Bowls, Bowls competitions and related activities, including but not limited to the Laws of the Game and coaching standards;
- (j) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association;
- (k) further develop the Association and Bowls into an organised institution and having regard to these objects, to foster, regulate, organise, control, conduct and manage Bowls tournaments, competitions, events, displays and other activities and to issue certificates and award trophies;
- (l) ensure that environmental considerations are taken into account in all Bowls

and related activities conducted by the Association;

- (m) promote the health and safety of bowlers;
- (n) act as final arbiter on all matters pertaining to the conduct of Bowls in Tasmania, including disciplinary matters;
- (o) select and control teams or sides to represent Tasmania or the Association;
- (p) establish and conduct educational programs for officials in the implementation and interpretation of bowls laws and standards;
- (q) formulate and implement appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Bowls;
- (r) represent the interests of its Members, of Bowlers and of Bowls generally in any appropriate forum;
- (s) have regard to the public interest in its operations;
- (t) encourage Bowlers to realise their potential and athletic abilities;
- (u) encourage and promote competitions which are free of performance-enhancing drugs;
- (v) give, and where appropriate, seek recognition for Bowlers to obtain awards or public recognition in fields of endeavour other than Bowls;
- (w) seek and obtain improved facilities for the enjoyment of Bowls; and
- (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

### **3. POWERS OF THE ASSOCIATION**

Solely for furthering the objects set out above, and in addition to the rights, powers and privileges provided under the Act, the Association has power to:

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) construct, maintain and alter any houses, buildings, grounds, playing surfaces, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
- (c) borrow and raise money in such manner as the Association may think fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;

- (e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchasers or others;
- (f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (g) receive money on deposit with or without allowance of interest thereon;
- (h) invest and deal with any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Board of Management;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (j) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- (k) lend and advance money to, give credit to, or otherwise assist, any body corporate, including to guarantee or indemnify any body corporate's performance;
- (l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the Association's Constitution;
- (n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package (including establishing and maintaining a web-site) that the Association may think desirable for the promotion of its objects;
- (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;
- (p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for persons frequenting the premises or facilities of or under the control of the Association;
- (q) subscribe to any charities and to grant donations for any public purpose;
- (r) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;

- (s) promote any other person or company for any purpose calculated to benefit the Association;
- (t) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which prohibits 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 its Constitution;
- (u) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
- (v) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (w) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- (x) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (y) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Association.

#### **4. APPLICATION OF INCOME**

- (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Statement of Purposes.
- (b) Except as prescribed in this Statement of Purposes:
  - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Representative of the Association.
- (c) Nothing contained in clauses 4(a) or (b) shall prevent payment in good faith of or to any Member or Representative for:
  - (i) any services actually rendered to the Association whether as an employee or otherwise;
  - (ii) goods supplied to the Association in the ordinary and usual course of operation;

- (iii) interest on money borrowed from any person or Member;
- (iv) rent for premises demised or let by any person or Member to the Association;
- (v) any out-of-pocket expenses incurred by any person or Member on behalf of the Association; or
- (vi) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **5. ADDITION, ALTERATION OR AMENDMENT**

No addition, alteration or amendment shall be made to this Constitution or the Rules unless the same has been approved by a Special Resolution.

## **6. LIABILITY OF MEMBERS**

The liability of the Members of the Association is limited.

## **7. MEMBERS' CONTRIBUTIONS**

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which the Member ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

## **8. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some body or bodies having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Statement of Purposes and which is also not carried on for profit and which is similarly exempt from income tax.

Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

## **9. ACCOUNTS**

True accounts shall be kept of the sum of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Rules of the Association for the time being, shall be open to the inspection of the Members and Representatives. Once at least in every

year the accounts of the Association shall be examined by one or more registered company auditors who shall report to the Members in accordance with generally accepted accountancy principles and/or practices and/or the provisions of the Act.

## 10. INTERPRETATION CLAUSE

The specification of the objects of the Association in Clause 2 and the powers set out in Clause 3 of this Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis*\* rule shall not apply.

- *The rule that where particular words are followed by general words, the general words are limited to the same kind as the particular words*

## 11. INTERPRETATION

### 11.1 *Definitions*

In these Rules unless the contrary intention appears, these words shall have the following meanings:

**"Affiliate Bowler"** means any person who is a registered bowling member of a Regional Authority.

**"Association"** means Bowls Tasmania Incorporated.

**"Board of Management"** means the representatives of regional authorities constituted in accordance with Rule 12 together with the Executive Officers elected or appointed in accordance with Rules 36 and 37.

**"Bowler"** means a financial, bowling member who has paid the State Authority's capitation fee, through an affiliated Club.

**"By Laws"** means any By Laws made by the Board of Management under Rule 41.

**"Club"** means a Bowls Club affiliated with a regional Bowling Authority accepted as a member of the Association

**"Committee"** means a body established by the Board of Management, all of whose members are members of the Board of Management, to undertake specific functions delegated to it by the Board of Management.

