

**THE CANBERRA NORTH BOWLING
AND ACT RUGBY UNION CLUB
INCORPORATED**

RULES AND CONSTITUTION

(Amended November 2016)

**THE ASSOCIATIONS INCORPORATION ACT 1991
OF
AUSTRALIAN CAPITAL TERRITORY**

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AUSTRALIAN CAPITAL TERRITORY
ASSOCIATIONS INCORPORATION ACT 1991
RULES AND CONSTITUTION OF THE
THE CANBERRA NORTH AND ACT RUGBY UNION CLUB INCORPORATED
REGISTRATION NUMBER: A00041

1 PRELIMINARY

1.1 Name of association

The name of the Association is The Canberra North Bowling and ACT Rugby Union Club Incorporated and in these Rules and Constitution are referred to as “the Association”.

1.2 Antecedents

The Association was formerly named the “Canberra North Bowling Club Incorporated” but was renamed in November 2014 following the decision of the ACT Rugby Union Club Incorporated (founded in 1963) and the Canberra North Bowling Club Incorporated (founded in 1958) to come together in a single club with premises in Barton and Turner. The objective of the two clubs was to offer their memberships a greater range of amenities and at the same time to enhance the sustainability of two long standing inner Canberra sporting and community clubs.

1.3 Application of the Legislation Act 2001

The *Legislation Act 2001* (ACT) applies to these Rules in the same way as it would if they were an instrument made under the Act.

1.4 Definitions

In these Rules:

“**ACT**” means the Australian Capital Territory.

“**Act**” means the *Associations Incorporation Act 1991* (ACT).

“**Annual General Meeting**” means the annual general meeting of the Association held in accordance with clause 4.1.

“**Association**” means the “The Canberra North Bowling and ACT Rugby Union Club Incorporated”.

“**Board**” means the committee of the Association elected in accordance with clause 3.3.

“**Bowling Greens**” means a bowling green as defined by Bowls Australia.

“**Bowling Member**” means a bowling member of the Association specified in clause 2.1(b) of these Rules.

“**Canberra North Bowling Club**” means the name under which bowlers from the Canberra North Bowling and ACT Rugby Union Club Incorporated compete in bowls competitions.

“**Financial Year**” means the year ending on 30 June.

“**Regulations**” means the *Associations Incorporation Regulation 1991* (ACT).

“**Rules**” means these rules and constitution for the management and operation of the Association.

“**Managing Contractor**” means a body corporate contracted by the Association to conduct and manage the day to day running of the Association in accordance with a services agreement between the Association and the Managing Contractor.

“**Member**” means a member of the Association in any category of membership.

“**Secretary**” means the Secretary of the Association appointed in accordance with clause 3.4.

“**Turner Land**” means Block 2 Section 66 Turner in the Australian Capital Territory.

“**Voting Member**” means an Ordinary Member, Bowls Member, Perpetual Member, Life Member, Dual Club Bowls Member, Student Bowls Member and Corporate Member.

Words importing any gender include every other gender.

Words importing the singular number include the plural and vice versa.

1.5 **Objects and Powers**

(a) **Objects**

The objects for which the Association is established are to:

- (i) foster and encourage interest and participation in sport in the ACT, particularly the game of Lawn Bowls and the Rugby Union Football Code; and
- (ii) promote social intercourse amongst the Members and guests of the Association.

(b) **Powers**

To further these objects the Association shall have the power to:

- (i) purchase, lease or otherwise acquire real property and other property for the use of Members and guests;
- (ii) lease, develop, exchange or sell property of the Association;
- (iii) raise funds in accordance with these Rules from the business operations of the Association;
- (iv) provide and maintain facilities for sporting and social activities (including gambling facilities) for Members and guests;
- (v) purchase and sell food and drink, including liquor, for members and guests;
- (vi) engage body corporates, organisations or persons in the conduct of the business of the Association;
- (vii) invest the funds of the Association;
- (viii) raise and borrow money and give security for money or other obligations;
- (ix) enter into arrangements, including joint membership (for no charge), with other associations or organisations with similar objectives to the association, provided that the arrangements are conducive to the furtherance of the objectives of the Association;
- (x) make donations for sporting, charitable or patriotic purposes; and

- (xi) do any other lawful things as are necessary, incidental or conducive to the foregoing objects or any of them or to the progress, development or welfare of the Association

2 MEMBERSHIP

2.1 Membership Categories

The membership categories of the Association shall be as follows:

- (i) Ordinary Member;
- (ii) Bowls Member;
- (iii) Life Member;
- (iv) Perpetual Member;
- (v) Dual Club Bowls Member;
- (vi) Student Bowls Member;
- (vii) Junior Bowls Member;
- (viii) Corporate Member; and
- (ix) Social Member.

