

CONSTITUTION AND RULES

THE HOLDFAST BAY BOWLS AND CROQUET CLUB INCORPORATED TRADING AS CLUB HOLDFAST

Adopted: - May 2025

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1. NAME, OBJECTS and POWERS

1.1 NAME

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

1.2 INTERPRETATION

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 'The 'ACT' means the "Associations Incorporation Act 1985" as amended.
- 1.2.2 '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.
- 1.2.3 'Club' means The Holdfast Bay Bowls and Croquet Club Incorporated.
- 1.2.4 'Annual Subscription' or 'annual subscription' means the annual amounts payable by members in the Financial Year.'
- 1.2.5 'Manager' means the Chairperson holding that position in the various Portfolio categories.
- 1.2.6 'Member' means any member of the Holdfast Bay Bowls and Croquet Club Incorporated.
- 1.2.7 'A Portfolio Committee' mean members for the time being, of any Portfolio Committee appointed by the Board of Management in accordance with the rules.
- 1.2.8 'The ASSOCIATION' means Bowls SA, Croquet South Australia, SAWIBBA, or any other Association with which the Club may, in the future, affiliate.
- 1.2.9 'S.A W.I.B.B.A.' means the South Australian Women's Indoor Bias Bowls Association Inc.
- 1.2.10 'Rules' means the rules of the Club in force for the time being, (i.e. The Constitution and by-laws of the Club).
- 1.2.11 '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.
- 1.2.12 'Month' means a calendar month.
- 1.2.13 '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.
- 1.2.14 'Body concerned' means Club or Portfolio.

1.2.15 'Club President' means President of the Board of Management.

1.2.16 In these rules 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 to:

1.3.1 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 Conduct, encourage, promote, advance and administer the games of bowls and croquet.

1.3.3 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 Promote sound health, safety and welfare practices to members.

1.3.5 Formulate and implement appropriate policies and regulations 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 Affiliate with Bowls SA, Croquet South Australia, 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 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 Acquire, hold, deal with and dispose of any real or personal property.

1.4.2 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 members.

1.4.3 Subject to Rule 6.5.1, the Board of Management shall be authorised to raise, borrow or expend moneys on behalf of the Club up to a maximum cumulative amount and upon such terms and conditions as the Board of Management deems fit, and.

1.4.3.1 Establish, maintain and annually set financial delegation regulations covering:

- a) The maximum amount that can be raised or borrowed without referral to members for their prior approval at an Annual General Meeting or a Special General Meeting of the Club.
- b) The limit of capital expenditure any one item in any one Financial Year without referral to members for their prior approval at an Annual General Meeting or a Special General Meeting of the Club.
- c) The limit of operating expenditure any one item in any one Financial Year without referral to members for their prior approval at an Annual General Meeting or a Special General Meeting of the Club.
- d) The limit that any two of the following viz - President, Vice President, Secretary or Treasurer and one other Board member may pay Club. expenses without the prior approval of the Board of Management.
- e) The limit of expenditure permitted to be spent by a committee or subcommittee of the Club without the prior approval of the Board of Management.
- f) Annually review, amend and adopt those financial regulation delegated limits and present those agreed regulated financial limits at each Annual General meeting of members and provide members with explanations regarding those limits, if reasonably requested by a member.

1.4.4 Give such security for the discharge of liability incurred by the Club as the Board of Management deems fit.

1.4.5 Open and operate financial institution accounts.

1.4.6 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 Appoint agents to contract any business of the Club on behalf of the Club.

1.4.8 Enter into any other contracts the Club considers necessary or desirable.

1.4.9 Undertake and do all such other things or activities which are necessary, incidental, conducive or subsidiary to the objects of the Club.

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 of 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.

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

2.4 MEMBERSHIP QUOTA

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.

2.5 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 and handed to the Club Secretary 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 annual 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 annual 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 they are a fully registered financial member of the Club.
- 2.6.4 No croquet member shall represent the club in any sporting venture unless they are 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 play 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 South Australia shall be eligible to play in Croquet South Australia 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 annual 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 their 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 South Australia.

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 South Australia, 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

A member of any other bowling club which is under the jurisdiction of The World Bowls Board, the Bowls SA, Croquet South Australia 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 South Australia 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.

2.12 FULLTIME 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 (21) 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 South Australia.

