



CONSTITUTION
BOWLS AUSTRALIA LIMITED

ACN: 076 229 699

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1. Definitions and Interpretations

1.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Corporations Act 2001 (Cth)*.

Associate Member means a national or state organisation conducting structured Bowls activity or competition whose participants are not necessarily affiliated or registered with a Member State. Such organisations may be admitted to Bowls Australia under clause 5.6.

AGM or Annual General Meeting means the Annual General Meeting of Bowls Australia required to be held by the Company in each calendar year under section 250N(2) of the Act.

Appointed Director means a Director appointed under clause 13.8.

Board means all or some of the Directors of Bowls Australia acting as a board.

Bowling club means an “Organisational Member” as defined in 5.1.5 and 5.7.2 and which is a club that is comprised of “Individual Members” as defined in 5.1.4 and 5.7.1

Bowls means “Bowls” as recognised by the World Bowls Limited (**WBL**) from time to time and includes Bowls for athletes with disabilities.

Bowls Australia means Bowls Australia Ltd.

CEO means a person appointed as chief executive officer of Bowls Australia by the Board under clause 17.

Committee means a committee established by the Board under clause 19.

Company Secretary means a person appointed as a company secretary of Bowls Australia by the Board under clause 18.

Constitution means this Constitution as amended from time to time. A reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of Bowls Australia and includes Elected Directors and Appointed Directors.

Elected Director means a Director elected under clause 13.1.2.

Financial year means a financial year of Bowls Australia.

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a person admitted to Bowls Australia as an individual member under clause 5.7.

Life Member means a person admitted to Bowls Australia as a life member under clause 5.5.

Member means a member of Bowls Australia under clause 5.

Member State means a legal entity representing a State admitted to Bowls Australia as a Member State under clause 5.4

Objects means the objects of Bowls Australia in clause 2.

Official Position means, in connection with anybody corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as President, vice President, secretary, treasurer, employee, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Organisational Member means any Bowls organisational body directly or indirectly affiliated with a Member State and admitted to Bowls Australia as an organisational member under clause 5.7.

Policies mean policies for the advancement, management and administration of Bowls Australia, which can only be created and amended by the Board.

President means the President of Bowls Australia elected under clause 15.7

Register means the Bowls Australia Register as defined in the Act.

Registration means in the case of:

- (a) Individual Members, their registration or affiliation with a Member State; and
- (b) an Associate Member, their registration or affiliation with Bowls Australia,

such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of Bowls Australia as required by clause 5.2. **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Act to represent a Member State at a General Meeting of Bowls Australia.

Special Resolution means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members either present or by proxy entitled to vote at the relevant General Meeting in accordance with this Constitution and the Act. Notice of such a resolution must be given to the Members at least 21 days prior to the General Meeting.

State means the States of Australia which shall be deemed to include

each of Northern Territory and the Australian Capital Territory.

Statutes and Regulations means the statutes and regulations of WBL in force from time to time.

Telecommunications Meeting means a meeting conducted under clause 16.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote.

WBL means World Bowls Limited

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- 1.2.1 (**presence of a Member**) a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;
- 1.2.2 (**document**) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- 1.2.3 (**gender**) words importing any gender include all other genders;
- 1.2.4 (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- 1.2.5 (**successors**) a reference to an organisation includes a reference to its successors;
- 1.2.6 (**singular includes plural**) the singular includes the plural and vice versa;
- 1.2.7 (**instruments**) a reference to a law includes regulations and instruments made under it;
- 1.2.8 (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- 1.2.9 (**include**) the words include, includes, including and for example, are not to be interpreted as words of limitation;
- 1.2.10 (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the board; and

1.2.11 (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 The Act

In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to Bowls Australia.

1.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.5 Severance

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

2. Objects

2.1 Objects

The objects of Bowls Australia shall be to:

- 2.1.1 act as the Australian affiliated member of WBL in accordance with the Statutes and Regulations;
- 2.1.2 encourage, promote, advance and administer all levels of Bowls in Australia interdependently with members and others;
- 2.1.3 adopt, formulate, issue, interpret and amend clauses, regulations and policies for the control and conduct of Bowls in Australia;
- 2.1.4 encourage the provision and development of appropriate facilities for participation in Bowls;
- 2.1.5 maintain and enhance standards, quality and reputation of Bowls for the collective and mutual benefit and interests of Members and Bowls;
- 2.1.6 promote the sport of Bowls for commercial, government and public recognition and benefits;

- 2.1.7 be the only body entitled to prepare, enter or endorse Australian teams in international Bowls competitions conducted under the auspices of WBL;
- 2.1.8 promote, manage and conduct Bowls events, competitions and championships; and
- 2.1.9 undertake other actions or activities necessary, incidental or conducive to advance these objects.

3. Powers

- 3.1 Solely for furthering the Objects, Bowls Australia, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

4. Income and Property of Bowls Australia

4.1 *Sole Purpose*

- 4.1.1 The income and property of Bowls Australia will only be applied towards the promotion of the Objects.

4.2 *Payments to Members*

- 4.2.1 No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:
 - 4.2.1.1 in return for any services rendered or goods supplied in the ordinary and usual course of business to Bowls Australia; or
 - 4.2.1.2 of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
 - 4.2.1.3 of reasonable rent for premises let by them by Bowls Australia; or
 - 4.2.1.4 reimbursement by Bowls Australia for their reasonable travelling accommodation and other expenses when:
 - 4.2.1.4.1 travelling to or from meetings of the board, a Committee or Bowls Australia; or
 - 4.2.1.4.2 otherwise engaged on the affairs of Bowls Australia; or
 - 4.2.1.5 for grants and distributions which are linked to the Objects.

