

Constitution

Northern Gateway Bowls Region Inc

Registration No. A0045676E
ABN 92 320 445 218



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Constitution of Northern Gateway Bowls Region Inc

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is

2. NORTHERN GATEWAY BOWLS REGION INC

3. PURPOSES OF ASSOCIATION

The Region is established solely for these purposes. The purposes of the Region are to:

- (a) Liaise with Bowls Victoria to manage, promote and control Bowls, all Member Clubs, and Affiliated Members within the area of its jurisdiction;
- (b) Consider and deal with all matters submitted to it by any Member Club or Affiliated Member other than disciplinary matters;
- (c) Cooperate with any organisation that has Bowls as its major focus;
- (d) Coordinate and control any Region Bowls events and functions;
- (e) Promote the health and safety of all its Affiliated Members, athletes, officials and other individuals participating in Bowls in any capacity;
- (f) Act at all times on behalf of, and in the interest of, the Member Clubs, Affiliated Members and Bowls;
- (g) Affiliate and otherwise liaise with Bowls Victoria and such other bodies as may be desirable, in the pursuit of these purposes;
- (h) Apply the property and capacity of the Region towards the fulfilment and achievement of these purposes;
- (i) Pursue through itself and others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Region; and
- (j) Undertake to do all such things and activities which may be necessary for the accomplishment of these purposes.

4. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Region has all the rights, powers and privileges conferred on it under the Act, in particular Part 4.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)*.

Affiliated Member means a natural person from a Member Club recognized by Bowls Victoria under their respective constitutions from time to time.

Annual General Meeting means a meeting of Members convened in accordance with rule 11.

Board means the body consisting of the Directors under rule 17.2.

Bowls means the sport and game of bowls as determined by World Bowls with such variations as may be recognised by Bowls Australia or Bowls Victoria from time to time.

Bowls Australia means Bowls Australia Incorporated, the governing body for Bowls in Australia, or its successors.

Bowls Victoria means Bowls Victoria Incorporated, the governing body for Bowls in Victoria, or its successors.

Club President means a natural person appointed as President of a Club under its constitution to lead the Club and represent its interests to Club members, the community, Bowls Victoria and to the Region

Committee means any committee of the Board created under rule 22.4 from time to time.

Constitution means this constitution of the Region as amended from time to time.

Director means a member of the Board elected or appointed under rules 17 or 18.

Financial Year means the year ending on 30 April.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 12.

Life Member means an individual elected as such under rule 6.4.

Member Club means a Bowls Club recognised by Bowls Victoria as a member of it and who Bowls Victoria has nominated for membership of the Region and is recognised by the Board under rule 6 from time to time.

Region President means the chairman of the Region appointed in accordance with rule 17 from time to time.

Region means Northern Gateway Bowls Region Inc

Register means the register of Member Clubs kept in accordance with rule 8.1.

Regulations mean any regulations made by the Board under rule 37.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Region and management of the Region and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Region.

Special Resolution has the same meaning as in the Act.

BVRR means Bowls Victoria Regional Representatives appointed by the Board to represent the Region at meetings with Bowls Victoria and perform other ceremonial duties and presentations as required from time to time

World Bowls means World Bowls Limited, the international governing body for Bowls, or its successors.

5.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II - MEMBERSHIP

6. MEMBERSHIP OF REGION

6.1 Minimum number of Member Clubs

The Region must have at least seven Member Clubs.

6.2 Member Clubs

- (a) For a Member Club to be eligible for membership of the Region, it must be a member of Bowls Victoria and must be situated within the boundary of the Region as determined by Bowls Victoria from time to time. The Member Club must meet other criteria set by the Board from time to time
- (b) All Member Clubs who meet the criteria in rule 6.2(a) from time to time will be accepted as Member Clubs of the Region
- (c) Member Clubs shall be represented at General Meetings by the Club President and Secretary or their nominees as appointed by the Member Club from time to time. Where possible the representatives shall be of different gender. Each representative shall (subject to this Constitution and rule 15.1) have the right to be present and to debate issues but there shall be only one vote per Member Club to be cast by the Club President. Where the Club President is not the Member Club representative he/she may delegate the right to exercise the Club President's vote to a nominee appointed by the Member Club provided prior notice is given to the Region Secretary.