(a) **Ordinary Members** – are persons who:

- (i) are 18 years of age or older;
- (ii) have been approved as a member of the Association;
- (iii) have paid the applicable membership fee; and
- (iv) are entitled to:
 - (A) access the facilities, privileges and advantages of the Association for an Ordinary Member as determined by the Board from time to time;
 - (B) attend and vote at any meeting of the Association; and
 - (C) hold office in the Association.

(b) **Bowls Members** – are persons who:

- (i) are 18 years of age or older;
- (ii) have been approved as a member of the Association;
- (iii) have paid the applicable membership fee to the Association and the appropriate registration fee as determined by Bowls ACT Inc; and
- (iv) are entitled to:
 - (A) all the rights and privileges of an Ordinary Member;
 - (B) use the Bowling Green facilities of the Association;
 - (C) represent the Association through the Canberra North Bowling Club in bowling competitions;
 - (D) access the facilities, privileges and advantages of the Association for a Bowling Member as determined by the Board from time to time;

(E) attend and vote at any meeting of the Association;
and

(F) hold office in the Association.

(c) **Life Members** – are persons who are:

- (i) an elected life member of the ACT Rugby Union Club Incorporated or the Canberra North Bowling Club on 1 October 2014; or
- (ii) a foundation member of the ACT Rugby Union Club Incorporated or the Canberra North Bowling Club; or
- (iii) a Member of any category excluding Corporate Members and Social members and elected to the status of “Life Membership” at the Annual General Meeting, on the recommendation of the Board in recognition of outstanding service rendered to the Association, on the following conditions:
 - (A) the election shall be by ballot and shall not succeed unless supported by the votes of two-thirds of the Members present and entitled to vote; and
 - (B) not more than two Life Member may be elected in any one year and the total number of life members shall not exceed fifty;
- (iv) shall be:
 - (A) entitled to all the privileges and advantages of the Association as an Ordinary Member where that person was previously an Ordinary Member or a Bowling Member where that person was previously a Bowling Member;
 - (B) entitled to attend and vote at any meeting of the Association; and
 - (C) exempt from payment of membership fee during their life (including the appropriate registration fee as determined by Bowls ACT Inc where the member is a Bowling Member), unless the person shall cease to be a member under the these Rules; and

(d) **Perpetual Members** – are persons who:

- (i) were a paid life member of the ACT Rugby Union Club Incorporated on 30 November 2014; or
- (ii) becomes a Perpetual Member upon payment of a sum of money to be determined from time to time by the Board, but not less than \$100; and
- (iii) are entitled to all the privileges and advantages of an Ordinary Member but is not required to pay a membership fee during their life.

(e) **Dual Club Bowls Members** – are persons who:

- (i) are 18 years of age or older;
- (ii) have been approved as a member of the Association;
- (iii) have paid the applicable membership to the Association;

- (iv) are a Bowls ACT registered member of another bowling club and who have indicated their intention of playing as a representative of either the Canberra North Bowling Club or the bowling club with which they are registered, in inter-club competitions and Bowls ACT Championship events;
 - (v) are entitled to:
 - (A) all the rights and privileges of an Ordinary Member;
 - (B) use the Bowling Green facilities of the Association;
 - (C) access the facilities, privileges and advantages of the Association for an Ordinary Member as determined by the Board from time to time;
 - (D) attend and vote at any meeting of the Association; and
 - (E) hold office in the Association.
- (f) **Student Bowls Members** – are persons who:
- (i) are between 18 and 25 years of age;
 - (ii) are a full time student in a tertiary institute;
 - (iii) have been approved as a member of the Association;
 - (iv) have paid the applicable membership fee and the appropriate registration fee as determined by Bowls ACT Inc;
 - (v) are entitled to:
 - (A) all the rights and privileges of an Ordinary Member;
 - (B) use the bowling green facilities of the Association;
 - (C) represent the Association from the Canberra North Bowling Club in bowling competitions;
 - (D) access the facilities, privileges and advantages of the Association for an Bowling Member as determined by the Board from time to time;
 - (E) attend and vote at any meeting of the Association; and
 - (F) hold office in the Association.
- (g) **Junior Bowls Members** – are persons who:
- (i) are under 18 years of age;
 - (ii) have been approved as a member of the Association;
 - (iii) have paid the applicable membership fee and the appropriate registration fee as determined by Bowls ACT Inc;
 - (iv) are not entitled to:
 - (A) vote at any meeting of the Association; or
 - (B) hold office in the Association; and
 - (v) are entitled to:
 - (A) use the bowling green facilities of the Association;
 - (B) represent the Association from the Canberra North Bowling Club in bowling competitions; and