5. Membership

5.1 Categories of Members

Members of Bowls Australia shall fall into one of the following categories:

- 5.1.1 Member States;
- 5.1.2 Life Members;
- 5.1.3 Associate Members;
- 5.1.4 Individual Members; and
- 5.1.5 Organisational Members.

5.2 Admission of Members

5.2.1 A member will become a Member, and the board will direct the Company Secretary to record their name in the register of Members kept by Bowls Australia, only upon meeting the criteria applicable to the relevant category of membership and provided the Member has signed an application (in a form determined by BA from time to time), in which the Member undertakes to:

- 5.2.1.1 be bound by this Constitution, the Statutes and Regulations and the Policies of Bowls Australia (including Policies specific to the relevant category of Membership);
- 5.2.1.2 pay the fees and subscriptions determined to apply to the Member under clause 9; and
- 5.2.1.3 support Bowls Australia in the encouragement and promotion of its Objects.

5.3 Creation of New Categories

5.3.1 The Member States have the right and power from time to time to create new categories of Membership with such rights, privileges and obligations as are determined applicable by Special Resolution. No new category of membership created shall have the effect to alter rights, privileges or obligations of existing members or an existing category of membership. New categories of members may be created with or without voting rights. Existing Member States must approve the new category of membership.

5.4 Member States

5.4.1 Provided it has complied with these clauses a state authority shall be a Member of Bowls Australia and shall conduct and administer bowls in its particular State in accordance with the Objects. Each State authority shall be named according to the geographic area of Australia in which it is located and if necessary to distinguish its area of responsibility between men's and women's bowls.

- 5.4.2 Subject to clause 5.2, Member States of Bowls Australia, as the recognised controlling bodies for the relevant State, will be the legal entities listed in Schedule 1.
- 5.4.3 Each Member State will:
- 5.4.3.1 have objects that do not conflict with the Objects and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
 - 5.4.3.2 promulgate and enforce the Constitution and Policies of Bowls Australia and the Statutes and Regulations;
 - 5.4.3.3 at all times act for and on behalf of the interests of bowls in Australia, the Members, and Bowls;
 - 5.4.3.4 work collaboratively and reflect the aims and objectives of Bowls Australia's strategic plan;
 - 5.4.3.5 provide Bowls Australia with copies of its audited accounts, annual report and associated documents following its annual general meeting;
 - 5.4.3.6 be bound by this Constitution, the Policies, any rules and regulations of Bowls Australia and the Statutes and Regulations;
 - 5.4.3.7 act in good faith and loyalty to maintain and enhance Bowls Australia and bowls, its standards, quality and reputation for the collective and mutual benefit of the Members and bowls;
 - 5.4.3.8 at all times operate with and promote mutual trust and confidence between Bowls Australia and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - 5.4.3.9 maintain a register of all clubs, officials and members registered with it in accordance with the Policies and provide a copy to Bowls Australia annually or upon request from time to time by the board in such means as may be agreed;
 - 5.4.3.10 not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Bowls Australia and of bowls and its maintenance and development; and
 - 5.4.3.11 advise Bowls Australia as soon as practicable of any serious administrative, governance, operational or financial difficulties, assist Bowls Australia in investigating those issues and co-operate with Bowls Australia in addressing those issues.

5.4.4 Constitutions of Member States:

5.4.4.1 The constituent documents of each Member State shall reflect the Objects (in whole or in such part as are applicable to the Member State) with such incidental variations as are necessary or appropriate, having regard to the State Act applicable to each Member State.

5.4.4.2 Each Member State shall take all steps necessary to ensure its constituent documents are amended in conformity with future amendments made to the Constitution of Bowls Australia, subject to any prohibition or inconsistency in any relevant State Act.

5.5 Life Members

5.5.1 On the nomination of the Board or a Member State, any individual may be elected as a Life Member at any AGM by Special Resolution. The Membership status of the individual does not affect the nomination.

5.5.2 The privileges and benefits of Life Membership shall include the right to receive notice and attend, but not the right to vote at General Meetings.

5.5.3 Life Membership may be removed at any General Meeting by special resolution.

5.6 Associate Members

5.6.1 Only a legal entity may become an Associate Member.

5.6.2 In order to become an Associate Member, a legal entity must submit an application accompanied by an up-to-date copy of that legal entity's constituent documents.

5.6.3 Associate Membership may be granted by the Member States in respect of an application made under clause 5.6.5 on such terms and conditions as the Board may see fit. The Member States may accept or reject an application to become an Associate Member.

5.6.4 Associate Membership may be suspended or cancelled by the Board provided that the Board complies with the procedure (if any) set out in any relevant Policy.

5.6.5 The Policy will set out:

5.6.5.1 the categories of Associate Membership which exist;

- 5.6.5.2 the criteria to be met by each category of Associate Member;
- 5.6.5.3 the privileges and benefits of each category of Associate Member which shall not include the right to receive notice, attend or to vote at, General Meetings; and
- 5.6.5.4 the procedure for suspending or cancelling Associate Membership.