**"Deputy President"** means the Deputy President for the time being of the Association

**"Executive Officers"** comprise the President, Deputy President, Executive Officer and Treasurer.

**"Financial Year"** means the year ending 30<sup>th</sup> April in each year.

**"General Meeting"** means a general meeting of the members of the association, and includes the annual or any special general meeting of the Association.

"**Laws of the Game**" means Laws of the Game of Bowls as adopted by Bowls Australia.

"**Life Member**" means an individual appointed as a Life Member of the Association under Rule 14.2.

"**Member**" means a member for the time being of the Association.

"**Official**" means any umpire, marker, coach, team manager, or other official, but excluding a Representative.

"**President**" means the President for the time being of the Association.

"**Regions**" means any of the regional groups in Tasmania.

"**Representative**" means the person(s) appointed from time to time, pursuant to Rule 12.2 to present the views of a Regional Authority and to represent such Authority on the Board of Management or at General Meetings of the Association and includes Alternate Delegates appointed pursuant to Rule 30.4.

"**Rules**" means these Rules of the Association and include the Constitution of the Association.

"**Seal**" means the common seal of the Association and includes any official seal of the Association.

"**Special Resolution**" means a resolution passed by a three quarters majority of representatives present and entitled to vote.

"**Sub-committee**" means any body established in accordance with Rule 38 by the Board of Management to undertake a specific task, and whose membership may include members of the Board of Management, or bowlers, or other persons with specific knowledge and skills relevant to the functions of the sub-committee.

"**the Act**" means the Associations Incorporation Act 1964 (Tas).

## **11.2 Interpretation**

In these Rules:

- (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 of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-

enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **11.3 *The Act***

Except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

## **12. REGIONAL AUTHORITIES**

### **12.1 *Recognition of Regional Authorities as Members***

- (a) Subject to acceptance of these rules each of the existing Regional Authorities North, North West and South shall be members of the Association and shall conduct and administer Bowls in its particular Region in accordance with the objects of the Association.
- (b) Provided it complied with these rules a new Authority may be admitted as a member of the Association by a resolution of a General Meeting.
- (c) Each Regional Authority shall be named according to the geographic area of Tasmania in which it is located and is necessary to distinguish its area of responsibility.

### **12.2 *Procedures for the Creation of New Regional Authorities***

- (a) A group of bowls clubs located within a distinct geographical Tasmanian sub-region may apply in writing for recognition as a new Regional bowling Authority. Their application should clearly indicate:
  - i. whether the proposed authority would be a joint one for both men and women or two single sex authorities, or for one sex only – if the last, the views of the other sex MUST be sought and included as an Appendix to the submission; and
  - ii. their application should also present a case indicating relevant demographic, economic, social and other pertinent matters which give support for the view that the new authority, if established, would be viable over the longer term and be able to manage a regional competition to a standard broadly comparable to that of the current regional authorities.
- (b) An application by a region for recognition as a new Regional Authority shall be determined by a General Meeting of the Association after taking into account a review of the application conducted in accordance with appropriate By-laws of the Association and a recommendation by the Board of Management.

### **12.3 *Compliance of Regional Authorities***

Each Regional Authority shall:

- (a) be subject to the control and direction of the Association;
- (b) be incorporated;
- (c) subject to these Rules, appoint Representative(s) annually to represent it and vote at meetings of the Association's Board of Management who shall include a replacement for a representative elected to the office of President or Deputy President or appointed Executive Officer or Treasurer;
- (d) subject to these Rules, nominate person(s) annually to be present and entitled to vote at General Meetings of the Association;
- (e) forward to the Association a copy of its constituent documents and details of its committee members and Representatives;
- (f) adopt the objects of the Association and adopt rules which reflect, and which are to the extent permitted or required by the Act, in conformity with these Rules;
- (g) renew its membership of the Association annually;
- (h) support the Association in the encouragement and promotion of its objects; and
- (i) by adopting the objects of the Association, abide by this Constitution.

#### **12.4 Operation of Rules**

The Association and each Regional Authority agree:

- (a) that they are bound by these Rules and that this Constitution which operates to create uniformity in the way in which the objects of the Association and Bowls are to be conducted, promoted and administered;
- (b) that should a Regional Authority be having administrative, operational or financial difficulties, including but not limited to where a Regional Authority:
  - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Regional Authority; or
  - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
  - (iii) a mortgagee or other creditor takes possession of any of its assets;

the Association may act to assist that Regional Authority in whatever manner it considers appropriate; and
- (c) where the Board of Management considers or is advised that a Regional Authority has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Board of Management;
  - (ii) acted in a manner prejudicial to the objects and interests of the Association, Bowls and/or the Laws of the Game; or

- (iii) brought the Association, any other Regional Authority or Bowls into disrepute;

the Board of Management, after allowing the Regional Authority the opportunity to explain, shall adjudicate and if necessary penalise that Regional Authority for such conduct or omission with such penalty as it thinks appropriate.

