

R U L E S O F

**RAYMOND TERRACE BOWLING CLUB
CO-OPERATIVE LIMITED**

**UNDER THE
CO-OPERATIVES NATIONAL LAW
2014 (NSW)**



September 2020

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PART 1 PRELIMINARY

1. Application of these Rules

These Rules are the Rules of **Raymond Terrace Bowling Club Co-operative Limited**.

2. Definitions

In these Rules, unless the context otherwise requires:

- (1) **“active member”** means a member who is in active membership within the provisions of Rule 2, Division 1 (5).
- (2) **“alter”** or similar word or expression used in relation to a Rule amendment includes add to, substitute and rescind.
- (3) **“Annual General Meeting”** means the Annual General Meeting held each year as required by the Law and these Rules.
- (4) **“Association”** means Newcastle District Bowls Association.
- (5) **“auditor”** means an auditor or auditors for the time being of the Club appointed in accordance with Rule 55.
- (6) **“ballot paper”** means a ballot paper in paper or electronic form.
- (7) **“banking account”** includes an account with a credit union or building society registered, or authorised to operate, under the Australian Prudential Regulation Authority Act and the Banking Act into which the Club's monies may be paid.
- (8) **“basic minimum financial statements”** means the financial statement required of a small Club under the National Regulations.
- (9) **“board”** means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with Rule 45, being not less than a quorum or a majority, as the case may be of the Club.
- (10) **“bowling member”** means a member who has paid an annual fee to join a club for the purpose of playing organised bowls.
- (11) **“business day”** means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales.
- (12) **“chairperson”** includes deputy chairperson.
- (13) **“Club”** means Raymond Terrace Bowling Club Co-operative Limited.
- (14) **“CNL”** is a reference to the Clubs National Law as applying in this jurisdiction.
- (15) **“director”** means a director of the Club.
- (16) **“financial year”** means the financial year of the Club as specified in Rule 53.
- (17) **“guest”** in relation to a full member, a provisional member or an honorary member of the Club, means a person:

- (a) whose name and address, countersigned by the member, are entered in a register kept for the purpose by the Club; and
 - (b) who, at all times while on the Club premises, remains in the reasonable company of the member; and
 - (c) who does not remain on the Club premises any longer than the member.
- (18) **“honorary member”** means a person who, under the Rules of the Club and the Clubs Act, is an honorary member of the club.
- (19) **“life member”** means a person who is elected to membership of the Club for life.
- (20) **“may”** or a similar word or expression used in relation to a power of the board indicates that the power may be exercised or not exercised at the Board's discretion.
- (21) **“month”** means calendar month.
- (22) **“notice board”** means the board or boards provided on the Club premises on which notices for the information of members is posted.
- (23) **“officer”** includes the Chairperson, Directors, Chief Executive Officer, and Secretary, duly appointed Manager or person who is concerned or takes part in the management of the Club.
- (24) **“ordinary member”** means a member of the Club, other than a life member, provisional member, honorary member or temporary member.
- (25) **“postal ballot”** includes a special postal ballot.
- (26) **“prescribed”** means prescribed by the Law or under the Law by Regulation.
- (27) **“provision”** in relation to the Law, means words or other matter that form or forms part of the Law, and includes:
- (a) A chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph, or schedule of or to the Law; and
 - (b) a section, clause, subclause, item, column, table or form of or in a schedule to the Law; and
 - (c) the long title and any preamble to the Law.
- (28) **“provisional member”** means a person who has applied for admission as a full member of the Club, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application.
- (29) **“regulation”** means a regulation made under the Law, and any regulation that applies to a Club by way of a transitional regulation made under the Law.
- (30) **“regulations”** means regulations made by the board that are currently in force.
- (31) **“Rules”** mean the registered Rules of the Club as amended from time to time and reference to particular Rules has a corresponding meaning.

- (32) “**shall**” or a similar word or expression used in relation to a power of the board indicates that the power must be exercised, subject to the Law or the Rule granting the power.
- (33) “**social member**” means a member who pays the appropriate membership fee for this category.
- (34) “**special resolution**” means a resolution which is passed in accordance with Rule 33.
- (35) “**temporary member**” means a person who, under the Rules of the Club, is a temporary member of the club.
- (36) “**the Clubs Act**” means the Registered Clubs Act.
- (37) “**the Club**” means Raymond Terrace Bowling Club Co-operative Limited.
- (38) “**the Law**” means the Clubs National Law as applying in this jurisdiction.
- (39) “**the National Regulations**” means the Clubs National Regulations as applying in this jurisdiction.
- (40) “**the Registrar**” means the Registrar of Clubs or any person delegated the Registrar’s functions.
- (41) “**the secretary**” means any person appointed by the board as secretary of the Club in accordance with the Rules.
- (42) “**the State**” means the state of New South Wales.
- (43) “**writing**” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and written has a corresponding meaning.
- (44) words importing one gender include the other genders.
- (45) words in the singular include the plural, and vice versa.
- (46) Words or expressions used have the same meanings as those given to them by the Law.

