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Constitution v5.1

ELSTERNWICK PARK SPORTS CLUB INC. ABN 73 283 694 056

Certificate of Incorporation Registration No. A0038075F

Revision History				
Version	**Status**	**Name**	**Date**	**Summary of Changes**
1.0	Final	Michael Constable	Aug 2013	Initial version prepared with assistance from Lander & Rogers
2.0	Updated	Michael Constable	31 Aug 2014	Inserted clause 31 (b) requiring minutes to be recorded for all board meetings.
3.0	Updated	Carol Finlay	30 Aug 2015	• Replaced references to 'chief executive' with 'secretary' • Removed shaded text suggestions from proforma document • Added golf and bowls bylaws as appendices
4.0	Updated	Marino Candusio	01 Sep 2016	• Updated 13.1 Quorum - from 20% of members to 10% of members
5.0	Updated	Marino Candusio	06 Apr 2017	• Replaced bowls by-laws with updated by-laws which were amended April 2016
5.1	Updated	Marino Candusio	11 Apr 2017	• Fixed error made in v4.0 update to 13.1 Quorum – from 10% of members (incorrect) to 15% as per AGM minutes

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Constitution of Elsternwick Park Sports Club v5.1

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Elsternwick Park Sports Club.

2. PURPOSES OF ASSOCIATION

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

(a) conduct, encourage, promote, advance and administer Bowls and Golf throughout its local area;

(b) act, at all times, on behalf of and in the interest of the Members and Bowls and Golf;

(c) affiliate and otherwise liaise with Bowls Victoria (including, but not limited to, its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rule and policy frameworks to further these purposes;

(d) affiliate and otherwise liaise with Golf Victoria (including, but not limited to, its Regions and Divisions), as well as Victorian Golf League, Golf Australia and/or World Golf and adopt their rule and policy frameworks to further these purposes

(e) abide by, promulgate, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of Bowls and related activities in Victoria;

(f) abide by, promulgate, enforce and secure uniformity in the application of the rules of Golf as may be determined from time to time by Victorian Golf League, Golf Victoria, Golf Australia and/or World Golf and as may be necessary for the management and control of Golf and related activities in Victoria;

(g) advance the operations and activities of the Club throughout the local area;

(h) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;

(i) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;

(j) apply for, hold and renew any liquor licence;

(k) have regard to the public interest in its operations; and

(l) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Club has all the rights, powers and privileges conferred on it under the Act, in particular section 16.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012*.

Affiliated Member means a natural person recognized by the Club as a Member under rule 5.2(e) from time to time. For the avoidance of doubt, such members must meet and maintain any criteria set by Bowls Victoria and Victorian Golf League from time to time for "Affiliated Members" (or equivalent) under its constitution.

Annual General Meeting means a meeting of Members convened in accordance with rule 10.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 6.

Appointed Director means a Director appointed under rule 15.4.

Board means the body consisting of the Directors under rule 15.2.

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 means Elsternwick Park Sports Club (consisting of Bowls and Golf sections)

Committee means any committee of the Board created under rule 20.4 from time to time.

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

Delegate means a person appointed by the Board to represent the Club at Bowls Victoria or Victorian Golf League or other meetings.

Director means a member of the Board and includes Elected Directors and Appointed Directors. Directors are typically called committee members at Elsternwick Park Sports Club.

Division means a cluster of Bowls clubs designated by Bowls Victoria and Golf Clubs designated by Victorian Golf League, Golf Victoria from time to time, brought together for the purpose of organizing competition within its boundaries and to carry out any other functions defined by Bowls Victoria and Victorian Golf League, and Golf Victoria from time to time.

Elected Director means a Director elected under rule 16.

Financial Year means the year ending on 30 June.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 11.

Golf – means the game of Golf as determined by World Golf with such variations as may be recognised by Golf Victoria, Golf League Victoria from time to time.

Life Member means an individual elected as such under rule 5.3(a).

Member means any person recognized as a member of the Club by the Board under rule 5 from time to time.

Chairman means the Chairman of the Club in accordance with rule 15.2 from time to time.

President means the president of the Bowls Club section or Golf Club section appointed in accordance with rule 15.2(b) from time to time.