## **13. REGIONAL AUTHORITY CONSTITUTIONS AND RULES**

### **13.1 *Constitution***

The constituent documents of each Regional Authority will clearly reflect the objects of the Association and shall conform with such incidental variations as are necessary having regard to the Act.

### **13.2 *Power of Veto***

Each Regional Authority shall provide to the Association a copy of its constituent documents and all amendments to these documents. Each Regional Authority acknowledges and agrees that the Association has power to veto any provision in a Regional Authority constitution which, in the Association's opinion, is contrary to the objects of the Association, this Constitution and Rules or Regulations. The Association shall not exercise this power without first consulting the relevant Regional Authority as to the intent, purpose and operation of the proposed provision.

### **13.3 *Register of Bowlers***

Each Regional Authority shall maintain, in a form acceptable to the Association, a register of all Bowlers in its geographic area.

## **14. MEMBERS**

### **14.1 *Classes of Members***

The Members of the Association shall consist of:

- (a) the Regional Authorities which, subject to this Constitution, shall be represented by their Representatives who shall have the right to be present, debate and exercise voting rights at General Meetings; and
- (b) Life Members who, subject to this Constitution, shall have the right to be present and to debate at General Meetings, but shall have no voting rights.

### **14.2 *Life Members***

- (a) The Board of Management may recommend to the Annual General Meeting that any person who has rendered distinguished or special service to the Association or Bowls, may be granted Life Membership.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board of Management must be passed by a Special

Resolution. The vote on such resolution will be taken by secret ballot.

- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the Regulations.
- (d) Existing Life Members of Tasmanian Bowls Council and the Tasmanian Women's Bowling Association shall be Life Members of the Association.

## **15. SUBSCRIPTIONS, FEES AND LEVIES**

The annual membership subscription (if any), fees and any levies payable by Members to the Association, the time for and manner of payment shall be as determined by the Board of Management, from time to time.

## **16. RENEWAL OF MEMBERSHIP**

### **16.1 *Membership Renewal***

- (a) Regional Authorities must renew membership of the Association annually in accordance with the procedures set down by the Board of Management from time to time.
- (b) Upon renewal of membership a Regional Authority must lodge with the Association any amendments to its constituent documents and changes in its Representatives.

### **16.2 *Deemed Membership***

- (a) All Members, at the time of approval of this Constitution under the Act, shall be deemed Members of the Association from the time of approval of this Constitution under the Act.
- (a) Regional Authorities shall have one year from the approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Association.

## **17. REGISTER OF MEMBERS**

### **17.1 *Board of Management to Keep Register***

The Board of Management shall keep and maintain a register of Members in which shall be entered:

- (a) the full name, address, and date of entry to membership of each Member;
- (b) the full name and address of the principal administrative officer of each Regional Association;
- (c) the full name, address and date of entry of the name of each Representative;
- (d) the date, if any, upon which the Member ceases to be a Member; and
- (e) the full name and address of each Life Member.

## **18. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution establishes a contract between each of them and the Association and that they are bound by this Constitution;
- (b) they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board of Management or any duly authorised committee;
- (c) by submitting to this Constitution they are subject to the control and jurisdiction of the Association;
- (d) this Constitution is necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of Bowls; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

## **19. DISCONTINUANCE OF MEMBERSHIP**

### **19.1 *Refund of Membership Fees***

Membership fees or subscriptions paid by a discontinued Member for the relevant year may at the discretion of the Board of Management be refunded on a pro-rata basis to the Member upon discontinuance.

### **19.2 *Failure to Renew or Pay Fees***

Notwithstanding Rule 33 the Board of Management may expel or suspend a Member which has not renewed its membership of the Association or paid all fees due to the Association within two months of such membership renewal, or payment of fees, falling due.

### **19.3 *Member to Re-Apply***

A Member which has resigned or been expelled or suspended or whose membership has lapsed under Rule 19.2

- (a) must apply for membership in accordance with such procedures as are prescribed by the Board of Management from time to time; and
- (b) may be re-admitted at the discretion of the Board of Management.

## **20.**

## **21. NOTICES**

### **21.1 *Manner of Notice***

- (a) Notices may be given by the Executive Officer to any Member and any Representative or Life Member entitled to receive such Notices by pre-paid post or facsimile transmission or where available, by electronic mail, to the address shown in the Register kept by the Association.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be

effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 3 business days after posting.

- (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 electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

## **21.2** *Notice of General Meeting*

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

## **22. GENERAL MEETINGS**

### **22.1** *Nature and convening of General Meetings*

- (a) All meetings of Bowls Tasmania shall be General Meetings other than those convened under Rule 23.2 which shall be called Special General Meetings.
- (b) General Meetings shall be convened in the manner as provided by Rule 23.1.

### **22.2** *Business of General Meetings*

General meetings shall be those held to receive and discuss reports of matters affecting the development and conduct of lawn bowling in Tasmania. Decisions taken at General Meetings shall be referred to the Board of Management for implementation.

