



Women's Bowls
NEW SOUTH WALES
CONSTITUTION

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ASSOCIATIONS INCORPORATION ACT (NSW) 2009

CONSTITUTION

of

**NEW SOUTH WALES WOMEN'S BOWLING ASSOCIATION INCORPORATED trading as
WOMEN'S BOWLS NSW**

1. NAME OF ASSOCIATION

The name of the association is New South Wales Women's Bowling Association Incorporated ("**Association**") trading as Women's Bowls NSW.

2. OBJECTS OF ASSOCIATION

The objects for which the Association is established and maintained are to:

- (a) provide for the advancement, encouragement, conduct, promotion and administration of Bowls;
- (b) affiliate and otherwise liaise with BA and such other bodies as may be desirable, in the pursuit of these Objects;
- (c) engender a friendly feeling amongst Member Players and to promote and preserve the best interests and traditions of Bowls;
- (d) administer and direct Member Clubs for the benefit of Bowls;
- (e) promote and direct interstate and state matches within New South Wales;
- (f) select and direct bowlers, teams or sides to represent the Association in interstate and state matches;
- (g) authorise the holding of Association State Bowling championships and to arrange for the conduct and control of any other competitions that it may from time to time determine;
- (h) use and protect its Intellectual Property;
- (i) circulate, and secure uniformity in, such rules and standards as may be necessary for the management and control of Bowls, Bowls matches and related activities;
- (j) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects;
- (k) further develop the Association and Bowls into an organised institution and having regard to these Objects, to foster, regulate, organise, control, conduct and manage tournaments, competitions, displays and other activities;
- (l) promote the health and safety of Member Players;

- (m) act as final arbiter on all matters arising under the jurisdiction of the Association, including disciplinary matters;
- (n) formulate or recognise and implement appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety and such other matters as arise from time to time as issues to be addressed in Bowls;
- (o) represent the interests of its Member Clubs, Member Players and of Bowls generally in any appropriate forum;
- (p) have regard to the public interest in its operations; and
- (q) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“**Act**” means the Associations Incorporation Act (NSW) 2009.

“**AGM**” or “**Annual General Meeting**” means the annual General Meeting of the Association required to be held by the Association in each calendar year.

“**Association**” means New South Wales Women’s Bowling Association Incorporated trading as Women’s Bowls NSW.

“**BA**” means Bowls Australia.

“**Board**” means the body consisting of the Directors.

“**Bowls**” means the sport of Bowls.

“**By-Laws**” means any By-Laws made by the Board under **Rule 41**.

“**Chief Executive Officer**” means the Chief Executive Officer of the Association (by this or such other title as may be designated by the Board from time to time, including Executive Officer) for the time being appointed under this Constitution.

“**Constitution**” means this Constitution.

“**Delegate**” means the Member Player elected by a Member Club in accordance with **Rule 7.4**.

“**Director**” means a member of the Board and includes the President.

“District” means any properly constituted association of Member Clubs formed within New South Wales established or recognised by the Board under this Constitution. A reference to "District" also includes the defined geographical District area of New South Wales with boundaries determined by the Board from time to time and defined in the By-Laws.

“Financial Year” means the year ending 30 June in each year.

“General Meeting” means the annual or any special general meeting of the Association.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any event, competition or Bowls activity of or conducted, promoted or administered by the Association.

“Junior Player” means any person under the age of 18 years who is a member of a Member Club.

"Member" means a member of the Association under **Rule 8.1**.

“Member Player” means a member for the time being of the Association under **Rule 8** and who has the right to vote at any meeting of that Member Club.

“Member Club” means any properly constituted body whether incorporated or not, recognised by, and admitted to membership of the Association, by the Board, under this Constitution.

“Objects” means the objects of the Association in **Rule 2**.

“Position Description” means a position description for a particular position within the Association as determined and published by the Association from time to time.

“President” means the president for the time being of the Association.

“Region” means a properly defined geographical area of New South Wales with boundaries determined by the Board from time to time and otherwise defined in the By-Laws. A reference to “Region” also includes the committee or other body appointed to administer an approved area.

“Regional Representatives” means a regional representative appointed as per Rule 5.4.

“Special Resolution” means a special resolution passed in accordance with the Act.