Region means an area of Victoria having boundaries as approved by Bowls Victoria and Golf Victoria from time to time. A reference to "Region" also includes the committee or other body appointed to administer an approved area.

Register means the register of Members kept in accordance with rule 7.1.

Regulations means any regulations made by the Board under rule 32.

Special Resolution has the same meaning as the Act.

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

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

4.2 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.

4.3 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 can not 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

5. MEMBERSHIP OF CLUB

5.1 Categories of Member

The Members shall be, and shall be divided into, the following categories:

(a) Affiliated Members, who shall have the right to be present, debate and vote at General Meetings;

(b) Life Members, who shall have the right to be present, debate and vote at General Meetings; and

(c) such other category or categories of members as determined by the Board from time to time.

5.2 Application for Membership – Affiliated Member

(a) To be eligible for membership as an Affiliated Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time. For the avoidance of doubt, such members also must meet and maintain any criteria set by Bowls Victoria or the Victorian Golf League from time to time for "Affiliated Members" (or equivalent) under its constitution.

(b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Affiliated Member must be:

(i) in writing in the form prescribed by the Board from time to time;

(ii) accompanied by the appropriate fee or fees, if any; and

(iii) lodged with the Board or its nominee.

(c) The Board may, in its discretion, determine whether to approve or decline the application.

(d) If the Board does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

(e) If a person satisfies the criteria set by this rule 5.2 and the Board accepts the application for membership, the person shall be deemed an Affiliated Member, subject always to this Constitution.

5.3 Life Members

(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 natural person who has rendered distinguished service to the Club 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 Club'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.

(d) Transition – all existing life members from previous club constitutions remain life members under the new constitution.

5.4 Renewal of membership

(a) Affiliated Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

(b) Members other than Affiliated Members must reapply for membership as determined by the Board from time to time.

5.5 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

5.6 Effect of Membership

(a) Members acknowledge and agree that:

(i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;

(ii) they shall comply with and observe this Constitution and the Regulations;

(iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;

(iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Club; and

(v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

(b) Members may by virtue of membership of the Club and subject to this Constitution:

(i) 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;

(ii) make proposals or submissions to the Board;

(iii) engage and participate in any activity approved, sponsored or recognised by the Club; and

(iv) conduct any activity approved by the Club.

(c) A right, privilege or obligation of a person by reason of their membership of the Club:

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

6. SUBSCRIPTIONS AND FEES

(a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, 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 whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

(c) If any Member fails to pay the Annual Subscription within three (3) months of the commencement of the Financial Year in any year his membership shall henceforth cease but should a sufficient explanation be made to the Board it shall have the power to restore his name to the register upon payment of the amount due.

7. REGISTERS

7.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered the full name, address, category of membership, date of entry of the name of each Member and whether the Member has been granted voting rights.

7.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and provided that a written request is given.

8. RESIGNATION OF MEMBERS

8.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving thirty days notice in writing to the Club of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

8.2 Expiration of Notice Period

Upon the expiration of a notice given under rule 8.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

8.3 Forfeiture of Rights

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

9. EXPULSION, SUSPENSION OR FINING OF MEMBERS

9.1 Board Resolution

Subject to this Constitution, the Board may by resolution:

(a) expel a Member from the Club; or

(b) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or

(c) fine a Member; or

(d) impose such other penalty, action or educative process as it sees fit.

9.2 Basis for Board Resolution

The Board may take any action under rule 9.1 if the Board considers that the Member has:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;

(b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, or another Member; or

(c) brought the Club, Bowls or another Member into disrepute.

Such grounds do not constitute a grievance, and rule 22 does not apply.

9.3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in rule 9.2, the Board shall, as soon as practicable, serve on the Member a notice in writing:

(a) setting out the alleged breach of the Member and the grounds on which it is based;

(b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen days after service of the notice;

(c) stating the date, place and time of that meeting;

(d) informing the Member that he, she or it may do one or more of the following:

(i) attend that meeting;

(ii) give the Club prior to or at that meeting a written statement regarding the alleged breach.