- (C) access the facilities, privileges and advantages of the Association for a Bowling Member as determined by the Board from time to time.
- (h) **Corporate Members** – are body corporates who:
- (i) have been approved as a member of the Association under the following process:
 - (A) a nomination for corporate membership must be made by a Board member and lodged in writing with the Secretary; and
 - (B) the Secretary must refer the nomination to the Board which must decide whether to approve or reject the nomination and set the fee payable;
 - (ii) have paid the applicable membership fee determined by the Board;
 - (iii) are entitled to:
 - (C) access the facilities, privileges and advantages of the Association for Corporate Member as determined by the Board from time to time;
 - (D) one (1) vote at any meeting of the Association.
- (i) **Social Members** – are persons who:
- (i) fall within the following classes of individuals:
 - (A) members of or affiliated to a body corporate approved as a Corporate Member of the Association pursuant to clause 2.1(h);
 - (B) members of an affiliated organisation; or
 - (C) not resident in the ACT; and
 - (ii) have been approved as a member of the Association;
 - (iii) have paid the applicable membership fee determined by the Board;
 - (iv) are entitled to access the facilities, privileges and advantages of the Association for Social Members as determined by the Board from time to time; and
 - (v) are not entitled:
 - (D) to vote at any meeting of the Association; or
 - (E) hold office in the Association.

2.2 Membership Applications

- (a) Applications for membership of the Association shall be in writing in a form prescribed by the Board.
- (b) Applications for membership must be accompanied by the applicable membership fee.
- (c) An application for individual membership must be referred by the Secretary to the Board for decision. The Board may, in its absolute discretion, decide whether an individual applicant should become a Member of the Association. Voting by the members of the Board shall be by show of hands or by secret ballot on request of any Board member.

Two (2) or more votes against the individual applicant shall constitute a rejection of their application.

- (d) The Board may delegate its powers under clause 2.2(c) to a Board subcommittee.
- (e) Any amounts paid by an individual applicant whose application has been rejected shall be refunded.

2.3 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a Member:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

2.4 Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies,
- (b) resigns from membership of the Association;
- (c) is expelled from the Association in accordance with these Rules; or
- (d) fails to renew membership of the Association.

2.5 Membership Fee

- (a) Membership fees for all classes of membership shall be determined by resolution of the Board and remain in force until altered at a subsequent meeting of the Board.
- (b) Membership fees are due and payable on the expiry of the previous membership held by the Member.

2.6 Suspension and Expulsion

If any Member shall wilfully refuse or neglect to comply with any of the provisions of these Rules or by-laws of the Association or if after enquiry the Board shall be of the opinion that the alleged conduct of any Member, whether within or without the precincts of the Association, is, or is likely, to be injurious to, or is not desirable in the interest or welfare of the Association, such member shall be given seven (7) days notice in writing of an opportunity of being heard by the Board in his own defence, and if the explanation or defence of such Member is unsatisfactory in the opinion of at least six (6) members of the Board or such member does not avail himself of the opportunity of explanation or defence, then such member may be, subject to section 50 of the Act:

- (a) suspended for such period as the Board may deem fit; or
- (b) expelled from membership of the Association.

3 THE BOARD

3.1 Powers of the Board

The Board, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Association in general meeting:

- (a) controls and manages the affairs of the Association;

- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting;
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- (d) enter into an agreement with a contractor to manage the day to day operations of the Association; and
- (e) must collectively and individually exercise the Board's powers and discharge the Board's duties:
 - (i) in good faith for the best interests of the Association; and
 - (ii) for a proper purpose.