5.7 Individual Members and Organisational Members

- 5.7.1 An individual that is recognised by, and affiliated with directly or indirectly, a Member State as a member will, upon becoming a member of or affiliating with the Member State, become an Individual Member of Bowls Australia and is subject to the provisions of this Constitution.
- 5.7.2 A Bowls organisational body that is directly or indirectly affiliated with a Member State will, upon becoming a member of or affiliating with the Member State (or other relevant organisation), become an Organisational Member of Bowls Australia and is subject to the provisions of this Constitution.
- 5.7.3 All Individual Members and Organisational Members must:
 - 5.7.3.1 renew their membership or affiliation with their Member State (or other Bowls organisation as listed in clause 5.7.2) in accordance with the Member State's (or other Bowls organisation as listed in clause 5.7.2) procedures;
 - 5.7.3.2 otherwise remain a member, affiliated with their Member State (or other Bowls organisation as listed in clause 5.7.2) in accordance with the procedures applicable;
 - 5.7.3.3 without limiting clauses 5.7.3.1 and 5.7.3.2, pay such fees as may be prescribed by their respective Member State (or other Bowls organisation as listed in clause 5.7.2) in respect of their membership or affiliation with that Member State (or other Bowls organisation as listed in clause 5.7.2); and
 - 5.7.3.4 in addition to the requirements of clause 5.2, Individual Members and Organisational Members must comply with this Constitution, the Policies and the Statutes and Regulations.
- 5.7.4 Individual Members and Organisational Members are entitled to any benefits of membership prescribed to apply to Individual Members or Organisational Members (as applicable) in the Policies but, are not, and shall not be, entitled to receive notice, speak or vote at General Meetings.

5.8 General

- 5.8.1 Bows Australia must keep a Register of all Members in accordance with the Act.
- 5.8.2 No Member whose membership ceases has any claim against Bows Australia or the board for damages or otherwise arising from cessation or termination of membership.
- 5.8.3 Membership is personal to each Member. No Member shall, or shall purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

5.9 Limited Liability

- 5.9.1 Members have no liability in that capacity except as set out in clause 25.

6. Cessation of Membership

6.1 Cessation

- 6.1.1 A person ceases to be a Member on:
 - 6.1.1.1 resignation;
 - 6.1.1.2 death;
 - 6.1.1.3 termination of their Membership according to this Constitution or the Policies;
 - 6.1.1.4 if a body corporate, being dissolved or otherwise ceasing to exist; and
- 6.1.2 without limiting the foregoing in the case of Members who are:
 - 6.1.2.1 not Member States, that Member no longer meeting the requirements for Membership according to clause 5; and
 - 6.1.2.2 Member States, that Member ceasing to be a Member under clause 8.

6.2 Resignation

- 6.2.1 For the purposes of clause 6.1.1.1, a Member (except Individual Members and Organisational Members) may resign as a member of Bows Australia by giving 14 days written notice to the Board.

6.3 Forfeiture of Rights

- 6.3.1 A Member who or which ceases to be a Member shall forfeit all rights in and claim upon Bows Australia or the Board for damages or otherwise, or claim upon its property including its intellectual property rights.

7. Grievances and Discipline of Members

7.1 Jurisdiction

7.1.1 All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of Bowls Australia whether under the Policies or under this Constitution.

7.2 Policies

7.2.1 The Board may make a policy or policies for:

7.2.1.1 the hearing and determination of:

7.2.1.1.1 grievances by any Member who feels aggrieved by a decision or action of Bowls Australia (or of a Member State or Associate Member); or

7.2.1.1.2 disputes between Members relating to the conduct or administration of Bowls; and

7.2.1.2 for the discipline of Members;

7.2.1.3 for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and

7.2.1.4 for the termination of Membership.

7.3 Disciplinary Proceedings

7.3.1 The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member State) that a Member has:

7.3.1.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Board or any duly authorised committee; or

7.3.1.2 acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of Bowls Australia and/or Bowls; or

7.3.1.3 prejudiced Bowls Australia or Bowls or brought Bowls Australia or Bowls into disrepute;

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Board considers appropriate.

- 7.3.2 During any proceedings under this clause 7, a respondent may not participate in Bowls, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.

8. Termination of Membership of Member State

8.1 *Sanctions for Discipline of Member States*

- 8.1.1 Without limiting matters that may be referred to in the Policies, any Member State that is determined by the Board to have acted in a manner contrary to this Constitution or the Policies shall be liable for sanctions, including termination of Membership. Clause 7 applies to any matter other than termination.

8.2 *Termination of Membership of Member States*

- 8.2.1 No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member State under any Policies relevant to this clause 8 have been exhausted.
- 8.2.2 Subject to compliance with clause 8.2.1 (and any Policies relevant to this clause 8), the Board may recommend to a General Meeting to terminate the Membership of a Member State.
- 8.2.3 Upon recommendation from the Board under clause 8.2.2, a General Meeting may, by special resolution, terminate the membership of a Member State. The Member State which is the subject of the motion to terminate its membership is not entitled to vote.
- 8.2.4 Where the membership of a Member State is terminated under this clause 8.2;
- 8.2.4.1 the Board may recommend to the General Meeting that Bowls Australia admit another body, which meets the requirements in clause 5.4 as the Member State to represent the relevant State;
- 8.2.4.2 the General Meeting may, by Special Resolution, admit the recommended body as the Member State to represent the relevant State, subject to clause 5.4; and
- 8.2.4.3 the Individual Members and/or Organisational Members in that State may continue to be recognised by Bowls Australia to the extent (if any) and for such time (if any) as is determined in the sole discretion of the board.

- 8.2.4.3.1 For the avoidance of doubt, if a Member State resigns, the Member State and its members (of whatever category) will no longer be members of Bowls Australia.