“Terms of Reference” means the terms describing a role of a position or committee within the Association as determined and published by the Association from time to time.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) references to persons include corporations and bodies politic;
- (e) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (f) 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
- (g) a reference 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 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision must be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

4.4 The Associations Incorporation Act (NSW) 2009

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act. This Constitution expressly displaces the model rules under the Act.

5. REGIONS

5.1 Establishment of Regions

The Board may establish Regions within New South Wales to:

- (a) conduct, encourage promote, advance, co-ordinate and administer the conduct of Bowls on behalf of the Association within each Region;
- (b) liaise with appropriate Association committees to determine any matters relating to Bowls which may arise, or be referred to it by any Member Playe.;

Subject to this Constitution the Board is responsible for the Regions and the boundaries, composition, operation and procedures of Regions will be determined by the Board and set out in the By-Laws.

5.2 Region Areas

If the Board establishes Regions under **clause 5.1** it shall prescribe the geographical boundaries for each Region from time to time. Where practicable each Region will service a number of Districts within the prescribed geographical area of New South Wales.

5.3 Compliance

If established each Region shall:

- (a) be part of and subject to the control and direction of the Association; and
- (b) on request from the Board, provide the Association with copies of accounts, reports and other associated documents; and
- (c) support the Association in the attainment and the promotion of the Objects.

5.4 Regional Representatives

If the Board establishes Regions under **clause 5.1** it may call for expressions of interest from suitably qualified personnel to be appointed as Regional Representatives. Further details regarding Regional Representatives may be provided in the relevant Position Description and Terms of Reference.

6. DISTRICTS

6.1 Establishment of Districts

- (a) The Board may establish or recognise Districts within New South Wales to administer the conduct of Bowls in each District.
- (b) Member Clubs which do not, due to geography (isolated clubs), belong to a District may, at the discretion of the Board, be included in a separate District. Where such inclusion occurs the Board will determine in each case what rights that Member Club has, for example, the right to elect a Delegate/s.
- (c) Subject to this Constitution the Board is responsible for the Districts and the boundaries, composition, operation and procedures of Districts will be determined by the Board and set out in the By-Laws.

6.2 District areas

The Board shall prescribe the geographical boundaries for each District area from time to time. Where feasible each District will serve a single geographic area but Districts may if necessary or required serve two or more geographic areas which are not contiguous.

6.3 Compliance

If established each District shall:

- (a) be a member of and subject to the control and direction of the Association; and

- (b) where required, adopt the Objects and rules which reflect and are in conformity with this Constitution; and
- (c) on request by the Board, provide the Association with copies of accounts, reports and other associated documents; and
- (d) support the Association in the attainment and promotion of the Objects and .
- (e) each District shall maintain, in a form acceptable to the Association, a register of all Member Clubs and Member Players in its geographical area. Each District shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the register to the Association.

7. MEMBER CLUBS

7.1 Establishment of Member Clubs

Each body making application for or having membership as a Member Club within the Association must satisfy the following criteria:

- (a) it must be a properly constituted body of a nominated number of intending Member Players (as deemed necessary from time to time by the Board) having:
 - (i) a green ready for play, of not less than four (4) rinks laid down in accordance with the Laws of Bowls; or
 - (ii) formal access to a green of not less than four (4) rinks meeting all requirements of the Laws of Bowls;
- (b) it must be constituted upon the basis that:
 - (i) its membership is prohibited from sharing in the profits of the District or Member Club;
 - (ii) Junior Players must be defined as persons under the age of 18;
 - (iii) any person may be accepted as Member Players and shall be entitled to participate in any competition or Association fixture and shall be entitled to vote at general meetings at, and hold office in, the Member Club;
 - (iv) its members agree to abide by its constitution and this Constitution;
 - (v) it must have its constitution and any amendments to its constitution approved by the Association; and
 - (vi) it must satisfy such other criteria as may be prescribed by the Board from time to time.

