

CONSTITUTION AND RULES

THE HOLDFAST BAY BOWLS AND CROQUET CLUB INCORPORATED

PART ONE

ADMINISTRATION

MANAGEMENT COMMITTEE

Adopted: 20th March 2016

Amended: 21st August 2021

(6.2.2 No expenditure exceeding thirty thousand dollars (\$30,000) shall be entered into without the approval of the members at an Annual General Meeting or Special General Meeting of the Club.)

CONTENTS

SECTION 1 NAME AND OBJECTS

- 1.1 Name
- 1.2 Interpretation
- 1.3 Objects and Purposes
- 1.4 Powers

SECTION 2 MEMBERSHIP

- 2.1 Membership Class
- 2.2 Register of Members of all Categories.
- 2.3 Service of Notices
- 2.4 Membership Quota
- 2.5 Nomination and Election of Members
- 2.6 Entitlement of Members
- 2.7 Full Members
- 2.8 Life Members
- 2.9 Associate Members
- 2.10 Honorary Visiting Members
- 2.11 Temporary Members
- 2.12 Full-time Student/Junior Members
- 2.13 Social Members
- 2.14 Indoor Bias Bowls Members
- 2.15 Country Members
- 2.16 Restricted Players
- 2.17 Members' Liabilities
- 2.18 Forfeiture of Membership
- 2.19 Resignation of Officers and Members
- 2.20 Disciplining of Members
- 2.21 Absence of a Member

SECTION 3 MANAGEMENT BY MEMBERS

- 3.1 Management by Members
- 3.2 Club Annual General Meetings - Holding of
- 3.3 Club Annual General Meetings - Calling of and Business
- 3.4 Special General Meetings - Calling of
- 3.5 Procedure and Quorums
- 3.6 Voting

SECTION 4 MANAGEMENT BY OFFICERS

- 4.1 Board of Management and Election of Officers
- 4.2 Board of Management
- 4.3 Vacancies – Board of Management and Committees
- 4.4 Powers and Functions of the Board of Management

SECTION 5 FUNCTIONS OF OFFICERS

- 5.1 President of the Club
- 5.2 The Club Secretary
- 5.3 The Club Treasurer
- 5.4 Indemnity of Club Secretary and Club Treasurer

SECTION 6 FINANCIAL

- 6.1 Funds Management
- 6.2 Accounts
- 6.3 Control over Property
- 6.4 Subscriptions and Fees
- 6.5 Borrowing Powers
- 6.6 Books
- 6.7 Audit

SECTION 7 GENERAL

- 7.1 Honorary Solicitor
- 7.2 Damage to Property
- 7.3 Winding Up and Dissolution
- 7.4 Application of Surplus Proceeds
- 7.5 Alteration of Rules
- 7.6 Interpretation of Rules
- 7.7 Visitors
- 7.8 Appointment of Delegates
- 7.9 Disputes, Suggestions, etc
- 7.10 Emergency Administrative Action
- 7.11 Application of Profit
- 7.12 Greens Director and Greens Committee
- 7.13 By-Laws
- 7.14 Clubhouse Open
- 7.15 Laws of the Sport of Bowls.
- 7.16 Laws of the Game of Croquet.
- 7.17 Common Seal

SECTION 8 STANDING ORDERS

1. SECTION 1. NAME AND OBJECTS.

1.1 NAME.

The name of the Club shall be the "THE HOLDFAST BAY BOWLS AND CROQUET CLUB INCORPORATED."

1.2 INTERPRETATION.

1.2.1 In these Rules, except in so far as the context or subject matter otherwise indicates or requires the following interpretations shall operate.

1.2.1.1 'The 'ACT' means the "Associations Incorporation Act 1985" as amended.

1.2.1.2 'Board of Management' means the members for the time being of the Board of Management of the Club as constituted in accordance with the Rules and is the governing or controlling body of the Club subject only to any direction of the members at an Annual General Meeting or Special General Meeting.

1.2.1.3 'Club' means The Holdfast Bay Bowls and Croquet Club Incorporated.

1.2.1.4 'Manager' means the Chairman or Chairwoman according to the current office-holder, in the various Portfolio categories.

1.2.1.5 'Member' means any member of the Holdfast Bay Bowls and Croquet Club Incorporated.

1.2.1.6 'The Portfolio Committee' mean members for the time being, of any Portfolio Committee as constituted in accordance with the Rules.

1.2.1.7 'The ASSOCIATION' means Bowls SA, Croquet SA, SAWIBBA, or any other Association with which the Club may, in the future, affiliate.

1.2.1.8 'S.A.W.I.B.B.A.' means the South Australian Women's Indoor Bias Bowls Association Inc.

1.2.1.9 'Rules' mean the Rules of the Club in force for the time being, (i.e. The Constitution and By-Laws of the Club).

1.2.1.10 'Special Resolution' means a resolution of the Club which is passed by a majority which comprises of not less than three quarters of such members of the Club as, being entitled under

these Rules so to do, vote at an Annual General Meeting or Special General Meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

- 1.2.1.11 'Month' means a calendar month.
- 1.2.1.12 'Financial Year' means the Club's financial year, and unless altered by the members shall be from 1st April to the next 31st March inclusive.
- 1.2.1.13 'Body concerned' means Club or Portfolio.
- 1.2.1.14 'Club President' means President of the Board of Management.
- 1.2.2 In these Rules: -
 - 1.2.2.1 A reference to the singular includes plural unless the context indicates otherwise.

1.3 OBJECTS AND PURPOSES.

The objects and purposes of the Club shall be:-

- 1.3.1 To maintain and conduct a Club of non-political character, and to provide a clubhouse, greens, equipment and other conveniences for the use and recreation of the members at such place or places as decided by the members;
- 1.3.2 To conduct, encourage, promote, advance and administer the games of bowls and croquet;
- 1.3.3 To promote such other objects as the members shall determine but always to have in mind the advancement and best interests of the sports and the engendering by association of the fraternal feeling amongst members;
- 1.3.4 To promote sound health, safety and welfare practices to members;
- 1.3.5 To formulate and implement appropriate policies, including policies in relation to equal opportunity, drugs in sport, health and safety, member protection, child protection, senior and junior programs and such other matters as may arise from time to time;

- 1.3.6 To affiliate with Bowls SA, Croquet SA, S.A.W.I.B.B.A. and other Associations as required from time to time through the facilities provided for this purpose;
- 1.3.7 To do such things which are necessary, incidental or conducive to the advancement of the above objects and purposes.

1.4 POWERS

The Club shall have the power:-

- 1.4.1 To acquire, hold, deal with and dispose of any real or personal property;
- 1.4.2 To construct, maintain and in consultation with the City of Holdfast Bay Council, alter any buildings, grounds, playing surfaces, conveniences or works necessary or convenient for the purpose of advancing the interests of the members;
- 1.4.3 To raise or borrow moneys required for the benefit of the Club as follows:- The Board of Management shall be authorised to raise or borrow moneys up to a maximum cumulative amount of \$10,000 per annum upon such terms and conditions as the Board of Management deems fit;
 - 1.4.3.1 Moneys raised or borrowed in excess of \$10,000 per annum, shall require the prior approval of members at an Annual General Meeting or Special General Meeting of the Club;
- 1.4.4 To give such security for the discharge of liability incurred by the Club as the Board of Management deems fit.
- 1.4.5 To open and operate financial institution accounts.
- 1.4.6 To invest in any security in which moneys may, by Act of Parliament, be invested or in any other manner specifically authorised by the members at an Annual General Meeting or Special General Meeting of the Club.
- 1.4.7 To appoint agents to contract any business of the Club on behalf of the Club.
- 1.4.8 To enter into any other contracts the Club considers necessary or desirable.
- 1.4.9 To undertake and do all such other things or activities which are necessary, incidental, conducive or subsidiary to the objects of the Club.

SECTION 2

MEMBERSHIP

2.1 MEMBERSHIP CLASS

The Club shall consist of the following classes of members: -

- Full members
- Life members
- Associate members
- Honorary Visiting Members
- Temporary members
- Full-time Student / Junior members
- Social (Male & Female) members
- Indoor Bias Bowls Members
- Country Members
- Restricted Players

2.2 REGISTER OF MEMBERS

2.2.1 The Secretary of the Board of Management ("Club Secretary") shall keep on the Club premises a Register, which shall contain the names and the personal details of all members of the club for the time being.