9. Fees and Subscription

9.1 Membership Fee

- 9.1.1 The Board must determine:
- 9.1.1.1 the amount (if any) payable by an applicant for membership;
 - 9.1.1.2 the amount of the annual subscription fee payable by each Member, or any category of Members;
 - 9.1.1.3 any other amount (including any levies) to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - 9.1.1.4 the due date for payment.
- 9.1.2 The Board may, by not less than 12 months' notice to Members, increase the annual subscription fee by:
- 9.1.2.1 no more than 10% (without requiring a vote by the Members); or
 - 9.1.2.2 more than 10% provided that the Members pass a resolution at a General Meeting in favour of the increase.
- 9.1.3 Any increase in the annual subscription fee made under clause 9.1.2 will take effect from the first day of the next Financial Year.
- 9.1.4 Each Member must pay to Bowls Australia the amounts determined under this clause 9.1.1.2 in accordance with clause 9.1.1.4.

9.2 Non-Payment of Fees

- 9.2.1 Subject to clause 9.3, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under clause 9 is in arrears greater than 60 days.

9.3 Deferral or Reduction of Subscriptions

- 9.3.1 The Board may defer the obligations of a Member (other than an Individual Member or Organisational Member) to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board is satisfied that:
- 9.3.1.1 there are reasonable grounds for doing so;

9.3.1.2 Bowls Australia will not be materially disadvantaged as a result; and

9.3.1.3 the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.

9.3.2 If the Board defers or reduces a subscription or other amount payable by a Member under this clause 9.3, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

10. General Meetings

10.1 Annual General Meeting

10.1.1 AGMs of Bowls Australia will be held:

10.1.1.1 according to the Act; and

10.1.1.2 at a date and venue determined by the Board.

10.2 Power to convene General Meeting

10.2.1 The Board may convene a General Meeting as required and must do so if required by the Act.

10.2.2 The Member States may convene a General Meeting which must comply with the requirements under the Act.

10.3 Notice of General Meeting

10.3.1 Notice of a General Meeting of Members must be given:

10.3.1.1 to all Members entitled to attend the General Meeting, the Board, and the auditor of Bowls Australia; and

10.3.1.2 in accordance with clause 23 and the Act.

10.3.2 At least 45 days prior to the proposed date of the General Meeting, the CEO will request from Member States notices of motions, which must be received no less than 28 days prior to the General Meeting.

10.3.3 At least 21 days' notice of the time and place of a General Meeting must be given, together with:

10.3.3.1 all information required to be included under the Act;

10.3.3.2 in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;

10.3.3.3 where applicable, any notice of motion received from any Member State or Director in accordance with the Act; and

10.3.3.4 where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

10.4 No Other Business

10.4.1 No business other than that stated in the notice of meeting may be transacted at a General Meeting.

10.5 Cancellation or Postponement of General Meeting

10.5.1 Where a General Meeting (including an AGM) is convened by the Board it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time it determines. This clause does not apply to a General Meeting convened by:

10.5.1.1 Members States according to the Act;

10.5.1.2 the Board at the request of Members States; or

10.5.1.3 a Court.

10.6 Written Notice of Cancellation or Postponement of General Meeting

10.6.1 Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

10.6.1.1 each Member entitled to attend the General Meeting; and

10.6.1.2 each other person entitled to notice of a General Meeting under this Constitution and the Act.

10.7 Contents of Notice Postponing General Meeting

10.7.1 A notice postponing a General Meeting must specify:

10.7.1.1 the new date and time for the meeting;

10.7.1.2 the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and

10.7.1.3 if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

10.8 Number of Clear Days for Postponement of General Meeting

10.8.1 The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 11.8 or the Act.

10.9 Business at Postponed General Meeting

10.9.1 The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

10.10 Representative at Postponed General Meeting

Where:

- 10.10.1 by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- 10.10.2 the date for the meeting is postponed to a date later than the date specified in the instrument, then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies Bowls Australia in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

10.11 Right to Appoint Representative

- 10.11.1 Under the Act, each Member State is entitled to appoint one individual as its Representative to attend General Meetings and vote on its behalf, provided that the Member State has not appointed a proxy under clause 10.12.
- 10.11.2 In addition to each Member State's appointed Representative, each Member State shall be entitled to appoint one further Representative to attend meetings on its behalf but not vote.

10.12 Right to Appoint Proxy

- 10.12.1 A Member State entitled to attend a General Meeting of Bowls Australia is entitled to appoint a person as its proxy to attend the meeting in its place in accordance with the Act.
- 10.12.2 A proxy has the same rights as the Member State at the meeting and may be appointed in respect of more than one meeting.

10.13 Form of Proxy

- 10.13.1 The instrument appointing a proxy must be in a form determined by the board from time to time provided it complies with the requirements under the Act.

11. Proceedings at General Meeting

11.1 Number for a Quorum

- 11.1.1 The number of Member States who must be present or present by proxy and eligible to vote for a quorum to exist at a General Meeting is 6.

11.2 Requirement for a Quorum

- 11.2.1 An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the General Meeting.

11.3 Quorum and Time

11.3.1 If within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

11.3.1.1 if convened by, or on requisition of, Member States is dissolved; and

11.3.1.2 in any other case stands adjourned to such other day, time and place as the Chair determines.

11.4 Adjourned Meeting

11.4.1 If a quorum (determined in accordance with this clause 11.14) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved. At an adjourned meeting, the required quorum shall be 5 Member States.

11.5 President to Preside over General Meetings

11.5.1 The President is entitled to preside as Chair at General Meetings.

11.5.2 If a General Meeting is convened and if the President is not present, or is unable or unwilling to preside, the following persons, in order of entitlement, will preside:

11.5.2.1 a Director (or other person) chosen by a majority of the Board present; or

11.5.2.2 the only Director present; or

11.5.2.3 a Representative of a Member State who is entitled to vote and is chosen by a majority of the Member States present.