7.2 Objects of the Member Club

The Member Club must be established solely for the following objects:

- (a) conduct, encourage, promote, advance and administer Bowls throughout the relevant local area;
- (b) act, at all times, on behalf of and in the interest of the Members and Bowls in the relevant local area;
- (c) affiliate, and otherwise liaise with the Association and adopt its rule and policy frameworks to further these objects;
- (d) abide by, enforce and secure uniformity in the application of the rules of Bowls as may be determined from time to time by BA as may be necessary for the management and control of Bowls and related activities in New South Wales;
- (e) promote the operations and activities of the Member Club throughout the relevant local area;
- (f) have regard to the public interest in its operations; and
- (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

7.3 Compliance of Member Clubs

Each Member Club shall:

- (a) be subject to the control and direction of the Association;
- (b) align and affiliate with the relevant District;
- (c) adopt rules and objects which reflect and conform with the Constitution;
- (d) where requested by the Association, provide the Association with copies of its accounts and annual report and other associated documents within 30 days of the Member Club's annual general meeting; and
- (e) support the appointed Region and District in the attainment and promotion of its objects.

7.4 Delegates

Each Member Club shall elect a Delegate/s to attend and represent the Member Club at District meetings. For the avoidance of doubt, Delegate(s) are not to represent and vote on behalf of their Member Club at General Meetings of the Association (unless separately elected or appointed to do so as the club representative).

7.5 Operation of Constitution

The Association and the Regions, Districts and Member Clubs agree that:

- (a) they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Bowls are to be conducted, promoted and administered; and

- (b) should a Region, District or Member Club be having administrative, operational or financial difficulties the Board may act to assist that Region, District or Member Club in whatever manner it considers appropriate, including, but not limited to the appointment of an administrator.

7.6 Register of Members

Each Club shall maintain, in a form acceptable to the Association, a register of all Member Players inclusive of all membership categories.. Each Member Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the register to the Association.

8. MEMBERS

8.1 Categories of Members

The Members of the Association shall consist of:

- (a) Member Clubs, which subject to this Constitution, who shall have the right to be present, debate and vote at General Meetings. For the avoidance of doubt, where a vote occurs at a General Meeting, each Member Club shall have only one vote on any given resolution, which will be cast by a nominated Member Player from that Member Club. Member Clubs may determine which of their Member Players votes on their behalf at each General Meeting as they see fit (this may or may not be that Member Club's Delegate);
- (b) Member Players, who shall have the right to be present at General Meetings, but shall have no voting or debating rights;
- (c) Junior Players, who shall have the right to be present at General Meetings, but shall have no voting or debating rights; and
- (d) such new categories of Members, created in accordance with **Rule 8.2**.

8.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.

8.3 Application for Membership

An application for membership as a Member Club must:

- (a) be in writing on the form prescribed by the Board from time to time; and
- (b) meet all membership criteria for the relevant class of membership set down in **Rule 7** and/or the By-Laws; and
- (c) be accompanied by the appropriate fee, if any.

8.4 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application under **Rule 8.3** whether the applicant has complied with the requirements in **Rule 8.3** or not. The Association will make a decision on an application within 28 days of receiving the application.
- (b) Where the Association accepts an application, the applicant will become a Member Club.
- (c) Membership of the Association will commence upon acceptance of the application by the Association.
- (d) If the Association rejects an application, the Association will refund any fees forwarded with the application, and the application will be deemed rejected by the Association. The Association is not obliged to provide reasons where it has rejected a membership application.

8.5 Renewal of Membership

- (a) Member Clubs must renew their membership with the Association annually in accordance with the procedures set down by the Association from time to time in the By-Laws. Upon renewal, the Member Club must lodge with the Association any amendments to its constitution and changes in its Delegate/s. It must also lodge details of its governing body members.
- (b) In order to remain a Member Player, that person must renew their membership with their Member Club or otherwise remain members of their Member Club in accordance with the Member Club's relevant procedures applicable from time to time.

8.6 Member Clubs

Subject to this Constitution, all Member Clubs:

- (a) shall be allocated to a District; and
- (b) must abide by this Constitution and the By-Laws.

9. SUBSCRIPTIONS, FEES AND LEVIES

The annual membership subscription (if any), fees and any levies payable by Districts and/or Members to the Association, the time for and manner of payment shall be as determined by the Board from time to time.

10. REGISTER OF MEMBERS AND MEMBER CLUBS

10.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a register of Members in accordance with the Act and relevant privacy laws.