3.2 Constitution and membership

- (a) The Board consists of:
 - (i) President;
 - (ii) Vice-President
 - (iii) Treasurer;
 - (iv) two ordinary Board Members;
 - (v) two Board Members nominated by the Australian Capital Territory and Southern NSW Rugby Union Limited, and
 - (vi) two Board Members (Bowling).
- (b) The executive of the Board (**Executive**) comprises the President, Vice-President, Treasurer, and one Board Member (Bowling) with the power to deal with urgent matters by majority without consultation with the remainder of the Board.
- (c) A report of any action taken by the Executive shall be submitted to the next meeting of the Board for noting in the minutes.
- (d) Each member of the Board holds office, subject to these Rules, until the conclusion of the third annual general meeting following the date of the Board member's election or nomination and shall be eligible for re-election, but shall not be eligible for re-election or re-appointment for more than three consecutive terms.
- (e) If there is a vacancy in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed holds office subject to these rules until the conclusion of the third Annual General Meeting after the date of appointment of the original appointee.

3.3 Election of Board members

- (a) Nominations of candidates for election as Board members of the Association, other than nominated or Board Members (Bowling):
 - (i) must be made in writing signed by 2 Voting Members of the Association (excluding Junior Bowls Members) and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (ii) must be given to the Secretary of the Association not less than 14 days before the date fixed for the Annual General Meeting at which the election is to take place.

- (b) Candidates for election as Board Members (Bowling) must themselves be Bowling Members of the Association and their nomination:
 - (i) must be made in writing signed by 2 Bowling Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (ii) must be given to the Secretary of the Association not less than 14 days before the date fixed for the annual general meeting at which the election is to take place.
- (c) The names of all Members nominated for election shall be displayed in the Club for seven (7) days prior to and on the date of the Annual General Meeting.
- (d) If there be only one nomination for election to an office on the Board, that Member nominated shall be declared elected at the Annual General Meeting.
- (e) In respect of any office on the Board for which no nomination has been received, nominations for the vacant positions may be called orally at the Annual General Meeting and any ballot necessary shall be conducted in accordance with the foregoing provisions of these Rules.
- (f) If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Board are taken to be vacancies.
- (g) If the number of nominations received exceeds the number of vacancies to be filled a ballot must be held at an Annual General Meeting.
- (h) The ballot for the election of office-bearers, ordinary Board members and Board Members (Bowling) shall take place at the Annual General Meeting and shall be by secret ballot whereupon the President shall appoint scrutineers to supervise the taking of the ballot. The total number of votes obtained by each candidate shall be made known at the same time the results of the ballot are made known to the meeting.
- (i) If two or more Members receive an equal number of votes for election to the Board to which they have nominated for election they shall decide the issue by drawing lots.
- (j) A person is not eligible to simultaneously hold more than 1 position on the Board.
- (k) The Australian Capital Territory and Southern New South Wales Rugby Union Limited may, within fourteen (14) days after an Annual General Meeting (in this clause referred to as "the nomination period") nominate two Members for appointment as an ordinary member of the Board. The nomination shall be in writing, signed by the President or Vice-President for the time being of the Australian Capital Territory and Southern New South Wales Rugby Union Limited and delivered to the Secretary. Upon receipt of that nomination by the Secretary the Members nominated shall be deemed to be appointed members of the Board.
- (l) If the Australian Capital Territory and Southern New South Wales Rugby Union Limited at the expiration of the nomination period has failed to nominate two Members for appointment to the Board, the Board may fill the then remaining vacancies on the Board.

3.4 Secretary

- (a) The Board must appoint a Secretary of the Association who as soon as practicable after being appointed as Secretary must notify the Association of his or her address.
- (b) The duties of the Secretary are to:
 - (i) keep minutes of:
 - (A) all elections and appointments of all Board members; and
 - (B) the names of members of the Board present at a Board meeting or a general meeting; and
 - (C) all proceedings at Board meetings and general meetings;
 - (ii) attend to all correspondence;
 - (iii) maintain the records of the Association, both statutory and otherwise;
 - (iv) give notice to Members of all general meetings and to Board Members of Board meetings;
 - (v) issue membership cards to new Members, such issue to constitute notification of approval of membership;
 - (vi) keep a register of Members containing the full name, address, email address, date of admission as a member, class of membership, date of payment of the last subscription of every Member;
 - (vii) if the Secretary is the licensee under the *Liquor Act 2010*(ACT), attend to the requirements of that Act; and
 - (viii) such other administrative duties as the Board directs.
- (c) The Board may delegate the following financial management and accountability duties of the Treasurer to the Secretary:
 - (i) receive, bank and pay monies on account of the Association in accordance with the relevant delegated authority;
 - (ii) keep all the proper and necessary books of accounting showing the financial position of the Association;
 - (iii) prepare and submit to the Board as and when required statements showing the financial position of the Association;
 - (iv) prepare the relevant statutory financial statements for approval by the Board and presentation to the Annual General Meeting;
 - (v) produce to the auditors as and when required all books, papers and records necessary to enable them to audit the accounts of the Association, and
 - (vi) such other financial management and accountability duties as the Board directs.
- (d) Minutes of proceedings at a meeting must be passed by an ordinary resolution of the Board.