11.6 Conduct of General Meetings

11.6.1 The Chair:

11.6.1.1 has charge of the general conduct of the meeting and of the procedures to be adopted; and

11.6.1.2 may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

11.6.1.3 may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.

11.6.2 A decision by the Chair under this clause 11.6 is final.

11.7 Adjournment of General Meeting

11.7.1 The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the

Meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

11.7.2 The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.

11.7.3 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of Adjourned Meeting

11.8.1 It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

11.8.2 In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

11.9 Questions Decided by Majority

11.9.1 Subject to the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10 Equality of Votes

11.10.1 Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

11.11 Declaration of Results

11.11.1 At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

11.11.2 A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of Bowls Australia, is conclusive evidence of the fact.

11.11.3 Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

11.12 Poll

11.12.1 If a poll is properly demanded in accordance with the Act, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.

11.12.2 A poll demanded on a question of adjournment must be taken immediately.

11.12.3 A demand for a poll may be withdrawn.

11.12.4 A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

11.13 Objection to Voting Qualification

11.13.1 An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):

11.13.1.1 may not be raised except at that meeting; and

11.13.1.2 must be referred to the Chair, whose decision is final.

11.13.2 A vote not disallowed under the objection is valid for all purposes.

11.14 Chair to Determine any Poll Dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision is final.

12. Votes of Members

12.1 Votes of Members

12.1.1 At a General Meeting, on a show of hands or on a poll, each of the Member States shall have the votes set out in this clause 12.

12.1.2 There shall be 1 vote for each Member State that has a unified men's and women's bowls entity

12.1.3 No Member other than Member States are entitled to vote at General Meetings.

12.2 Election of Directors

12.2.1 Elections for Elected Directors shall be by first past the post and must achieve a simple majority of valid votes cast (as determined by the Returning Officer) by secret ballot under this clause 12.2.

12.2.2 If insufficient nominations are received for the number of Elected Director positions to be filled, a casual vacancy will exist in the position(s), which may be filled by the Board under 13.7.

12.2.3 Election requirements:

12.2.3.1 The ballot process for the election of Directors shall be as follows:

- a) The Board must appoint a Returning Officer (who may be the CEO or another person) to be responsible for securely receiving ballot papers on the opening of the ballot;
- b) A ballot paper showing the names in alphabetical order of the nominees for each vacancy in respect of which an election will occur must be prepared by the Returning Officer together with notices setting out the

qualifications and experience of each nominee and the time and date when voting closes. In addition, an option to not vote in support of any nominee will be provided on the ballot paper. A ballot paper may be sent and received electronically;

- c) Each Voting Member is entitled to vote by its Representative and to receive a ballot paper from the Company;
- d) The ballot paper and notices must be dispatched by the Company in accordance with this Constitution;
- e) If a ballot paper is lost or not received by a Voting Member, that Voting Member may orally or in writing request the Returning Officer to issue a replacement ballot paper;
- f) To cast a valid vote each Representative voting must vote on the ballot paper by either:
 - i) Placing a mark against the name of each nominee for whom the Member Delegate wishes to vote. The Representative can mark up to the same number of nominees as there are Elected Director positions to be filled (but may not vote more than once for a nominee); or
 - ii) By placing a mark against the option that they do not wish to vote for any nominee.
- g) Each ballot paper must be securely returned to the Returning Officer by such method as is determined by the Returning Officer;
- h) Votes must be received before the time and date when voting closes failing which the vote will not be counted; and
- i) The Returning Officer must report in writing the result of the ballot to the Chair of the AGM who must announce the result and declare elected those candidates obtaining the most votes.

12.2.4 Election Process

12.2.4.1 Where the number of nominations received is less than or equal to the number of Elected Director positions available, each nominee must still be elected by a simple majority. Any nominee(s) receiving a simple majority of valid votes cast shall be elected.

12.2.4.2 Where the number of nominations received is greater than the number of Elected Director positions due, Voting Members shall vote on a ballot paper indicating the nominees they wish to be elected. Nominees shall be elected via the following run-off ballot process:

- a) Any nominee(s) receiving a simple majority of valid votes cast in the first ballot shall be elected;
- b) If any Elected Director position(s) remain unfilled following the first ballot, a second ballot shall be conducted for the remaining

position(s) to be filled, not including a nominee that has been elected at 12.2.4.2(a). In this second ballot Voting Members may vote for up to the number of Elected Director positions still to be filled, or by placing a mark against the option that they do not wish to vote for any nominee. Any nominee receiving a simple majority of valid votes cast in the second ballot shall be elected.

- c) Following the second ballot, if there are any Elected Director positions that remain unfilled, subsequent ballots shall continue to be cast in the same manner as 12.2.4.2(b), but with the lowest polling nominee(s) in the previous ballot being removed, until:
 - i) A nominee receives a simple majority of votes cast, whereby they shall be elected; or
 - ii) The final remaining nominee does not receive a simple majority of valid votes cast, whereby the ballot process concludes.

12.2.4.3 In the event that the ballot processes under this 12.2.4 result in an Elected Director role(s) not having a nominee(s) elected, that role(s) is held to create a casual vacancy which may be filled by the Board under 13.7.

12.3 Circulating Resolutions

12.3.1 The Members may pass a resolution without a General Meeting being held if such resolution is passed in accordance with the following requirements:

12.3.1.1 any proposed resolution is first submitted to the Board in writing; and

12.3.1.2 all of the Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

12.3.2 Upon receipt of a proposed resolution which complies with clause 12.3.1.1, the Board must circulate the resolution to all members within 14 days and request that each Member vote (in favour or against) the proposed resolution within 7 days.