2.2.2 All members shall communicate in writing their address, or any change thereof, to the Club Secretary, who shall register it.

2.3 SERVICE OF NOTICES

2.3.1 For the purposes of these Rules, a notice may be served by or on behalf of the Club on any member either personally or by sending it by post to the member at the member's address shown in the Register of Members or by publishing the notice in the "Public Notices" section of a Newspaper circulating generally throughout the State.

2.3.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed to for the purposes o these Rules to have been served on the person at the time at which the letter would have been delivered in ordinary course of post.

3.3 If no address be given, notices left at the Clubhouse shall be deemed to have been delivered.

2.4 MEMBERSHIP QUOTA

2.4.1 The number of members of the Club shall be as determined by the Board of Management subject to any directive given by any Lawful Government Agency.

2.4 NOMINATION AND ELECTION OF MEMBERS

2.5.1 Any person wishing to become a member of the Club must be proposed by one member and seconded by another.

- 2.5.2 A nomination paper shall be signed by the applicant, proposer and seconder, and shall contain the name, address and occupation of the candidate and the date of application.
- 2.5.3 The application shall be on the appropriate Club Nomination Form.
- 2.5.4 The Nomination Form, when properly completed, shall be handed to the Club Secretary, who shall post it on the Club's Notice Board for exhibition at least fourteen (14) days immediately preceding the day of election.
- 2.5.5 Should there be any objection to any nomination for membership, the objection must be made in writing, addressed to the Club Secretary and handed to him/her before the expiration of the fourteen (14) days of the displaying on the Notice Board, of that nomination. (See Rule 2.5.4)
- 2.5.6 The Board of Management shall determine application for membership. The decision of such Board of Management as to whether any candidate has been duly elected or not shall be final.
- 2.5.7 Immediately on the election of a new member, the club Secretary shall advise such member of the availability of the Constitution, By-Laws and Regulations of the club for the time being in force.
- 2.5.8 If a newly elected member fails to pay the required membership subscription within thirty (30) days after election, the election shall be void unless the delay is justified to the satisfaction of the Board of Management.
- 2.5.9 Any person whose application for membership is rejected or whose election is voided under Rule 2.5.8 shall not again be nominated for a period of at least six (6) months from the date of the rejection or voiding of membership.
- 2.5.10 The payment of the subscription or using the Club's property shall imply a member's acquiescence in the Constitution, By-Laws and Regulations of the Club.
- 2.5.11 In the event of a merger or takeover of another Club, where all of the members of that club are to be elected to membership of the Holdfast Bay Bowling & Croquet Club Inc., the Board of Management can resolve to waive any or all of the above conditions of nomination and election (clauses 2.5.1 to 2.5.10) as are considered necessary to effect the transfer of membership.

2.6 ENTITLEMENT OF MEMBERS

- 2.6.1 Full Members and Life Members shall be entitled to all the privileges of the Club and shall be the only members entitled to vote at Annual General and Special General Meetings of the Club.
- 2.6.2 Honorary, Associate, Student/Junior, Country and Temporary members shall be entitled to such privileges, as the Board of Management shall from time to time determine.
- 2.6.3 No bowls member shall represent the Club in any sporting venture unless he/she is a fully registered financial member of the Club.
- 2.6.4 No croquet member shall represent the club in any sporting venture unless he/she is registered with S.A.C.A. An invitation to non-club members to play will be initiated by the H.B.C.C. Following permission granted from the player's home club, the player can participate in as many games as required.

2.7 FULL MEMBERS

- 2.7.1 A Full Member is a person who has been duly elected in accordance with Rule 2.5 and who has paid the annual subscription.
- 2.7.2 A Full Member with full registration with bowls SA shall be eligible to lay in all bowls SA and Bowls Australia events, for which they are qualified, and open or invitation tournaments of other Clubs.
- 2.7.3 A Full Member registered with Croquet SA shall be eligible to play in Croquet SA events, for which they are qualified, and tournaments of other Clubs.
- 2.7.4 A Full Member registered with the S.A.W.I.B.B.A. shall be eligible to play in S.A.W.I.B.B.A. events, for which they are qualified, and tournaments of other clubs.

2.8 LIFE MEMBERS

- 2.8.1 Any member, except Social Members and Indoor Bias Bowls Members, who has rendered special service or services to the Club may on the recommendation of the Board of Management at any Annual General Meeting or Special General Meeting, be elected a Life member of the Club with full privileges without payment of any subscription. The election shall be by secret ballot and for the recommendation to succeed at least three-quarters of the votes of the members and Life Members present must be in the affirmative.

- 2.8.2 A Life Member shall not be relieved of any financial obligation other than annual subscription.
- 2.8.3 To be eligible to play in Bowls SA, Bowls Australia and Croquet SA events, or events of other clubs, a Life Member must be a fully registered member of Bowls SA or Croquet SA.

2.9 ASSOCIATE MEMBERS

- 2.9.1 Associate bowls and croquet members may be admitted in the same manner as Full Members, subject to the terms of these Rules and may be entitled to play bowls or croquet and engage in other forms of recreation conducted by the Club, or in which the Club engages, except that they shall not be selected for pennant or association teams until all available full and full life members have been selected.
- 2.9.2 Associate bowls members shall be limited to participate in a maximum of three (3) pennant games in any one pennant season upon payment of an additional fee, as determined by the Board of Bowls SA from time to time, for each game played.
- 2.9.3 Associate bowls members may only participate in more than three (3) pennant games upon payment of the balance of the fee required to become a Full or Student/Junior registered member of Bowls SA.
- 2.9.4 Full croquet membership with another croquet club is required prior to obtaining associate membership with HBB&CC. To play in Pennant matches an Associate member must obtain permission from the croquet club where registered. An Associate member can play to the time frame negotiated with their registered club.

2.10 HONORARY VISITING MEMBERS

- 2.10.1 The President or Club Secretary of the Club shall have power to confer Honorary membership on a visiting member of an overseas or Interstate Club or any club affiliated with Bowls SA Croquet SA, SAWIBBA or any other Association or Affiliated Body, during the period of their visit,
- 2.10.2 The period of Honorary Visiting Membership shall be limited to four (4) weeks but subject to renewal.

2.11 TEMPORARY MEMBERS

- 2.11.1 A member of any other bowling club which is under the jurisdiction of The World Bowls Board, the Bowls SA, Croquet SA or the SAWIBBA or any other State Authority or other Association as provided for in the Constitution and By-laws of Bowls Australia or Croquet SA or the Indoor Bias Bowls

Association or other Association who visits the Club on any date for the purpose of playing bowls or croquet, shall be a Temporary member of the Club for that day. T

2.12 FULL-TIME STUDENT / JUNIOR MEMBERS

2.12.1 Student members shall be full-time students of a Primary, Secondary or Tertiary Institution within Australia and must be under the age of twenty-one (25) years on 31st. December in the year of registration.

2.12.2 Junior members shall be persons aged as defined as a 'junior' by Bowls Australia and Croquet SA.

2.12.3 Student/Junior members may be admitted in the same manner as other Members, subject to the terms of these Rules and may be entitled to play sport and engage in other forms of recreation conducted by the Club.

2.12.4 If a full-time student /Junior ceases to be eligible for this class of membership part way through the season then the appropriate portion of a full member's fee shall be payable immediately to the Club and he/she shall then enjoy the privileges of the class of membership to which they change.

2.13 SOCIAL MEMBERS

2.13.1 Social Members may be nominated and elected as members in the same manner as other members provided that:-

2.13.1.1 The person is over eighteen (18) years of age, and

2.13.1.2 The persons Application for Membership has been approved by the Board of Management.

2.13.1.3 Social members shall have all the rights and privileges of members to use the Clubhouse and its and its recreational facilities therein, but shall not be entitled to play bowls or croquet whether in pennant teams, tournaments or practice and shall not be permitted on or to use the greens or mats at any time.

2.14 INDOOR BIAS BOWLS MEMBERSHIP

2.14.1 Indoor Bias Bowls members may be nominated and elected as members in the same manner as other members. They shall be entitled to play Indoor Bias Bowls only and enjoy all other Club amenities except play Lawn Bowls and Croquet.