3. Name of the Club (CNL ss220-222 & 224)

The name of the Club is **Raymond Terrace Bowling Club Co-operative Limited.**

4. Registered Clubs Requirements

Subject to the provisions of the Clubs Act:

- (1) Liquor shall not be sold, supplied or disposed of on the premises of the club to any person, other than a member, except on the invitation and in the company of a member. This paragraph does not apply if the club is the holder of a Certificate of Registration under the Clubs Act in respect of the sale or disposal of liquor to any person at a function in respect of which authority is granted to the club under the Clubs Act.
- (2) Liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of eighteen years.
- (3) A person under the age of eighteen years shall not use or operate poker machines on the premises of the club.
- (4) All visible promotional and advertising matter relating to the facilities of the club must include a statement that is at least as visible as the promotional or advertising matter and is to the effect that the matter is for the information of members and their guest.
- (5) All audible promotional and advertising matter relating to the facilities of the club must include a statement that is at least as audible as the promotional or advertising matter and is to the effect that the matter is for the information of members and their guest.

PART 2 MEMBERSHIP

DIVISION 1 MEMBERSHIP GENERALLY

5. Active membership provisions (CNL ss112 (2), 144, 148 & 156–16)

In accordance with Part 2.6 of the Law:

- (a)
 - (i) The promotion of the game of Bowls is the primary activity of the Co-operative
 - (ii) A member shall:
 - (A) Be a Bowling member or Pensioner member and pay an annual subscription in accordance with these rules of not less than Two Dollars (\$2.00) but in any event not less than the minimum subscription provided from time to time by the Registered Clubs Act.
 - (B) Be awarded Life membership in accordance with Rule 6, in order to establish active membership of the Co-operative;
- (b)
 - (i) The provision and maintenance of other recreational facilities for social, literary and other lawful purposes for the benefit of members and their guests shall be primary activity of the Co-operative; and

- (ii) A member shall be an Associate member, Social member or Junior Bowling member who pays an annual subscription as determined by the Board in accordance with Rule 7 in order to establish active membership of the Co-operative.

6. Qualifications for membership (CNL s112)

A person qualifies for membership of the Club if the person is able to use or contribute to the services of the Club.

- (1) A person shall not be admitted as a member of the Club unless:
 - (a) The board believes that the applicant will be an active member; and,
 - (b) The applicant is a person.
- (2) Club membership shall consist of the following classes:
 - (A) Ordinary members
 - (i) Bowling members
 - (ii) Pensioner members
 - (iii) Social members
 - (iv) Junior bowling members
 - (v) Multi members
 - (B) Life members
 - (C) Honorary members
 - (D) Temporary members
 - (E) Provisional members
- (3) The rights, duties and entitlements of the various classes of membership are as follows:

ORDINARY MEMBERS

The requirements for eligibility of persons for election to ordinary membership shall be:

- (i) **Bowling Members:**

All bowling members must be registered with Bowls NSW regardless of whether the person participates in pennants or championship events or not. This entitles the member to play bowls on a regular basis.
- (ii) **Pensioner Members**

Persons who have had at least one year's full membership in a bowling club and who are in receipt of a Commonwealth pension and who are elected by the board, or transferred, to pensioner membership of the club.

(iii) **Social Members:**

Social members are those persons who have attained the age of 18 years and have made application for, and been approved by the board for, social membership.

(iv) **Junior Members:**

Junior Members are those persons who have not attained the age of 18 years but who have attained the minimum age as determined from time to time by Bowls NSW, or the NSW Women's Bowling Association. The board must receive written consent from the applicant's parent or guardian to that person becoming a junior member and taking part in the sport of lawn bowls for the Club.

(v) **Multi Members:**

Multi members are those members who have attained the age of 18 years and are a bowler registered with Bowls NSW, or the NSW Women's Bowling Association, and a District Bowling Association at another bowling club.

(B) LIFE MEMBERS

(a) A life member is a person who has had life membership conferred on him/her by the Club at a general meeting.

(b) A nominee for life membership must be a person who, in the opinion of the board, has given exceptional, unusual or meritorious and outstanding service to the Club over and above the course of his/her normal duties as a member and who has been a member of the club for a continuous period of not less than ten (10) years.

(c) The nomination of a life member shall be in writing, proposed and seconded by either a life or bowling member, and handed to the chairperson of the board.

(d) If the board approves the nomination, it shall be submitted in the form of a resolution at the next annual general meeting.

(e) A life member shall:

(i) Not be liable to pay an annual subscription; and

(ii) Enjoy all the privileges of a member, as determined by the Board.

(C) HONORARY MEMBERS:

(a) The following may be made an honorary member of the club:

(i) The patron or patrons of the Club for the time being; and

(ii) Any prominent person visiting the Club for a special occasion.

(D) TEMPORARY MEMBERS:

- (a) Temporary members are those persons who have attained the age of eighteen (18) years and whose ordinary place of residence is:
- (i) more than 5 kilometres from the premises of the registered club; or
 - (ii) less than 5 kilometres from the premises of the registered club and the person is;
 - (1) A member of another registered club with similar activities/objects to those of the Club; or
 - (2) A member of another registered club who is attending the premises of the Club for the purpose of an organised sport or competition to be conducted by the Club on that day.
- (b) Temporary members shall not be required to, nor permitted to vote at any meeting of the Club.
- (c) Temporary members shall not be eligible to hold office in the Club.
- (d) Temporary members shall otherwise be entitled to enjoy all the rights and privileges of and be subject to the duties and obligations of a member of the Club for the period of appointment.
- (e) The period of appointment of a Temporary member shall not exceed seven days and may be revoked at any time by the Board, or any member of the Board, without assigning reasons.

(E) PROVISIONAL MEMBERS:

Any person who has made application for admission as a member of the club, paid the annual subscription appropriate for the membership applied for and is awaiting a decision on the application, shall be a Provisional member.

(4) Voting rights

Bowling members, pensioner members and life members shall have full voting rights at annual general meetings or special general meetings of members.