9.4 Determination of Board

(a) At a meeting of the Board held in accordance with rule 9.3, the Board shall:

(i) give the Member every opportunity to be heard;

(ii) give due consideration to any written statement submitted by the Member; and

(iii) by resolution determine whether the alleged breach occurred.

(b) If the Board determines there was a breach of rule 9.2, it will determine what penalty (if any) shall be given to the Member.

9.5 Appeal to General Meeting

(a) Where the Board makes a determination under rule 9.4, the Member may appeal any part of that determination by providing the Board with notice setting out that they wish to appeal the determination to the Club in a General Meeting. Such notice of appeal must be provided within 48 hours of the Member receiving the determination of the Board.

(b) Where the Board receives a notice under rule 9.5(a), the Board shall convene a General Meeting to be held within 21 days (or longer period if the Board requires) of the date on which the Board received the notice.

(c) At a General Meeting of the Club convened under 9.5(b):

(i) no business other than the question of the appeal shall be transacted;

(ii) the Board may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;

(iii) the member shall be given an opportunity to be heard;

(iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(d) If at the General Meeting:

(i) two-thirds of the Members present and entitled to vote do vote in favour of the confirmation of the Board's determination, that determination is confirmed; and

(ii) in any other case, the determination is revoked.

9.6 Procedures

Subject to this rule 9 and any other relevant provision of this Constitution, the Board may regulate the procedures at its meetings and a General Meeting convened under this rule 9 as it thinks fit.

PART III- GENERAL MEETINGS

10. ANNUAL GENERAL MEETINGS

10.1 Annual General Meeting to be Held

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

10.2 Business

The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with this Constitution.

10.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

11. GENERAL MEETINGS

11.1 General Meetings May be Held

The Board may, whenever it thinks fit convene a General Meeting of the Club 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.

11.2 Request for General Meetings

(a) The Board shall convene a General Meeting upon receiving a request in writing from not less than 10% of Members 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 state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the The Board. The request may consist of several documents in a like form, each signed by one or more of the Members 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 Club, the Members 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 Members 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 Club to the persons incurring the expenses.

12. NOTICE OF MEETINGS

12.1 Notice to be Given for General Meetings

The Board shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member 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 30.

12.2 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 desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

13. PROCEEDINGS AT MEETINGS

13.1 Quorum

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 Club shall be *15 %* of Members.

(a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

(i) if convened upon the requisition of Members, shall be dissolved; and

(ii) in any other case, shall stand adjourned to:

(A) the same day in the next week at the same time and (unless Members 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.

13.2 Chairman to Chair

The Chairman shall chair each General Meeting of the Club. If the Chairman 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.

13.3 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 then 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. VOTING AT GENERAL MEETINGS

14.1 Voting Rights

Subject to any other provision of this Constitution, each Affiliated Member and Life Member shall be entitled to one vote at General Meetings.

14.2 Voting Procedure

(a) Subject to this rule 14, votes at a General Meeting shall be given in person by those present and entitled to vote.

(b) Subject to rule 14.4, 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 Chairman nor the chairperson of the meeting is entitled to exercise a second or casting vote.

14.3 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 Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14.4 Poll at General Meetings

If a poll is demanded by the chairperson or any two Members, 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.

14.5 Proxy and Postal Voting

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

PART IV – BOARD

15. BOARD

15.1 Powers of the Board

(a) The affairs of the Club shall be managed by the Board constituted under rule 15.2.

(b) Subject to this Constitution and the Act, the Board:

(i) shall control and manage the business and affairs of the Club;

(ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and

(iii) 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 Club.

15.2 Composition of Board

(a) The Board shall consist of:

(i) Five Elected Directors plus sectional (Golf and Bowls) presidents who must all be Affiliated Members and who shall be elected in accordance with rule 16; and

(ii) up to two Appointed Directors who may be appointed by the Elected Directors in accordance with rule 15.4.

(b) The position of Chairman shall be appointed by the Board annually from amongst its number. A Director may be re-appointed as Chairman.

(c) The Board may allocate portfolios to Directors if required.

15.3 Elected Directors

(a) Subject to rule 17 below, 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) Three Elected Directors shall be elected in every odd-numbered year and two in every even-numbered year.