6.3 Renewal of Membership

Member Clubs are not required to reapply for membership each Financial Year. Clubs shall, subject to this Constitution and the constitution of Bowls Victoria (where relevant) remain Member Clubs provided all monies payable to the Region have been paid. If Member Clubs do not pay monies within thirty days of the due date, subject to the discretion of the Board, all of the Member Clubs' rights under the Constitution shall be suspended until such times as all monies are fully paid.

6.4 Life Membership

- (a) Nominations for Life Membership should be lodged with the Board or its nominee. The Board may recommend to the Annual General Meeting that any Affiliated Member who has rendered distinguished service to the Region be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Region's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member, but remain subject to this Constitution.

6.5 Effect of Membership

- (a) Member Clubs acknowledge and agree that:
 - (1) this Constitution constitutes a contract between each of them and the Region and that they are bound by this Constitution and the Regulations;
 - (2) they shall comply with and observe this Constitution and the Regulations;
 - (3) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Region;
 - (4) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Region; and
 - (5) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Member Clubs may by virtue of membership of the Region and subject to this Constitution:
 - (1) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (2) make proposals or submissions to the Board;
 - (3) engage and participate in any activity approved, sponsored or recognised by the Region; and
 - (4) conduct any activity approved by the Region.
- (c) A right, privilege or obligation of a Member Club by reason of their membership of the Region:
 - (1) is not capable of being transferred or transmitted to another Member Club; and
 - (2) terminates upon the cessation of membership whether by resignation or otherwise.

7. SUBSCRIPTIONS AND FEES

- (a) Any fees payable by Member Clubs to the Region, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member Club whose fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Region, including but not limited to the right to vote at General Meetings.

8. REGISTERS

8.1 Region to Keep Register of Member Clubs

The Region shall keep and maintain a Register of Member Clubs in which shall be entered:

- (a) the full name and address of the Club
- (b) if the Club is a Member;
- (c) the date on which the Club became a Member;
- (d) the details of the current Club President with voting rights at General Meetings and the details of the second Affiliated Member designated to represent the Club at General Meetings of the Region;
- (e) any other information determined by the Board; and
- (f) for each former Member Club, the date of ceasing to be a Member Club.

8.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 36(b).

8.3 Register to be kept by Member Clubs

Member Clubs shall maintain, in a form acceptable to the Region and with such details as are required by the Board, a register of Affiliated Members of the Club. Such register shall be available for inspections (including copying) by the Board upon reasonable request.

9. RESIGNATION OF MEMBER CLUBS

9.1 Notice of Resignation

Any Member Club which has paid all monies due and payable to the Region may resign from the Region by giving thirty days notice in writing to the Region of such intention to resign provided they also resign from any membership of Bowls Victoria. Upon the expiration of that period of notice, the Member Club shall cease to be a member.

9.2 Expiration of Notice Period

Upon the expiration of a notice given under rule 9.1, an entry, recording the date on which the Member Club who gave notice ceased to be a Member Club, shall be recorded in the Register.

9.3 Resignation by failure to pay subscription

- (a) A Member Club is taken to have resigned if:
 - (1) The Member Clubs Annual Subscription is outstanding more than twelve months in arrears; or

- (2) If no annual subscription is payable:
 - (A) the Secretary has made a written request to the Member Club to confirm that they wish to remain a Member Club; and
 - (B) the Member Club has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member Club
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

9.4 Forfeiture of Rights

A Member Club which ceases to be a Member Club, for whatever reason, shall forfeit all right in and claim upon the Region and its property.

10. EXPULSION, SUSPENSION OR FINING OF MEMBERS

- (a) The Board has no power to discipline Member Clubs or Affiliated Members where that Member Club or Affiliated Member has:
 1. Breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
 2. Acted in a manner unbecoming of a Member Club or Affiliated Member prejudicial to the interests of Bowls Victoria, another Region or another Member Club or Affiliated Member, or
 3. Brought Bowls, Bowls Victoria, another Region or another Member Club or Affiliated Member into disrepute.
- (b) Bowls Victoria has the power to discipline Member Clubs and Affiliated Members on the above grounds in accordance with the procedures set down in the Bowls Victoria Constitution.