10.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Member, or Delegate, shall be available for inspection by Members, upon reasonable request.

11. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the control and jurisdiction of the Association;
- (d) this Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Bowls;
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership; and
- (f) they will not become a party to any suit at law or equity, against the Association, any Director or any other Member or any other person subject to this Constitution, until all remedies and avenues of appeal allowed by this Constitution have been exhausted, save with the written consent of the Association.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

- (a) Any Member Club which has paid all monies due and payable to the Association may, subject to **Rule 12.1(b)**, resign from the Association by giving one (1) months' notice in writing on the prescribed form to the Association of such intention to withdraw or resign. Upon the expiration of that period of notice, the Member Club shall cease to be a Member.
- (b) A Member Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Member Club. A copy of the relevant minutes of the Member Club meeting showing that the Special Resolution has been passed by the Member Club must be provided to the Association.
- (c) If a Member Club ceases to be a Member under **Rule 12.1(a)** the membership of all Member Players and Junior Players of that Member Club shall, subject to a determination of the Board to the contrary or unless they have transferred to another Member Club, also cease at that time.

12.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 12.1(a)**, an entry, recording the date on which the Member Club who or which gave notice ceased to be a Member, and any other Members whose membership ceases at the time under **Rule 12.1(c)** shall be recorded in the Register.

12.3 Forfeiture of Rights

A Member which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association (and if relevant the District), its property including Intellectual Property and all competition rights.

13. DISCIPLINE

Where the Association is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Association, the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Association and/or Bowls; or
- (c) brought themselves, the Association or Bowls into disrepute;

the Association may commence or cause to be commenced, disciplinary or investigatory proceedings against that Member and, that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of the Association as set out in the By-Laws.

This **Rule 13** shall not apply to any incident or matter which relates to a dispute or matter which may be dealt with under the Association's selection policy or BA's anti-doping or member protection policies.

14. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the Association shall be held in accordance with the Act and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- (c) The Annual General Meeting is to proceed in accordance with the procedures provided in the By-Laws.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings May be Held

The Board may, whenever it thinks fit convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

15.2 Requisition of Special General Meetings

- (a) The Board may by resolution convene a Special General Meeting.
- (b) The Chief Executive Officer shall convene a Special General Meeting within 28 days of receiving a requisition signed by thirty percent (30%) of the Member Clubs.
- (c) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Member Clubs making the requisition and be sent to the Association. It may consist of several documents in a like form, each signed by one (1) or more of the Member Clubs making the requisition.
- (d) If the Board does not cause a Special General Meeting to be held within 28 days after the date on which the requisition is sent to the Association, the Member Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (e) A Special General Meeting convened by Member Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

16. BUSINESS

- (a) The business to be transacted at the Annual General Meeting is provided in the By-Laws and includes the consideration of accounts and the reports of the Board and auditors and the election of Directors.
- (b) All business that is transacted at a General Meeting, including an Annual General Meeting, with the exception of those matters set down in **Rule 16(a)** shall be special business.
- (c) No business other than that stated on the notice of the General Meeting shall be transacted at that General Meeting.

17. NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Chief Executive Officer not less than 35 days (excluding receiving date and meeting date) prior to the General Meeting. Only the Board or a Member Club may submit a notice of motion in accordance with this Rule.

18. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every District and Member Club at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of the General Meeting and shall state the business to be transacted at the General Meeting.
- (c) At least 28 days' notice of a General Meeting shall be given to Districts and Member Clubs, together with:

- (i) any notice of motion received from the Board or Member Clubs; and
- (ii) the agenda for the General Meeting.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 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 Association shall be ten percent (10%) of Member Clubs, represented by the Member Player entitled to vote on their behalf.

19.2 President to Preside

The President shall, subject to this Constitution, preside as Chair at every General Meeting. If the President is not present, or is unwilling or unable to preside, the Directors shall appoint one (1) of their number to preside as Chair for that meeting only.

19.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until a day in the next two (2) weeks at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The Chair may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 28 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 19.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

19.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by any Member Player entitled to vote on behalf of a Member Club.