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 annual subscription 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

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

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

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

2.13.3 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

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

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

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 the 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 or such other nominated person authorised by the Board of Management, shall advise members when their annual subscription is due.

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 has paid the annual 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 annual 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 South Australia 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

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.

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 if absent, 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 required from time to time, may be known as Holdfast Bay (to be named as required) Portfolio.

3.2 ANNUAL GENERAL MEETING

An Annual General Meeting of the Club of Life and Full Club Members must be held within 5 months after the end of the financial year in accordance section 39(1)(b) of the Act or as amended by the Act and on a date and at a venue to be determined by the Board of Management.

3.2.1 All General Meetings other than the Annual General Meeting will be Special General Meetings.

3.3 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.

3.4 SPECIAL GENERAL MEETINGS

The Board of Management may convene Special General Meetings of Club members when deemed necessary.

3.4.1 Requisition of Special General Meetings

- 3.4.1.1 On the requisition in writing of not less than seven and one-half per cent (7.5%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- 3.4.1.2 Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- 3.4.1.3 If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- 3.4.1.4 A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board of Management who must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

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 the President's 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, thirty (30) members 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 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, 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 at an Annual General Meeting or Special General Meeting 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, 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 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 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.

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, 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 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 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. 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 at any Special General Meetings of the Club shall be conclusive and binding on all respective members, whether they were present at such meeting or not.

4. MANAGEMENT BY OFFICERS

4.1 BOARD OF MANAGEMENT - ELECTION OF OFFICERS

Management by Officers provides for: -

4.1.1 A Board of Management of Full or Life members elected by Full and Life 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 Up to Nine (9) other Committee Members may be appointed.

- 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 the President's absence the Vice President shall preside or if the Vice President is not present, one of the Committee, elected by those present for the purpose, shall preside.
- 4.2.11 Meetings of the Board of Management or any committee thereof may be conducted in person or by conference telephone, videoconference or other electronic communication facilities and all persons so participating in this manner shall constitute presence of the person at the meeting.
- 4.2.12 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.
- 4.2.13 There shall be no restriction on any member of the Board of Management to nominate for any office on any Portfolio Committee.

4.3 VACANCIES – BOARD OF MANAGEMENT AND PORTFOLIO COMMITTEES

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, create and allocate Portfolios to Board of Management members, 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 or 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, regulations 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. FUNCTIONS OF OFFICERS

5.1 THE PRESIDENT OF THE CLUB

The President of the Club shall regulate and keep order at all meetings at which the President presides as prescribed by these rules and may take only such other action as determined by the Board of Management, or by the members at any General Meeting of the Club to ensure: -

- 5.1.1 The rules, regulations and by-laws of the Club are effectively implemented.
- 5.1.2 The President undertakes effective administrative action and follows decisions made by those meetings and act in any matter specifically detailed by these Rules.

5.2 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

The duties of the Club Treasurer shall be: -

- 5.3.1 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.
- 5.3.2 Be responsible for payment of all Club accounts in accordance with Rule 6.1.5.
- 5.3.3 Keep correct accounts of all monies received and expended.
- 5.3.4 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.
- 5.3.5 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

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. 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 Club's bank account/s.
- 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 If 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 Subject to subclause 6.1.3 the Club Treasurer may only pay Club expenses owed by the Club up to maximum amount prescribes in the financial regulations 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.

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 the prescribed amount in the financial regulations shall be entered into without the approval of the members at an Annual General Meeting or Special General Meeting of the Club.

6.3 CONTROL OVER PROPERTY

- 6.3 The prior approval of an Annual General Meeting or Special General Meeting of the Club is required for the following matters:
 - 6.3.1 negotiating a loan.
 - 6.3.2 issuing debentures.
 - 6.3.3 granting security over any property of the Club.
 - 6.3.4 selling or purchasing of any realty.
 - 6.3.5 leasing of any land or buildings the property of the Club.
 - 6.3.6 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.
- 6.3.7 The decision of a meeting, correctly recorded in the minutes of such meeting, the said minutes having been confirmed by the chairperson 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.
- 6.3.8 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.
- 6.3.9 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 Annual 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 at a level different to the level set by the Board of Management in Rule 1.4.3.1, 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.

6.3.4 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 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 always have power 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.