12.3.3 Unless otherwise agreed by the Board, no Member vote will be accepted after the 7 day period specified in clause 12.3.2.

12.3.4 Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. Such document and the votes of Members may be circulated by email, facsimile transmission or other form of visible or electronic communication. The resolution is passed when the last Member votes in favour.

13. Directors

13.1 Number of Directors

13.1.1 There must be not less than six Directors and not more than nine Directors.

13.1.2 Not more than six Directors (Elected Directors) are to be elected by the Members, and not more than three Directors (Appointed Directors) are to be appointed.

13.1.3 No less than two of the opposite gender shall be elected to the Board at any given time.

13.2 Eligibility

13.2.1 A person who:

- 13.2.1.1 is an employee of Bowls Australia or a Member State;
 - 13.2.1.2 holds an Official Position with a Member State; or
 - 13.2.1.3 the CEO of Bowls Australia is ineligible to be Elected or Appointed as a Director for a period of three (3) years after concluding their position;
- holds a “disqualifying position” and may not hold office as a Director.

13.2.2 A Director who accepts a disqualifying position (as defined in clause 13.2.1) must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.

13.2.3 A person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

13.2.4 In order to be eligible as a Director a person must demonstrate one of the following:

- 13.2.4.1 board experience; or
- 13.2.4.2 knowledge of the role of a Director.

13.2.5 In addition to the requirements in clause 13.2.5 a Director must demonstrate one of the following experiences:

- 13.2.5.1 business experience – management level or above; or
- 13.2.5.2 Bowls administration experience.

13.2.6 A person elected or appointed as a Director, for the duration of their service as a Director, must be a financial full member of a bowling club and have no disputes or financial payments pending.

13.3 Nomination for Election

13.3.1 At least 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director, the CEO will request from Member States nominations (which comply with this clause 13) for election to a Director position falling vacant, which must be received no less than 28 days prior to the AGM. Individual Members and Organisational Members will not receive direct notification of nominations.

13.3.2 Any Individual Member may nominate, a person (who complies with this clause 13) for the position of an Elected Director which is to be the subject of an election at the next AGM, one person for each position.

13.3.3 A nomination must:

13.3.3.1 be in the form prescribed by the Board;

13.3.3.2 be signed by the Member State or Individual Member making the nomination and the nominee; and

13.3.3.3 include a statement by the nominee's Member State to ensure the nominee is a financial full member of a bowling club and has no disputes or financial payments pending.

13.4 Term and Rotation of Office of Elected Directors

13.4.1 Subject to clauses 13.6 and 13.7, an Elected Director will hold office for a term of 3 years.

13.4.1.1 A minimum of 2 Elected Directors shall retire each year.

13.5 Office Held Until End of Meeting

13.5.1 A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to clause 13.6, is eligible for re-election.

13.6 Maximum Term of Office for Directors

13.6.1 An Elected Director may not serve more than 3 terms as an Elected Director.

13.6.2 An Appointed Director may not serve more than 9 terms as an Appointed Director.

13.7 Casual Vacancy

13.7.1 The Board may at any time appoint a person to be a Director to fill a casual vacancy.

13.7.2 An Elected Director appointed under this clause 13.7:

13.7.2.1 subject to clause 13.7.2.3, must have his/her position as Elected Director confirmed by resolution of the Members at the next Annual General Meeting;

13.7.2.2 if so confirmed and, subject to clauses 13.6 and 13.10, holds office until the end of the term of the Elected Director in whose place they were appointed; and

13.7.2.3 service as an Elected Director under this clause 13.7 shall only be a full term of office for the purposes of clauses 13.4 and 13.6 where their period of office is equal to or greater than half of the term of the Elected Director in whose position they were appointed.

13.8 Appointed Directors

13.8.1 In addition to the Elected Directors, the Board may appoint up to 3 other Appointed Directors because of their special business acumen and/or technical skills.

13.8.2 Subject to clause 13.10, an Appointed Director appointed under this clause holds office until the conclusion of the next AGM.

13.9 Remuneration of Directors

13.9.1 Subject to clause 13.11, a Director may not be paid for services as a Director but, with the approval of the Board and subject to the Act, may be:

13.9.1.1 paid by Bowls Australia for services rendered to it; and reimbursed by Bowls Australia for their reasonable travelling, accommodation and other expenses when:

13.9.1.1.1 travelling to or from meetings of the Board, a Committee or Bowls Australia; or

13.9.1.1.2 otherwise engaged on the affairs of Bowls Australia.

13.10 Removal of Director

- 13.10.1 Subject to the Act, Bowls Australia may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- 13.10.2 Unless otherwise resolved at a General Meeting, a Director removed under clause 13.10.1 cannot be re-appointed as a Director within 4 years of his/her removal.
- 13.10.3 The Act sets requirements for the removal of a director. Under s 203D, a public company may by resolution remove a director from office despite anything in:
 - 13.10.3.1 the company's constitution;
 - 13.10.3.2 an agreement between the company and the director; or
 - 13.10.3.3 an agreement between any or all members of the company and the director.
- 13.10.4 In order to comply with s 203D, the following must be complied with:
 - 13.10.4.1 Notice of intention to move the resolution must be given to the company at least 2 months before the meeting is to be held. However, if the company calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.
 - 13.10.4.2 The company must give the director a copy of the notice as soon as practicable after it is received.
 - 13.10.4.3 The director is entitled to put their case to members by:
 - 13.10.4.3.1 giving the company a written statement for circulation to members; and
 - 13.10.4.3.2 speaking to the motion at the meeting (whether or not the director is a member of the company).
 - 13.10.4.4 The written statement must be circulated by the company to members by:
 - 13.10.4.4.1 sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - 13.10.4.4.2 if there is not time to comply with clause 13.10.4.4.1 – having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
 - 13.10.4.5 The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

13.10.4.6 An Elected Director cannot be removed by other directors (it must be by resolution of Members).

13.11 Vacation of Office

13.11.1 The office of a Director becomes vacant when the Act says it does and also if the Director:

13.11.1.1 is removed under clause 13.10;

13.11.1.2 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

13.11.1.3 resigns office by notice in writing to Bowls Australia;

13.11.1.4 accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 13.2 and does not resign from that position; or

13.11.1.5 is not present personally at 2 consecutive Board meetings without leave of absence from the Board.