3.5 Treasurer

If the Board has delegated financial management and accountability responsibilities to the Secretary under clause 3.4(c), the Treasurer's duties include:

- (a) oversight the Association's finances and any financial responsibilities delegated to the Secretary;
- (b) report to the Board regularly on the Associations' financial position;
- (c) oversight the preparation of the statutory financial reports;
- (d) recommend the appointment of the auditors to the Board, and
- (e) perform such other duties as the Board agrees.

3.6 Vacancies

For these Rules a vacancy in the office of a member of the Board happens if the Board member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns the office;
- (d) is removed from office under section 3.7;
- (e) becomes bankrupt or personally insolvent;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under section 63 (1) of the Act; or
- (h) is absent from three consecutive Board meetings without the leave of the Board.

3.7 Removal of Board members

The Association in general meeting may by ordinary resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

3.8 Board meetings and quorum

- (a) The Board must meet regularly, being not less than 6 times in each calendar year, at the place and time that the Board may decide.
- (b) Additional meetings of the Board may be called by any member of the Board.
- (c) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subsection (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting except business that the Board members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 5 members of the Board (including attendance by telephone or video call) constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the meeting is dissolved.
- (h) At meetings of the Board:
 - (i) the President or in the absence of the President, the Vice-President presides; or
 - (ii) if the President and the Vice-President are absent, one of the remaining members of the Board may be chosen by the Board members present to preside.

3.9 Power to create subcommittees

- (a) The Board may create subcommittees and determine by written delegation determine the powers and functions of the subcommittee.
- (b) The President will be an ex-officio member of each subcommittee.

3.10 Bowls Management Committee

- (a) A standing subcommittee of the Association will be the Bowls Management Committee who will have the following responsibilities:
 - (i) advise the Board in the management of all bowling activities of the Association;
 - (ii) provide recommendations to the Board regarding approval of Bowling Members;
 - (iii) promote, conduct and develop competition bowls at the Turner Land;
 - (iv) advise the Board on the maintenance and development of the Bowling Greens and associated equipment;
 - (v) liaise with Managing Contractor regarding the Bowling Greens and the greens keeper;
 - (vi) liaise with Bowls ACT, Bowls Australia and other relevant bodies regarding lawn bowling; and
 - (vii) such other duties as may be determine by the Board from time to time.
- (b) The Bowls Management Committee may not authorise expenditure or incur a debt (whether present or future) by or on behalf of the Association without the express written approval of the Board.
- (c) Notwithstanding any other provision of these Rules, this clause 3.10 can only be amended by a vote at a general meeting with:
 - (i) a special resolution of the Voting Members present at the general meeting voting in favour of the amendment; and
 - (ii) a majority of the Bowling Members present at the general meeting voting in favour of the amendment.

3.11 Delegation by Board to subcommittee

- (a) The Board may in writing delegate to one or more subcommittees (consisting of the Members) the exercise of the functions of the Board that are specified in the instrument other than:
 - (i) this power of delegation; and

- (ii) a function that is a function imposed on the Board by the Act by any other ACT law, or by resolution of the Association in a general meeting.
- (b) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- (d) The Board may amend the powers or functions of a subcommittee at any time in its absolute discretion.
- (e) Despite any delegation under this section, the Board may continue to exercise any function delegated.
- (f) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
- (g) A subcommittee may only spend money of the Association or incur debts on behalf of the Association with the express approval of the Board.
- (h) A subcommittee may meet and adjourn as it considers appropriate.

3.12 Voting and decisions

- (a) Decisions to be made at a meeting of the Board or of any subcommittee appointed by the Board are decided by a majority of the votes of members of the Board or subcommittee present at the meeting.
- (b) Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but if the votes on any question are equal the person presiding may exercise a second or casting vote.