(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.

15.4 Appointed Directors

(a) The Elected Directors may appoint up to two Appointed Directors. An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Bowls. The Appointed Director does not need to be an Affiliated Member.

(b) The Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of two years.

15.5 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 end of the term of the Elected Director they are replacing.

15.6 Transitional Arrangements

(a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 15.6 shall apply from the date of adoption of this Constitution.

(b) For the first transitional AGM three Directors with a two year term and two Directors for a one year term being a total of five elected Directors.

16. ELECTION OF ELECTED DIRECTORS

(a) The Secretary shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations in a manner determined by the Board.

(b) Nominations of candidates for election as Elected Directors shall be:

(i) made in writing on the form provided by the Club from time to time (if any), signed by two Affiliated Members as nominees and accompanied by the written consent of the nominee. The candidate must be an Affiliated Member; and

(ii) delivered to the Board or person nominated by the Board by the date specified on the call for nominations.

(c) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

(d) If there are insufficient nominations received to fill all vacancies on the Board the remaining positions will be deemed casual vacancies under clause 15.5.

(e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.

(f) 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.

17. VACANCY ON THE BOARD

17.1 Grounds for Termination of Director

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

(a) in the case of an Elected Director, ceases to be an Affiliated Member;

(b) becomes bankrupt;

(c) resigns their office by notice in writing given to the Club;

(d) is subject to any sanction by the Board, which sanction is confirmed by the Members, under rule 9;

(e) is directly or indirectly interested in any contract or proposed contract with the Club 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 or provided reasonable excuse for such absence.

17.2 Removal of Director

(a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member 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 17.2(a) makes representations in writing to the Board or the Chairman and requests that such representations be notified to the Members, the Board or the Chairman may send a copy of the representations to each Member 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.

18. QUORUM AND PROCEDURE AT BOARD MEETINGS

18.1 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 18, 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 business to be transacted, shall be served on each Director by:

(i) delivering it to that Director personally;

(ii) 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.

18.2 Quorum

(a) Four Directors shall 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 Chairman.

(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.

18.3 Procedures at Board meetings

(a) At meetings of the Board, the Chairman shall chair the meeting. If the Chairman 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 Elected Director and Appointed 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; neither the chairman nor chair may exercise a second or casting vote.

(d) 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.

(e) 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:

(i) 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;

(ii) 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;

(iii) 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

(iv) 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.

19. DIRECTORS' INTERESTS

19.1 General Principle

A Director is disqualified from:

(a) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or

(b) contracting with the Club 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 Club without the approval of the Board, will be voided for such reason.

19.2 Disclosure of Interests

The nature of the 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.

19.3 General Disclosure

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 19.2 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.

19.4 Recording Disclosures

It is the duty of the Board to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rules 19.2 and 19.3.

19.5 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.

20. DELEGATED POWERS AND DUTIES

20.1 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:

(i) this power of delegation; and

(ii) 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.

20.2 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.

20.3 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 clause 18. 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.

20.4 Committees

(a) As set out in rule 20.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee 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.

(b) A Director or the Secretary shall be ex-officio members of any committee so appointed.

20.5 Sections

(a) There shall be two Sports sections, known as the Bowls and Golf sections.

(b) Members may participate and associate with either, or both, sections.

(c) The sections shall each be responsible to the Board for the management and conduct of all section Golf and Bowls activities including pennant, social bowls and golf, respective Club championships, Club events and any other special events approved by the Board. The sections shall be jointly responsible to the Board for the conduct of such mixed events as are approved by the Board.

(d) The Board shall determine in writing (Section Rules) how the duties and powers afforded to the sections shall be exercised. As for any Committee, the exercise of such powers and duties must conform to any directions or Regulations that may be prescribed by the Board.

(e) Sectional Rules are to be produced by the Sections (Golf and Bowls) and submitted to the board for approval.

20.6 Delegates of Clubs

(a) The Board shall appoint Delegates to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Victorian Golf League, Golf Victoria, Bowls Victoria meetings and Region and Division meetings.

(b) The Club shall advise Bowls Victoria prior to a relevant meeting or event who its Delegates will be. If the Club does not provide notification to Bowls Victoria, the President and secretary of the Bowls section shall be deemed to be the Delegates.