19.5 Recording of Determinations

Unless a poll is demanded under **Rule 19.4**, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a

particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

19.6 Where Poll Demanded

If a poll is duly demanded under **Rule 19.4** it shall always be taken as a secret ballot and in such other manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

20. VOTING AT GENERAL MEETINGS

20.1 Entitlement to Vote

Each Member Club shall have one (1) vote at General Meetings which, subject to this Constitution, shall be exercised by its representative Member Player. Other than as permitted and on behalf of a Member Club, no Member shall be entitled to vote, but shall, subject to this Constitution, have and be entitled to exercise, those rights set out in **Rule 8.1**. Where a Member Club's subscriptions or fees are 28 days in arrears at the time of the General Meeting, or a Member Club is indebted to the Association for any sum for a period of 28 days or more, it shall not be entitled to vote.

20.2 Chair may NOT exercise casting vote

Where voting at General Meetings is equal the motion will be declared lost and the Chair does not have a casting vote. A motion that is declared lost cannot be resubmitted to a General Meeting unless six (6) months has passed.

20.3 Methods of Voting

Where voting is required to be by secret ballot, including where a poll is demanded, the Chair may appoint a Returning Officer and scrutineers. In the event of a ballot for the election of any Director the Chair shall not appoint any candidate for election as scrutineer or returning officer.

20.4 Postal or Electronic Voting

Postal or electronic voting may be held from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board. All postal or electronic voting shall be conducted under condition of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

21. PROXY VOTING NOT PERMITTED

Proxy voting is not permitted at any General Meeting.

22. POWERS OF THE BOARD

Subject to the Act and this Constitution the business of the Association shall be managed and the powers of the Association shall be exercised, by the Board.

23. THE BOARD

23.1 Composition of the Board

The Board shall comprise:

- (a) seven (7) elected Directors, one of whom shall be elected President;

all of whom must be Member Players and will, subject to this Constitution, be elected at a General Meeting in accordance with this Constitution; and

- (b) up to two (2) appointed Directors.

Any of the above Directors other than the President may be appointed Finance Director.

23.2 Election and Appointment of Directors

- (a) The President and other elected Directors shall be elected in accordance with **Rule 24**.

- (b) Appointed Directors may be appointed in accordance with **Rule 25**.

23.3 Portfolios

The Board may allocate portfolios to Directors.

24. ELECTED DIRECTORS

24.1 Nomination for Board

Nominations for the Board shall be called for by the Chief Executive Officer 42 days prior to the Annual General Meeting. When calling for nominations the Chief Executive Officer shall also provide details of the necessary Core Competencies as provided in the Nominations Committee's Terms of Reference (**Core Competencies**). Qualifications and job descriptions shall be as determined by the Board from time to time.

24.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two (2) authorised Member Players;
- (d) certified by the nominee (who must be a Member Player) expressing their willingness to accept the position for which they are nominated; and
- (e) delivered to the Association not less than 35 days before the date fixed for the holding of the Annual General Meeting.

24.3 Consideration of nominations by Nominations Committee

Upon receipt of all nominations for the Board submitted in accordance with Rules 24.1 and 24.2, the Nominations Committee shall consider the nominations in accordance with the following procedure:

- (a) The Nominations Committee will receive all nominations for election to the Board and determine the suitability of all nominations and decide whether each candidate:
 - (i) meets any of the Core Competencies (if so, detailing which Core Competencies are met); and, either:
 - (A) is recommended as a suitable candidate for election to the Board by the Members based on meeting any of the Core Competencies and having regard to any apparent skills gap on the Board; or
 - (B) is not recommended as a suitable candidate for election to the Board by the Members based on failing to meet any of the Core Competencies or apparent skills gaps on the Board.
 - (ii) The Nominations Committee is authorised to meet with nominee candidates at their discretion to discuss with the candidate their suitability for the role of Director, particularly in relation to the Core Competencies.
 - (iii) The Nominations Committee will be empowered to endorse or comment on all candidates for the Board, however the Nominations Committee does not possess a veto right to withdraw or terminate a nominee's candidacy.

For the avoidance of doubt, all candidates will be put forward to a vote of members for election according to the process under the Constitution. Any recommendations or comments of the Nominations Committee will appear with the relevant ballot materials.

