



**SUNSHINE COAST DISTRICT
BOWLS ASSOCIATION INC.**

CONSTITUTION

Approved by the Office of Fair Trading

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DEFINITIONS

1. “BA” means Bowls Australia
2. “BQ” means Bowls Queensland
3. “SCDBA” means the Sunshine Coast District Bowls Association, Inc.
4. “*the District*” means the Sunshine Coast District Bowls Association Inc.
5. “*The Association*” means the Sunshine Coast District Bowls Association Inc.
6. “*The Act*” means the Associations Incorporation Act 1981 as amended
7. The “*Management Committee*” is elected to manage the affairs of the Association.
8. The “*Executive Committee*” as referred to in rule 18.
9. A “*casual vacancy*” is one where an elected Committee member has resigned or is dismissed.
10. “*Members*” includes Clubs affiliated with the SCDBA and BQ.
11. “*declared member*” is a full financial member of more than one Club who must declare to Bowls Queensland their chosen Club from which they will play Club Championship events and District Championship events that progress to a higher level.
12. “*Delegate*” means a full financial and declared member of a Club or a Life Member of a Club who has been elected/appointed by that Affiliated Club to represent it at any annual, special or general meetings of the SCDBA (rule 21) and includes a proxy delegate appointed under Rule 26.2.
13. “*General meeting*” means a meeting of the Management Committee and elected delegates from member Clubs.
14. “*in writing*” means, in addition to the normal meaning, any electronic message communication that can be printed or otherwise permanently retained to and from a known valid electronic address of a person or organisation.
15. “*officer of the Association*” means the following individuals-
 - (a) President
 - (b) Secretary
 - (c) Treasurer
 - (d) a member of the Management Committee
 - (e) a manager appointed by the Management Committee
16. “chief executive” means the person appointed as chief executive under the Associations Incorporation Act 1981 as amended.

**CONSTITUTION OF THE SUNSHINE COAST DISTRICT BOWLS
ASSOCIATION INC.**

PART 1 - THE ASSOCIATION

1. **NAME AND HEADQUARTERS**

- 1.1 The name of the Association is the “*Sunshine Coast District Bowls Association Inc.*”
- 1.2 The headquarters of the Association shall be situated in such place as the Association may from time to time determine.

2. **OBJECTS OF THE ASSOCIATION**

- 2.1 To advance and promote the Game of Bowls.
- 2.2 To promote and develop activities that are, from time to time, deemed appropriate to provide good camaraderie between members of the Clubs within Bowls Queensland and the District.
- 2.3 The promotion, management and control of games, competitions and such other matches as may be decided from time to time.
- 2.4 To promote and enhance the game of bowls in the local community.
- 2.5 To act in the best interest of all affiliated clubs in the Association.

3. **ASSOCIATION INCORPORATED**

The Association will be incorporated under the provisions of the Associations Incorporated Act 1981 as amended and will comply with the provisions of the Act and its regulations.

4. **AFFILIATION OF THE ASSOCIATION**

The Association is an affiliated member of Bowls Queensland and will abide by the Rules and By-Laws of Bowls Queensland.

5. **ACTIVITIES WILL BE LAWFUL**

The Association will comply with all lawful requirements of the Commonwealth, State and Local Governments and other Statutory Authorities having jurisdiction over any activities of the District Association.

6. POWERS OF THE ASSOCIATION

- 6.1 The Association has the powers of an individual.
- 6.2 The Association may, for example -
- (a) enter into contracts; and
 - (b) acquire, hold deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 6.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

PART 2. - MEMBERSHIP

7. CLASS OF MEMBERS

- 7.1 The membership of the Association will consist of –
- (a) Affiliated Clubs
 - (b) Full Members of Affiliated Clubs
 - (c) Life Members
 - (d) Junior Members
- 7.2 **Affiliated Clubs:** The Association will comprise Clubs which are affiliated with Bowls Queensland and which are situated within the boundaries of the Association determined by Bowls Queensland. The number of Clubs accepted into this class of membership will be limited to Clubs situated within such boundaries. Each member Club is entitled to 2 delegates with 1 vote each (rule 21).
- 7.3 **Full Member of Affiliated Club:** Means a person of 18 years of age or older who has been admitted to membership of an Affiliated Club and for whom an affiliation fee is paid by their Club as a full member or Life Member of that Club.
- 7.4 **Life Members:** Life Membership of the Association may be awarded to any current member of an affiliated Club in recognition of exemplary service to the Association. Life members may be elected only after recommendation by the Management Committee of the Association or by an affiliated Club and passed by Special Resolution at an annual general meeting or general meeting of the Association. Life members will be entitled to all privileges of membership of the Association including the right to speak at annual general meetings of the Association, but may not, by virtue of Life Membership alone, be entitled to move or second motions/resolutions or to vote on any matter. Life Membership may not be transferred into or out of the SCDBA District.