Social members shall be entitled to the vote for the election of the board at annual general meetings or special general meetings of members but shall have no other voting rights.

Each member entitled to vote shall have one vote.

7. Entry fees and regular subscriptions (CNL S124)

- (1) The annual subscription shall be determined from time to time by the board and published at the registered office or on the website of the Club.
- (2) The annual subscription shall not be less than \$2.00 and shall not exceed \$100.00.

8. Membership applications

- (1) Applications for membership must be made on the application form approved by the board for use at the applicable time and must be lodged at the registered office accompanied by payment of the applicable annual subscription.
- (2) Every application must be considered by the board.
- (3) If the board approves of the application, the applicant's name and any other information required under the Law must be entered in the register of members within 28 days of the board's approval.
- (4) The applicant must be notified in writing of the entry in the register and the applicant is then entitled to the privileges attached to membership.
- (5) The board may, in its absolute discretion, refuse an application for membership.
- (6) The board need not assign reasons for the refusal. On refusal any amounts accompanying the application for membership must be refunded within 28 days without interest.

9. Cessation of membership (CNL s117)

A person ceases to be a member if:

- (a) the membership ceases in any circumstances specified in section 117 of the Law.
- (b) the member no longer qualifies for membership under Rule 5; or,
- (c) for any other reason set out in these Rules and having that effect .

10. Disciplinary Action by a Club, District or Zone

- (1) For a Bowls Related Incident:
 - (a) If a bowling member, through the due process of a disciplinary hearing conducted by a club, district or zone ("**Tribunal**"), is found guilty of an incident of misconduct which:
 - (i) Directly relates to the game of bowls; and/or
 - (ii) Occurs during the course of an association event; and/or
 - (iii) Is found by the Tribunal (as may be varied by subsequent appeal/s) to have brought the game of bowls into disrepute;

that bowling member shall be ineligible to play or officiate at any level of bowls at any club for a period which shall be equal to the term of suspension imposed by the hearing up to a maximum period of one (1) year from the date of the disciplinary hearing, whichever is the earlier.
 - (b) A bowling member who is under an order of suspension or expulsion, or who has resigned their membership the Club because of an impending disciplinary hearing, or citation for a bowls related incident shall not be eligible to apply for, or receive a Club clearance or transfer to another club.

- (2) Notification of Bowls Related Incident
- (a) A disciplinary notification form must be completed and signed by the club, district or zone imposing the disciplinary penalty and sent to the association office (C/o the Chief Executive Officer) within fourteen (14) days from the date of the disciplinary hearing, or otherwise from the date of any subsequent appeals being resolved.
 - (b) Any notification received outside of a fourteen (14) day period shall not be accepted.
 - (c) Details which must be notified to the association on the disciplinary notification form are:
 - (i) Full name and registration number of the disciplined bowling member/s.
 - (ii) Date and venue of disciplinary hearing and/or appeal hearing if any.
 - (iii) Confirmation that disciplinary hearing was conducted in compliance with the club, district or zone constitution and the disciplinary policy.
 - (iv) Name of club, district or zone that conducted the hearing.
 - (v) Confirmation that the incident or misconduct was bowls related in accordance with Bowls NSW Regulation 8.1.
 - (vi) Any other documentation deemed relevant.
- (3) Disciplinary Action for Non-Bowls Related Incident
- (a) If a person is suspended or expelled by a club for an incident, which is deemed by a disciplinary hearing, not to be directly related to the game of bowls and/or not to bring the game of bowls into disrepute, it is at the discretion of that club as to whether the person is permitted to play or officiate at their club during the term of suspension.
 - (b) If a member is under a term of suspension at their declared club for a Non-Bowls Related Incident, the member may enter and play in any association events which are not played at their declared club.
 - (c) If a registered player is under a term of suspension at their declared club for a Non-Bowls Related Incident, it is at the discretion of their declared club as to whether the registered player is permitted to enter or play in association events, regardless of the venue.
- (4) Appeals
- A bowling member has a right of appeal in accordance with the appeals policy.

11. Expulsion of members (CNL s117)

- (1) A member may be expelled from the Club by special resolution to the effect:

- (a) That the member has seriously or repetitively failed to discharge the member's obligations to the Club under these Rules or a contract entered into with the Club under section 125 of the Law; or
 - (b) That the member has acted in a way that has:
 - (i) Prevented or hindered the Club in carrying out its primary activity or one or more of its primary activities; or
 - (ii) Brought the Club into disrepute; or
 - (iii) Been contrary to one or more of the Club principles as described in section 10 of the Law and has caused the Club harm.
- (2) Written notice of the proposed special resolution (expulsion) must be given to the member at least 28 days before the date of the meeting at which the special resolution is to be moved, and the member must be given a reasonable opportunity of being heard at the meeting.
- (3) At the general meeting when the special resolution for expulsion is proposed the following procedures apply:
- (a) At the meeting, the member must be afforded a full opportunity to be heard and is entitled to call witnesses and cross-examine witnesses called against the member.
 - (b) If the member fails to attend the general meeting at the time and place mentioned, without reasonable excuse, the member's alleged conduct must be considered and the Club may decide on the evidence before it, despite the absence of the member.
 - (c) Once the alleged conduct is considered, the Club may decide to expel the member concerned.
 - (d) The Club must not make a decision on the alleged conduct or on expulsion, except by vote by secret ballot of the members present in person and entitled to vote.
 - (e) A motion for the decision is not taken to be passed unless at least two-thirds of the members present in person vote in favour of the motion.
- (4) An expelled member must not be re-admitted as a member unless the re-admission is approved by special resolution.