24.4 Elections

- (a) If the number of nominations received for the Board 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.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **Rule 26.1**.
- (c) 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 order drawn by ballot, for each vacancy on the Board.
- (d) The voting shall be conducted using the method provided in the By-Laws, and shall be by secret ballot on papers prepared by the Chief Executive Officer.

- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies.

24.5 Term of Appointment

- (a) Subject to this Constitution (and in particular Rules 24.5(b) and 24.5(d), elected Directors (including the President) shall be elected in accordance with this Constitution for a term of three (3) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (b) The President shall be elected in accordance with the procedure set out in the By-Laws.
- (c) Two (2) Directors shall retire after the first year after election. Three (3) Directors shall retire after the second year after election and the remaining two (2) Directors shall retire after the third year after election, until the seven (7) elected Directors have retired, after which those Directors elected to the vacancies after the first year shall retire and so on. The Directors to retire and the year in which they retire will be determined by the Board. If the Board cannot agree, retirements will be determined by lot.
- (d) Should any adjustment to the term of elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of clause 24.5
- (e) Following the adoption of this Constitution, no person who has served as a Director for a period of two (2) consecutive full terms (six (6) years) shall be eligible for election or appointment as a Director until the next Annual General Meeting following the date of conclusion of their last term as a Director.

25. APPOINTED DIRECTORS

25.1 Appointment of Directors

The elected Directors may appoint up to two (2) Directors.

25.2 Qualifications for Appointed Directors

The appointed Directors 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. They do not need to be Members.

25.3 Term of Appointment

- (a) Appointed Directors may be appointed by the elected Directors in accordance with this Constitution for a term of one (1) year, which shall commence six (6) weeks after the Annual General Meeting until six (6) weeks after the conclusion of the second Annual General Meeting following.

- (b) Following the adoption of this Constitution, no person who has served as a Director for a period of three (3) consecutive full terms (so up to three (3) years) shall be eligible for election or appointment as a Director until the next annual general meeting following the date of conclusion of their last term as a Director.

26. VACANCIES ON THE BOARD

26.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified Member Players. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

26.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of three (3) months;
- (f) holds any office of employment with the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
- (h) in the opinion of the Board:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Association and/or Bowls; or
 - (ii) has brought themselves, the Association or Bowls into disrepute;
- (i) breaches any rule, By-Law or code of conduct of the Association;
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

26.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not

sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

27. MEETINGS OF THE BOARD

27.1 Board to Meet

The Board shall meet as often as is deemed necessary but a minimum of nine times in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit. The President or three (3) Directors may at any time, and the Chief Executive Officer shall, on the requisition of the President or 3 Directors, convene a meeting of the Board within a reasonable time.

27.2 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 14 days' written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than seven (7) days prior to such meeting.

27.3 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is half plus one (1).

27.4 President as Chair

The President shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which they are present. If the President is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one (1) of their number to preside as chair for that meeting only.

27.5 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The Chair shall have no casting vote. Where voting is equal the motion is lost.

27.6 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one (1) 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 and such notice specifies that Directors are not required to be present in person;
- (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 clause to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
- (iv) any meeting held where one (1) 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 chair of the meeting is located.

28. CONFLICTS

28.1 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

28.2 Conflict of Interest

A Director shall declare their interest in any matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes their vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

28.3 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 other matter 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. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

28.4 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 28.3** as regards 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.

28.5 Recording Disclosures

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice given by a Director in accordance with **Rules 28.3** and **28.4**.

29. CHIEF EXECUTIVE OFFICER

29.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer shall be entitled to notice of meetings and to attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote.

29.2 Chief Executive Officer to Administer

The Chief Executive Officer shall administer and manage the Association in accordance with this Constitution and at the direction of the Board.

29.3 Specific Duties

The Chief Executive Officer shall:

- (a) execute tasks relating to the day to day management of the Association;
- (b) as far as is practicable attend all Board meetings and all General Meetings;
- (c) prepare, in consultation with the President, and distribute the agenda for all Board meetings and General Meetings;
- (d) facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board and the Association;
- (e) regularly report to the Board and/or the Association on the activities of, and issues relating to, the Association; and
- (f) if required and/or permitted by law, be the public officer of the Association in accordance with the Act.