### **22.3** *Regional Authority representation at General Meetings*

- (a) The representatives of Regional Authorities to the Board of Management shall be entitled to attend, participate in discussion and vote at General meetings of the Association.
- (b) Life Members and additional non-voting observers will be welcome at all General Meetings.

## **23. ANNUAL GENERAL MEETING**

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board of Management.

## **24. SPECIAL GENERAL MEETINGS**

### **24.1** *Special General Meetings May be Held*

The Board of Management may, whenever it thinks fit, convene a General Meeting of

the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

#### **24.2** *Requisition of Special General Meetings*

The President or the Board of Management may at any time convene a Special General Meeting. The Executive Officer shall on the requisition of the President or the Board of Management on receiving a written requisition from two or more members convene a Special General Meeting within one month from the date of requisition.

### **25. NOTICE OF GENERAL MEETING**

#### **25.1** *Notice of General Meetings*

- (a) Notice of every General Meeting shall be given to every Member, member of the Board of Management and Life Member at the address appearing in the Register kept by the Association. No other *organization or* person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 14 days notice of a General Meeting shall be given to Members, members of the Board of Management and Life Members, together with:
  - (iv) any notice of motion received from Members; and
  - (v) the agenda for the meeting.

### **26. BUSINESS**

#### **26.1** *Business of General Meetings*

- (a) The business to be transacted at the Annual General Meeting includes consideration of accounts and the reports of the Board of Management and auditors, the election and appointment of Officers including two (2) Delegates to Bowls Australia Incorporated of whom one (1) shall be the President of the Association and the other a person of the opposite gender and the appointment and fixing of the remuneration of the auditors.
- (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 31.1(a) shall be special business.

#### **26.2** *Business Transacted*

No business other than that stated on the notice shall be transacted at that meeting unless specifically approved by the voting Representatives of a majority of the Members present.

## **27. NOTICES OF MOTION**

### **27.1 *Notices of Motion to be Submitted***

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Secretary not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

### **27.2 *Unsuccessful Notice of Motion***

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of one year.

## **28. PROCEEDINGS AT GENERAL MEETINGS**

### **28.1 *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 Association shall be 75 per cent of Representatives entitled to vote on behalf of Members.

### **28.2 *President to Preside***

The President shall, subject to this Constitution, preside as Chairman at every General Meeting of the Association. If the President is not present, or is unwilling or unable to preside, the Deputy President shall preside. If the Deputy President is not present, or is unwilling or unable to preside the Representatives present shall appoint one of their number to preside as Chairman for that meeting only.

### **28.3 *Adjournment of Meeting***

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present, or if after a meeting has commenced a quorum is not maintained, the meeting shall be adjourned until the same day in the next two weeks at the same time and place or to such other day and at such other time and place as the meeting may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. 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, notice of the adjourned meeting shall be given as in the case of an original meeting.

### **28.4 *Resolutions not in Meeting***

The provisions of Rule 33.3 are applicable in respect of General Meetings.

## **29. VOTING AT GENERAL MEETINGS**

### **29.1 *Voting Procedure***

At any meeting a resolution put to the vote of the meeting shall, subject to this Constitution, be decided by simple majority on a show of hands unless a poll (either before or on the declaration of the result of the show of hands) is demanded:

- (a) by the Chairman; or
- (b) by any Representative.

### **29.2 *Recording of Determinations***

Unless a poll is demanded under Rule 28.1, a declaration by the Chairman 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 Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **29.3 *Where Poll Demanded***

If a poll is duly demanded under Rule 28.1 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

### **29.4 *Where Voting Equal***

Where voting at General Meetings is equal on any motion the motion shall lapse.

### **29.5 *Methods of Voting***

Where voting is required to be by secret ballot or where a poll is demanded the Chairman will appoint a returning officer and scrutineers. In the event of a ballot for the election of any Board of Management position the Chairman may not appoint any candidate for election as returning officer or scrutineer.

For multiple offices, voters will be required to vote for the number of vacant positions to be filled. Each vote will count equally and the candidates with the most votes will be declared elected. In the event of a tie for the last position, a further ballot will be conducted between the tied candidates using a standard preferential system. THE BOARD OF MANAGEMENT

### **29.6 *Membership***

There shall be a *Board of Management* of the Association. It shall comprise:

- (a) The President;
- (b) The Deputy President who shall be the opposite gender to the President;
- (c) Representatives of the Regional Authorities appointed in accordance with Rule 30;
- (d) The Executive Officer and Treasurer or Executive Officer/Treasurer as the

Board of Management may determine pursuant to Rule 31 (c)

### **29.7 *Quorum for the Board of Management***

At meetings of the Board of Management, a quorum shall comprise

- (a) seven voting representatives (at least four of whom shall be the representatives of the Regional Authorities appointed in accordance with Rule 30.1) either present in person or participating by telephone conference and provided
- (b) that all Regional Authorities are represented.