12. Resignation of members (CNL s117)

A member may resign from a Club by giving 7 days' notice in writing to the board in the form approved by the board.

13. Monetary consequences of expulsion or resignation (CNL s128)

- (1) If a member is expelled or resigns from the Club, all amounts owing by the former member to the Club become immediately payable in full.

- (2) Subject to section 128 of the Law, payment to the expelled or resigning member of any amount owing by the Club to the former member:
 - (a) Must be made at the time decided by the board but within one year from the date of expulsion or resignation; or
 - (b) May be applied at the time decided by the board, but within one year from the date of expulsion or resignation, in the manner set out in section 128 of the Law, if there is agreement by the board and former member or if the board considers that repayment would adversely affect the financial position of the Club.

14. Suspension of members

- (1) The Board may, by resolution of two-thirds (2/3) majority, suspend a member for a period not exceeding one (1) year, who do any of the following acts:
 - (a) infringe any of the Rules or regulations of the Club;
 - (b) fail to discharge obligations to the Club, whether prescribed by these Rules or arising out of Contract; or
 - (c) conduct themselves in a manner prejudicial or detrimental to the interests of the Club.
- (2) At least seven (7) days written notice stating the date, time and place of the meeting shall be given to any member whose act is to be considered by the Board. The written notice shall also state the nature of the act which, in the Board's opinion, has been committed by the member.
- (3) At the meeting, the member shall be afforded a full opportunity to be heard and shall be entitled to call witnesses and to cross-examine witnesses called against the member. If the member fails to attend at the time and place mentioned, without reasonable excuse, the act shall be considered and the Board may decide on the evidence before it, in spite of the member's absence, but having regard to any representations made to it in writing by the member charged. Once the act has been considered, the Board may decide to suspend the member who allegedly committed the act.
- (4) No motion by the Board to suspend a member shall be deemed to be passed unless at least a two-thirds (2/3) majority of the members of the Board present vote in favour of such a motion.
- (5) Any decision of the Board at such meeting shall be final and take effect immediately. The Board shall not be required to assign any reason for its decision.
- (6) The Secretary/Manager or his or her duly authorised employee shall have the power to suspend any member from membership of the Club:
 - (i) who is intoxicated, violent, quarrelsome or disorderly; or

- (ii) whose presence on the premises of the Club renders the Club or the Secretary/Manager of the Club liable to a penalty under the Registered Clubs Act.
- (7) Any suspension pursuant to paragraph (6) hereof shall be for a maximum period of one (1) month only, and the Secretary/Manager shall make a written report of the circumstances giving rise to the suspension to the Board within seven (7) days of the suspension being imposed.
- (8) If a member is suspended, then during the period of suspension, the member:
 - (a) Loses any rights arising as a result of membership; and
 - (b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club; and
 - (c) Remains liable for any fine that may be imposed.

DIVISION 2 MEMBERS' LIABILITY

15. Fines payable by members (CNL ss56 & 126)

- (1) The board may impose on a member a maximum fine of \$100.00 for a contravention of these Rules.
- (2) A fine must not be imposed on a member under sub Rule (1) unless:
 - (a) Written notice of intention to impose the fine and the reason for it has been given to the member; and
 - (b) The member has been given a reasonable opportunity to appear before the board in person (with or without witnesses), or to send to the board a written statement, to show cause why the fine should not be imposed.

16. Liability of members to Clubs (CNL ss117 (2) & 121)

A member is liable to the Club for the amount, if any, unpaid by the member in respect of entry fees and regular subscriptions, together with any charges, payable by the member to the Club under these Rules.

DIVISION 3 MEMBER CANCELLATIONS

17. Forfeiture and cancellations—inactive members (CNL ss156–163)

The board must declare the membership of a member cancelled if:

- (1) The whereabouts of the member are not known to the Club and have not been known to the Club for a continuous period of at least one year; or
- (2) The member is not presently active and has not been active within the meaning of Rule 5 in the past two years.

DIVISION 4 DECEASED OR INCAPACITATED MEMBERS

18. Value of interest of deceased member (CNL ss102–105)

The value of the interest of a deceased member is the amount that would have been payable to the member if the member had resigned and includes any prepayments of regular subscriptions or other fees less any amounts owing to the Club by the member.

19. Rights and liabilities of members under bankruptcy or mental incapacity

- (1) If a person's membership ceases because of bankruptcy, the value of the person's membership interest calculated in accordance with Rule 17 may be transferred to the member's Official Trustee in Bankruptcy.
- (2) A person appointed under a law of a State or Territory to administer the estate of a member who, through mental or physical infirmity, is incapable of managing his or her affairs may be registered as the holder of the member's interest in the Club and the rights and liabilities of membership vest in that person during the period of the appointment.
- (3) Upon application by a person appointed to manage the affairs of a member referred to in sub Rule (2), the board may decide to suspend some or all active membership obligations if there are grounds to believe that the member's physical or mental infirmity is temporary.

PART 3 GENERAL MEETINGS, RESOLUTIONS AND VOTING

20. Annual general meeting (CNL s252)

An annual general meeting must be held each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the Club or within the further time allowed by the Registrar.

21. Members' power to requisition a general meeting (CNL s257)

- (1) The board may, whenever it considers appropriate, call a special general meeting of the Club.

- (2) The board must call a general meeting of the Club on the requisition in writing by members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the Club.
- (3) The provisions of section 257 of the Law apply to a meeting requisitioned by members.

