

Constitution

of

Carlton Cornwall Bowls Incorporated

Date: 19 May 2013

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1 Name

The name of the Club shall be “**Carlton Cornwall Bowls Incorporated**” which is abbreviated in this Constitution as “**the Club**”.

2 Interpretation

In this Constitution, unless the context otherwise requires:

“**Amalgamated Club**” means a Club comprising both female Members and male Members.

“**Annual General Meeting**” means the Annual General Meeting of the Club convened pursuant to Rule 19.1 of this Constitution.

“**Appointed Personnel**” means individuals who are appointed by the Board of Management to positions of responsibility (and who are not employees or Officers) and includes coaches, green keepers, selectors, umpires and tournament directors.

“**Board of Management**” means the management committee, board or other committee however described of the Club that is responsible for the governance and management of the Club.

“**Board of Management Member**” means a person appointed to the Board of Management of the Club.

“**Bowls Side**” means a Bowls team including singles players plus a coach, manager and/or other Official.

“**Bowls Team**” means a pair, four or triple of bowls players.

“**Bowls NZ**” means Bowls New Zealand Incorporated.

“**Bowls NZ Board**” means the Board of Bowls NZ.

“**Bowls NZ Constitution**” means the constitution of Bowls NZ.

“**Bowls NZ Regulations**” means the regulations of Bowls NZ made in accordance with the Bowls NZ Constitution.

“**Capitation Fees**” means the fees payable by the Club to the Centre based on the number of members under the jurisdiction of the Club as at the previous 31st day of December.

“**Centre**” and “**the Centre**” means Auckland Bowls Incorporated.

“**Centre Board**” means the management committee, board or other committee however described of the Centre that is responsible for the governance of the Centre.

“**Centre Board Member**” means a person appointed to the Centre Board.

“**Centre Constitution**” means the constitution of the Centre.

“**Centre District**” means the geographical area of Auckland as defined by Auckland Bowls.

“**Centre Regulations**” means the regulations of the Centre.

“**Club**” and “**the Club**” means Carlton Cornwall Bowls Incorporated and for the purposes of Rules 22.3 and 23.5, the Club also has the extended meaning given to it pursuant to those Rules.

“**Constitution**” when used in relation to the Club means this Constitution together with any amendments.

“**Controlling Body**” has the same meaning as in Law 1.1 of the Laws of the Sport.

“**Delegate**” means a person appointed or elected by the Club to represent it at General Meetings of the Centre.

“**Game of Bowls**” means the game played on outdoor or indoor flat greens and defined in more detail by the Laws of Sport.

“**General Meeting**” means either an Annual General Meeting or a Special General Meeting of the Club convened in accordance with Rule 20 of this Constitution.

“**Intellectual Property**” means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to the Club or any event, or any competition or bowls activity or programme of or conducted, promoted or administered by the Club **provided that** such property is not the intellectual property of Bowls NZ as defined in the Bowls NZ Constitution.

“**Laws of the Sport**” means the laws for playing the Game of Bowls determined and issued by World Bowls including any domestic regulations issued by Bowls NZ from time to time.

“**Life Member**” means a person who has been granted life membership of the Club pursuant to Rule 6.3 of this Constitution.

“**Member**” means a member of the Club as specified in Rule 6 of this Constitution.

“**Officer**” means an individual who is appointed or elected to a position of office as defined within this Constitution. For example, a President, a Vice-President or Member of the Board of Management.

“**Official**” means a person who is an Appointed Personnel or an Officer.

“**President**” and “**Vice-President**” means the President and Vice-President of the Club elected pursuant to Rule 11 of this Constitution.

“**Region**” means the geographical area of Region 1 as defined in Bowls NZ and as described in the Bowls NZ Constitution.

“**Rules**” means the Rules of this Constitution.

“**Secretary**” means the person appointed by the Board of Management as Appointed Personnel.

“**Treasurer**” means the person who shall be appointed by the Board of Management as Appointed Personnel.

3 Office

3.1 The registered officer of the Club shall be 126 Market Road, Epsom, Auckland, or such other place as the Board of Management may from time to time determine, to which office all correspondence for consideration by the Club shall be sent.