29.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

29.5 Chief Executive Officer may employ

The Chief Executive Officer may, after consultation with the Board, employ such personnel as are deemed necessary from time to time.

30. DELEGATIONS

30.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Member Players or otherwise, special committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

30.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act, any other law or this Constitution.

30.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

30.4 Procedure of Delegated Entity

The procedures for meetings of any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under this Constitution.

30.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

30.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

30.7 Committees

The following committees are committees of the Association:

- (a) Match Committee;
- (b) Umpires' Committee;
- (c) Coaching Committee;

- (d) Selection Committee;
- (e) Governance Committee;
- (f) Magazine Committee;
- (g) Special Events Committee;
- (h) Risk and Policy Committee; and
- (i) any other committees (as determined from time to time by the Board).

These committees will be constituted and carry out such duties and functions, in accordance with the Terms of Reference.

31. RECORDS AND ACCOUNTS

31.1 Custody and Inspection

The Board shall ensure the safe and proper custody or control of all books, documents and securities of the Association. The books, documents and securities of the Association shall be available for inspection upon reasonable notice to the Chief Executive Officer subject always to the Act and confidentiality considerations.

31.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Chief Executive Officer.

31.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

31.4 Board to Submit Accounts

The Board shall submit to the Member Clubs at the Annual General Meeting the statements of account of the Association in accordance with the Act and this Constitution.

31.5 Accounts to be Sent to Member Clubs

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

31.6 Negotiable Instruments

All cheques and other negotiable instruments shall be signed or otherwise executed, as the case may be, by any two (2) authorised Directors or one (1) authorised Director and the Chief Executive Officer or in such other manner as the Board determines.

32. SOURCES OF FUNDS AND INCOME

32.1 Source of Funds

The funds of the Association shall be derived from membership fees, donations and such other sources as the Board determines.

32.2 Income of Association

The income and property of the Association shall be applied solely towards the promotion of the Objects. No portion of the income or property of the Association 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.

33. AUDITOR

- (a) A properly qualified auditor shall be appointed and the remuneration of such auditor fixed by the Board. The auditor's duties shall be regulated in accordance with the Act and the Corporations Act.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at least once in every year.

34. SEAL

34.1 Safe Custody of Seal

The Chief Executive Officer shall provide for safe custody of the common seal.

34.2 Affixing Seal

The common seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors.

34.3 Director Interest

A Director may not sign a document to which the common seal of the Association is affixed where the Director is interested in the contract or arrangement to which the document relates.

35. NOTICE

35.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by registered post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected three (3) consecutive working days after posting.

- (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/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36. PATRON

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a patron.

37. ALTERATION OF CONSTITUTION

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

38. DISSOLUTION

38.1 Liability of Members

The liability of the Members of the Association is limited.

38.2 Member's Contribution

Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association and the costs, charges and expenses of winding up, such amount not to exceed one dollar (\$1.00).

38.3 Distribution of Property on Winding Up

If upon winding up or dissolution of the Association, 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 Association and which prohibits the distribution of its income and property among its Members and which is also not carried on for the profit or gain to its Members. Such body or bodies shall be determined by the Members at or before the time of dissolution or in accordance with the Act.

39. INDEMNITY

- (a) Every Director and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director 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 Association; and
- (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

40. STRATEGIC FORUM OF ASSOCIATION

40.1 Strategic Forums

The Association shall hold a strategic forum at least once per year. The object of the strategic forum is to:

- (a) inform the Board of significant membership issues;
- (b) assist the Board to design or review the Association's strategic plan and direction;
- (c) discuss state-wide issues; and
- (d) provide feedback to the Board on the results of its governance decisions in practice at Member Club and Member Player level.

40.2 Attendees at Strategic Forum

All Member Players are welcome to attend any strategic forums of the Association.

41. BY-LAWS

41.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and Bowls as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

41.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Members.

41.3 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Districts and Member Clubs by means of memoranda approved by the Board and prepared and issued by the Chief Executive Officer. Such memoranda are binding upon all Members and, in the usual course of events, will be emailed to Member Clubs and uploaded on the Association's website.

41.4 Existing By-Laws

All By-laws and policies of the Association which are not replaced by or inconsistent with this Constitution, shall continue in operation until repealed or replaced by the Board.