2.15 COUNTRY MEMBERS

2.15.1 A Country member is a member who is a registered and financial member of a Country Bowling Club who shall have the same rights as an Associate Member however cannot be

selected in a Pennant Team other than as a Temporary Member.

2.15.2 For croquet members ref. Rule.2.6.4 of this document.

2.16 RESTRICTED PLAYERS

2.16.1 Restricted Players are bowlers or croquet players, whose playing category limits participation to casual competitions, or events specifically designed for Restricted Players at the Club or events of other clubs specifically designated for casual bowlers or croquet players.

2.17 LIABILITY OF MEMBERS

2.17.1 If a member, by any breach of these Rules, or by any unlawful act, causes the Club or any officer of the Club to incur a financial liability, such member shall be liable to the Club or such officer for the amount so paid.

2.18 FORFEITURE OF MEMBERSHIP

2.18.1 If a member fails to pay his/her annual subscription within three (3) months after the date of the Annual General Meeting of the Club, then they shall cease to be members of the Club.

2.18.2 The Board of Management may in its discretion restore the member's name to the register of members where the Board of Management accepts, a satisfactory explanation from the member and the member has paid the amount due.

2.18.3 The Club Secretary must give notice to each member when his or her subscription is due. This notice must be served on the member in accordance with Rule 2.3.

2.18.4 Where a member of the Club for whatever reason ceases to be a member for one or more years, such member may be re-admitted under such condition as determined by the Board of Management.

2.18.5 At the expiration of any year in respect of which any person shall have paid his subscription, the Board of Management, if it is of the opinion that it is undesirable in the interest of the club that such person should continue to be a member, may decline to accept any further subscriptions from such person. The Club Secretary shall notify such person of this decision. That person shall thereupon cease to be a member of the Club and shall have the same right of appeal and on the same conditions as stated in Rule 2.20.4

2.19 RESIGNATION OF OFFICERS AND OR MEMBERS

- 2.19.1 No officer or member of the Club or of a Portfolio shall be held to have resigned their office until their resignation in writing shall have been accepted by the Portfolio Committee and the Board of Management.
- 2.19.2 A member wishing to resign from the Club shall give fourteen (14) days notice in writing to the Club Secretary, and shall pay all moneys due at the date of such notice including the current financial year's subscription or such portion thereof as the Board of Management may determine.
- 2.19.3 Where a member ceases to hold membership; the Club Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- 2.19.4 Where a member ceases to hold membership and intends to transfer to another club the Club Secretary shall immediately complete a Clearance Form. The Club Secretary shall provide copies of the Clearance Form to the member and shall forward a further copy to Bowls SA, Croquet SA or SAIBBA or other Association as required. The Club Secretary shall retain a copy of the clearance form for the Club's records.
- 2.19.5 A member resigning from the Club, or ceasing for any reason, whatever to be a member thereof, shall not have any right, title or interest in or to any property of the Club.
- 2.19.6 No membership fees are refundable upon resignation.

2.20 DISCIPLINING OF MEMBERS - BREACHES OF RULES

- 2.20.1 Every member of the Club undertakes to comply with the Rules as defined in the Constitution and By-Laws of the Club, and any refusal or neglect to do so shall render such member liable to censure, suspension or expulsion by the Board of Management.
- 2.20.2 The Board of Management shall have the power to censure, suspend or expel any member for any conduct that in their opinion is undesirable.
- 2.20.3 A member shall be entitled to fourteen (14) days' notice of any charge against the member and to be present at the hearing thereof by the board of Management and to address the Board of Management.
- 2.20.4 Any member censured, suspended or expelled by the Board of Management shall be entitled to appeal against the decision to a Special General Meeting of the Club called for that purpose and convened for that purpose by the Board of Management at his/her request. Such appeal must be submitted in writing to the

Club Secretary within seven (7) days of notification of the censure, suspension or expulsion. Voting at such Special General Meeting shall be by secret ballot and shall be determined by a simple majority.

2.20.5 Any member expelled in accordance with the Rules or otherwise ceasing to be a member of the Club shall forfeit all rights to a claim upon the Club or its property or funds, as he/she would have by reason of membership.

2.21 ABSENCE OF A MEMBER

2.21.1 Any member, contemplating absence for a period may, on application to the Board of Management, be granted leave of absence for a period not exceeding two years subject to the payment of a nominal amount fixed by the Board of Management.

SECTION 3 MANAGEMENT BY MEMBERS

3.1 MANAGEMENT BY MEMBERS

3.1.1 The Club shall be managed by the members of the Club through the Annual General Meeting and/or Special General Meetings as hereinafter provided.

3.1.2 At the Annual General Meeting and any Special General Meeting of members, the President or, in his/her absence, a Vice-President shall preside.

3.1.3 If the President and the Vice President are absent or unwilling to act as such one of the remaining members of the board of Management as may be chosen by the members present at the meeting shall preside.

3.1.4 The activities of bowlers, Indoor bowlers, croquet players and other members respectively shall be controlled by the Board of Management.

3.1.5 Members of any other Portfolios, as may be required from time to time, may be known as the Holdfast Bay (to be named as required) Portfolio.

3.2 ANNUAL GENERAL MEETINGS - HOLDING OF

3.2.1 The Annual General Meeting of all Life and Full Club Members shall be held at a date and place to be fixed by the Board of Management, but not later than the last Sunday, in May each year.

3.3 CLUB ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS

- 3.3.1 Twenty-eight (28) days' notice, in writing, shall be given to all Life and Full members of the time and placed appointed by the Board of Management for such Meeting.
- 3.3.2 A copy of the notice shall be posted on the Notice board inside the Club House twenty eight (28) days before the date of such meeting.
- 3.3.3 Copies of any Notices of Motion received in accordance with Standing Orders Rule 8.1.10.1, to be considered at the Meeting shall accompany the notice of the Meeting.
- 3.3.4 Each Annual General Meeting –must deal with the following matters (and no other matters) in the following order: -
 - 3.3.4.1 Reading of Notice convening the Meeting.
 - 3.3.4.2 Apologies.
 - 3.3.4.3 Reading and confirmation of Minutes of a previous Annual General Meeting and/or Special General Meetings.
 - 3.3.4.4 Presentation of Annual Report, which shall include a summary of each Portfolio.
 - 3.3.4.5 Consideration and adoption of Annual Report;
 - 3.3.4.6 Presentation of Statement of Accounts and Balance Sheet.
 - 3.3.4.7 Consideration and adoption of Statement of Accounts and Balance Sheet.
 - 3.3.4.8 Other Reports.
 - 3.3.4.9 Confirmation of the appointment of the respective Bowls and Croquet Portfolio Managers as members of the Board of Management .
 - 3.3.4.10 Election of office bearers.
 - 3.3.4.11 Nomination and election of Auditors who shall be Approved by the Corporate Affairs Commissioner.
 - 3.3.4.12 Determine the amount of the annual subscriptions for all categories of membership.
 - 3.3.4.13 Honoraria - To determine the appropriate

Honorarium payable to the Treasurer in accordance with the Board of Management's recommendations. (See Rule 5.2.3.8.)

- 3.3.4.14 Notices of Motion (other than selection) submitted In accordance with the Standing Orders contained in these Rules.
- 3.3.4.15 Any other general business.

3.4 SPECIAL GENERAL MEETINGS - CALLING OF

- 3.4.1 The Board of Management may convene Special General Meetings of club members when deemed necessary.
- 3.4.2 Should the Board of Management receive a requisition in writing from half of the members of the body concerned or thirty (30) members or half of the members of the bowls or croquet Portfolios then a Special Meeting should be held.
- 3.4.3 Whenever a Special General Meeting is to be held, whether called by the Portfolios or as a result of a receipt of a requisition, the Board of Management shall determine the date and it shall be held within fourteen (14) clear days from the time of receiving the requisition, providing always that such requisition shall state clearly the object of such Special General Meeting.
- 3.4.4 The Secretary of the body concerned shall immediately post the Notice of Meeting,
 - 3.4.4.1 including the subject matter to be discussed, on the notice board of the Club, and give at least seven (7) days notice, including the proposals to be submitted, to every member of the body concerned.