4 Objects

4.1 The objects of the Club are to:

- (a) be responsible for the administration, promotion and development of the Game of Bowls in the geographical region in which the Club operates;
- (b) promote the Game of Bowls as an amateur game in the geographical region in which the Club operates for the recreation and entertainment of all New Zealanders;
- (c) be a member of Bowls NZ and the Centre and, to the extent set out in the Bowls NZ Constitution, comply with and enforce rules of Bowls NZ, the Bowls NZ Regulations, the Centre Constitution and the Centre Regulations;
- (d) encourage participation and achievement in the Game of Bowls in the geographical region in which the Club operates;
- (e) enforce the Laws of Sports;
- (f) promote the health and safety of all participants in the Game of Bowls;
- (g) encourage and promote the Game of Bowls as a sport to be played in a manner which upholds the principles of fair play and is free from performance enhancing drugs;
- (h) manage the financial affairs of the Club consistent with best business practice;
- (i) establish, maintain and conduct the Club and generally afford its Members the accommodation, advantages, privileges and conveniences of a club;
- (j) give and seek, where appropriate, recognition for Members who obtain awards or public recognition for the Game of Bowls or other services to the community;
- (k) facilitate the improvement of facilities for the enjoyment of the Game of Bowls in the geographical region in which the Club operates;
- (l) provide information, assistance and resources to its Members;
- (m) develop and train players, officials and other personnel involved in the Game of Bowls;
- (n) promote the amalgamation of women’s and men’s bowls Clubs;
- (o) grant the use of the premises, facilities and equipment of the Club upon such conditions as shall be reasonable and proper, and to such users as the Club may think fit and to determine conditions regulating the activities of such users subject to the Bowls NZ Constitution, the Bowls NZ Regulations, the Centre Constitution and the Centre Regulations;
- (p) apply, at the sole discretion of the Club, the Club’s greens and amenities in pursuit of the objects of Bowls NZ, the Centre, the Club and the Game of Bowls;

- (q) do all that is reasonably necessary to enable the objects of Bowls NZ, the object of the Centre and the objects of the Club to be achieved;
- (r) act in good faith and loyalty to ensure the maintenance and enhancement of Bowls NZ, the Centre, the Club and the Game of Bowls, and their standards, quality and reputation for the collective and mutual benefits of the Members and the Game of Bowls;
- (s) at all times operate with, and promote, mutual trust and confidence between Bowls NZ, the Centre, the Club and its Members, in pursuit of these Objects;
- (t) at all times to act on behalf of and in the interests of the Members and the Game of Bowls.

5 Powers

5.1 The powers of the Club are to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest, loan or advance moneys and to secure the payment of such by way of mortgage or charge over all or part of any of its real and personal property **provided always** that interest paid on such funds borrowed, advanced or loaned shall not exceed the current market rate, and funds advanced or loaned shall be at no lesser than the current market rate, unless the recipient of such funds loaned or advanced are promoting the amateur Game of Bowls;.
- (c) sell, lease, mortgage, charge or otherwise dispose of any property of the Club and to grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, donations, fees, levies, gate charges, sponsorship, local authority funding and gaming grants or otherwise;
- (f) determine regulations, policies and procedures for the governance, management and operations of the Game of Bowls in the Club which are not inconsistent with the Bowls NZ Constitution, Bowls NZ Regulations, the Centre Constitution and the Centre Regulations;
- (g) determine, implement and enforce disciplinary procedures for its Members, including imposing sanctions which procedures are not inconsistent with Bowls NZ Constitution, Bowls NZ Regulations, the Centre Constitution and the Centre Regulations;
- (h) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with the Club, **provided always** that the payment for such services shall not exceed the market rate;
- (i) engage, determine and terminate the services of personnel and organisations to advise the Club;
- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the objects of the Club;
- (k) be a member of, and contribute to the administration and promotion of, Bowls NZ the Centre and the Game of Bowls in New Zealand;
- (l) be a member of, affiliate or be associated in any other way, with any organisation which has objects which are similar, in whole or in part, to the objects of the Club, the Centre and Bowls NZ.