22. Notice of general meetings (CNL ss239, 254 & 611)

- (1) At least 14 days' notice of a general meeting (not including the day on which the notice is served or taken to be served, but including the day for which notice is given) must be given.
- (2) Notice must be given to each member of the Club and any other persons who are, under these Rules or the Law, entitled to receive notices from the Club.
- (3) The notice must state the place, day and hour of the meeting and include ordinary business as specified in Rule 23 and, for special business, the general nature of any special business.
- (4) The notice must also include any business members have notified their intention to move at the meeting under sub Rule (6) (but only if the members' notification has been made under these Rules and within time).
- (5) The notice must be served in the manner provided in the Law or Rule 52.
- (6) Any member who has a resolution to submit to a general meeting must give written notice of the terms of the resolution to the Club not less than 42 days prior to the date of the meeting.

23. Business of general meetings

- (1) The ordinary business of the annual general meeting of a large Club must be:
 - (a) To confirm minutes of the last preceding general meeting (whether annual or special); and
 - (b) To receive from the board, auditors or officers of the Club:
 - (i) The financial reports of the Club for the financial year.
 - (ii) A report on the state of affairs of the Club; and
 - (c) To approve any payments of fees to directors.
 - (d) To allow members a reasonable opportunity to ask questions about or comment on the management of the Club.
- (3) The annual general meeting may also transact special business of which notice has been given to members under these Rules.
- (4) All business of a general meeting, other than business of the annual general meeting that is ordinary business, is special business.

24. Quorum at general meetings

- (1) An item of business cannot be transacted at a general meeting unless a quorum of members is present when the meeting is considering the item.
- (2) Unless these Rules state otherwise, 30 members present in person, each being entitled to exercise a vote, constitutes a quorum.
- (3) If a quorum is not present within half an hour after the appointed time for a meeting, the meeting, if called on the requisition of members, must be dissolved. In any other case, it must be adjourned to the same day, time and place in the next week.
- (4) If a quorum is not present within half an hour after the time appointed for an adjourned meeting, the members present constitute a quorum.

25. Chairperson at general meetings

- (1) The chairperson, if any, of the board may preside as chairperson at every general meeting of the Club.
- (2) If there is no chairperson, or if at a meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson, the members present must choose someone from their number to be chairperson (until the chairperson attends and is willing to act).
- (3) The chairperson may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and from place to place. However, the only business that can be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given just as for the original meeting. Apart from this it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

26. Attendance and voting at general meetings (CNL ss228 & 256)

- (1) The right to vote attaches to membership.
- (2) A resolution, other than a special resolution, must be decided by simple majority.
- (3) Subject to sub Rules (7) and (8), a question for decision at any general meeting must be decided on a show of hands of members present at the meeting.
- (4) A poll may be demanded on any question for decision.
- (5) If before a vote is taken or before or immediately after the declaration of the result on a show of hands:
 - (a) The chairperson directs that the question is to be determined by a poll; or
 - (b) At least 5 members present in person demand a poll; the question for decision must be determined by a poll.

- (6) The poll must be taken when and in the manner that the chairperson directs.
- (7) A poll on the election of a chairperson or on the question of adjournment must be taken immediately and without debate.
- (8) Once the votes on a show of hands or on a poll have been counted then, subject to Sub Rule (7), a declaration by the chairperson that a resolution has been carried (unanimously or by a particular majority) or lost is evidence of that fact.
- (9) The result of the vote must be entered in the minute book.

27. Voting on a show of hands (CNL ss234 & 256)

On a show of hands at a general meeting, each member:

- (1) Present; or
 - (2) Represented by a non-member acting under a power of attorney; or
 - (3) Represented by a non-member appointed under the provisions of the Law; or
 - (4) Represented by a proxy (but only if proxies are allowed under these Rules);
- may exercise only one vote.

28. Voting on a poll

On a poll called at a general meeting, each member:

- (1) Present; or
 - (2) Represented by a non-member acting under a power of attorney; or
 - (3) Represented by a non-member appointed under the provisions of the Law; or
 - (4) Represented by a proxy (but only if proxies are allowed under these Rules);
- has one vote.

29. Determining the outcome where equality of votes (s228)

- (1) This Rule applies where the votes in favour and against a resolution are equal.
- (2) If the chairperson of the meeting is a member of the Club, he or she may exercise a second or casting vote.
- (3) If the chairperson is not a member of the Club or decides not to exercise a second or casting vote, the outcome of an equality of votes is taken to have been decided in the negative.

30. Proxy votes (s229)

Voting by proxy is not permitted at a general meeting.

31. Postal ballots (other than special postal ballots) (CNL ss247 & 250)

- (1) A postal ballot must be held in respect of a special resolution where members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the cooperative requisition the board to conduct the special resolution by postal ballot.
- (2) If a postal ballot is requisitioned by members under sub Rule (1), the requisition should specify whether the postal ballot is to be a secret ballot.
- (3) A postal ballot requisitioned under sub Rule (1) is to be conducted in accordance with the National Regulations and in the form and manner determined by the board.
- (4) Subject to sub-clause 2, the board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by fax or other electronic means or both.
- (5) If the board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.
- (6) The board is to appoint a returning officer to conduct the postal ballot. In default of such an appointment, the secretary is the returning officer.
- (7) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members (by post, fax or other electronic means) giving:
 - (a) Particulars of the business in relation to which the postal ballot is being conducted; and
 - (b) An explanation of how to lodge a valid vote and the majority required to pass the vote; and
 - (c) Notice of the closing date and closing time of the postal ballot; and
 - (d) Must be sent to members so that they arrive (assuming standard postal times) at least 21 days before the closing date of the postal ballot.
- (8) This Rule does not apply in relation to special postal ballots.