3.5 PROCEDURE AND QUORUMS

- 3.5.1 The Club President, if present, shall preside at all Annual General Meetings and Special General Meetings, or in his/her absence, the Vice President shall preside or if no Vice President be present, a member of the Board of Management shall preside.
- 3.5.2 At any Annual or Special General Meeting of the Club, or Annual or Special General Meeting of the Bowls and Croquet Portfolios, thirty (30) members present and entitled to vote shall form a Quorum. When a Portfolio has less than 60 members then half of the total membership being present and entitled to vote shall form a quorum
- 3.5.3 At all meetings of the Board of Management, more than half of the elected members of the Board shall form a Quorum.

- 3.5.4 If no quorum be present fifteen (15) minutes after the time fixed, for any Board of Management or Portfolio meeting, those members who are in attendance may by resolution, adjourn the meeting to a time and date decided by them, within fourteen (14) days from the date of the resolution, and if there be no quorum at such adjourned meeting, those present thereat may act as if there were a quorum present. Written notice of any such adjourned meeting must be sent to all members at least seven (7) days prior to the adjourned meeting.

3.6 VOTING

- 3.6.1 At an Annual General Meeting or Special General Meeting of the Club, or of the Bowls or Croquet Portfolios, the election of all officers (where there are more nominations than vacancies) shall be by ballot which shall be conducted by two scrutineers appointed at such meeting. Ballot papers containing votes for a greater or lesser number of persons to be elected shall be informal. If two or more candidates receive an equal number of votes, the Chairperson shall, in such case, have a second or casting vote.
- 3.6.2 All other questions for decision by the members of the Club or any of the Bowls and Croquet Portfolios at an Annual General Meeting or Special General Meeting of those bodies shall be duly proposed and seconded, and shall be determined by a show of hands unless a ballot is asked for by ten percent (10%) of members present, and entitled to vote. The ballot shall then be taken. When a ballot is taken, two scrutineers shall be appointed by the Chairperson to conduct the ballot. The result of each ballot shall be deemed to be a resolution of the Club adopted at such Annual General Meeting or Special General Meeting.
- 3.6.3 At any Annual General Meeting or Special General Meeting of the Club or of the Bowls or Croquet Portfolios, upon a declaration by the Chairperson that a resolution has been carried, or lost, or not carried by a particular margin, if such is required, an entry to that effect shall be made in the minutes of the Club or Bowls and Croquet Portfolio and shall be conclusive evidence of the fact. If a poll has been requested by at least ten percent (10%) of the members present and entitled to vote, then a count of the votes FOR and AGAINST must be recorded.
- 3.6.4 The Chairperson of a Bowls Selection Committee Meeting has a casting vote only.
- 3.6.5 Any member who is unable to attend the Annual General Meeting may apply to the Club Secretary for an Absentee Voting Paper for the election of Officers, which must be completed in

the presence of the Club Secretary and returned to him/her in a sealed envelope. (Refer to Rule 3.6.11)

- 3.6.6 Full members and Life members only will be entitled to vote at Annual General Meetings and Special General Meetings of the Club. All members of the Bowls Portfolio, the Croquet Portfolio, and any other duly recognised Portfolio, with the exception of Social, Student/Junior, Honorary, Country and Temporary Members, may vote at Annual General Meetings and Special General Meetings of their respective Portfolios.
- 3.6.7 If the Club Secretary is appointed by the Board of Management and not elected by the members, that person shall not be entitled to vote at Annual General Meetings and Special General Meetings of the Club unless that person is a Full Member or Life Member of the Club.
- 3.6.8 At any Annual General Meeting of the members of the Club, or of a Portfolio, only such members who were financial at the close of the previous financial year or any new member who has paid the current fee shall be entitled to attend such meeting.
- 3.6.9 This provision shall apply also to any Special General Meeting of members of the Club or of any Portfolio held between the close of the previous financial year and the Annual Club or Portfolio General Meeting. At all other Special General Meetings only members who are financial according to these Rules shall be entitled to attend such meetings.
- 3.6.10 All propositions for decision by any committee or any sub-committee of the Club or of any Portfolio shall be proposed and seconded, and the result thereof shall be determined by a show of hands, unless a ballot is requested by at least three (3) members.
- 3.6.11 Proxy or postal voting shall not be permitted at Annual General Meetings or Special General Meetings of the Club or of a Portfolio. Absentee Voting as prescribed in Rule 3.6.5 is permitted.
- 3.6.12 All resolutions passed at the Annual General Meeting of the Club or of any Portfolio or at any Special General Meetings of the Club or of any Portfolio shall be conclusive and binding on all respective members, whether they were present at such meeting or not.

4 **SECTION 4. MANAGEMENT BY OFFICERS**

4.1 BOARD OF MANAGEMENT - ELECTION OF OFFICERS

4.1.1 Management by Officers provides for: -

4.1.2 A Board of Management of Full or Life members elected by all Full and Life members.

4.1.3 Portfolios for the operation of activities of members affiliated with the Bowls S.A., Croquet S.A., S.A.W I.B.B.A. or any other Portfolio as may be required in the future, elected by all eligible members of the Portfolio except Honorary, Social or Temporary members.

4.2 BOARD OF MANAGEMENT

4.2.1 The members of the Club shall vest the control and business of the Club in a Board of Management elected by them at the Annual General Meeting for a term of two (2) years.

4.2.2 The Board of Management shall consist of the Officers of the Club as hereinafter provided and they shall hold office until their successors are elected.

4.2.3 The Officers of the Club shall consist of: -

4.2.3.1 The President

4.2.3.2 One (1) Vice President

4.2.3.3 The Club Secretary (if elected by the members and not an employee appointed by the Board of Management)

4.2.3.4 The Club Treasurer

4.2.3.5 Nine (9) Committee Members to include each of the Managers of the Bowls and Croquet Portfolios or his/her nominee who shall be a member of that Portfolio committee.

4.2.4 Each member of the Board of Management shall, subject to the Rules, hold office until the conclusion of the second Annual General Meeting following the date of the member's election.

4.2.5 All retiring Officers shall be eligible for re-election.

4.2.6 Nominations for all positions shall be in writing on the appropriate form signed by the candidate, proposer and seconder. All nominations shall be lodged with the Club Secretary not less than fourteen (14) days before the date fixed for the Annual General Meeting. All nominations for positions shall be displayed on the Club's Notice Board in the order in

which they are received and within twenty-four (24) hours of their receipt.

- 4.2.7 In the event of less than the required number of members being nominated for election to the Board of Management, or as office bearers as provided by Rule 4.2.3, the vacancies may be filled at the Annual General Meeting of the Club, then being held, provided that a motion to do so is carried by two-thirds of those present and eligible, voting in the affirmative. If such a motion is not carried, the Board of Management shall fill the vacancies.
- 4.2.8 The Board of Management shall meet at least once in each month for transaction of the business of the Club. The President of the Club, and/or Club Secretary shall, when necessary, or when requested by five (5) members of the Board of Management, convene a Special Meeting of that Committee.
- 4.2.9 The Club Secretary shall give at least seven (7) days' notice of all Special Management Committee Meetings to all members of the Board of Management.
- 4.2.10 The President of the Club, if present, shall preside at all Board of Management Meetings or in his/her absence the Vice President shall preside or if the Vice President not be present, one of the Committee, elected by those present for the purpose, shall preside.
- 4.2.11 Should any member of the Board of Management fail to attend for three (3) consecutive Meetings, without leave or an apology delivered at or prior to the meetings, he/she shall thereupon cease to be a member of the Board.
- 4.2.12 There shall be no restriction on any member of the Board of Management to nominate for any office on any Portfolio Committee if he/she be eligible subject to Rule 4.1.5, (Part Two).

4.3 VACANCIES – BOARD OF MANAGEMENT AND PORTFOLIO COMMITTEES

- 4.3.1 The Board of Management and Portfolio Committees shall have the power, should a vacancy occur in their number, to fill such vacancy for the un-expired term from the members of the Club, who are qualified to accept office.

4.4 POWERS AND FUNCTIONS OF THE BOARD OF MANAGEMENT

The Board of Management shall have the power to: -

- 4.4.1 Elect sub-committees, fill vacancies, make appointments, make by-laws in conformity with the Rules of the Club, and do all such

acts and things that it deems advisable for carrying out and managing the business and affairs of the Club.

4.4.1.1 All Portfolio Committees, sub-committees and persons appointed for special purposes by the Board of Management shall be subject to and sub-ordinate to the Board of Management.