- 7.5 **Junior Members:** Junior Members of an Affiliated Club will comprise such members who are under the age of 18 years. They shall be entitled to play bowls in any Club, District or State competition according to the conditions laid down for the playing of the event. Junior members will not be entitled to vote, or be nominated for office, or to nominate other persons for office.

8. **AUTOMATIC MEMBERSHIP**

- 8.1 On the incorporation of this Association, any Affiliated Club of the Sunshine Coast District Men's Bowls Association Inc. or the Sunshine Coast District Ladies Bowling Association Inc. shall be deemed an Affiliated Club member of this Association in accordance with rule 7.2.
- 8.2 On the incorporation of this Association, any Full Member of an Affiliated Club of the Sunshine Coast District Men's Bowls Association Inc. or the Sunshine Coast District Ladies Bowling Association Inc. shall be deemed a Full Member of an Affiliated Club of this Association in accordance with rule 7.3.
- 8.3 On the incorporation of this Association, any Life Member of the Sunshine Coast District Men's Bowls Association Inc. or the Sunshine Coast District Ladies Bowling Association Inc. shall be deemed a Life Member of this Association in accordance with rule 7.4.
- 8.4 On the incorporation of this Association, any Junior Member of an Affiliated Club of the Sunshine Coast District Men's Bowls Association Inc. or the Sunshine Coast District Ladies Bowling Association Inc. shall be deemed a Junior Member of an Affiliated Club of this Association in accordance with rule 7.5.

9. **ELIGIBILITY AND AFFILIATION OF CLUBS INTO THE ASSOCIATION**

- 9.1 Each full financial member of a Bowls Club which is an Affiliated Club Member of this Association and which in all respects conforms with the requirements of Bowls Queensland shall be a member of the Association in accordance with rule 7.3 and be entitled to exercise the rights and privileges of Club affiliation with the Association.
- 9.2 A Club applying for membership of the Association will support its application with a Certificate from the Secretary of the Club giving the following information:-
- (a) the name of the Club
 - (b) a copy of an annual capitation return showing affiliation with Bowls Queensland
 - (c) a copy of the Club's Constitution, Rules and By-Laws
 - (d) names of current office-bearers
 - (e) name and address of the persons elected/appointed by the Club as Delegates

- 9.3 Any Affiliated Club will be required to provide a similar certificate as outlined in *Rule 9.2* if required by the Association.
- 9.4 The Management Committee or Secretary of an Affiliated Club must notify the Secretary of the Association of a change to the membership of the officers of President, Secretary or Treasurer within 1 month after it happens.
- 9.5 Applications for Affiliation may be approved by any general meeting providing the Affiliated Clubs have had at least 28 days' notice of such application. Approval requires a 75% majority of those present and entitled to vote. An affirmative decision of a general meeting will require the endorsement of Bowls Queensland before becoming effective.
- 9.6. Affiliation is automatically renewed each year with the payment of the appropriate affiliation fees to Bowls Australia, Bowls Queensland and the SCDBA.
- 9.7 Any Club which fails to pay affiliation fees, or any special levy, within 30 days of the due date will be deemed to be un-financial and will be deprived of all privileges of membership of the Association including -
- (a) the right to speak or vote at general meetings
 - (b) the right of members to enter for and play in any Association matches or to be selected to represent the Association.
 - (c) The Management Committee may suspend an affiliated club's affiliation if affiliation fees remain unpaid in full by the 31 March each year. However, the Management Committee may extend the time for payment of District affiliation fees by the affiliated club.
 - (d) If Bowls Queensland affiliation fees are unpaid by 31 March, members will be excluded from any District event unless the Club has been granted an extension by Bowls Queensland.

10. REGISTER OF MEMBERS

- 10.1 The Secretary will maintain a Register of Affiliated Clubs in which will be entered the names of the Clubs and their membership as per Bowls Queensland Data Base.