PART III- GENERAL MEETINGS

11. ANNUAL GENERAL MEETINGS

11.1 Annual General Meeting to be Held

- (a) The Region shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Region shall, subject to the Act and to rule 11.1(a), be convened at a time, date and venue to be determined by the Board.

11.2 Business

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting may (but, for the avoidance of doubt, it does not have to) include the following:

- (a) Confirmation of Minutes
- (b) President's Report
- (c) BVRR Representatives Report
- (d) Committee Reports
- (e) Financial Report
- (f) Election of the Board
- (g) Nomination to Membership of Committees
- (h) Bowls Programs
- (i) Regional Championship Finals, and
- (j) Any other business of which notice is given in accordance with this Constitution.

11.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General Meeting is a special general meeting.

12. GENERAL MEETINGS

12.1 General Meetings May be Held

- (a) At least two General Meetings will be held annually by the Region
- (b) The Board may, whenever it thinks fit convene a General Meeting of the Region and, where but for this rule more than fifteen months would elapse between Annual General Meetings, it shall convene a General Meeting before the expiration of that period.

12.2 Request for General Meetings

- (a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 25% of Member Clubs who would be entitled to vote at such General Meeting. The Board may also convene a General Meeting.
- (b) The request for a General Meeting shall be in writing and shall state the object(s) of the meeting and shall be signed by the Club Presidents on behalf of the Member Clubs making the request and be sent to the Region President. The request may consist of several documents in a like form, each signed by one or more of the Club Presidents on behalf of the Member Clubs making the requisition.

- (c) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Region President, the Member Clubs making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Member Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Region to the Member Clubs incurring the expenses.

13. NOTICE OF MEETINGS

13.1 Notice to be Given for General Meetings

- (a) The Region Secretary shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member Club entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 35.
- (b) Notice of a General Meeting must:
 - (1) State that the Member Club may not appoint a proxy unless the Board determines otherwise in accordance with rule 15.5; and
 - (2) Include a copy of any form that the Board has approved for the appointment of a proxy

13.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member Club desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Region which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

14. PROCEEDINGS AT MEETINGS

14.1 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Region shall be half of the Member Clubs plus one, represented by their Club Presidents or other delegated representatives present in person or by proxy and entitled to vote.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (1) if convened upon the requisition of Member Clubs, shall be dissolved; and
 - (2) in any other case, shall stand adjourned to:

(A) the same day in the next week at the same time and (unless Member Clubs are notified of an alternate venue) at the same place; or

(B) any date, time and place determined by the chairperson;

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

14.2 Region President to Chair

The Region President shall chair each General Meeting of the Region. If the Region President is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson at the meeting.

14.3 Chairperson May Adjourn Meeting

(a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.4 Use of technology

(a) A Member Club not physically represented at a General Meeting may participate in the meeting by the use of technology that allows that Member Club and the Member Clubs present at the meeting to clearly and simultaneously communicate with each other.

(b) A Member Club participating in a General Meeting as permitted under rule 14.4(a) is taken to be present at the meeting and, if the Member Club votes at the meeting, is taken to have voted in person.

15. VOTING AT GENERAL MEETINGS

15.1 Voting Rights

Subject to any other provision of this Constitution, at all General Meetings:

(a) The only people entitled to vote are the Club Presidents, or their delegated representatives; and

(b) While a Member Club may have two representatives participate in General Meetings however, notwithstanding anything in rule 6, only one vote may be cast on behalf of the Club by the Club President or his/her representative subject to rule in 6.2

15.2 Voting Procedure

- (a) Subject to this rule 15, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 15.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the Region President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

15.3 Recording of Determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Region is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

15.4 Poll at General Meetings

If a poll is demanded by the chairperson or any two Member Clubs, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

15.5 Proxy and Postal Voting

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

16. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (1) the business considered at the meeting;
 - (2) any resolution on which a vote is taken and the result of the vote; and
 - (3) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (1) the financial statements to the members in accordance with rule 11.2; and
 - (2) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART IV – BOARD

17. BOARD

17.1 Powers of Board

- (a) The affairs of the Region shall be managed by the Board constituted under rule 17.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (1) shall control and manage the business and affairs of the Region;
 - (2) may exercise all such powers and functions as may be exercised by the Region other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (3) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Region.