- 4.4.2 Dismiss any committee or person appointed by a committee. (subject to Rule 2.20).
- 4.4.3 On the authority of the Annual General Meeting of the Club or of a Special General Meeting of the Club impose levies on the members.
- 4.4.4 Deal with resignations of members, which must be submitted, in writing.
- 4.4.5 Appoint a Secretary or a Secretary/Manager (herein referred to as "the Club Secretary"), unless elected by the members of the club at the Annual General Meeting, upon such terms and conditions as the Board of Management determines and shall have the power to revoke such appointment or to alter or revoke such terms and conditions as it deems appropriate.
- 4.4.6 Interpret the Rules and By-Laws of the Club, such interpretations of the Board of Management being final.
- 4.4.7 Carry out all resolutions (including those of which the prescribed notice has been given) and which have been passed at an Annual General or Special General Meeting of the Club.
- 4.4.8 Ensure compliance with the Rules and By-Laws of the Club, and deal with any breaches as provided in Rule 2.20.
- 4.4.9 Deal with other matters, which may arise, or matters, which are not specifically provided for, in the Rules of the Club.
- 4.4.10 Cause correct financial accounts and books and administrative records to be kept showing the affairs of the Club.
- 4.4.11 Authorise all expenditure including any expenditure passed at an Annual General or Special General Meeting of the Club, and direct the method of dealing with moneys received for or on behalf of the Club.
- 4.4.12 Invest funds in any security, which trusts money, may by Act of Parliament Trust monies may be vested, or in any other manner specifically authorised by the members at a General Meeting of the Club.

5 SECTION 5 FUNCTIONS OF OFFICERS

5.1 THE PRESIDENT OF THE CLUB

5.1.1 The President of the Club shall regulate and keep order at all meetings at which he/she is to preside as prescribed by these Rules. He/she may take only such other action as determined by the Board of Management, or by the members at any General Meeting of the Club, in assisting to ensure: -

5.1.1.1 That the Rules and the By-Laws of the Club are effectively implemented

5.1.1.2 That effective administrative action follows decisions made by those meetings over which he/she is constitutionally to preside. He/she may take action in any matter specifically detailed by these Rules.

5.2 THE CLUB SECRETARY

5.2.1 The Club Secretary shall be the Executive Officer of the Board of Management and the Public Officer of the Club.

5.2.2 Unless elected by the members of the club at the Annual General Meeting, the Club Secretary shall be appointed by the Board of Management in accordance with Rule 4.4.5.

5.2.3 The Club Secretary:-

5.2.3.1 Shall attend all meetings of the Board of Management and Annual General and Special General Meetings of the Club.

5.2.3.2 Record the minutes of all meetings in a book to be kept for that purpose.

5.2.3.3 Attend to all correspondence in connection with the general business of the Club.

5.2.3.4 Prepare for submission to the Annual General Meeting of the Club, the report of the Board of Management on the activities of the Club during the year.

5.2.3.5 Ensure a register of all Club members, setting forth the name in full and personal details of each member of the Club, and the date of the latest subscription payment be kept.

5.2.3.6 Carry out those duties usually associated with the office of secretary with the approval or direction of the Board of Management.

5.2.3.7 Employ such other staff as is required for the purposes of the Club, subject to approval by the Board of Management.

5.2.3.8 Recommend to the Annual General Meeting the rates of Honoraria which in the opinion of the Board of Management should be payable to the Secretary and/or Treasurer for services to the Club for the next year.

5.3 THE CLUB TREASURER

5.3.1 The duties of the Club Treasurer shall be: -

5.3.2 To receive all moneys belonging to the funds of the Club and, within a reasonable time, to deposit or arrange the deposit of such monies with the Club's banker, or as directed by the Board of Management.

5.3.3 To be responsible for payment of all Club accounts in accordance with Rules 6.1.5 and 6.2.3.

5.3.4 To keep correct accounts of all monies received and expended.

5.3.5 To produce a statement of the financial transactions and of the financial position of the Club, including bank balance, at each ordinary meeting of the Board of Management.

5.3.6 To prepare and submit financial statements, including Trading and Profit & Loss Accounts, to the Annual General Meeting of the Club clearly showing the financial position of the Club.

5.4 INDEMNITY OF CLUB SECRETARY AND TREASURER

5.4.1 If the Club Secretary or Club Treasurer are required by their office to pay any money for an act, default or omission of any other person, such money shall be paid by the Club or any such money paid by the Club Secretary or Club Treasurer shall be refunded by the Club.

6 SECTION 6. FINANCIAL

6.1 FUNDS MANAGEMENT

6.1.1 All monies received by the Club and the Portfolios shall be deposited as soon as practicable and without deduction to the credit of the bank accounts of the Club.

6.1.2 The Bank Accounts of the Club are to be retained with such financial institutions as shall from time to time be approved by the Board of Management.

6.1.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall, in respect of Club accounts, be signed by any two (2) of the following viz - the President, the Vice President, the Club Secretary, the Club Treasurer and one

other member of the Club appointed at the first meeting of the Board of Management after the Annual General Meeting..

- 6.1.4 In the event that any one of the above mentioned persons is absent through illness or for any other reason the Board of Management may appoint a substitute signatory to the Club's account(s).
- 6.1.5 The Club Treasurer may pay accounts for monies owed by the Club up to a maximum of five thousand dollars (\$5,000) on any one item of expenditure, and a list of all payments made shall be presented to the following meeting of the Board of Management for ratification and approval.

6.2 ACCOUNTS

- 6.2.1 The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- 6.2.2 No expenditure exceeding thirty thousand dollars (\$30,000) shall be entered into without the approval of the members at an Annual General Meeting or Special General Meeting of the Club.
- 6.2.3 The Board of Management may approve expenditure within the above limit, and shall, before payment is made, pass for payment all accounts in excess of five thousand dollars (\$5,000) incurred under this Rule and all accounts incurred under the provision of Rule 6.1.5.
- 6.2.4 The Board of Management may determine limits within which any committees and sub-committee may incur expenditure. All accounts for expenditure incurred under this authority shall be passed for payment by the Board of Management.
- 6.2.5 Expenditure exceeding five hundred (\$500) dollars shall not be entered into by a committee or subcommittee without the prior approval of the Board of Management.

6.3 CONTROL OVER PROPERTY

- 6.3.1 The prior approval of an Annual General Meeting or Special General Meeting of the Club is required for the following matters:
 - 6.3.1.1 negotiating a loan;
 - 6.3.1.2 issuing debentures;
 - 6.3.1.3 granting security over any property of the Club;
 - 6.3.1.4 selling or purchasing of any realty;

- 6.3.1.5 the leasing of any land or buildings the property of the Club;
- 6.3.1.6 all other measures, in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club, shall require the previous sanction of an Annual General or Special General Meeting of the Club. In all other respects the property of the Club shall be subject to the control and disposition of the Board of Management.
- 6.3.2 The decision of a meeting, correctly recorded in the minutes of such meeting, the said minutes having been confirmed by the chairman of the meeting and subsequently attested by the Club Secretary as being a true record of the minutes, imposes an obligation on the Board of Management to operate in accordance with the decision made.
- 6.3.3 Likewise such duly attested minutes provide a justification for the performance of the required function provided that the terms of the recorded decision have been adhered to.
- 6.3.4 No person who is not a member of the Club shall be entitled to inquire into the regularity of such decision beyond the verification of the signature of the Club Secretary.

6.4 SUBSCRIPTIONS AND FEES

- 6.4.1 Members' annual subscriptions and entrance fees (if any) shall be determined each year by those members entitled to vote at the Club's Annual General Meeting.
- 6.4.2 Subscriptions shall be due and payable immediately after being fixed at the Annual General Meeting.
- 6.4.3 If a member joins the Club after the 1st. day of January in any year, the subscription for the then remaining year shall be fixed at the discretion of the Board of Management.
- 6.4.4 The Board of Management is empowered to prevent any member whose subscription is in arrears from exercising the whole or any of the privileges of the Club (subject to Rule 2.16.)
- 6.4.5 If in any year, any member fails to pay the annual subscription within three (3) months of the date of the Annual General Meeting of the Club as specified in these Rules, their membership shall thenceforth cease. (See Rule 2.18.1)

6.5 BORROWING POWERS

- 6.5.1 If at any time the Club at any Annual General Meeting or Special General Meeting shall pass a resolution authorising the Board of Management to borrow money, the Board of Management shall be thereupon empowered for the purpose of the Club to borrow such amount of money.
- 6.5.2 It may be borrowed at such rate of interest, and in such form and manner and upon such security as shall be specified in such resolution.
- 6.5.3 Thereupon the Board of Management shall make all dispositions of the Club property, or any part thereof, and enter into such agreements in relation thereto as the Board of Management may deem proper for giving security for such loans and interest.
- 6.5.4 All members of the Club shall be bound by the decision of the meeting.