### **29.8 *Decision taking by the Board of Management***

- (a) Meetings by the Board of Management will normally be chaired by either the president or the Deputy President, however if neither of these office holders is available, the meeting may be chaired by a voting member appointed by the members present for that meeting only.
- (b) When, for any reason, a voting member of the Board of Management is acting chair-person, that member will continue to exercise a deliberative vote, but if the result is tied, then the acting chair-person shall not have a casting vote and the motion is lost.

## **30. REPRESENTATIVES**

### **30.1 *Appointment of Representatives to the Board of Management***

Each Regional Authority shall appoint persons to represent it on the Board of Management as follows:

- (i) Each unified Regional Authority shall appoint four representatives – two males and two females;
- (ii) Each Regional Authority controlling bowls for men only shall appoint two males; and
- (iii) Each Regional Authority controlling bowls for women only shall appoint two females.

### **30.2 *Regional Representatives to Board of Management and to General Meetings***

- (a) Voting members of the Board of Management shall be among those entitled to vote on behalf of the Regional Authorities at General Meetings.
- (b) Representatives to the Board of Management shall present the views of their Regional Authority and the implications for it of matters under discussion by the Board of Management, but in reaching decisions shall seek always to further the Objects of the Association.

### **30.3 *Term of Representatives***

Each Representative to the Board of Management shall hold office for a term of one year from the conclusion of the Annual General Meeting until the conclusion of the following Annual General Meeting. A Representative may be reappointed.

### **30.4** *Alternate Representatives*

- (a) A Regional Authority may appoint an Alternate Representative to replace a Representative who is unable to attend a meeting.
- (b) Such Alternative Representative shall participate in the meeting in accordance with Rule 30.2 (b) above.

## **31. ROLE OF THE BOARD OF MANAGEMENT**

The Board of Management shall be the policy making body for the Association and shall:

- (a) conduct the Annual General Meeting;
- (b) call for and receive nominations for the positions of President and Deputy President in accordance with the provisions set out in Rule 36 below;
- (c) call for and receive applications for Executive Officer and Treasurer position(s) in accordance with the provisions set out in Rule 37 below;
- (d) determine major strategic directions of the Association;
- (e) determine policies;
- (f) review the Association's performance in achieving its pre-determined aims, objectives and policies;
- (g) be the final arbiter on any matter referred to it, including the exercise of discipline in accordance with Rule 33;
- (h) at its discretion, appoint a person to serve as non-voting Minute Secretary to the Board on such terms and conditions as it thinks appropriate;
- (i) appoint other persons with specific expertise to Sub-committees. The members of Sub-committees shall be elected using the procedures prescribed under Rule 38.3 below.
- (j) In the event of appointment, the person or persons so appointed (under sub-clauses (h and i)) shall not be a Representative or Representatives, nor shall that person or persons have voting rights at Board of Management meetings.

## **32. POWERS OF THE BOARD OF MANAGEMENT**

### **32.1** *General Powers*

Subject to the Act and this Constitution the business of the Association shall be administered and managed, and the powers of the Association shall be exercised, by the Board of Management. In particular the Board of Management, as the managing authority of the Association, shall be responsible for acting on all State issues in accordance with the objects of the Association, resolutions agreed to by General Meetings, the policy directives of the Board of Management and shall operate for the benefit of the Association, the Members, Bowls and the community throughout Tasmania.

### **32.2** *Limitation to Powers*

When calling for nominations for any position, the Association shall initially seek nominations through the Member Regional Associations. Only when insufficient

suitable nominations are received by this system shall other strategies be adopted.

### **33. DISCIPLINE**

Where the Board of Management is advised or considers that a Member, Bowler, or Official has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, any policy or any resolution or determination of the Board of Management or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member, Bowler, or Official or prejudicial to the objects and interests of the Association, Bowls or the Laws of the Game; or
- (c) brought the Association or Bowls into disrepute;

The Board of Management may commence or cause to be commenced disciplinary proceedings against that Member, Bowler or Official, and that Member, Bowler, or Official, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in this Constitution.

### **34. MEETINGS OF THE BOARD OF MANAGEMENT**

#### **34.1 *Board of Management to Meet***

- (a) The Board of Management shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit.
- (b) The President or three Representatives may at any time request the Executive Officer to convene a meeting of the Board of Management, and that officer shall convene a meeting of the Board of Management within a period of 14 days, from the date of that requisition.

#### **34.2 *Decisions of the Board of Management***

Subject to this Constitution, questions arising at any meeting of the Board of Management shall be decided by a majority of votes and a determination of a majority of Representatives present at the meeting shall for all purposes be deemed a determination of the Board of Management. All Representatives shall have one vote on any question. Where voting is equal on any motion the motion shall lapse.