(c) The Club shall advise the Victorian Golf League prior to a relevant meeting or event who its Delegates will be. If the Club does not provide notification to Victorian Golf League, the President and secretary of the Golf section shall be deemed to be the Delegates.

PART V – MISCELLANEOUS

21. LIQUOR LICENCE/S

21.1 Receipts for the supply of liquor

The Club must not pay any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.

21.2 Management of the Club

In accordance with rule 15, the Directors constitute the management committee of the Club and have responsibility for the affairs of the Club.

21.3 Guests

(a) A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a Member.

(b) A person can not:

(i) be admitted as an honorary member or temporary member of the Club; or

(ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.

21.4 Register of guests

Where a guest in the company of a Member is admitted to any part of the licensed premises, the The Board shall keep on the Club premises a register of such a guest and such register must contain the:

(a) name and address of each guest; and

(b) date on which each guest attended the premises.

22. GRIEVANCE PROCEDURES

(a) The grievance procedure set out in this rule applies to disputes under this Constitution between:

(i) a Member and another Member; or

(ii) a Member and the Club.

(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:

(i) a person chosen by agreement between the parties; or

(ii) in the absence of agreement:

(A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or

(B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(e) A Member can be a mediator.

(f) The mediator cannot be a Member 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:

(i) give the parties to the mediation process every opportunity to be heard; and

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) 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.

23. SOURCES OF FUNDS

The funds of the Club shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

24. APPLICATION OF INCOME

(a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.

(b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

25. 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.

26. COMMON SEAL

(a) The Club may have a Seal upon which its corporate name shall appear in legible characters.

(b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

27. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

28. DISSOLUTION

(a) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

(b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Club 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 Members 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.

29. INDEMNITY

(a) Every Director and employee of the Club shall be indemnified out of the property and assets of the Club 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 Club 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:

(i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and

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

30. SERVICE OF NOTICES

(a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member'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.

31. CUSTODY OF BOOKS AND OTHER DOCUMENTS

(a) Except as otherwise provided in this Constitution, the Secretary shall keep in his or her custody or control all books, documents and securities of the Club.

(b) The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

(c) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Club, unless authorised in writing by the Board.

(d) Members to have access to, and be able to obtain copies of, the records, securities and other relevant documents of the incorporated association.

(e) Members to have access to, and to be able to obtain copies of, minutes of general meetings, including financial statements submitted at general meetings.

32. 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 be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Club premises.

(b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.

NOTE:
Regulations are known as By-Laws at Elsternwick Park Sports Club. Golf Section By-Laws and Bowls Section By-Laws are attached below as appendices to this constitution but do not form part of the EPSC constitution.

APPENDIX A ELSTERNWICK PARK SPORTS CLUB BOWLS SECTION BY-LAWS

BOWLS SECTION COMMITTEE

1. (a) There shall be one committee of this section who will be responsible for the affiliation of the section members with Bowls Victoria and associated interests.

(b) The officers and committee of this section shall be elected by the respective Bowls Section members at the Annual General Meeting of the section, to be held during the first 14 days of May in each year and shall be responsible to the board for the management of the day to day running of the Bowls Section, and associated activities, (including organisation of Club championships and special tournaments), arranging rosters and working bees, and to give support to all sub-committees and appointed officers, to receive reports from sub-committees for presentation to the board and to enter pennant teams.

(c) The officers of the Bowls Committee shall consist a President, Secretary and up to eight (8) Committee Members.

(d) The Committee has the right to appoint up to a further three members to the Committee. These appointments should be based on a skills analysis.

(e) The Section Committee should meet at least monthly for transaction of the business of the section.

(f) To be eligible for a position on the Section Committee, members must be a financial Full Member or Life Member of the Bowls Section.

(g) Unless it is expressed to the contrary, the Constitution and Rules shall apply to the Annual General Meeting of the respective bowls sections.

DUTIES OF OFFICERS OF BOWLS SECTION

2. **President:** The duties of the President shall be to preside at Committee and Annual or Special General Meetings of the Bowls Section, to regulate and keep order at all proceedings and to carry into effect the Constitution and By-Laws of the Bowls Section.