32. Special postal ballots (CNL ss248 & 249)

- (1) This Rule applies where a special postal ballot is required.
- (2) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members (by post, fax or other electronic means) so that they arrive (assuming standard postal times) at least 28 days before the closing date of the special postal ballot.
- (3) The board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by fax or other electronic means or both.

- (4) If the board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.

33. Special resolutions (CNL ss238–241)

- (1) A special resolution is a resolution that is passed:
 - (a) By at least a two-thirds majority at a general meeting; or
 - (b) By at least a two-thirds majority in a postal ballot (other than a special postal ballot) of members; or
 - (c) By at least a three-quarters majority in a special postal ballot of members.
- (2) A notice of special resolution is required to be given to members at least 21 days before the vote or ballot time (or 28 days' notice in the case of a special postal ballot).
- (3) The notice of special resolution must state:
 - (a) The intention to propose the special resolution; and
 - (b) The reasons for proposing the special resolution; and
 - (c) The effect of the special resolution being passed.

PART 4 BOARD OF DIRECTORS

34. Board (CNL s172)

- (1) There shall be a board of seven (7) directors. The board will elect a Chairman and Vice-Chairman and may then appoint a board member who has demonstrated financial expertise to the position of Treasurer. Only bowling members, pensioner members and life members shall be eligible for election to the board.
- (2) The business of the Club is to be managed under the direction of the board of directors, and for that purpose the board has and may exercise all the powers of the Club that are not required to be exercised by the Club in general meeting.
- (3) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- (4) The board shall have power to make regulations, not inconsistent with the law, the regulations and these Rules, relating to the conduct of members on the premises of the Club or the operation of the Club:
 - (a) A breach of a regulation shall be deemed to be an infringement of the Rules for the purpose of Rules 11 & 14.

- (b) In lieu of such fine, or in addition to such fine, the board may suspend a member from the use of part or all of the facilities of the Club for a period not exceeding twelve (12) months.

35. Qualifications of directors (CNL s174)

A person is not qualified to be a director of the Club unless the person is over the age of 18 years and a bowling member, pensioner member or a life member of the Club.

36. Chief Executive Officer (CNL ss172 & 178)

- (1) The board may, if it considers appropriate, appoint a person to be responsible for the day to day management of the Club. The person may be a director or the secretary or a member of the Club or some other person.
- (2) The appointed person is the chief executive officer of the Club, and may be called the chief executive officer or (if a director of the board) the managing director.
- (3) The conditions and the period of appointment including termination must be decided by the board.
- (4) The chief executive officer, or managing director (as the case may be) is not entitled to be present or to vote at a meeting of directors on a motion concerning the conditions of his or her own appointment, conditions of service or termination of service.
- (5) The chief executive officer cannot be required to be an active member of the Club.
- (6) In the event of any conflict between the terms of the appointment of a person as the chief executive officer and that person's obligations or privileges under the Law, the terms of the Law prevail over the terms of appointment.

37. Election of directors (CNL ss173 & 179)

- (1) The term of office of a director elected in general meeting, is to commence from the annual general meeting at which they are elected and ends on the day of the second annual general meeting thereafter.
- (2) The members of the board are to be elected in the manner specified in this Rule:
 - (a) At the general meeting in the biennial year all the directors shall retire.
 - (b) A retiring director shall be eligible for re-election subject to the person holding the qualifications specified in Rule 35.
 - (c) At least 6 weeks before an annual general meeting, the board must:
 - (i) Notify all members of the number of directors retiring at the annual general meeting; and
 - (ii) Advise the members of:
 - (1) Their eligibility to nominate as a director; and

- (2) The duties and responsibilities of a director; and
 - (3) The anticipated remuneration (if any); and
 - (4) The nomination and election procedures.
- (d) A notice must also be displayed at the place of business of the Club inviting nominations of nominees to serve as directors.
- (e) A nomination must:
- (i) Be signed by 2 bowling/pensioner or life members; and
 - (ii) Provide details of the qualifications and experience of the person nominated; and
 - (iii) Be accompanied by a notice in writing signed by the nominee consenting to their nomination.
- (f) The nomination and the notice of consent must be lodged with the secretary of the Club at least 30 days before the annual general meeting.
- (g) The secretary, or an officer nominated by the board, must give details of each person who has been nominated to members with the notice of the annual general meeting. Details to be provided to members must include:
- (i) The nominee's name; and
 - (ii) The nominee's qualifications and experience; and
 - (iii) The nominee's length of any previous service as a director of the Club or with any other Club.
- (h) Members who are employees of the Club are not permitted to stand for the position of director of the Club.
- (i) Former employees are not permitted to stand for election to the board of directors for a period of five (5) years after ceasing employment.
- (3) Nominations for candidates to fill the vacant positions shall be sought in such a manner as the board determines.
- (4) If the number of nominees equals the number of vacancies, the nominees must be declared elected at the annual general meeting.
- (5) If there are insufficient nominees to fill all vacancies, the nominees to be declared elected at the annual general meeting and nominations for people to fill the remaining vacancies are to be called from the floor and a ballot held if required.
- (6) If the number of nominees exceeds the number of vacancies, the election of directors must be conducted prior to the meeting by ballot as follows:
- (a) The Returning Officer is appointed by the Board
 - (b) The order of all nominee is to be listed on the ballot form as determined by lot.