14. Powers and Duties of the board

14.1 Board to Manage Bowls Australia

14.1.1 The Board is to manage Bowls Australia's business and may exercise those of Bowls Australia's powers that are not required, by the Act or by this Constitution, to be exercised by Bowls Australia in General Meeting.

14.2 Specific Powers of the Board

14.2.1 Without limiting clause 14.1, the Board may exercise all Bowls Australia's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of Bowls Australia or of any other person.

14.3 Time, etc.

14.3.1 Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit.

15. Proceedings of the Board

15.1 Board Meetings

15.1.1 Subject to clause 15.1.2, the Board may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.

15.1.2 The Board must meet at least 5 times in each calendar year.

15.2 Questions Decided by Majority

15.2.1 A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote.

15.3 Chair's Casting Vote

15.3.1 The chair of the meeting will not have a casting vote.

15.4 Quorum

15.4.1 Five Directors present in person constitutes a quorum. Where there are:

15.4.1.1 eight or nine Directors of Bowls Australia, five Directors present in person shall constitute a quorum of meetings of the Board; and

15.4.1.2 six or seven Directors of Bowls Australia, four Directors present in person shall constitute a quorum of meetings of the Board.

15.5 Effect of Vacancy

15.5.1 The continuing Directors may act despite a vacancy in their number.

15.5.2 If the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

15.6 Convening Meetings

15.6.1 A Director may, and the CEO on the request of a Director must, convene a meeting of the Board.

15.7 Election and Role of President

- 15.7.1 At the first Board meeting following the AGM, the Board shall appoint a President from amongst the Directors in such manner as it determines appropriate.
- 15.7.2 Subject to clause 15.8, the person elected to the office of President under clause 15.7 will serve as President for 1 year (unless otherwise determined by the Board). The President may (unless otherwise determined by the Board) continue to serve as President where his/her term as Director has expired but only until a new President is elected.
- 15.7.3 The President will chair Board meetings and General Meetings. The President may delegate this role to another Director at any time.

15.8 Removal of President

- 15.8.1 During a meeting of the Board, the Directors may vote to remove a person from the office of President (but not from the office of Director) and at the same Board meeting or any other Board meeting elect one of their number to the office of President in accordance with clause 15.7. For the avoidance of doubt, the Board cannot pass a circular written resolution (under clause 15.9) to effect the removal of the President.

15.9 Circulating Resolutions

- 15.9.1 Subject to clause 15.8, the Board may pass a resolution without a Board meeting being held if a majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 15.9.2 Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.

15.10 Validity of Acts of Directors

- 15.10.1 Everything done at a Board meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

15.11 Conflicts

- 15.11.1 A Director shall declare to the Board that Director's interest in any matter in which any conflict of interest arises as defined by the Act, and unless otherwise determined by the Board, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.

15.11.2 In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

15.11.3 The CEO shall maintain a register of declared interests.

15.12 Minutes

15.12.1 The Board must cause minutes of meetings to be made and kept according to the Act.

15.13 Portfolios

15.13.1 The Board may allocate roles, portfolios and/or titles to Directors subject to the Constitution and any properly passed resolution of the Board. The allocation of portfolios or titles does not affect the powers and duties of Directors.

16. Telecommunication Meetings of Bowls Australia

16.1 Telecommunication Meeting

16.1.1 A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting under this clause 16, provided that:

16.1.1.1 the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or board Meeting (as applicable);

16.1.1.2 the meeting is convened and held in accordance with the Act and this Constitution.

16.1.2 All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with this clause 16.

16.2 Conduct of Telecommunication Meeting

16.2.1 The following provisions apply to a Telecommunication Meeting of Bowls Australia:

16.2.1.1 all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

16.2.1.2 each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

16.2.1.3 at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

- 16.2.1.4 a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- 16.2.1.5 a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- 16.2.1.6 a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

16.3 Election of Directors at a Telecommunications Meeting

- 16.3.1 Any election of Directors conducted at a General Meeting held by telecommunications must still comply with clause 12.2.1. Therefore, where a General Meeting is to be held by telecommunication and the election of Directors is one of the agenda items, the CEO must provide voting papers to Members prior to the meeting being held and all votes must be submitted within 24 hours of the Telecommunications Meeting.

17. Chief Executive Officer

17.1 Appointment of CEO

- 17.1.1 The Board must appoint a CEO.

17.2 Powers, Duties and Authorities of CEO

- 17.2.1 The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.
- 17.2.2 The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all times to the control of the Board.
- 17.2.3 The CEO's role will be to implement the strategies, plans and policies approved by the board and will be responsible for the management and direction of Bowls Australia and its finances.

17.3 Suspension and Removal of CEO

- 17.3.1 Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

17.4 CEO to Attend Meetings

- 17.4.1 The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of Bowls Australia, all meetings of the Board and any Committees and may speak on any matter, but does

not have a vote.