6.6 BOOKS

- 6.6.1 All records, books of account and other documents relating to the Club shall be kept by the Club Treasurer at the Club.
- 6.6.2 These Records, Books of account and other documents shall be open to inspection of the Board of Management or the appropriate Portfolio committee at any time.

6.7 AUDIT

- 6.7.1 The Club shall where required by the Act appoint an auditor and shall cause the accounts of the Club to be audited.
- 6.7.2 The Auditor shall be appointed at each Annual General Meeting of the Club. The auditor must not be a member of the Board of Management or of a Portfolio Committee and shall be appointed in a manner consistent with the terms of the current Act.
- 6.7.3 Nominations for the office of Auditor shall be submitted at the Annual General Meeting of the Club in each year.
- 6.7.4 The Auditor shall have power at all times to examine the books and documents of the Club.
- 6.7.5 The Auditor shall, as soon as possible after the close of the financial year in each year, audit the Trading, Profit & Loss Accounts and Balance Sheet of the Club since the end of the preceding financial year. The Club Treasurer shall prepare these statements.
- 6.7.6 The Auditor's Report shall be submitted to the Annual General Meeting of the Club, and all Portfolios.

7 SECTION 7. GENERAL.

7.1 HONORARY SOLICITOR

7.1.1 The Board of Management may appoint an Honorary Solicitor to the Club upon such terms and for such period as such Board of Management shall direct.

7.2 DAMAGE TO PROPERTY

7.2.1 No member shall remove from the Club any property of any kind without the permission of three members of the Board of Management or deface or damage any article, which is the property of the Club.

7.2.2 Any member who removes, breaks or damages any of the Club's property shall pay for the property at a price fixed by the Board of Management and may be subject to disciplinary measures.

7.3 WINDING UP AND DISSOLUTION

7.3.1 The Club may be wound up in the manner provided for in the Act.

7.3.2 In the case of a voluntary winding up or dissolution of the Club, the following procedure is to be followed: -

7.3.2.1 The Board of Management shall call a Special General Meeting of the Club to consider whether or not the Club should be wound up or dissolved.

7.3.2.2 A motion to wind up or dissolve the Club must be carried at the Special General Meeting by a majority of those present and entitled to vote.

7.3.2.3 If such a motion is carried then a second Special General Meeting of the Club must be called not less than one calendar month after the first-mentioned Special General Meeting of the Club.

7.3.2.3.1 The quorum of this Special General Meeting shall be half the members of the Club entitled to vote.

7.3.2.4 At this second Special General Meeting a special resolution motion to confirm the motion to wind up or dissolve the Club shall be put. For this special resolution motion to succeed, not less than three-quarters of the members present and entitled to vote must vote in the affirmative.

7.3.2.5 If the Special Resolution is carried then the Board of Management must (subject to the provisions of the Act), appoint a person (who may be a member of the Club) to act as liquidator

and have the appointment approved by the Corporate Affairs Commission.

7.3.2.6 On confirmation from the Corporate Affairs Commission of the liquidator's valid appointment, the liquidator will proceed to sell and realise the property and assets of the Club and out of the net proceeds of such sale and realisation to discharge and satisfy all the liabilities of the Club.

7.4 APPLICATION OF SURPLUS PROCEEDS

7.4.1 In the event of the Club being wound up, whether voluntarily or otherwise, the net proceeds of the sale and realisation of the Club's property and assets, both real and personal, after payment of all the debts and liabilities of the Club of all costs, charges, and expenses properly payable in connection with such sale and realisation of the Club's property and of the winding up of the Club, shall be disposed of to other lawn bowling and croquet organisation(s), or charitable institution(s), or other body(s) as may be determined by the Board of Management in their absolute discretion in accordance with the Act.

7.4.2 No member shall be entitled to share in or receive any benefit from such net proceeds in the event of the Club being wound up as aforesaid.

7.5 ALTERATION OF RULES

7.5.1 No new rules shall be made nor any existing rule altered or repealed except at an Annual General Meeting or at a Special General Meeting of the Club called for that purpose, and then only upon the motion being carried by two-thirds of the members present and entitled to vote at the meeting, voting in the affirmative.

7.5.2 A copy of the proposed new rule, alteration or repeal, as aforesaid, shall be delivered to the Club Secretary at least forty five (45) days before the calling of such meeting and shall be inserted in the notice convening the meeting at which such proposed new rule, alteration or repeal is to be considered and notice thereof shall be posted on the notice board of the Club not less than twenty-eight (28) clear days before such meeting.

7.5.3 The Club Secretary shall within a month of adoption of any new rule or alteration to the Constitution, notify the Corporate Affairs Commission in accordance with the current Act.

7.5.4 The Club Secretary shall also notify Bowls, S.A., Croquet S.A., S.A.W I.B.B.A. or any other Association as required in the future, through the appropriate Portfolio Secretary of any new rule or alteration to the Constitution.

- 7.5.5 The Holdfast Bay City Council (the Lessor of the property) shall be notified of any changes to the Constitution and By-Laws of the Club.
- 7.5.6 The Club Secretary shall also notify the Liquor Licensing and Gaming Machines Commissions of any new rule or alteration to the Constitution if these amendments will be in conflict with the provisions of the Liquor Licensing Act (SA) 1997 and The Gaming Machines Act 1992.
- 7.5.7 Any such new or altered rules shall come into operation from the date of adoption unless another date is specified in the motion.
- 7.5.7.1 The persons who are elected Board of Management members at the time of the passing of these rules are to continue in office until they retire or other persons replace them in accordance with these rules.
- 7.5.7.2 The auditor or auditors last appointed under the former rules will remain until replaced in accordance with these rules.
- 7.5.7.3 The substitution of these rules for the rules previously in force will not affect anything done or permitted before the coming into operation of these Rules, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before these Rules came into force, and the repeal of the former Rules will not interfere with the prosecution or affect the course of any legal proceedings then pending, or otherwise, under those former Rules.

7.6 INTERPRETATION OF RULES

- 7.6.1 In the event of any doubt or difficulty arising as to the meaning of any rule, by-law or regulation, or, should any question arise as to their interpretation, the Board of Management shall have power to pronounce a decision thereon and its decision shall be final and binding on the members, subject only to affirmation or reversal by an Annual General Meeting or a Special General Meeting of the Club called for that purpose.

7.7 VISITORS

- 7.7.1 A member shall be allowed to introduce visitors to the Club, subject to such conditions as are prescribed by the Liquor Licensing Act (SA) 1997 and such further conditions, as the Board of Management shall from time to time determine.
- 7.7.2 Notwithstanding Rule 7.7.1, no person who has been suspended or expelled from membership of a Bowling Club or Croquet Club or whose conduct or presence on the Club's premises may be considered objectionable to the interests of the Club, shall be introduced as a visitor.

consultation with the Club and Bowls S.A & Croquet S.A. in special circumstances). Notice posted by the Greens Site (External) Portfolio Manager shall be sufficient.

7.12.3 In the absence of the Greens Site (External) Portfolio Manager, or the Greens Committee, any two members of the Board of Management, on the advice of the greenkeeper, shall have power to prevent play at any time. In all other respects the supervision and control of the playing area and lawns shall be in the hands of the Board of Management whose ruling thereon shall be final.

7.13 BY-LAWS

7.13.1 The Board of Management shall have power from time to time to make By-Laws and regulations not inconsistent with these Rules for the efficient working of the Club, and to alter amend or rescind same as occasion may require.

7.13.2 A record of all By-Laws shall be kept by the Club Secretary and be available for inspection by the members.

7.14 CLUBHOUSE OPEN

7.14.1 The clubhouse shall be open to members for such times, and on such conditions, as may be decided by the Board of Management from time to time.