#### **34.3 *Resolutions not in Meeting***

Without limiting the power of the Board of Management to regulate its meetings as its members think fit, a meeting of Board of Management may be held where one or more of the Representatives is not physically present at the meeting, provided that:

- (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- (ii) notice of the meeting is given to all the Representatives entitled to notice in accordance with the usual procedures agreed upon or laid down from

time to time by the Board of Management and such notice specifies that Representatives are not required to be present in person;

- (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Representatives which constitutes a quorum, and none of such Representatives are present at the place where the meeting is deemed by virtue of the further provisions of this article to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
- (iv) any meeting held where one (1) or more of the Representatives is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Representative is there present and if no Representative is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

#### **34.4 *Notices of Board of Management Meetings***

Unless all Representatives agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than fourteen days written notice of the meeting of the Board of Management shall be given to each Representative. The agenda shall be forwarded to each Representative not less than seven days prior to such meeting.

#### **34.5 *Conflict of Interest***

A Board of Management Representative or elected or appointed officer who declares an interest in any contract or proposed contract with the Association shall withdraw while that subject is being discussed and determined.

#### **34.6 *Executive Committee***

- (a) The Board of Management may establish an Executive Committee comprising the President, Deputy President, Executive Officer and/ or Treasurer, and one representative from each region to consider matters requiring urgent attention when it is not feasible to convene a quorum of the whole Board of Management.
- (b) The Executive Committee may meet by telephone conference in which all members participate simultaneously if a meeting in person of its members cannot be arranged within the time available to reach a decision.
- (c) At meetings of the Executive Committee, all members shall be entitled to one vote. If voting for and against the proposition under consideration is equal, it shall be considered lost. The Chair of the meeting shall not have a deciding or casting vote.
- (d) Decisions taken by the Executive Committee shall be reviewed by the Board of Management within 60 days.

### **35. PRESIDENT AND DEPUTY PRESIDENT**

#### **35.1 *The President***

- (a) The President will be elected each year from among registered Bowlers

nominated by an affiliated Regional Association.

- (b) The President may only seek re-election as President so long as, at the time of seeking re-election, the nominee has not held the office for more than three consecutive terms.
- (c) The President will hold office for one year, which will expire at the conclusion of the next Annual General Meeting of the Association following the nominee's election.
- (d) A person shall not hold office of President for more than four consecutive years.
- (e) Where the person elected as President is also a Representative of a Regional Authority, that person shall cease to be a Representative and the relevant Regional Authority may appoint a replacement pursuant to Rule 12.2(c).
- (f) A person elected as President shall cease to hold office in his or her Regional Authority.

### **35.2 *President as Chairman***

- (a) The President shall be the nominal head of the Association and will, subject to this Constitution, act as Chairman of any General Meeting.
- (b) The President shall not have a deliberative or casting vote.

### **35.3 *Deputy President***

- (a) The Deputy President will be elected each year from among registered Bowlers nominated by an affiliated Regional Association.
- (b) The Deputy President may only seek re-election as Deputy President so long as, at the time of seeking re-election, the nominee has not held the office for more than three consecutive terms.
- (c) The Deputy President will hold office for one year, which will expire at the conclusion of the next Annual General Meeting of the Association following the nominee's election.
- (d) A person shall not hold office of Deputy President for more than four consecutive years.
- (e) Where the person elected as Deputy President is also a Representative of a Regional Authority, that person shall cease to be a Representative and the relevant Regional Authority may appoint a replacement pursuant to rule 12.2(c).
- (f) The Deputy President shall not have a deliberative or casting vote.
- (g) A person elected as Deputy President shall cease to hold office in his or her Regional Authority.

## **36. ELECTION OF PRESIDENT AND DEPUTY PRESIDENT**

### **36.1 *Nominations for President and Deputy President***

Nominations for the positions of President and Deputy President shall be made by the Regional Authorities and must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) accompanied by the nominee's curriculum vitae;
- (d) signed by a nominator and a seconder on behalf of the Regional Authority; and
- (e) signed by the nominee indicating his/her willingness to accept nomination and to serve in the position if elected.

### **36.2 *Receipt of Nominations***

- (a) Nominations must be received by the Executive Officer of the Association at least 28 days prior to the Annual General Meeting.
- (b) If insufficient nominations are received, nominations may be accepted at the Annual General Meeting.

### **36.3 *Election of President and Deputy President***

- (a) The Executive Officer shall send to all Representatives and Members a list of Nominees and the nominees' curriculum vitae with the agenda for the Annual General Meeting.
- (b) The elections shall be by preferential, secret ballot conducted during the Annual General Meeting on papers prepared by the Executive Officer.
- (c) The results of the elections shall be declared by the Executive Officer at the Annual General Meeting.

## **37. APPOINTMENT OF EXECUTIVE OFFICER AND TREASURER**

### **37.1 *Calling for Applications***

The Board of Management shall call for applications from suitably qualified persons for the positions of Executive Officer and Treasurer.