- (c) The Returning Officer will select two (2) assistants at close of the Ballot to assist the Returning Officer with the counting of votes and responsible for determining the validity of and counting of the votes
 - (d) The Directors, any employee or relative of a Director, employee or a candidate and anyone who has an interest in the election, are not eligible to be the Returning Officer or either of the two (2) assistants.
 - (e) At the declaration of the ballot by the Returning Officer at the conclusion of the count, the result is to be placed in a sealed envelope, duly signed by the Returning Officer and two (2) assistants, placed in a secure place and opened by the Returning Officer at the Annual General Meeting.
 - (f) If there is an equality of votes, the outcome must be determined by lot, undertaken by the Returning Officer at the time of counting votes.
 - (g) The Returning Officer is to declare the election results at the Annual General Meeting.
- (7) If any vacancies remain at the end of the meeting, the vacancies are to be casual vacancies and must be filled in accordance with Rule 40.

38. Removal from office of director (CNL s180)

The Club may by resolution under section 180 of the Law, with special notice as required by that section, remove a director before the end of the director's period of office, and may by a simple majority appoint another person in place of the removed director. The person appointed must retire when the removed director would otherwise have retired.

39. Vacation of office of director (CNL s179)

In addition to the circumstances set out in the Law, a director vacates office if the director dies or resigns his/her position.

40. Casual vacancies (CNL ss173 & 177)

The board may appoint a qualified person to fill any casual vacancy in the office of director until the next annual general meeting at which directors are due to retire.

41. Remuneration of directors (CNL s203)

Directors' shall receive such remuneration for their services as shall be determined at a general meeting, and all necessary expenses incurred by them in the business of the Club shall be refunded to them & must comply with the provisions of the Law.

42. Proceedings of the board (CNL ss175 & 176)

- (1) Meetings of the board (including meetings conducted outside board meetings pursuant to section 176 of the Law) are to be held as often as may be necessary for properly conducting the business of the Club and must be held at least every 3 months.
- (2) A meeting may be held with one or more of the directors participating by using a form of communication that allows current and continuous communication between the directors taking part in the meeting.
- (3) Questions arising at a meeting must be decided by a majority of votes.
- (4) If votes are equal, the chairperson, if a member director, has a second or casting vote.
- (5) Other than in special circumstances decided by the chairperson, at least 48 hours' notice must be given to the directors of all meetings of the board, without which the meeting cannot be held.

43. Quorum for board meetings (CNL s175)

The quorum for a meeting of the board is four (4) directors.

44. Chairperson of board

- (1) The chairperson of the board is to be elected by the board.
- (2) If the chairperson is not present within 15 minutes after the time fixed for holding a meeting, or is unwilling to act as chairperson of the meeting, the directors present may choose one of their number to be chairperson of the meeting until the chairperson attends and is willing to act as chairperson.

45. Delegation and board committees (CNL s178)

- (1) The board may by resolution delegate to:
 - (a) A director; or
 - (b) A committee of 2 or more directors; or
 - (c) A committee of members of the Club; or
 - (d) A committee of members of the Club and other persons if members form the majority of persons on the committee; or
 - (e) A committee of directors and other persons.

The exercise of the board's powers (other than this power of delegation) specified in the resolution. The Club or the board may by resolution revoke all or part of the delegation.

- (2) A power delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the delegation.
- (3) A delegation under this Rule may be given on conditions limiting the exercise of the power delegated, or time or circumstances.

- (4) Despite any delegation under this Rule, the board may continue to exercise the power delegated.
- (5) If a power is exercised by a director (alone or with another director) and the exercise of the power is evidenced in writing, signed by the director in the name of the board or in his or her name on behalf of the board, the power is taken to have been exercised by the board. This is so whether or not a resolution delegating the exercise of the power to the director was in force when the power was exercised, and whether or not any conditions mentioned in sub Rule (3) were observed by the director exercising the powers.
- (6) A committee may elect a chairperson of their meetings. If no chairperson is elected, or, if at a meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be chairperson of the meeting.
- (7) A committee may meet and adjourn as it thinks appropriate. Questions arising at a meeting must be decided by a majority of votes of the members present and voting and if the votes are equal, the chairperson has a second or casting vote.

46. Other committees

- (1) The board may by resolution appoint committees of members or other persons or both, to act in an advisory role to the board and to committees of directors.
- (2) Rule 45 (6) and (7) apply to committees appointed under this Rule, with the changes approved by the board.
- (3) The quorum for a meeting of the committee is half the number of committee members (or if half is not a whole number the whole number next higher than one half).

47. Minutes

- (1) The board must keep minutes of meetings and, in particular, of:
 - (a) All appointments of officers and employees made by the directors; and
 - (b) The names of the directors present at each meeting of the board and of a committee of the board; and
 - (a) All resolutions and proceedings at all meetings of the Club and of directors and of committees of directors.
- (2) Minutes must be entered in the appropriate records within 28 days of the meeting to which they relate was held.
- (3) The minutes are to be signed within a reasonable time after the meeting to which they relate by either the chairperson of that meeting or the chairperson of the next meeting.
- (4) All minutes are to be kept in the English language.