3. **Secretary:** The duties of the Secretary shall be:-

(a) To attend all meetings of the Section Committee and to record minutes of all meetings in a book to be kept for that purpose.

(b) To deal with the relevant Affiliated Association (Bowls Victoria) on all current matters related to pennant and championship competitions.

4. **Committee Vacancies:**

The Bowls Section shall have power, should a vacancy occur on their committee, to fill such vacancy for the unexpired term, from the members of the Bowls Section qualified to accept office.

SUB-COMMITTEES AND APPOINTEES

5. The Bowls Committee will appoint any sub- committees that they deem suitable to assist in the running and maintenance of the Bowls Section.

ASSOCIATION DELEGATES

6. (a) The delegates to Bowls Victoria and the Sandbelt Region controlling the game of bowls shall be appointed by the Bowls Committee.

(b) Any delegate absenting themselves from two consecutive meetings of the Sandbelt Region, without good and valid reason to the satisfaction of the Bowls Committee shall be removed from the position and a new appointment made by the Bowls Committee.

SELECTION COMMITTEE

7. (a) The Selection Committee, shall comprise up to seven (7) members. The committee members shall be elected by the Bowls Section members at the Annual General Meeting of the Bowls Section. The number of selectors to be elected shall be decided by the respective Bowls Committee four (4) weeks prior to the nomination sheets being displayed on the club notice board.

(b) The Club Coach shall automatically be an additional Selection Committee Member [an 8th member to the possible seven (7) elected at the Annual General Meeting]. Membership of the Selection Committee shall be a requisite of their duties of the position after appointment.

(c) At the first meeting after their election, the members of the Selection Committee shall elect a Chairperson from among themselves.

(d) The duties of the Selection Committee shall be to arrange and select all teams for the Tuesday and Saturday pennant and Electric Light competitions; and control and manage all pennant fixtures and practices. The Selection Committee shall arrange for handicapping, when necessary, of all tournaments that require handicapping.

(e) In the event of any member, or members, of the Selection Committee vacating their position, for any reason whatsoever, then such vacancy shall be filled by another financial member of the Bowls Section or members to be appointed by the Section Committee.

(f) The Selection Committee has the authority to select and appoint up to an additional three (3) members as Committee Members based on their skills, experience and suitability for the position whenever needed.

(g) Subject to any agreement with the Club Coach, a final decision on any matter within the Selection Committee's power shall rest entirely with the Selection Committee.

(h) To be eligible for a position on a Selection Committee, members must be a financial Full Member or Life Member of the Bowls Section.

LAWS OF THE GAME OF BOWLS

9. The laws of the game of bowls as adopted from time to time by Bowls Australia shall apply to all games played under the control of the Club. Failure to observe any such laws will render the offending player liable to disqualification from competition or selection for pennant.

MEMBERSHIPS

10. (a) Full Membership, Full Golf/Bowls Membership, Pensioner Membership, Life Membership and Junior Membership entitlements are:

Enter and play in all Bowls Australia and Bowls Victoria Masters events including pennant.

(b) Social Membership entitlements are:

To enter and play in Club social bowls games, use the Club's facilities including "roll-up" at convenient times and enter any non-Masters events run by the Club.

APPENDIX B ELSTERNWICK PARK SPORTS CLUB GOLF SECTION BY- LAWS

GOLF SECTION COMMITTEE

1. (a) There shall be one committee of this section who will be responsible for the affiliation of the Section Members with the Victorian Golf League and associated interests.

(b) The Officers and Committee of this Section shall be elected by the respective Golf Section Members at the Annual General Meeting of the Section, to be held during the first 14 days of May in each year and shall be responsible to the Board for the management of the day to day running of the Gol Section, and associated activities, (including organisation of handicaps, Club Championships and Special Tournaments.

(c) The Officers of the Golf Section shall consist of a President, Secretary, Treasurer and two (2) Committee Members.

(d) The Committee has the right to appoint up to a further three members of the Committee. These appointments should be based on a skills analysis.

(e) The Section Committee should meet at least monthly for transaction of the business of the Section.