7.15 LAWS OF THE SPORT OF BOWLS

7.15.1 The Laws of the Sport of Bowls as adopted from time to time by Bowls Australia, the Australian Indoor Bias Bowls Association and conducted in accordance with the Rules and By-Laws of Bowls SA, the SAWIBBA or any other Association as may be required from time to time, shall apply to all games played under the control of the Club, as appropriate. Failure to observe any such laws renders the offending player or players liable to disqualification from the competition or match.

7.16 LAWS OF THE GAME OF CROQUET

7.16.1 The current Laws of CROQUET AUSTRALIA and WCF Golf Croquet rules as agreed between the Australian Croquet Association and the International Croquet Associations shall apply to all games played under the control of the Club.

7.17 COMMON SEAL

7.17.1 The Board of Management of the Club shall provide a Common Seal and shall provide for the safe custody thereof.

7.17.2 The seal holders shall be the President, the Vice-President and the Club Secretary of the Club.

- 7.7.3 Any member wishing to introduce a visitor or visitors who may wish to avail themselves of the appropriate conditions of the current Liquor Licensing Act must conform with the terms of the current Liquor Licence and By-Laws of the Club.

7.8 APPOINTMENT OF DELEGATES

- 7.8.1 The delegates to the appropriate meetings of Bowls SA, Croquet SA, the SAW IBBA or any other Association as required in the future, shall be elected by their respective Portfolio Committee.

7.9 DISPUTES, SUGGESTIONS, ETC

- 7.9.1 All suggestions and complaints to be drawn to the attention of the Board of Management must be made in writing to the Club Secretary, who shall bring the same before the Board of Management at the next meeting of that Committee.

- 7.9.2 If any dispute or disagreement arises between members concerning any matter relevant to the Club; the same may be referred in writing to the Board of Management by either party. The Board of Management shall have the power to deal with such matters, as it deems necessary in a manner consistent with these Rules.

7.10 EMERGENCY ADMINISTRATIVE ACTION

- 7.10.1 In emergency circumstances, action taken by an officer or officers of the Club and ratified by the appropriate Committee shall not render any proceedings void unless the members at an Annual General Meeting or Special General Meeting so direct.

7.11 APPLICATION OF PROFIT

- 7.11.1 The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made. Provided that nothing herein contained shall prevent the payment by way of honorarium or refund of expenses to any officer of the Club for services rendered to the Club.

7.12 GREENS MANAGER AND GREENS COMMITTEE

- 7.12.1 The Site (External) Portfolio Manager shall have the power to appoint a Greens Committee.

- 7.12.2 The Greens Committee shall have full control and supervision of the playing area and power to prevent play at any time when it is considered the playing area may be injured (subject to

7.17.3 The seal shall not be affixed to any deed, instrument or document except under and by virtue of a resolution of the Board of Management of the Club and in the presence of two seal holders, who shall attest every deed, instrument or document to which the seal is affixed, and every such deed instrument or document shall be signed by two seal holders in the following form: -

THE COMMON SEAL of the)
THE HOLDFAST BAY BOWLS & CROQUET CLUB INC)
)
was hereunto affixed this) SEAL
.....day of.....201)
in the presence of

.....
Seal Holder

.....
Seal Holder

7.17.4 The Club Secretary shall maintain a register recording the use of the seal showing:

7.17.4.1 Date used;

7.17.4.2 Document and purpose

7.17.4.3 Names of Seal Holders who sign the document.

7.17.4.4 Reference to the authority for use (i.e. item in appropriate minutes)

8 STANDING ORDERS

8.1 The following Standing Orders govern the conduct of business at all meetings, except as otherwise provided in the Rules. In regard to Special General Meetings the secretary shall in the notice of meeting specify the matters to be dealt with occasioning the calling of the meeting and no other matter shall be discussed.

8.1.1 Time Limit

8.1.1.1 The Chairperson of the meeting may fix time limits for speakers, or for the discussion.

8.1.2 Property of the Meeting

8.1.2.1 Any motion or amendment thereto having been duly proposed and seconded becomes the property of the meeting, and cannot be withdrawn unless leave is granted in accordance with these Standing Orders.

8.1.3 Seconding Motion Without Speaking

8.1.3.1 Any member who seconds a motion without speaking to it may, at a later period, take part in the debate.

8.1.4 Reply of Mover

8.1.4.1 In all cases the member moving the motion has the right of reply, and this reply closes the debate.

8.1.5 Chairperson's Ruling

8.1.5.1 If the Chairperson at any time gives a ruling on any matter before the chair, the Chairperson may be asked to give the reasons. If the reasons given are not deemed satisfactory, any member may move that the "Chairperson's ruling be disagreed with". If the motion is seconded and carried, the Chairperson shall forthwith vacate the chair until the matter of his/her ruling is settled, provided that only the reasons given by the Chairperson for his/her ruling can be discussed, and not the subject matter of the original motion or question. In the absence of the Chairperson, a deputy, or a person elected for the purpose, will occupy the chair.

8.1.6 Question Be Now Put

8.1.6.1 A motion moved and seconded "that the question be now put" shall take precedence over all business, and without any discussion must immediately be put by the Chairperson. The mover and seconder of this motion shall not be the mover and seconder to the original motion. If the motion is carried, the original motion must be put without further debate. Provided that this motion cannot be moved while a member is speaking.

8.1.7 Motion Is Withdrawn

8.1.7.1 A motion or amendment may, at any time, by leave of the meeting, be withdrawn. A motion opposing the withdrawal, if seconded, may be received.

8.1.8 Motions and Amendments

8.1.8.1 All motions must be moved and seconded. An amendment to the original motion may be moved at any stage of the discussion, provided a speaker is not interrupted. Notice of a further amendment may be given, and the amendment indicated, without discussion, but it cannot be moved until the first amendment has been disposed of. The Chairperson may limit the number of amendments to be received in excess of two. An amendment cannot be a direct negative.

8.1.9 Amendments

8.1.9.1 An amendment may be made to a motion by:-

8.1.9.1.1 Striking out certain words.

8.1.9.1.2 Striking out certain words and inserting other words.

8.1.9.1.3 Adding or inserting other words.

8.1.10 Notice of Motion

8.1.10.1.1 A notice of motion (other than to change these Rules) shall be submitted in writing, signed by the mover and seconder, to the Club Secretary forty five (45) days prior to the date of calling of such meeting and shall deliver a copy of the notice of motion to all members twenty-eight (28) days prior to the meeting. Notices of motion on the same subject shall appear on the notice paper in the order of receipt by the Club Secretary.

8.1.11 Amending Notice of Motion

8.1.11.1.1 Any member desiring to amend his/her own notice of motion before moving same at the meeting must ask leave of the seconder and the meeting, and read the amendment.

8.1.12 Selection of Pennant Teams - Bowls

8.1.12.1.1 Where no notice of motion has been received by the appropriate time, motions may be received at the meeting and dealt with as indicated in other sections of these Standing Orders.

8.1.12.1.2 When more than one notice of motion is given for select Pennant team(s) each such notice shall be dealt with as a separate motion thus: -

8.1.12.1.3 Each motion shall be moved and seconded in the order in which it appears on the notice paper without discussion.

8.1.12.1.4 Each motion may then be discussed, separately, but in the same sequence.

8.1.12.1.5 Amendments to each notice of motion may then be received and dealt with in the same sequence.

8.1.12.1.6 A vote shall then be taken in a manner, which will allow the notice of motion receiving the greatest number of votes to succeed.

CONSTITUTION AND RULES

THE HOLDFAST BAY BOWLS AND CROQUET CLUB INCORPORATED

PART TWO MANAGEMENT OF PORTFOLIOS

Adopted: 20th March 2016

PART TWO
MANAGEMENT OF THE PORTFOLIOS

CONTENTS:

SECTION 1. DEFINITION

SECTION 2. MEMBERSHIP Refer to Part One of this Constitution

SECTION 3. MANAGEMENT BY MEMBERS

- 3.1 Management by Members
- 3.2 Portfolio Annual General Meetings – Holding of
- 3.3 Bowls and Croquet Annual General Meetings – Calling of and Business
- 3.4 Special General Meetings – Calling of
- 3.5 Procedure and Quorums
- 3.6 Voting

SECTION 4. MANAGEMENT BY OFFICERS

- 4.1 Portfolio Committees – Constitution etc.
- 4.2 Resignation from Office
- 4.3 Vacancies
- 4.4 Power of Portfolio Managers

SECTION 5. FUNCTIONS OF PORTFOLIO MANAGERS

- 5.1 The Portfolio Manager

SECTION 6. GENERAL

- 6.1 Appointment of Delegates – Refer to Rule 7.8 Part One of this Constitution.