PART 3 - GOVERNANCE AND ADMINISTRATION OF THE ASSOCIATION

11. MANAGEMENT OF THE ASSOCIATION

- 11.1 The affairs of the Association will be under the control of the Management Committee.
- 11.2 The Management Committee will consist of –
- (a) President (EG-either gender)
 - (b) Vice President (Male)
 - (c) Vice President (Female)
 - (d) Secretary (EG)
 - (e) Treasurer (EG)

- (f) Assistant Secretary (EG)
- (g) Selection Chairperson (EG)
- (h) Match Chairperson (EG)

- 11.3 Each of whom will be honorary and elected.
- 11.4 The term of office for a Management Committee member is 2 years in accordance with Rule 12.
- 11.5 A retiring member of the Management Committee may nominate for election to any position on the Management Committee.
- 11.6 The Management Committee will manage and control the day-to-day activities of the Association between General meetings in accordance with the Constitution and By-Laws. The Management Committee will not have the power to amend or disregard any decision or recommendation by Delegates made on behalf of their Clubs.
- 11.7 Assistants to Management Committee members may be appointed by the Management Committee. An Assistant will have no voting rights by virtue of that position alone.

12 ROTATION OF POSITIONS ON THE MANAGEMENT COMMITTEE

- 12.1 At the first Annual General Meeting after the adoption of these rules, all positions elected under the old rules will be declared vacant.
- 12.2 The 2 year rotation policy will be implemented and managed in accordance with the following table:

Odd Year Positions	Even Year Positions
President	Vice President (Male)
Vice President (Female)	Secretary
Treasurer	Selection Chairperson
Assistant Secretary	Match Chairperson

- 12.3 The first annual general meeting of this Association will be held within 3 months of the registration of this constitution. Business of the first general meeting shall include the normal business of the Annual General Meeting except for the presentation of reports and balance sheet.
- 12.4 The first annual general meeting will be in an Odd year (2023) so the Odd Year Positions will be elected for a 2 year term and the Even Year positions will be elected for a 1 year term only.

- 12.5 At subsequent Annual General Meetings under these Rules
- (a) in Even years all Committee Members in Even Year Positions shall retire from office and elections will be held for a 2 year term.
 - (b) in Odd years all Committee Members in Odd Year Positions shall retire from office and elections will be held for a 2 year term.
 - (c) in any year, any position on the Management Committee is vacated in the first year of a 2 year term (whether filled as a casual vacancy by the Board or not) shall be declared vacant at the next Annual General Meeting and an election held for the remaining 1 year of the 2 year term.
- 12.6 Should the Association decide to increase or reduce the number of Committee Members, the table shall be adjusted so there a difference of no more than one between the number elected in odd and even years.
- 12.7 Retiring Committee Members may nominate for election to any position on the Management Committee.
- 12.8 A retiring Committee Member shall retain office until the dissolution of the meeting at which their successor is elected.
- 12.9 Should a vacancy on the Management Committee occur, and a Committee Member is appointed to the Management Committee, this position must be declared vacant at the next Annual General Meeting

13

APPOINTMENT OR ELECTION OF SECRETARY

- 13.1 The Secretary must be an adult person residing in Queensland who is –
- (a) a member of the Association elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the Management Committee as Secretary –
 - (1) a member of the Association’s Management Committee
 - (2) another member of the Association.
- 13.2 If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after incorporation.
- 13.3 If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 13.4 If the Management Committee appoints a person mentioned in subrule 13.1(b)(2) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

- 13.5 In this rule a **casual vacancy** on the Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

14 **ELECTING THE MANAGEMENT COMMITTEE**

- 14.1 Management Committee Members will be elected annually at the Annual General Meeting of the Association in accordance with Rule 12.
- 14.2 Each delegate of an Affiliated Club of this Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee. If there is more than 1 candidate for any vacant position, a secret ballot shall be held. The Chairperson will appoint 2 scrutineers to conduct the secret ballot after which they will declare the result of the ballot.
- 14.3 A person may be a candidate only if the person -
- (a) is an adult;
 - (b) is not ineligible to be elected as a member under section 61A of the Act;
 - (c) is a financial and declared member of an affiliated Club; and
 - (d) the nomination must be in writing signed by the candidate and by 2 financial and declared members of that Club who nominates him or her.
- 14.4 Each nomination form will be countersigned by the Secretary of the candidates Club to the effect that the candidate, proposer and seconder are financial and declared members of the candidates Club.
- 14.5 Each nomination will be accompanied by a summary of the administration experience of the candidate.
- 14.6 Position descriptions will be defined in the By-Laws of the Association.
- 14.7 All nominations shall be in the hands of the Secretary not later than 14 days prior to the Annual General Meeting at which elections will be held. No nominations will be accepted from the floor of the Annual General Meeting.
- 14.8 A list of the candidates names in alphabetical order will be sent to all members of the District Management Committee and Club Secretaries at their last notified address at least 7 days immediately preceding the Annual General Meeting at which the elections will be held.
- 14.9 If no suitable nomination is received for election to a vacant position on the Management Committee, the Management Committee will have the power to appoint an eligible person to that position until the next Annual General Meeting.