3.13 Special provisions relating to the Board

- (a) The Board may in its discretion pay or authorise the payment of honoraria to such of its Members as it deems fit for services rendered during the year, provided that the amount is within an allocation for such purposes approved by special resolution at an Annual General Meeting and that the detailed expenditure is reported to the following Annual General Meeting.
- (b) Subject to clause 3.13(a), no members of the Board shall be paid or receive any fees in respect of their services to the Association during the year other than repayment of out-of-pocket expenses (reasonably incurred and authorised by resolution of the Board) and reasonable food or refreshment while performing their normal role and/or duties as a member of the Board.
- (c) No Board member shall be disqualified by their office from contracting with the Association in respect of a matter which is in the normal course of their usual business, profession or trade.
- (d) It is a condition of the Association's licence under the *Gaming Machine Act 2004* (ACT) that nobody, whether or not a Member of the Club, directly or indirectly derives a benefit from the Club other than a benefit that:
 - (i) is available equally to all Voting Members; or
 - (ii) arises under an agreement in which the parties are dealing with each other at arm's length; or

- (iii) is given to a Member under a resolution passed at a general meeting of Voting Members.

The Board shall put in place whatever measures it considers appropriate to ensure that it is aware, or made aware, of benefits offered or received and that these are dealt with in accordance with the relevant legislative requirements contained in the *Gaming Machine Act 2004* (ACT).

3.14 Indemnity

- (a) Every member of the Board and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Board to pay out of the funds of the Association, all costs losses and expenses which any such member of the Board or other officer or servant may incur or become liable for by reason of any contract entered into or act or thing done by him as a member of the Board or other or servant of the Association except such (if any) as shall happen through their own wilful neglect or default.
- (b) A member of the Board or other officer of the Association shall not be liable for the acts receipts or default of any other member of the Board or officer or for joining in any receipt or other act of conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortuous act of any person with whom any monies securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his neglect or default.

4 GENERAL MEETINGS

4.1 Annual General Meetings - holding

- (a) The Association must, at least once in each calendar year, and within 5 months after the end of each Financial Year of the association, call an annual general meeting of its Members.
- (b) Subsection (a) has effect subject to the powers of the registrar-general under section 120 of the Act in relation to extensions of time.

4.2 Annual General Meetings - calling of and business

- (a) The Annual General Meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.
- (b) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
 - (i) to confirm the minutes of the last Annual General Meeting and of any general meeting held since that meeting;
 - (ii) to receive from the Board reports on the activities of the Association during the last financial year;
 - (iii) to elect members of the Board including office-bearers; and

- (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under section 73 (1) of the Act.
- (c) An Annual General Meeting must be specified as such in the notice called in accordance with clause 4.4.
- (d) Clauses 4.4, 4.5, 4.6, 4.7, 4.8, 4.9 and 4.10 apply to an Annual General Meeting.

4.3 General meetings - calling

- (a) The Board may, whenever it considers appropriate, call a general meeting of the Association.
- (b) The Board must, on the requisition in writing of not less than 5% of the total number of Voting Members call a general meeting of the Association.
- (c) A requisition of Voting Members for a general meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the Members making the requisition;
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (d) If the Board fails to call a general meeting within 1 month after the date when a requisition of Voting Members for the meeting is lodged with the Secretary, any 1 or more of the Voting Members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (e) A general meeting called by a Voting Member or Voting Members mentioned in subclause (d) must be called as nearly as is practicable in the same way as general meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

4.4 Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must at least 21 days before the date fixed for the holding of the general meeting give notice by any method specified in clause 6.9(a) specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must at least 21 days before the date fixed for the holding of the general meeting give notice in the way provided in subclause (a) specifying in addition to the matter required under that subsection the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except for an Annual General Meeting business that may be transacted under clause 4.2(b).
- (d) A Member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

4.5 General meetings - procedure and quorum

- (a) No item of business may be transacted at a general meeting unless a quorum of Voting Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (b) Twenty (20) Voting Members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Voting Members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting the Voting Members present (being not less than twenty) constitute a quorum.

4.6 Presiding member

- (a) The President or in the absence of the president, the Vice-President presides at each general meeting of the Association.
- (b) If the President and the Vice-President are absent from a general meeting, the Members present must elect 1 of their number to preside at the meeting.

4.7 Adjournment

- (a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Voting Member of the Association stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses (a) and (b) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.8 Making of decisions

- (a) A question arising at a general meeting of the Association is to be decided by Voting Members on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association, a poll may be demanded by the person presiding, or by not less than 3 Voting Members present in person or by proxy at the meeting.