### **37.2 *Appointment of Executive Officer and Treasurer***

- (a) The Board of Management shall appoint an Executive Officer for such terms and such conditions as it sees fit.
- (b) The Board of Management shall appoint a Treasurer on such terms and conditions as it sees fit.
- (c) At its discretion, the Board of Management may appoint one person to attend to the duties of both Executive Officer and Treasurer.

### **37.3 *Voting Rights of Officers***

A person appointed pursuant to this rule shall not have voting rights at either General Meetings or Board of Management meetings.

### **37.4 *Role of Executive Officer***

The principal responsibilities of the Executive Officer will be to work with the

President, and members of the Board of Management to ensure effective and efficient management and administration of Bowls Tasmania, and to maintain communication between the Association and other bodies, such as Bowls Australia, the Regional Authorities and sponsors.

### **37.5 *Specific Duties of Executive Officer***

The Executive Officer shall

- (a) be entitled to notice of and, as far as is practicable, shall attend and participate in debate at all meetings of the Board of Management and all General Meetings of the Association.
- (b) prepare the agenda for all Board of Management meetings and all General Meetings of the Association.
- (c) facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board of Management and General Meetings of the Association and will distribute relevant minutes to Board of Management representatives, officers and Members within 14 days from the date of the meeting, and
- (d) report monthly to the Board of Management on the activities of the Association and issues relating to it.

### **37.6 *Role of the Treasurer***

The Treasurer shall maintain records relating to all receipts and expenditures of the Association and copies of such other records as are necessary for effective and reliable financial planning and budgeting.

### **37.7 *Specific Duties of Treasurer***

- (a) The Treasurer shall be entitled to notice of, and as far as is practicable shall attend and participate in debate at, all meetings of the Board of Management and all General Meetings of the Association.
- (b) Treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board of Management directs.
- (c) The accounts, books and records are to be kept at the Association's office or at such other place as the Board of Management decides.
- (d) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
- (e) The Treasurer shall furnish monthly reports to the Board of Management in such manner as the Board of Management directs.

### **37.8**     *Avoidance of Conflict of Interest*

A person appointed as Executive Officer or Treasurer shall cease to hold a similar office carrying a salary or honorarium in a Regional Authority.

## **38.**     **SUB-COMMITTEES**

### **38.1**     *Sub-committee membership*

- (a)     The Board of Management may establish sub-committees to undertake specific tasks delegated to it.
- (b)     Persons eligible to serve on sub-committees shall be members of the Board of Management, registered bowlers, and non-bowlers who are known to possess specific skills and knowledge relevant to the work of the specific sub-committee.

### **38.2**     *Role and Powers of Sub-Committees*

- (a)     There shall be sub-committees to oversee coaching, umpiring, green care and management, and the program and management of events conducted under the auspices of Bowls Tasmania for each bowling season. The Board of Management may establish sub-committees for other purposes as required from time to time.
- (b)     There shall be a Policy Review Sub-Committee to monitor the effectiveness of current policies and identify and develop future policy direction.
- (c)     Sub-committees shall generally consist of not less than three persons entitled to vote:
  - (i)     a representative of the Board of Management who shall be a non-voting member of the Sub-committee,
  - (ii)    other members appointed in accordance with sub-clause 38.3 below, and
  - (iii)   if appropriate, the Board of Management may consult with the Chair of the Sub-committee re the appointment of other persons with knowledge and skills relevant to the functions and objects of the sub-committee, all of who shall be entitled to vote on matters under consideration by the sub-committee.
- (d)     All sub-committees shall report their recommendations to the Board of Management which, after considering the recommendations, will adopt the recommendations or return them to the sub-committee for reconsideration and amendment. Until approved by the Board of Management, no recommendation or decision by a Sub-committee shall come into effect.

### **38.3**     *Nominations, Appointments and Terms of Office of Sub-Committee Members*

- (a)     The Executive Officer shall call (through the Regional Authorities) for nominations for membership of sub-committees 28 days before the date of the

Annual General Meeting. Nominations shall be forwarded directly to Bowls Tasmania to be received not less than 14 days before the Annual General Meeting. Where insufficient nominations are received for all sub-committee positions, additional nominations may be sought at the Annual General Meeting.

- (b) The Board of Management, at its first meeting after the Annual General Meeting shall consider the nominations received and appoint members to the sub-committee. The Executive Officer shall advise members of their appointment within seven days of this meeting.
- (c) Membership of a sub-committee shall continue until the conclusion of the next Annual General Meeting. Members of sub-committees may be reappointed to serve one or more consecutive terms of office.

#### **38.4    *Management of Sub-Committees***

Each sub-committee shall choose its own Chair and Secretary and determine its own operating arrangements whilst complying with the objects, functions and operational procedures set out in guidelines for the sub-committee that have been approved by the Board of Management.

#### **38.5    *Quorum for Sub-Committees***

The quorum for a sub-committee shall be not less than two-thirds of the number of voting members.