- 14.10 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised-
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance – the amount of the insurance.
- 14.11 Any candidate nominated for a vacant position on the Management Committee shall be entitled to attend the Annual General Meeting and shall be entitled to address the meeting for a period of time as agreed by the Management Committee.

15. **RESIGNATION, REMOVAL, VACATION OR CHANGE OF OFFICE OF
MANAGEMENT COMMITTEE MEMBER**

- 15.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 15.2 The resignation takes effect at-
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice – the later time.
- 15.3 A member may be removed from office at a general meeting of the Association if a majority of members present and eligible to vote at the meeting vote in favour of removing the member.
- 15.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 15.5 A member has no right of appeal against the member's removal from office under this rule.
- 15.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- 15.7 If the Association appoints or elects a Secretary for the Association under rule 13 the members of the Management Committee must ensure the Association notify the chief executive in the approved form of the appointment or election within 1 month after it happens.
- 15.8 The Secretary of the Association must notify the chief executive in the approved form of a change of the membership of the offices of the President, Secretary or Treasurer within 1 month after it happens.

16. **VACANCIES ON MANAGEMENT COMMITTEE**

- 16.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next Annual General Meeting.
- 16.2 The continuing members of the Management Committee may act despite a casual vacancy on the management committee.
- 16.3 However, if the number of committee members is less than the number fixed under rule 29(1) as a quorum of the Management Committee, the continuing members may act only to –
- (a) increase the number of the Management Committee members to the numbers required for a quorum; or
 - (b) call a general meeting of the Association.
- 16.4 If the position of President becomes vacant, the Management Committee shall appoint a Vice President to fill the position until an election can be held. If a Vice President is unwilling to act in this position, another suitable person may be appointed until an election can be held.
- 16.5 Should no suitable nomination for a vacant position on the Management Committee be received rule 14.9 will apply.

17. **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 17.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- 17.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 17.3 The Management Committee may exercise the powers of the Association –
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide
 - (b) to secure the amounts, mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future
 - (c) to purchase, redeem or pay off any securities issued
 - (d) to borrow amounts from members and pay interest on the amounts borrowed

- (e) to mortgage or charge the whole or part of its property
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association
- (g) to provide and pay off any securities issued
- (h) to invest in a way the members of the Association may from time to time decide.

17.4 For subrule 17(3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by-

- (a) the financial institution for the Association; or
- (b) if there is more than 1 financial institution for the Association – the financial institution nominated by the Management Committee.

17.5 A member of the Management Committee shall be aware of and comply with the provisions of the Associations Incorporation Act 1981 Part 7, Divisions 2 – matters of personal interest and remuneration.

17.6 An officer of the Association shall be aware of and comply with the provisions of the Associations Incorporation Act 1981 Part 7, Divisions 3 – Duties of officers.

18. **EXECUTIVE COMMITTEE**

18.1 An Executive Committee will consist of the President, 2 Vice-Presidents, the Secretary, the Treasurer, 3 of whom will form a quorum.

18.2 The Executive Committee will transact any urgent business of the Association between Management Committee meetings and submit a report of such business to the next meeting of the Management Committee for ratification.

18.3 The Executive Committee will not incur expenditure in excess of \$1,000.

19. **RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

19.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.

19.2 A resolution mentioned in subrule 19.1 may consist of several documents in like form, each signed by 1 or more members of the Committee.

20. **APPOINTMENT OF DELEGATES TO BOWLS QUEENSLAND**

20.1 1 Male delegate and 1 Female delegate to Bowls Queensland will be appointed at the Annual General Meeting of the Association. The delegates shall attend all meetings of District Delegates to Bowls Queensland and shall vote in accordance with instructions by the District Management Committee.