7. GENERAL

7.1 HONORARY SOLICITOR

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 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.

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 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.
- 7.5.8 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.

7.5.9 The auditor or auditors last appointed under the former rules will remain until replaced in accordance with these rules.

7.5.10 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

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.

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

The delegates to the appropriate meetings of Bowls SA, Croquet South Australia, 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

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

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 MANAGEMENT

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 who's 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 and regulations shall be kept by the Club Secretary and be available for inspection by the members.

7.14 CLUBHOUSE OPEN

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

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

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 its safe custody.

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

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. Regarding 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 - 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 ruling is settled, provided that only the reasons given by the Chairperson for that 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

8.10.1.1 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

Any member's proposed amendment to a notice of motion, must before moving that alteration at the meeting, ask leave of the seconder of that motion at the meeting and if granted, read the amendment.

8.1.12 Selection of Pennant Teams – Bowls

- 8.1.12.1 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.
- 8.1.12.2 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: -
- 8.1.12.3 Each motion shall be moved and seconded in the order in which it appears on the notice paper without discussion.
- 8.1.12.4 Each motion may then be discussed, separately, but in the same sequence.
- 8.1.12.5 Amendments to each notice of motion may then be received and dealt with in the same sequence.
- 8.1.12.6 A vote shall then be taken in a manner, that allows the notice of motion receiving the greatest number of votes to succeed.

**THE HOLDFAST BAY BOWLS AND CROQUET
CLUB INCORPORATED TRADING AS CLUB
HOLDFAST**

MANAGEMENT OF PORTFOLIOS

Adopted:- zzzz

CLUB HOLDFAST
MANAGEMENT OF THE PORTFOLIOS

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CLUB HOLDFAST

MANAGEMENT OF THE PORTFOLIO COMMITTEES

1. Introduction

Club Holdfast's (the Club) Objectives and Purposes are set out in Clause 1.3 of the Club's Constitution. Please see Appendix A at the end of this document.

The Board of Management (BOM) has an established Strategic Plan to ensure the Club has a structured approach to meet its objectives.

To that end, BOM allocates and oversees various Management Portfolio Committees that provides a systematic approach to prioritise and manage multiple resources needs of the Club.

Each Portfolio has designated Terms of Reference (see Appendix B) to guide either BOM member/s or allocated responsible committee persons to best manage the resources and outcome requirements of the Portfolio.

2. Allocation of Portfolios

In accordance with Clause 4.4.1 of the Constitution the Board of Management (BOM) may create Portfolios to manage the affairs of the Club. The following list is the preferred operational Portfolios, but BOM may delete, combine any portfolio or add a new portfolio as deemed appropriate to meet the Club's objectives.

- 2.1. Bowls
- 2.2. Tournaments (bowls)
- 2.3. Social
- 2.4. Site (external)
- 2.5. Site (clubhouse)
- 2.6. Marketing
- 2.7. Sponsorship
- 2.8. Croquet

3. Portfolio Committee

- 3.1. Each Portfolio will be managed by a BOM member who will be included in the total number of people stated in Clause 3.2 below.
- 3.2. BOM may at its discretion determine the number of persons appointed to each portfolio committee and unless otherwise determined by BOM, the following Portfolio constituents shall include be:

Bowls – 4 persons
Tournament Bowls – 4 persons

Social – 4 persons
Site (external) – 4 persons
Site (clubhouse) – 4 persons
Marketing – 6 persons
Sponsorship - 2 persons
Croquet – 4 persons