PART TWO
MANAGEMENT OF THE PORTFOLIOS

SECTION 1. DEFINITION

1. DEFINITION

1.1 Portfolio means:-

- 1.1.1 Bowls
- 1.1.2 Tournaments (bowls)
- 1.1.3 Social
- 1.1.4 Site (external)
- 1.1.5 Site (clubhouse)
- 1.1.6 Marketing
- 1.1.7 Sponsorship
- 1.1.8 Croquet

SECTION 2. MEMBERSHIP

2. MEMBERSHIP – Refer Part One of this Constitution.

SECTION 3. MANAGEMENT BY MEMBERS

3.1 MANAGEMENT BY MEMBERS – Refer to Rule 3.1 of Part One of this Constitution.

3.2 PORTFOLIOS ANNUAL GENERAL MEETINGS – HOLDING OF

3.2.1 The Annual General Meeting of members of the Bowls and Croquet Portfolios shall be held on a date and place to be determined by the respective Portfolio Managers prior to the Annual General Meeting of the Club.

3.2.2 Only Full Members and Life Members of the Club shall be eligible to vote at the Annual General Meeting and Special General Meeting of their respective Portfolios.

3.3 BOWLS AND CROQUET ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS

3.3.1 The Bowls and Croquet Portfolio Committees shall give twenty eight (28) days notice in writing to all members of the time and

place appointed for such a meeting, and a copy of the Notice shall be posted on the Notice Board inside the Club House twenty eight (28) days before the date of such meeting.

- 3.3.2 Copies of all Notices of Motion to be considered at the Meeting shall accompany the Notice of the Meeting.
- 3.3.3 The business to be transacted at the two Portfolios' Annual General Meetings shall be in the following order:-
 - 3.3.3.1 Reading of Notice convening the Meeting.
 - 3.3.3.2 Apologies
 - 3.3.3.3 Reading and confirmation of Minutes of the previous Annual General Meeting and/or Special General Meetings of the two Portfolios.
 - 3.3.3.4 Presentation of the Annual Report of the two Portfolios.
 - 3.3.3.5 Consideration and adoption of Annual Report of the two Portfolios.
 - 3.3.3.6 Other reports.
 - 3.3.3.7 Declaration of all offices vacant.
 - 3.3.3.8 Election of Office Bearers.
 - 3.3.3.9 Method of selection and appointment of Selectors in bowls and Team Manager in croquet. In order that all members will have ample time to consider any proposals for alteration to the current method of selection, those desiring to effect change shall forward Notices of Motion to the relevant Portfolio Manager. Should all motions, where Notices have been lodged be defeated, then further motions may be accepted from the floor. Such Notices of Motion shall be consistent with the Standing Orders in these Rules.
 - 3.3.3.10 Notices of Motion (other than selection) submitted in accordance with Standing Orders contained in these Rules.
 - 3.3.3.11 Any other general business.
- 3.4 SPECIAL GENERAL MEETINGS - Refer to Rule 3.4 of Part One of these Rules.
- 3.5 PROCEDURES and QUORUMS - Refer to Rule 3.5 of Part One of these Rules.
- 3.6 VOTING - Refer to Rule 3.6 of Part One of these Rules.

SECTION 4. MANAGEMENT BY OFFICERS

4.1. PORTFOLIO COMMITTEES – CONSTITUTION, ETC.

- 4.1.1 The members shall vest control and business of the Portfolios in the Managers elected by them at the Annual General Meeting for a term of two (2) years.
- 4.1.2 The Officers of the Portfolio Committees shall be full members of the Club and shall consist of:-
 - 4.1.2.1 Manager of the Portfolio
 - 4.1.2.2 Minimum Portfolio members as prescribed hereunder:-
 - Tournaments (Bowls), four (4)
 - Bowls, four (4)
 - Social, four (4)
 - Sponsorship, two (2)
 - Marketing, six (6)
 - Site External, four (4)
 - Site Club House, four (4)
 - Croquet, four (4)
- 4.1.3 Nominations for Manager of each Portfolio shall be in writing on the appropriate form signed by the candidate, proposer and seconder, and shall be lodged with the Club Secretary not less than fourteen (14) days before the date fixed for the Annual General Meeting of the Club.
- 4.1.4 All nominations for positions shall be displayed on the Club Notice Board in the order in which received and within twenty four (24) hours of their receipt.
- 4.1.5 In the event of less than the required number of Portfolio managers being nominated for election, vacancies may be filled at the Annual General Meeting, provided that a two-thirds of those present and eligible, vote in the affirmative. If such a motion is not carried, the Board of Management shall fill the vacancies.
- 4.1.6 Each Portfolio Committee shall meet at least once in each month for transaction of its business, or when necessary, or when requested by half the members of the Portfolio Committee, shall convene a Special Meeting of that Committee.
- 4.1.7 The Portfolio Manager shall give at least seven (7) days notice of all Special Portfolio Committee Meetings to all members of the Portfolio Committee.

4.1.8 The Portfolio Manager if present, shall preside at all Portfolio Committee Meetings, or in his/her absence one of the Committee, elected by those present for the purpose, shall preside.

4.1.9 Should any member of the Portfolio Committee fail to attend three (3) consecutive Committee Meetings without leave or apology delivered at or prior to the meetings, he/she shall thereupon cease to be a member of the Committee.

4.2 RESIGNATION FROM OFFICE

No Portfolio Manager shall be held to have resigned their office until their resignation in writing shall have been accepted by the Board of Management.

4.3 VACANCIES

The Portfolio Committees shall have power, should a vacancy occur in their numbers, to fill such vacancy for the unexpired term from the members of the Club qualified to accept office.

4.4 POWER OF PORTFOLIO MANAGERS

The Portfolio Manager shall have the power to:-

4.4.1 Elect Sub-Committees

4.4.2 Fill vacancies

4.4.3 Make appointments

4.4.4 Do all such acts and things it deems advisable for carrying out and managing the business and affairs of the Portfolio, other than those matters which, under these Rules are within the jurisdiction of the Board of Management.

All Sub-Committees and persons appointed for special purpose by the Portfolio Manager shall be subject to and sub-ordinate to that Committee, which shall establish the terms of reference for each Sub-Committee or appointment.

4.4.5 Carry out all resolutions (including those of which the prescribed notice has been given) and which have been passed at an Annual General or Special General Meeting of the relevant Portfolio.

4.4.6 The Portfolio Managers shall keep correct records of all moneys received and transferred to the Club Treasurer and obtain from the Club Treasurer receipts for all such moneys transferred.

SECTION 5. FUNCTIONS OF PORTFOLIO MANAGERS

- 5.1 The Portfolio Manager shall regulate and keep order at all meetings of the Portfolio Committee including all General and Special General Meetings of the bowls and croquet Portfolios.

- 5.2 The Portfolio Manager may take only such other action as determined by the Portfolio Committee, or by the members at any general meetings of the Portfolio in assisting to ensure:-
 - 5.2.1 The Rules and the By-Laws of the Club are effectively implemented, and
 - 5.2.2 Effective administrative action follows decisions made at those meetings over which the Manager constitutionally presides.

- 5.3 The Portfolio Manager shall ensure the following is undertaken:-
 - 5.3.1 If possible attend all meetings of the Portfolio Committee, and where applicable Annual and Special General Meetings.
 - 5.3.2 Maintain a record of all Portfolio meetings.
 - 5.3.3 Present reports to each Board of Management meeting.
 - 5.3.4 Attend to all correspondence in connection with the general business of the Portfolio.
 - 5.3.5 Recruit Committee members.
 - 5.3.6 Maintain a correct record of all moneys received and transferred to the Club Treasurer.

SECTION 6. GENERAL

- 6.1 APPOINTMENT OF DELEGATES - Refer to Rule 7.8 Part One of this Constitution.