- 20.2 The District must advise Bowls Queensland of the name, e-mail and postal addresses and telephone/mobile numbers of the delegates within 14 days of appointment.
- 20.3 Should an appointed delegate be unable to attend a Bowls Queensland delegates meeting, a proxy may be appointed by the District President or Secretary.

21. **CLUB DELEGATES TO THE ASSOCIATION**

- 21.1 Affiliated clubs will elect or appoint 2 delegates (1 male and 1 female) to the Association. These delegates must be a full financial and declared member or a Life Member of the club they represent.
- 21.2 Each club delegate to a meeting of the Association shall have 1 vote.
- 21.3 A member of the Management Committee, Selection Committee and Match Committee shall not serve as an Affiliated Club delegate.

22. **SUB-COMMITTEES**

- 22.1 The Management Committee may appoint sub-committees consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- 22.2 A member of the sub-committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 22.3 The Management Committee may appoint a chairperson of its meetings.
- 22.4 If a chairperson is not appointed, or if the chairperson is not present within 30 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 22.5 A sub-committee may meet and adjourn as it considers appropriate.
- 22.6 A question arising at a sub-committee meeting is to be decided by a majority vote of members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 22.7 Should a sub-committee or member thereof, not be discharging their duties satisfactorily, the Management Committee may revoke their appointment.
- 22.8 Sub-committees are empowered to appoint members for short term special tasks.

23. **ACTS NOT EFFECTED BY DEFECTS OR DISQUALIFICATION**

- 23.1 An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.

- 23.2 Subrule 23.1 applies even if the act was performed when –
- (a) there was a defect in the appointment of a member of a Management Committee, sub-committee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, sub-committee member or a person acting as a member of the Management Committee was disqualified from being a member.

24 **DISCIPLINE**

- 24.1 Disciplinary matters will be dealt with in accordance with the Association's Disciplinary By-Laws.
- 24.2 All complaints and disciplinary measures related to matters set out in the Bowls Queensland Member Protection Policy will be dealt with in accordance with that Policy.

25. **MEETINGS AND FREQUENCY**

25.1 **Annual General Meeting.**

The Annual General Meeting of the Association must be held –

- (a) at least once each year; and
- (b) within 6 months after the end date of the Associations reportable financial year.

The meeting will be called by giving at least 28 days notice to the Secretary of each Affiliated Club and such notice will state the business of the meeting.

The Secretary of each Affiliated Club will ensure that the notice is displayed on the Club Notice Board.

25.2 The business to be transacted at the annual general meeting will be as follows:-

- (a) Confirmation of minutes of last annual general meeting.
- (b) Business arising from the minutes.
- (c) Receive and adopt annual reports.
- (d) Receive and present for adoption the Association's financial statement, and verification statement for the last reportable financial year.
- (e) Election of the Management Committee in accordance with rules 11,12 and 14.
- (f) Appointment of 1 male delegate and 1 female delegate to Bowls Queensland in accordance with rule 20.
- (g) Appointment of auditor, accountant or an approved person for the present financial year.

- (h) Notices of motion and special resolutions.

25.3 **Management Committee meetings**

Management Committee meetings will be held at least once every 2 months at such time and place as determined by the Management Committee.

25.4 **Special meetings of the Management Committee.**

- (i) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the Management Committee by giving each member of the Management Committee notice of the meeting within 14 days after the Secretary receives the request.
- (ii) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (iii) A request for a special meeting must state –
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (iv) A notice of special meeting must state-
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (v) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

25.5 **Special General Meetings**

The Secretary shall call a special general meeting of the Association by giving the Secretary and registered Club delegates of each Affiliated Club a notice of the meeting within 14 days after:

- (i) being given a written request by at least the number of Affiliated Clubs equal to the number of members on the Management Committee plus 1 when the request is signed by the Secretary of the relevant Clubs; or
- (ii) being directed to call the meeting by the Management Committee
- (iii) A request for a special meeting must state –
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (iv) A notice of special meeting must state-
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (v) A special meeting must be held within 14 days after notice of the meeting is given to the Secretary and the registered delegates of each Affiliated Club.

25.6 **General Meetings.**

The Secretary shall call a general meeting of Club Delegates when instructed to do so by the Management Committee. The Secretary must give at least 14 days notice of the meeting to the Secretary and registered Club delegates of each affiliated Club.

A notice of a general meeting must state the business to be conducted at the meeting.

Other general business may be raised for discussion from the floor of the meeting providing the content of the matters to be raised is made available to the Chairperson and Secretary prior to the commencement of the meeting.