4. Appointment of Portfolio Manager

- 4.1. BOM shall invite Full Members of the Club to nominate for a Portfolio management position by issuing a notice to Full members 14 days before the Club's Annual General Meeting (AGM).
- 4.2. All nominations for a Portfolio position will be displayed on the Club's notice Board prior to the Club's AGM.
- 4.3. Nominations for manager of each Portfolio shall be in writing on the appropriate form and signed by the nominee and a seconder and lodge that form with the Club Secretary within 14 days of the date of the AGM.
- 4.4. In the event of less than the required number of Portfolio managers being nominated for election, vacancies may be filled at the AGM, provided that a two-thirds of those present and eligible to vote at the AGM, vote in the affirmative. If such a motion is not carried, BOM shall fill the vacancies.
- 4.5. The Portfolio Manager if present, shall preside at all Portfolio Committee Meetings, or in the manager's absence one of the Committee, elected by those present for the purpose, shall preside.
- 4.6. 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, that person shall thereupon cease to be a member of the Committee.
- 4.7. Portfolio managers shall hold office for two years and are eligible to renominate for that position for a second term.
- 4.8. Portfolio managers shall have the power to:
 - 4.8.1. Recruit and make appointments to the Committee.
 - 4.8.2. Appoint persons to fill a vacancy on the Committee only for the unexpired period of the retiring person's appointment.
 - 4.8.3. Create Sub Committees.
 - 4.8.4. Ensure strict adherence to the Club's Rules and By-Laws.
- 4.9. Ensure the effective administration of decisions by the Portfolio Committee, sub committees and or BOM requests for the Portfolio Committee to undertake tasks relevant to that Portfolio's Terms of Reference.

5. Appointment of Portfolio Committee members

- 5.1. BOM in collaboration with the respective Portfolio Manager shall invite Club members or other persons to join the respective Portfolio Committee provided that Club members who have the necessary experience and skills have appointment priority over non-members.

- 5.2. Where non members are appointed to a Portfolio committee, BOM will ensure that such persons so appointed have the necessary skills and experience to meaningfully fulfill their committee obligations.

6. Meeting of Portfolio Committees

- 6.1. 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.
- 6.2. Special meeting
 - 6.2.1. Where a Special meeting is called, the notice of that meeting will include the appropriate detail to enable other committee members to properly understand the matter to be presented at the special meeting of the members.
 - 6.2.2. The notice must be given to the Portfolio manager within seven days of the issuing of the notice.
 - 6.2.3. A copy of that notice to concurrently be provided to the Club Secretary.
 - 6.2.4. The Portfolio manager will schedule a Special meeting within 7 days a of the meeting notice.
 - 6.2.5. Decisions made at the special meeting will be subject to the provisions of clause 6.5 and clause 6.6.
- 6.3. Promptly administer and 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 are within the jurisdiction of BOM.
- 6.4. 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.
- 6.5. Voting at Committee meetings will be by consensus and where consensus is not reached, the matter will be referred to BOM for its consideration.
- 6.6. BOM decision in relation to clause 6.5 will be final.
- 6.7. The Portfolio Managers shall keep correct records of all meetings, correspondence, moneys received and transferred to the Club Treasurer and obtain from the Club Treasurer receipts for all such moneys transferred.

7. Appointment of Bowls and Croquet Selectors and Team Managers

- 7.1. The respective Portfolio Manager has specific responsibility for the appointment Bowls and Croquet Selectors and Team Managers.
- 7.2. Nominations from Full members to fill the roles set out in clause 7.1 above must be called for and appointments made under the same principles stated in clauses 4.1 to 4.4 above.

8. Portfolio Reports

Each Portfolio Manager reports to BOM on a regular basis as decided by BOM and must provide an Annual Report outlining its activities and achievements for the year ended on 31 March each year.

9. Managing concerns and resignations from Portfolio Committee

- 9.1. A Portfolio Committee member who has a concern may raise the matter either in person or in writing with the Portfolio Manager.
- 9.2. The Portfolio manager, will as soon as practical, meet with that member and try to resolve the matter to the mutual satisfaction of both members.
- 9.3. Where no resolution that committee member may resign or stay on the committee
- 9.4. A Portfolio committee who seeks to resign must give seven days written notice to the Portfolio Manager.
- 9.5. A copy of the resignation letter must be supplied to BOM within seven days after the letter of resignation is received.

Appendix A

1.3 OBJECTS AND PURPOSES

The objects and purposes of the Club shall be to:

- 1.3.1 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 Conduct, encourage, promote, advance and administer the games of bowls and croquet.
- 1.3.3 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 Promote sound health, safety and welfare practices to members.
- 1.3.5 Formulate and implement appropriate policies and regulations 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 Affiliate with Bowls SA, Croquet South Australia, 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 Do such things which are necessary, incidental or conducive to the advancement of the above objects and purposes.

Appendix B - Portfolio Terms of Reference

Include under each heading below the details of each portfolio's terms of reference.

Bowls

Tournaments (bowls)

Social

Site (external)

Site (clubhouse)

Marketing

Sponsorship

Croquet