17.2 Composition of Board

- (a) The Board will be elected at each Annual General Meeting in accordance with the procedures in rule 18.
- (b) The Board shall consist of eight Directors who must be Affiliated Members. Where possible four must be males and four must be females.
- (c) Four Directors shall be elected each year in accordance with rule 18; and be elected for a two year term. Where possible they shall be two males and two females
- (d) The positions of Region President and Vice President shall be appointed by the Board annually from amongst its number. Where possible the President and Vice President shall be of different gender. A Director may be re-appointed as Region President.
- (e) The elected Directors shall appoint a Region Secretary and Region Treasurer to serve the Board. The Secretary and Treasurer may be from the elected Directors or from other eligible Affiliated Members of the Region.
- (f) The Board shall allocate portfolios to Directors particularly to ensure effective liaison with all committees formed by the Board. Each Director shall serve as a liaison and/or member of at least one of the committees established and maintained by the Board.

17.3 Elected Directors

- (a) Subject to rule 19, each Elected Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the second Annual General Meeting following their election.

- (b) Fifty percent (rounded) of Elected Directors shall be elected in every odd-numbered year and Fifty percent (rounded) in every even-numbered year so that there is a staggered rotation system to comply with rule 17.3(a).
- (c) Directors are eligible for re-election, however no Director may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of at least 12 months.

17.4 Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Affiliated Member to the vacant office and the person so appointed may continue in office up to the next Annual General Meeting

18. ELECTION OF ELECTED DIRECTORS

- (a) The Board shall call for nominations at an appropriate time by sending notice to all Member Clubs in a manner determined by the Board.
- (b) Candidates must:
 - (1) be aged 18 years or over; and
 - (2) reside in Australia.
- (c) Nominations of candidates for election as Elected Directors shall be:
 - (1) Come from Affiliated Members
 - (2) Be made in writing on the form provided by the Region from time to time (if any)
 - (3) Be signed by Club Presidents representing two separate Member Clubs and accompanied by the written consent of the nominee, and
 - (4) Be delivered to the Region President or person nominated by the Board by the date specified on the call for nominations.
- (d) If the number of nominations received in each gender category is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies in each category on the Board, then those nominated shall be declared elected.
- (e) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under rule 17.4.
- (f) If the number of nominations exceeds the number of vacancies to be filled in either or both gender categories, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.
- (g) Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.
- (h) Transitional Arrangements: At the first Annual General Meeting following adoption of this constitution all current Board positions shall be declared vacant and an election conducted for eight Directors to form the Board of the

Region. The first two elected Directors in each gender category shall be designated to serve a two year term of office while the third and fourth elected Director in each gender category shall be designated to serve a one year term. Should the number of nominations be less than or equal to the number of vacancies in each gender category then the nominees shall be declared elected and draw lots to determine which candidates serve a two year term and which serve a year term. The Region Secretary shall maintain a record of the gender category and tenure of each Director to ensure clarity for elections of Directors at subsequent Annual General Meetings.

19. VACANCY ON THE BOARD

19.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) ceases to be an Affiliated Member of a Club;
- (b) becomes bankrupt;
- (c) resigns their office by notice in writing given to the Region;
- (d) is subject to any sanction by Bowls Victoria under the Bowls Victoria constitution;
- (e) is directly or indirectly interested in any contract or proposed contract with the Region and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution;
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- (i) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence in accordance with rule 20.5 or provided reasonable excuse for such absence.