25.7 **Sub-committee Meetings**

Sub-committee meetings will be held as frequently as determined by members of the Committee.

25.8 **Conduct of Management Committee and General Meetings**

The President of the Association will preside as Chairperson.

- (a) if the President is not present within 15 minutes after the time appointed for the commencement of the meeting or is unwilling to act, a Vice President will be the Chairperson.
- (b) if a Vice President is not present or is unwilling to act, then the committee members or delegates present will elect 1 of their number to chair the meeting.
- (c) The Chairperson will maintain order and conduct the meeting in a proper and orderly way.

25.9 **Notices of General Meetings**

Any Notice of Meeting sent in writing or electronically to an Affiliated Club and the last known address of a registered delegate will be deemed to be duly given.

- (a) the secretary of the Association will give in writing to all Club secretaries and registered Club delegates at least 28 days notice of the date, time and place of the scheduled general meeting.
- (b) it is the duty of each Club to notify the secretary of any change of address, postal or electronic, of the registered delegate of that Club.
- (c) a general meeting notice sent to the last known address of a Club or registered delegate will be deemed to be given.
- (d) an omission to give a notice of a meeting to a Club or registered delegate, or the non-receipt of such notice, will not invalidate the meeting or the proceedings of that meeting.

- (e) the notice of the general meeting must state the business to be conducted at the meeting.
- (f) notice of a proposed Special Resolution must be given in a notice of the general meeting at which it will be discussed and decided.

26. **ATTENDANCE AT MEETINGS**

- 26.1 Any Management Committee member who is absent from 3 consecutive notified Management Committee meetings and/or delegates general meetings without the consent of the Committee will automatically vacate their office unless they can show cause to the satisfaction of the Management Committee.
- 26.2 Should a delegate from any Club not be able to attend an Association meeting, the Secretary or President of that Club may appoint any financial, declared and affiliated member of that Club to act as proxy.
- 26.3 No delegate is to be represented by a proxy for more than 3 consecutive meetings; otherwise another delegate must be appointed by the relevant Club.

27. **RIGHT TO ATTEND MEETINGS**

- 27.1 Every current member of the Management Committee has the right and duty to attend and speak at general meetings, but they cannot move or second a motion, or an amendment, nor are they entitled to vote.
- 27.2 Every member Club, currently financial with the Association and Bowls Queensland, has the right for their delegates or proxy delegate to attend, speak and vote at all general meetings. A proxy delegate must be a declared member of the Club they represent.
- 27.3 A Club President or Vice President may attend general meetings but will have no voting rights.
- 27.4 Special guests, such as fiscal advisors, legal representatives, auditors, etc. may be invited by the Management Committee to attend and speak at meetings.
- 27.5 Unless otherwise determined at a previous meeting, observers from member Clubs may attend the meetings of the Association but does not extend to Management Committee meetings.

28. **VOTING AT MANAGEMENT COMMITTEE AND GENERAL MEETINGS.**

- 28.1 At any Annual General Meeting, General Meeting or Special General meeting, each delegate of an Affiliated Club will have one vote.
- 28.2 Any Club wishing to abstain from a particular vote, which must include any delegate who may have a pecuniary interest in the matter at hand, should leave the immediate precincts of the meeting during discussion and voting.
- 28.3 A delegate/proxy is not entitled to vote at any general meeting if the Club's annual affiliation fees to BA, BQ or the Association are in arrears at the date of the meeting

unless their Club has been granted an extension of time to pay by Bowls Queensland and the Association

- 28.4 At a general meeting every question, other than the election of office bearers and granting of Life Membership, will be decided in the first instance by a show of hands and will be determined by a majority of votes of the delegates present and entitled to vote. Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried.
However, if 20% of the delegates present and entitled to vote demand a ballot, there will be a secret ballot. The Chairperson will appoint 2 scrutineers to conduct the secret ballot after which they will declare the result of the ballot which will determine the resolution of the meeting.
- 28.5 A Special Resolution at a General Meeting requires 75% of the vote of delegates present and entitled to vote.
- 28.6 A question arising at a Management Committee meeting will be decided by a majority of votes of the members of the Committee present at the meeting and, if votes are equal, the question will be decided in the negative.