(f) To be eligible for a position on a Section Committee, Members must be a financial Full Member or a Life Member of the Elsternwick Park Sports Club Inc.

(g) Unless it is expressed to the contrary the Constitution and Rules shall apply to the Annual General Meeting of the respective Golf Section.

DUTIES OF OFFICERS OF GOLF SECTION

2. **President :** The duties of the President shall be to preside at Committee and Annual or Special General Meetings of the Golf Section, to regulate and keep order at all proceedings and to carry into effect the Constitution and By-Laws of the Golf Section.

3.1 **Secretary:** The duties of the Secretary shall be:-

(a) To attend all meetings of the Section Committee and to record minutes of all meetings in a book to be kept for that purpose.

(b) To deal with the relevant Affiliated Association (Victorian Golf League) on all current matters.

3.2 Captain:

The duties of the Club Captain shall be:

(a) To run ALL Club Competitions within the Rules of Golf and implement Local Rules.

(b) To Chair the Match Committee and adjudicate any protests, disputes that may arise from time to time.

(c) To check ALL Competition score cards to determine winners.

(d) To compile the Annual Club Competition Syllabus.

4. Treasurer:

The duties of the Treasurer shall be:-

(a) On behalf of the Section, to receive all monies belonging to the funds of the Club, and within a reasonable time arrange for such funds to be banked and accounted to the Honorary Board Treasurer.

(b) Authorise spending of monies within a budget as set down by the Board and with their consent.

5. Committee Vacancies:

The Golf Section shall have power, should a vacancy occur on their Committee, to fill such vacancy for the unexpired term, from the Members of the Golf Section qualified to accept office.

SUB-COMMITTEES AND APPOINTEES

6. The Golf Committee will appoint any sub- committees that they deem suitable to assist in the running and maintenance of the Golf Section.

ASSOCIATION DELEGATES

7. (a) The delegates to the Victorian Golf League shall be appointed by the Golf Section Committee.

RULES AND COMPETITION

8. (a) The rules of golf as amended from time to time by the "Royal and Ancient Golf Club of St Andrews" except in sofar as they are modified from time to time by the local rules of Elsternwick Park Golf Club, shall apply to all competitions.

(b) Except where otherwise provided all newly elected members and persons with restricted membership must have their subscriptions paid and allotted a handicap before being eligible to compete in any Club Competitions.

(c) Members must return to the Handicapper cards for all competitions for which they enter – Penalty to apply: Ineligible to receive a trophy for the next competition the member enters.

(d All ties in the competitions shall be decided by the Match Committee

(e) A competitor in a club competition shall have his name placed on the entry sheet or book provided for the purpose and the prescribed competition fee paid. If the fee is not paid the member is not qualified in that competition and will be required to pay before being eligible to win a club competition. His card will be taken into account by the Handicapper.

(f) In ALL Club Competitions a competitors card must be marked and signed by a member of the club or a Marker appointed by a member of the Committee and countersigned by the competitor – Penalty: Disqualification.

(g) A protest must be lodged in writing with the Secretary or a Committee Member before 7pm on the day of the competition. Protests must be signed by the protestor and contain the grounds by which it is made.

(h) The Committee may refuse entry to a competition without being required to give a reason.

(j) Any member who is a member of any other club must nominate which is to be his home club. All competition scores in other clubs in which he has competed, must be returned to his home club.

(k) In all club competitions a match consists of not less than three members unless permission is granted by a Committee Member under extreme circumstances.

(l) A member may participate in a major club event if he vhas played in six or more club events in the previous 12 months. Match play, pennant matches, 4BBB and ambrose will NOT be acceptable. New members must have an Australian handicap to enter competitions.

(m) Ties for winners in club championships, foursome and mixed foursome championships shall be decided by a 18 hole stroke play playoff. Should there be a further tie, play shall continue hole by hole until one side leads by one or more strokes.

(n) All matches must finish on the day of competition.

MATCH COMMITTEE

9. (a) A match Committee will be elected/appointed by the Members.

MEMBERSHIPS

10.(a) New Members must submit three 18 hole cards in our Club Competition to obtain a club and Australian handicap.