19.2 Removal of Director

- (a) The Region in a General Meeting may by Special Resolution remove any Director, under the grounds set out in 19.1, before the expiration of their term of office and appoint another Director in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 19.2(a) makes representations in writing to the Region President and requests that such representations be notified to the Member Clubs, the Region President may send a copy of the representations to each Member Club or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20. QUORUM AND PROCEDURE AT BOARD MEETINGS

20.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 20, the Board may regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (1) delivering it to that Director personally;
 - (2) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

20.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 20.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

20.3 Quorum

- (a) The number of Directors present must be in excess of 50% of the Board membership from time to time to constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the Region President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

20.4 Procedures at Board meetings

- (a) At meetings of the Board, the Region President shall chair the meeting. If the Region President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail - the chair of the meeting may not exercise a second or casting vote;
- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (1) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (2) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (3) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (4) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

20.5 Leave of absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

21. DIRECTORS' INTERESTS

21.1 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (1) be present while the matter is being considered at the meeting; and
 - (2) must not vote on the matter.
- (c) This rule 21.1 does not apply to a material personal interest that:
 - (1) exists only because the Director belongs to a class of persons for whose benefit the Region is established; or
 - (2) that the Director has in common with all, or a substantial proportion of the Member Clubs or Affiliated Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Regional Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 21.1.

21.2 Financial Interest

- (a) A Director is disqualified from:
 - (1) holding any place of profit or position of employment in the Region, or in any company or incorporated association in which the Region is a shareholder or otherwise interested; or
 - (2) contracting with the Region either as vendor, purchaser or otherwise, except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Region without the approval of the Board, will be voided for such reason.
- (b) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (c) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 21.2(b) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

- (d) It is the duty of the Region Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rule 21.2.

21.3 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

22. DELEGATED POWERS

22.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (1) this power of delegation; and
 - (2) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.
- (b) At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

22.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

22.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under rule 20. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

22.4 Committees

- (a) Unless otherwise agreed the Board shall establish and maintain the following Committees:
 - (1) Championship and Match Committee
 - (2) Club Development and Support Committee

- (3) Coaching Committee
 - (4) Greens Committee
 - (5) Laws and Umpires Committee
 - (6) Sponsorship and Marketing Committee
 - (7) Media and Website Committee
 - (8) Under 18 Development Committee
 - (9) Male Region Sides Committee
 - (10) Female Region Sides Committee
 - (11) Night Pennant Committee
- (b) The Board reserves the right to delegate its functions, powers and duties (except the power to delegate) to the committees set out in rule(a). The Board may confirm or revoke any decision made by such a committee.
 - (c) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
 - (d) A Director or the Region President shall be ex-officio members of any committees so appointed
 - (e) Nominations for membership of committees will be called for prior to the holding of the Annual General Meeting.

22.5 Delegates of the Region

The Board shall appoint Region Delegates to attend meetings and events on its behalf from time to time. This shall include BVRP meetings and may also include Bowls Victoria meetings and club meetings.

23. DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Region complies with the Act and that individual Directors comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that the Region complies with all requirements in the Act regarding financial statements.

23.2 Secretary

- (a) The Secretary of the Region shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (b) The Board will determine from time to time whether the Region President or other person acts as the Region's Secretary under the Act
- (c) The Secretary must give the registrar notice of his or her appointment within 14 days after the appointment.
- (d) If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

23.3 Treasurer

The Treasurer must:

- (1) receive all moneys paid to or received by the Region and issue receipts for those moneys in the name of the Region; and
- (2) ensure that all moneys received are paid into the account of the Region within 5 working days after receipt;
- (3) make any payments authorised by the Region or by a General Meeting of the Region from the Region's funds;
- (4) ensure that the financial records of the Region are kept in accordance with the Act;
- (5) coordinate the preparation of the financial statements of the Region and their submission to the Annual General Meeting of the Region;
- (6) ensure that at least one other Director has access to the accounts and financial records of the Region; and
- (7) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Board.

24. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record:
 - (1) the business considered at the meeting;
 - (2) any resolution on which a vote is taken and the result of the vote; and
 - (3) any interest declared under rules 21.1 or 21.2.