29. QUORUMS AND ADJOURNMENT OF MEETINGS

- 29.1 Management Committee meetings: A simple majority will constitute a quorum.
- 29.2 Executive Committee meetings: 3 members will form a quorum.
- 29.3 General Meetings: A quorum of voting delegates (*including appointed proxy delegates*) will consist of at least the number of persons elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
- 29.4 Should a quorum not be present within 30 minutes of the appointed time for the commencement of a general meeting, the meeting will stand adjourned until a date, time and place is set by the Management Committee.
- 29.5 Any decision made at a meeting at which there is no quorum has no effect. The Secretary is not required to give Clubs or delegates notice of an adjournment or the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 29.6 If, at an adjourned Annual General Meeting a quorum is not present within 30 minutes of the appointed time, the members present and entitled to vote will constitute a quorum.
- An adjourned Special General Meeting will lapse if the required quorum is not present.
- 29.7 If at an adjourned ordinary General Meeting a quorum is not present within 30 minutes of the appointed time, the members present and entitled to vote will constitute a quorum.

29.8 The Chairperson may, with the consent of any meeting at which there is a quorum, adjourn a meeting from time to time and place to place. Only business left unfinished at a meeting from which the adjournment took place may be discussed at an adjourned meeting.

30. **NOTICES OF MOTION**

Notices of Motion and Special Resolutions for inclusion in the agenda of the annual general meeting or any general meeting must be received by the Secretary of the Association at least 21 days prior to the meeting at which they will be discussed and decided.

The Secretary of the Association shall notify the Secretary and the registered delegate of all Affiliated Clubs of the content of the Notice of Motion and/or Special Resolution at least 14 days prior to the meeting at which they will be discussed and decided.

31. **SPECIAL RESOLUTION**

31.1 The Secretary of the Association must give written notice of a proposed special resolution to the Secretary and registered delegates of each Affiliated Club.

31.2 The notice must state the content of the special resolution.

31.3 A special resolution about which a notice has not been given has no effect.

31.4 A special resolution must be passed by an affirmative vote of 75% of delegates who are present and entitled to vote at a general meeting at which a special resolution will be discussed and decided.

31.5 Matters which *must* be decided by a special resolution are:-

- (i) a change of name of the Incorporated Association
- (ii) a change to the rules of the Incorporated Association
- (iii) a decision to wind up the Incorporated Association.

31.6 Any other matter may be decided by a special resolution under these Rules.

32. **MINUTES OF MEETINGS**

The Secretary of the Association will keep full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee and General Meeting. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee and General meeting will be signed by the Chairperson at the next meeting of the Management Committee or General Meeting. Inspection of minutes will be available to members on written request to the Secretary. In addition to the minutes of a general meeting, a summary of Management Committee meetings will be circulated to all Club Secretaries and registered Delegates.

PART 4 - FINANCES

33. FINANCIAL YEAR

The end date of the Associations financial year is the 31 day of December in each year.

34. AFFILIATION FEES

34.1 Each Affiliated Club will pay a yearly Affiliation Fee to the Association for each full financial member and playing Life Member of the Club.

34.2 Affiliation fees will be applicable to full members joining an Affiliated Club within the Sunshine Coast District Bowls Association.

34.3 Affiliation fees for each year will be recommended by the Management Committee and decided on by a majority vote of delegates present and entitled to vote at a general meeting of delegates to be held in September of each year, or at such other meeting of delegates as determined by the Management Committee.

34.4 Calculations of membership for the purpose of Rules 34.1 will be based on Bowls Queensland yearly membership listings as at 31 December each year. Any omission of a member by a Club may incur a loss of rights for that member to play for or represent their Club or the District.

35. SPECIAL LEVY

The Association, at any time, may strike a special per-capita levy on all Affiliated Clubs by Special Resolution at a general meeting of the Association. A notice advising that the levy has been struck, the amount, and the purpose for which the levy is to be used, will be advised in writing to each Club within 7 days following the general meeting.

36. FUNDS AND ACCOUNTS

36.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

36.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

36.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

36.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

- 36.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following: President; Secretary, Treasurer and another member of the Management Committee who has been authorised by the Management Committee.
- 36.6 A petty cash account record must be kept, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 36.7 Transactions, including purchases or sale of property in excess of \$5,000.00, shall be approved or ratified by a general meeting of the Association.

37. **GENERAL FINANCIAL MATTERS**

- 37.1 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement , audit report or verification statement as required by the Act, for its last reportable financial year is prepared.
- 37.2 The Treasurer shall prepare and present to the Management Committee meetings a monthly financial report and report of “out of pocket” claims.
- 37.3 The income and property of the Association must be used solely in promoting the Association’s objects and exercising the Association’s powers.