#### **38.6    *Sub-Committees May meet by Telephone Conference***

Sub-committees may meet by telephone conference in which all members participate simultaneously if a face-to-face meeting is impractical

### **39.    CASUAL VACANCIES**

#### **39.1    *Casual Vacancies***

- (a) Any casual vacancy occurring in the position of President or Deputy President may be filled by the Board of Management for the remainder of their term of office, and any casual vacancy in the position of a Representative may be filled by their Regional Authority.
- (b) Vacancies of the positions of Executive Officer, or Treasurer or of Sub-committee Membership may be filled by the Board of Management after seeking expressions of interest from Affiliated Bowlers via the Regional Authorities in accordance with Rule 32.2 or by general advertisement.
- (c) Positions filled as casual vacancies shall remain in effect until the conclusion of the next Annual General Meeting

### **40.    DELEGATIONS**

#### **40.1 *Board of Management may Delegate Functions***

The Board of Management may by instrument in writing create or establish or appoint Special Committees, officers or consultants to carry out such duties and functions, and with such powers, as the Board of Management determines.

#### **40.2 *Delegation by Instrument***

The Board of Management may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Executive Officer by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

#### **40.3 *Delegated Function Exercised in Accordance With Terms***

A function, the exercise of which has been delegated under this Rule, may (whilst the delegation remains unrevoked) be exercised from time to time in accordance with the terms of the delegation.

#### **40.4 *Procedure of Delegated Entity***

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board of Management under this Constitution.

#### **40.5 *Delegation may be Conditional***

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

#### **40.6 *Revocation of Delegation***

The Board of Management may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

### **41. BY LAWS**

#### **41.1 *Board of Management to Formulate By Laws***

The Board of Management may formulate, issue, adopt, interpret and amend such By Laws for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and Bowls as it thinks necessary or desirable. Such By Laws must be consistent with the Constitution of the Association and any policy directives of the Board of Management.

#### **41.2 *By Laws Binding***

All By Laws made under this Rule shall be binding on the Association and Members.

#### **41.3 *Bulletins Binding on Members***

Amendments, alterations, interpretations or other changes to By Laws shall be advised to Members by means of Bulletins approved by the Board of Management and prepared and issued by the Executive Officer. Bulletins are binding upon all Members.

## **42. RECORDS AND ACCOUNTS**

### **42.1 *Executive Officer to Keep Records***

The Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association, and the Board of Management and shall produce these as appropriate at each Board of Management or General Meeting.

### **42.2 *Records Kept in Accordance With Act***

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

### **42.3 *Association to Retain Records***

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

### **42.4 *Board of Management to Submit Accounts***

The Board of Management shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with this Constitution.

### **42.5 *Accounts Conclusive***

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

### **42.6 *Accounts to be sent to Members***

The Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with this Constitution, a copy of the Statements of Account, the Board of Management's report, the Auditor's report and every other document required under the Act (if any).

### **42.7 *Negotiable Instruments***

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Members of the Board of Management or in such other manner as the Board of Management determines.

## **43. FUNDS**

#### **43.1 Funds**

The funds of the Association shall be derived from Members' fees, levies, and subscriptions, donations, grants, sponsorship and such other sources as are determined by the Board of Management.

#### **43.2 Deposit and Receipt of Funds**

All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account. An appropriate receipt shall be issued as soon as practicable after receiving any money.

#### **44. AUDITOR**

- (a) A registered company auditor or auditors or person approved under the Act shall be appointed and the remuneration of such auditor or auditors fixed at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act.
- (b) The accounts of the Association shall be examined in accordance with generally accepted accountancy principles and a report provided by the auditor or auditors at least once in every year.

#### **45. SEAL**

##### **45.1 Safe Custody of Seal**

The Executive Officer shall provide for safe custody of the Seal.

##### **45.2 Affixing Seal**

The Seal shall only be used by authority of the Board of Management and every document to which the seal is affixed shall be signed by 2 members of the Board of Management.

#### **46. PATRONS AND VICE PATRONS**

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board of Management a Chief Patron and such number of Patrons and Vice-Patrons as may be required.

#### **47. SOLICITOR**

The Association at its Annual General Meeting may appoint annually, on the recommendation of the Board of Management, a solicitor to provide relevant professional advice to the Association when required on a fee for service basis.

#### **48. ALTERATION OF CONSTITUTION**

- (a) The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act.
- (b) In addition, there shall be no alteration or amendment to this rule without the

consent of the relevant Minister under the Act.

**49. DISSOLUTION**

The Association may be wound up in accordance with the provisions of the Act.

**50. INDEMNITY**

- (a) The Executive Officers and every member of the Board of Management, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred in their capacity as Executive Officers and members of the Board of Management, or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Association shall indemnify its Executive Officers and members of the Board of Management, managers and employees against all damages and costs (including legal costs) for which any such Executive Officers, members of the Board of Management, manager or employee, may be or become liable to any third party in consequence of any act or omission except willful misconduct:
  - (i) in the case of Executive Officers, or members of the Board of Management, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of employment by the Association.

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