PART V - MISCELLANEOUS

25. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (1) a Member Club or Affiliated Member and another Member Club or Affiliated Member; or
 - (2) a Member Club or Affiliated Member and the Region.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (1) a person chosen by agreement between the parties; or
 - (2) in the absence of agreement:
 - (A) in the case of a dispute between a Member Club or Affiliated Member and another Member Club or Affiliated Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member Club or Affiliated Member and the Region, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) An Affiliated Member can be a mediator.
- (f) The mediator cannot be a Affiliated Member of a Club who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (1) give the parties to the mediation process every opportunity to be heard; and
 - (2) allow due consideration by all parties of any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.

- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. SOURCES OF FUNDS

The funds of the Region shall be derived from fees paid by Member Clubs, donations and such other sources as the Board determines from time to time.

27. MANAGEMENT OF FUNDS

- (a) The Region must open an account with a financial institution from which all expenditure of the Region is made and into which all of the Region's revenue is deposited.
- (b) The Board may authorise the Treasurer to expend funds on behalf of the Region up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (c) All funds of the Region must be deposited into the financial account of the Region no later than five working days after the receipt.
- (d) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

28. APPLICATION OF INCOME

- (a) The income and property of the Region shall be applied solely towards the promotion of the purposes of the Region as set out in this Constitution.
- (b) No portion of the income or property of the Region shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member Club or Affiliated Member, but this shall not preclude payment to a Member Club or Affiliated Member in good faith for expenses incurred or services rendered.

29. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two Directors or in such other manner approved by the Board from time to time.

30. COMMON SEAL

- (a) The Region may have a Seal upon which its corporate name shall appear in legible characters. The Board will keep custody of the Seal.
- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Region's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

31. REGISTERED ADDRESS

The registered address of the Region is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

32. ALTERATION OF CONSTITUTION

- (a) Any proposed alteration to this Constitution shall be notified to the Board of Bowls Victoria by the Region Secretary for approval before any further action can be taken. For the avoidance of doubt, Bowls Victoria may accept or reject (in its absolute discretion) any proposed alteration to this Constitution prior to it being put to Member Clubs.
- (b) If Bowls Victoria approves a proposed alteration to this Constitution, the Region will notify Member Clubs of the proposed change. The Constitution cannot be altered except by Special Resolution.
- (c) Within one month of a Special Resolution being put to the Member Clubs, the Region must notify the outcome to Bowls Victoria in writing.

33. DISSOLUTION

- (a) The Region may be wound up voluntarily by special resolution.
- (b) In the event of the Region being wound up, the liability of the Member Clubs shall be limited to any outstanding monies due and payable to the Region. No other amount shall be payable by the Member Clubs or Affiliated Members.
- (c) If upon winding up or dissolution of the Region, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Member Clubs or Affiliated Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Region and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Member Clubs at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

34. INDEMNITY

- (a) Every Director and employee of the Region shall be indemnified out of the property and assets of the Region against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Region shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (1) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Region; and

- (2) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Region.

35. SERVICE OF NOTICES

- (a) Notices may be given to Member Clubs by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member Club's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall provide for the retention of all books, minutes, documents and securities of the Region.
- (b) Member may on request inspect free of charge:
 - (1) the register of members;
 - (2) the minutes of each General Meetings;
 - (3) The financial records, books, securities and any other relevant document of the Region, including minutes of Board Meetings;
- (c) The Board may refuse to permit a member to inspect records of the Region that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Board
- (d) The Board must on request make copies of these rules available to members and applicants for membership free of charge
- (e) Subject to the Act and rules 36(b) and 36(d), a member may make a copy of any of the records of the Region referred to in this rule and the Region may charge a reasonable fee for provision of a copy of such a record;
- (f) For purposes of this rule –

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Region and includes the following

 - (1) Its membership records
 - (2) Its financial statements

- (3) Its financial records
- (4) Records and documents relating to transactions, dealings, business or property of the Region

37. REGULATIONS

- (a) The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Region premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Member Clubs by means of notice approved by the Board. Notices shall be binding upon all Member Club.