38. **USE OF FUNDS**

- 38.1 The income and property of the Association must be used solely in promoting the Association’s objects and exercising the Association’s powers.
- 38.2 Honoraria may be paid to officers in appreciation of services provided after having been recommended by the Management Committee and approved by delegates at the Annual General Meeting.
- 38.3 No person working for the Association is expected to be out-of-pocket for work directed by or approved by the Management Committee.

39. **THE AUDITORS**

- 39.1 An auditor, accountant or approved person qualified as required by the Act, shall be appointed at the annual general meeting of the Association to audit the accounts of the Association and prepare reports for submission to the following annual general meeting.

The auditor, accountant or approved person when required by the Management Committee or a general meeting, will conduct special audits and investigations.

- 39.2 The auditor, accountant or approved person will at all times have access to the books of accounts, vouchers and relevant records of the Association and will have the right to obtain explanations relevant to the finance and affairs of the Association and the accounts from any person holding office in the Association.

PART 5 - GENERAL AND DISSOLUTION

40. INDEMNITY

- 40.1 To the extent permitted by Law and without limiting its powers, the Association must indemnify each person who is, or has been, an elected or appointed officer against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Association.
- 40.2 The Association need not indemnify a person as provided for in Rule 40.1 where costs incurred arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful.
- 40.3 The Association need not indemnify a person as provided for in Rule 40.1 in respect of a liability under a contract of insurance.
- 40.4 The benefit of each indemnity given in Rule 40.1 continues, even after its terms or the terms of the clause are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

41. AUTHENTICATION AND EXECUTION OF DOCUMENTS.

The Association may execute a document without using a common seal if the document is signed by 2 authorised committee members of the Association.

42. INTERPRETATION OF RULES

- 42.1 The decision of the Management Committee on the interpretation of any rule will be conclusive and binding on all members until such time that it is varied by a Special Resolution at a General Meeting of the Association.
- 42.2 Each member of the Association will be held to consent to, and be bound by, the Rules and By-Laws of the Association.

43. ALTERATIONS TO THE CONSTITUTION

- 43.1 These rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting of the Association, requiring 75% of the vote of delegates present and entitled to vote.
- 43.2 The minutes of the general meeting must record the changes approved.

- 43.3 An amendment, repeal, or addition is valid only if it is registered by the chief executive.
An application for registration of alterations must be lodged with the Office of Fair Trading within 3 months of the passing of the Special Resolution to adopt the alterations.

44. **REPEAL, OR NEGATION OF MOTIONS**

- 44.1 No action can commence to repeal, rescind, amend or negate a motion that has been agreed to at a General Meeting of the Association until a period of 3 months from the date of the passing of the motion, nor can any new motion, which has the same effect, be instigated.
- 44.2 In the case of a Special Resolution, the period shall be 6 months.
- 44.3 Notwithstanding Rules 44.1 and 44.2 should any such motion prove to be unworkable, a motion passed by 75% of the delegates present and entitled to vote at a General Meeting, may permit action to be held in abeyance until the statutory period has elapsed, when the motion can be reviewed.

45. **BY-LAWS**

- 45.1 The Management Committee may make, or repeal by-laws not inconsistent with these Rules, for the internal management of the Association.
- 45.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

46. **DOCUMENTS**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

47. **DISSOLUTION OF THE ASSOCIATION**

- 47.1 The Association may be dissolved by a Special Resolution at a Special General Meeting and confirmed by a Special General Meeting called at an interval of not less than 14 days and not more than 30 days thereafter.
- 47.2 The 2 meetings may be convened by 1 notice delivered electronically or posted to every Affiliated Club a least 14 days before the date of the first Special General meeting.

47.3 The Association will be dissolved when the number of Affiliated Clubs is reduced to less than the number required to form a District as determined by Bowls Queensland from time to time.

48. **DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

48.1 This rule applies if the Association –

- (a) is wound-up under Part 10 of the Act; and
- (b) has surplus assets

48.2 The surplus assets must not be distributed among the members of the Association.

48.3 The surplus assets must be given to another entity -

- (i) having objects similar to the Association's objects; and
- (ii) the Rules of which prohibit the distribution of the entity's income and assets to its members.

48.4 In this rule –

Surplus assets see section 92(3) of the Act.