- (c) If the poll is demanded at a general meeting, the poll must be taken:
 - (i) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (ii) in any other case-in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

4.9 Voting

- (a) Subject to subclause (c), on any question arising at a general meeting of the Association, a Voting Member has 1 vote only.
- (b) All votes must be given personally or by proxy but no Voting Member may hold more than 5 proxies.
- (c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (d) A Voting Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the membership fee payable.

4.10 Appointment of proxies

Each Voting Member is entitled to appoint another Ordinary Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed. The notice appointing the proxy must be in the form set out in Appendix A.

5 THE BOARD

5.1 Accounts

- (a) In accordance with delegated authority from the Board, the Secretary shall keep a trading account opened in the name of the Association with such bank as the Board may deem fit. A cheque may be drawn on any account of the Association for any proper purpose or operation of the Association provided such cheque shall be signed by two of the following officers namely, the President, the Vice-President, Secretary or the Treasurer.
- (b) Cheques, card payments and electronic funds transfer for payments for the day to day running of the Association that are in accordance with the budget approved by the Board, but not including amounts to be paid to the Managing Contractor, may be signed or authorised (as applicable) by the Secretary and another director of the Managing Contractor authorised by the Board.

5.2 Records

- (a) The Board shall cause true records to be kept of:
 - (i) the property of the Association;
 - (ii) money received and expended by the Association and the matters in respect of which such money was received or expended;
 - (iii) the assets and liabilities of the Association;
 - (iv) all cash received each day, and
 - (v) decisions relating to benefits
- and those records together with any other records deemed necessary by

the Board shall be kept at the office of the Association or at any other place or places as the Board may determine.

- (b) Except by the authority of the Board or of a general meeting or as authorised by law, no Member shall be entitled to inspect the records of the Association or to take a copy of any record or document of the Association.

5.3 Audit

- (a) At least once each Financial Year the accounts of the Association shall be examined by the auditors.
- (b) The Board shall appoint an auditor or auditors for the purpose of the *Associations Incorporation Act 1991* (ACT) who is not a member or the public officer of the Association. The auditor shall be supplied with a list delivered to them of all books and records kept by the Association and shall at all reasonable times have access thereto.
- (c) The auditor shall report to the Members on the Association's accounts and in every such report they shall state:
 - (i) whether in his opinion the financial report of the Association is properly drawn up:
 - (A) so as to give a true and fair view of its state of affairs and the results of its operations for the financial year and any other matters required by the *Associations Incorporation Act 1991* to be disclosed in the financial report;
 - (B) in accordance with the provisions of the Act; and
 - (C) in accordance with the relevant accounting standards,
 - (ii) and in case he has called for explanations and information from the Board, whether such explanations or information have been given to the Board and whether they have been satisfactory.
- (d) The auditor's report shall be read together with the report of the Board (as well as being available to members immediately before and during the Annual General Meeting.)

6 MISCELLANEOUS

6.1 Funds-source

- (a) The funds of the Association must be derived from entrance fees, membership fees, green fees, donations, sale of food and beverage, gaming, fees derived from use of the club facilities and subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, any other sources that the Board decides.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association must as soon as practicable after receiving any money issue an appropriate receipt.

6.2 Funds-management.

Subject to any resolution passed by the Association in a general meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.

6.3 Bowling Greens

- (a) The Turner Land must at all times contain 2 Bowling Greens for preferential use by the Bowling Members.
- (b) Notwithstanding any other provision of these Rules, this clause 6.3 can only be amended by a vote at a general meeting with:
 - (i) a special resolution of the Voting Members present at the general meeting voting in favour of the amendment; and
 - (ii) a majority of the Bowling Members present at the general meeting voting in favour of the amendment.

6.4 Alteration of objects and rules.

The objects contained in these Rules may be altered, in whole or in part, by special resolution of a general meeting of the Association if:

- (a) it is passed at a general meeting of the Association, for which at least twenty one (21) days notice has been given which includes a notice of intention to propose the resolution as a special resolution; and
- (b) it is passed by at least three quarters of the votes cast by those Voting Members of the Association present at the meeting at the time the resolution is put to the vote.

6.5 Alteration of objects and rules by direction.

- (a) The Board shall have the power to amend the Rules of the Association if directed to do so by the ACT Gambling and Racing Commission under section 148B of the *Gaming Machine Act 2004* without the formal consideration of the voting members of the Association. Members must be advised of any change to the Rules under this clause 6.5(a) within one month of the change being made.
- (b) The Board may:
 - (i) approve any such amendments to the Rules of the Association directed by the ACT Gambling and Racing Commission;
 - (ii) decide to seek to have the decision to issue the direction reviewed by the ACT Civil and Administrative Tribunal; or
 - (iii) take whatever other decision it deems appropriate in respect of the direction.