PART 5 RULES

48. Amendments and copies of Rules (CNL ss57 & 60–63)

- (1) Any amendment of the Rules must be approved by special resolution. However, if model Rules are adopted in the manner specified under section 65(a) of the Law, any amendments to the model Rules as notified by the Registrar are included in the Club's Rules without the need for a special resolution.
- (2) A proposal to amend the Rules of the Club must be made in a form approved by the board which clearly shows the existing Rule or Rules concerned and any proposed amendment to the Rules.
- (3) A member is entitled to a copy of the Rules upon payment of the amount of \$5 to the Club.

PART 6 ADMINISTRATIVE MATTERS

49. Seal (CNL ss49 & 223)

- (1) This Rule applies if the Club chooses to authenticate a document under the common seal of the Club.
- (2) The Club's name and registration number must appear on its common seal and any official seal. The common seal must be kept at the registered office in the custody that the board directs.
- (3) The Club may have one or more official seals for use outside the State or Territory in place of its common seal. Each of the additional seals must be a facsimile of the common seal with the addition on its face of the name of the place where it is to be used.
- (4) The seal of the Club must not be affixed to an instrument other than under a resolution of the board. Two directors, or one director and the secretary, must be present and must sign all instruments sealed while they are present.

50. Inspection of records and registers (CNL ss214 & 215)

- (1) Members of the Club have free access to the records and registers referred to in section 214 (1) of the Law and they may make a copy of any entry in the registers free of charge.
- (2) Members do not have access to the minutes of board or committee meetings, but may request access to any such minutes in writing addressed to the board.

51. Safe keeping of securities

Shares, debentures, charges and any other certificates or documents or duplicates of them pertaining to securities must be safely kept by the Club in the way and with the provision for their security as the board directs.

52. Notices to members (CNL s611)

- (1) This Rule applies in addition to section 611 of the Law regarding how a notice or other document may be given to a member of the Club.
- (2) A notice or other document required to be given to a member of the Club may be given by the Club to any member by any form of technology (for example, by fax or email), where the member has given consent and notified the Club of the relevant contact details.
- (3) If a notice is sent by post, service is taken to be effected at the time at which the properly addressed and prepaid letter would be delivered in the ordinary course of post. In proving service by post, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (4) A notice forwarded by some other form of technology is taken to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- (5) A notice may be given by the Club to the person entitled to a share in consequence of the death, incapacity or bankruptcy of a member by sending it through the post in a prepaid letter addressed to that person by name. Alternatively, it can be addressed to the person by the title of representative of the deceased or incapacitated person, or trustee of the bankrupt, or by any like description, and:
 - (a) The address should be that supplied for the purpose by the person claiming to be entitled; or
 - (b) If no such address has been supplied, the notice can be given in the manner in which it could have been given if the death, incapacity or bankruptcy had not occurred.

PART 7 ACCOUNTING AND FINANCIAL MATTERS

53. Financial year

The financial year of the Club ends on the 31st day of March.

54. Accounts

- (1) The board must have at least one financial institution account, electronic or otherwise, in the name of the Club, into which all amounts received by the Club must be paid as soon as possible after receipt.
- (2) All cheques drawn on the accounts, and all drafts, bills of exchange, promissory notes and other negotiable instruments, of the Club must be signed by 2 authorised persons.
- (3) The operation of any electronic accounts must be restricted so that there is a requirement for authorisation by 2 authorised persons.

For the purposes of this Rule, an *authorised person* is:

- (a) A director; or
- (b) A person approved by the board.

55. Appointing an auditor or reviewer for small Club (CNL s298)

- (1) The Club must appoint an auditor in respect of its financial statements.
- (2) An auditor appointed under this Rule is to conduct an audit of the Club's financial statements as presented to members.
- (3) The appointment of an auditor under this Rule is to be made at an annual general meeting.
- (4) The Club may appoint another auditor at a subsequent annual general meeting if there is a vacancy in the office of the auditor.
- (5) The provisions of section 300(2) of the Law apply to an auditor appointed under this Rule in the same way (but with any necessary adaptations) as they apply to an auditor appointed for a large Club.

56. Appointing an auditor or reviewer for a small Club if there is a direction under the Law (CNL ss271 & 272)

- (1) If a small Club is directed to prepare a financial report under section 271 or 272 of the Law and the direction requires that the financial report be audited or reviewed, the board must appoint an auditor or reviewer (as the case may) within one month of the direction.
- (2) An auditor or reviewer appointed under this Rule holds office until the financial report prepared as a result of the direction has been audited or reviewed and sent to members.

57. Disposal of surplus funds during a financial year (CNL ss19, 355 & 356)

- (1) The board may retain all or part of the surplus arising in any year from the business of the Club, to be applied for the benefit of the Club.
- (2) No part of the surplus may be paid or transferred directly or indirectly, by way of profit, to members of the Club.

58. Provision for loss

The board must make appropriate provision for losses in the Club's accounts and when reporting to members is to indicate whether the loss is expected to continue and whether there is any real prejudice to the Club's solvency.

59. Financial reports to members (CNL Part 3.3)

The Club must prepare financial reports and statements in accordance with the Law, the National Regulations and these Rules.

PART 8 WINDING UP**60. Winding up (CNL Part 4.5)**

- (1) The winding up of the Club must be in accordance with Part 4.5 of the Law.
- (2) If, on the winding up or dissolution, there remains any property after the satisfaction of all its debts and liabilities, this must not be paid to or distributed among the members of the Club but must be given or transferred to an institution or institutions:
 - (a) With objects similar to those of the Club; and
 - (b) Whose constitution prohibits the distribution of its property among its members; and
 - (c) Chosen by the members of the Club at or before the dissolution or, in default, by a judge of the court with jurisdiction in the matter.