18. Company Secretary

18.1 Appointment of Company Secretary

18.1.1 There must be at least one Company Secretary who is to be appointed by the Board. A director or the CEO may be appointed as company secretary.

18.2 Suspension and Removal of Company Secretary

18.2.1 The Board may suspend or remove a Company Secretary from that office.

18.3 Powers, Duties and Authorities of Company Secretary

18.3.1 A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the board.

19. Committees

19.1 Committees

19.1.1 The Board may delegate any of its powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

19.2 Powers Delegated to Committees

19.2.1 A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the board.

19.2.2 Powers delegated to and exercised by a Committee are taken to have been exercised by the board.

19.3 Committee Meetings

19.3.1 Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

20. Policies

20.1 Policies

20.1.1 The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend Policies for the proper advancement, management and administration of Bowls Australia, the advancement of the Objects and Bowls as it thinks necessary or desirable. Policies must (as far as practicable) be in conformity with the Statutes and Regulations and must be consistent with this Constitution. Policies are binding on all Members.

20.1.2 The CEO shall bring to the notice of the Board and Members all Policies and any formulation, interpretation, amendment, alteration and repeal of them. Member States will draw such notices to the

attention of Members in their States. Notices are binding upon all Members.

20.1.3 All Policies and regulations of the Company in force at the date of the approval of this Constitution insofar as such policies and regulations are not inconsistent with, or have been replaced by this Constitution, shall continue in force under this Constitution.

20.2 Effect of Policies

20.2.1 A Policy

20.2.1.1 is subject to this Constitution;

20.2.1.2 must be consistent with this Constitution; and

20.2.1.3 when in force, is binding on all Members and has the same effect as a provision in this Constitution.

21. Inspection of Records

21.1 Right of Member States to Inspect Record

21.1.1 Member States shall have the right to inspect documents of Bowls Australia as permitted by the Act. Such inspection must be requested and undertaken in good faith and for a proper purpose.

22. Accounts

22.1 Accounting Records

22.1.1 The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

22.2 Auditor

22.2.1 A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

23. Service of Documents

23.1 Document includes notice

23.1.1 In this clause 23, document includes a notice.

23.2 Methods of Service on a Member

23.2.1 Bowls Australia may give a document to a Member:

- 23.2.1.1 personally;
- 23.2.1.2 by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- 23.2.1.3 by sending it to a fax number or electronic address nominated by the Member.

23.3 Methods of Service on Bowls Australia

23.3.1 A Member may give a document to Bowls Australia by:

- 23.3.1.1 delivering it to the registered office;
- 23.3.1.2 sending it by post to the registered office; or
- 23.3.1.3 sending it to a fax number or electronic address nominated by Bowls Australia.

23.4 Post

23.4.1 A document sent by post:

- 23.4.1.1 if sent to an address in Australia, may be sent by ordinary post; and
- 23.4.1.2 if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail; and
- 23.4.1.3 in either case is taken to have been received on the recognised postal services as determined by Australia Post.

23.5 Fax or Electronic Transmission

23.5.1 If a document is sent by fax or electronic transmission, delivery of the document is taken to:

23.5.1.1 be effected by properly addressing and transmitting the fax or electronic transmission; and

23.5.1.2 have been delivered on the business day following its transmission.

24. Indemnity

24.1 Indemnity of Officers

24.1.1 Every person who is or has been a:

24.1.1.1 Director;

24.1.1.2 CEO; or

24.1.1.3 Company Secretary,

24.1.2 is entitled to be indemnified out of the property of Bowls Australia against:

24.1.2.1 every liability incurred by the person in that capacity (except a liability for legal costs); and

24.1.2.2 all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:

24.1.2.2.1 Bowls Australia is forbidden by statute to indemnify the person against the liability or legal costs; or

24.1.2.2.2 an indemnity by Bowls Australia of the person against the liability or legal costs would, if given, be made void by statute.

24.2 Insurance

24.2.1 Bowls Australia will pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Company Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

24.2.1.1 Bowls Australia is forbidden by statute to pay or agree to pay the premium; or

24.2.1.2 the contract would, if Bowls Australia paid the premium, be made void by statute.

25. Winding Up

25.1 Contributions of Members on Winding Up

25.1.1 Each Member State must contribute to Bowls Australia's property if Bowls Australia is wound up while they are a Member or within one year after their membership ceases.

25.1.2 The contribution is for:

25.1.2.1 payment of Bowls Australia's debts and liabilities contracted before their membership ceased;

25.1.2.2 the costs of winding up; and

25.1.2.3 adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$20.00.

25.1.3 No other Member must contribute to Bowls Australia's property if Bowls Australia is wound up.

25.2 Excess Property on Winding Up

25.2.1 If on the winding up or dissolution of Bowls Australia, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

25.2.1.1 having objects similar to those of Bowls Australia; and

25.2.1.2 whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

25.2.2 That body is, or those bodies are, to be determined by the Member State at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

26. Alteration of Constitution

26.1.1 This Constitution can only be altered by Special Resolution of the Members in General Meeting

SCHEDULE 1: Member States

Bowls Victoria Incorporated (Trading as Bowls Victoria)

Bowls ACT Incorporated (Trading as Bowls ACT)

Bowls NT Incorporated (Trading as Bowls NT)

Bowls Queensland Limited (Trading as Bowls Queensland)

Bowls SA Incorporated (Trading as Bowls SA)

Bowls Tasmania Incorporated (Trading as Bowls Tasmania)

The Royal Western Australian Bowling Association Incorporated (Trading as Bowls WA)

Bowls New South Wales Limited (Trading as Bowls NSW)