6.6 Common seal

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the Secretary.

6.7 Custody of books

Subject to the Act, the Regulations and these Rules, the Secretary must keep in his or her custody or under his or her control all records Books, and other documents relating to the Association.

6.8 Inspection of Membership register

The register of Members of the Association must be open to inspection at a place in the ACT free of charge by a Member of the Association at any reasonable hour.

6.9 Service of notice

- (a) Any notice required to be sent to Members in respect of a general meeting shall be deemed to have been duly served if:
- (i) the notice has been endorsed in a pre-paid envelope, addressed to the member at the address last notified by him to the Secretary and posted on behalf of the Association in an official post box; or
 - (ii) in relation to a general meeting, has been notified by an advertisement in the Canberra Times newspaper and the notice has been displayed on the Association notice board; or
 - (iii) the notice has been sent via e-mail to an e-mail address supplied by the member in writing and provided that no error or failed mail message is received by the Association, within forty eight (48) hours.
- (b) Any notice to be sent to a Member in relation to a disciplinary matter must be by registered mail to the address last notified by the Member to the Secretary.
- (c) Any other notice required by these Rules to be sent to Members shall be deemed to have been sent to that Member if the notice was processed in accordance with any of the alternative methods detailed in clause 6.9(a).

6.10 By-Laws

The Board shall have power from time to time to make by-laws prescribing all matters which by these Rules are required or permitted to be prescribed or which may be necessary or expedient or convenient for the proper conduct and management of the Association. Provided that a by-law shall not be inconsistent with or repeal anything contained in these Rules and that any by-law may be set aside by a resolution of a general meeting.

6.11 Dissolution

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to the following organisations in the following percentages:

- (a) 71.97% to one or more lawn bowls affiliated organisations; and
- (b) 28.03% to one or more Rugby Union affiliated organisations.

6.12 Transitional provisions

- (a) Board members elected at the Annual General Meeting in November 2014, or appointed directly after that meeting, shall be appointed for an initial term as follows:
- (i) President – appointed until the third Annual General Meeting following that Annual General Meeting
 - (ii) Vice President - appointed until the first Annual General Meeting following that Annual General Meeting
 - (iii) Treasurer - appointed until the second Annual General Meeting following that Annual General Meeting

- (iv) Elected Board members - one each to be appointed until first and second Annual General Meetings following that Annual General Meeting, as determined by agreement or otherwise by drawing lots.
 - (v) Board members (Bowling) - one each to be appointed until first and second Annual General Meetings following that Annual General Meeting, as determined by agreement or otherwise by drawing lots.
 - (vi) Appointed Board members – one each to be appointed until first and second Annual General Meetings following that Annual General Meeting as advised by the Australian Capital Territory and Southern New South Wales Rugby Union Limited, or in the event that they fail to nominate two members, as decided by the Board when filling the casual vacancies.
- (b) The ACT Rugby Union Club Incorporated (**RUC**) and the Canberra North Bowling Club Incorporated (**CNBC**) entered into a membership agreement in February 2014 to allow each member of the RUC to become a member of the CNBC and each member of the CNBC to become a member of the RUC. The following transitional arrangements will apply from 30 November 2014 to permit all RUC members to officially become Members of the Association:
- (i) CNBC members will retain their membership categories and inherit the rights and obligations contained in these Rules;
 - (ii) RUC foundation members and elected life members will become Life Members of the Association;
 - (iii) RUC paid life members will become Perpetual Members of the Association;
 - (iv) RUC individual members will become Ordinary Members of the Association;
 - (v) RUC corporate members will become Corporate Members of the Association; and
 - (vi) RUC social members will become Social members of the Association.

END

[NEW CLUB]

Form of appointment of proxy

I

.....
(full name)

of

.....
(address)

a member of

.....
(name of incorporated association)

appoint

.....
(full name of proxy)

of

.....
(address)

a member of that incorporated association as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting as the case may be) to be held on

.....

and at any adjournment of that meeting.

***My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).**

.....
(Signature of member appointing proxy)

(*To be inserted if desired.)

Date

Note Appointment of proxies (Constitution clause 4.10)

- (a) Each Voting Member is entitled to appoint another Voting Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (b) The notice appointing the proxy must be in the form set out above