- (m) determine who are its Members in accordance with the Bowls NZ Constitution and the Centre Constitution;
- (n) establish a Board of Management, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (o) develop Club programmes and other programmes for competing, coaching and officiating of the Game of Bowls at Club level;
- (p) establish, organise and control bowls competitions, tournaments and events in the Club, including determining the rules and conditions of entry for such competitions, tournaments and events **provided that** such competitions, tournaments and events comply with the Bowls NZ Constitution, the Bowls NZ Regulations, the Centre Constitution and the Centre Regulations; and further that it shall obtain the prior written approval of the Centre and Bowls NZ for:
 - (i) any Game of Bowls held by or under the auspices of the Club where it is proposed that persons who are not Members may participate;
 - (ii) any Game of Bowls held by or under the auspices of the Club (whether alone or with any other person, club, group or organisation) where such Game is also played with or under the authority or jurisdiction of any person, club, group or organisation where that person, club, group or organisation is not a member of Bowls NZ, the Centre and/or the Club,
 in accordance with the Centre Regulations and the Bowls NZ Regulations;
- (q) award, grant or otherwise honour achievement and services to bowls and the Club;
- (r) select Club representative Bowls Teams, Bowls Sides and Squads;
- (s) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Club and for that purpose, to utilise any of the assets of or held on behalf of the Club;
- (t) print and publish any newspapers, periodicals, books or leaflets that the Club may consider desirable for the promotion of its objects;
- (u) produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of the Club;
- (v) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Club, or with which the Club is authorised to amalgamate or generally for any purpose designed to benefit the Club;
- (w) do any other acts or things which further the objects of the Club, provided that the above powers shall not limit the rights and powers of the Club as an incorporated society under the Act.

6 Membership

6.1 Categories of Membership

The categories of membership of the Club, (collectively called "Members") shall be:

- (a) **Full Members:** Shall be entitled to all the playing and other privileges and advantages of full membership of the Club and in particular have the right to hold office in the Club and to speak and vote at Club General meetings, and have the right to full or limited use of the Club's green or greens as determined by the Board of Management and as otherwise limited by the Bowls NZ Regulations and the Centre Regulations. Full Members have the right to enter into any applicable bowling competition, tournament or

- match held by the Club or if selected to represent the Club in other competitions, tournaments and matches.
- (b) **Social Members:** Any person who does not wish to enjoy full membership status but wishes to enjoy an ongoing association with the Club may become a Social Member. Social Members shall be entitled only to participate in social and pavilion activities and shall have no right to participate in bowling events at or on behalf of the Club. However Social Members may hold office if duly elected or appointed to an official position at the Club in accordance with this Constitution. Other than as an office holder, Social Members shall have no right to speak at Club General Meetings. Social Members may not vote at Club General Meetings.
 - (c) **Associate Members:** Any full member of any other club which is a Member of Bowls NZ may apply to become an Associate Member of the Club. Associate Members shall be entitled to full or limited use of the Club's green or greens as determined by the Board of Management and as otherwise limited by the Bowls NZ Regulations and Centre Regulations. Associate Members shall also be entitled to enter into such bowling competitions, tournaments or matches held by the Club as determined by the Board of Management but shall not have the right to be selected to represent the Club in other competitions, tournaments or matches.
 - (d) **Student Members:** Any person who is enrolled in a full time course of education at a school or tertiary institution, and who is under 19 years of age, may become a Student Member of the Club. Student Members shall have the same rights and privileges as Full Members.
 - (e) **Playing Life Members:** Any Life Member elected under Rule 6.3 of this Constitution who has rendered outstanding services to the Club, and who wishes to utilise the bowling privileges of the Club, shall be a Playing Life Member. Playing Life Members shall have the same rights and privileges as Full Members.
 - (f) **Non-Playing Life Members:** Any Life Member elected under Rule 6.3 of this Constitution who has rendered outstanding services to the Club and who does not wish to, or is unable to, utilise any bowling privileges of the Club, shall be a Non-Playing Life Member. Except for the bowling privileges, Non-Playing Life Members shall have the same rights and privileges as Full Members.
 - (g) **Honorary Members:** If any Full Member is unable, through illness or other cause, to play bowls, and such Member has taken an active and prominent part in the affairs of the Club, the Board of Management may appoint such Member as an Honorary Member for such period as it shall think fit. Except for the bowling privileges which they can not enjoy, Honorary Members shall have the same rights and privileges as Full Members.
 - (h) **Casual Members:** Any person who wishes to participate in any bowling competition held by or under the auspices of the Club, shall upon entering such competition be deemed to be a Casual Member of the Club. Such Casual Member shall have the right to use the greens as specified in the conditions of entry or rules of such competition, and to enjoy the social and pavilion activities at the Club for the purposes of such competition, but shall have no other rights as Members of the Club.

6.2 Application for Membership

- (a) Applications for all categories of membership (except Casual Members, Honorary Members and Life Members) shall be in writing addressed to

the Secretary on the prescribed Bowls NZ membership form. In making such application the applicant shall acknowledge that upon acceptance as a Member he/she is bound by this Constitution, the Centre Constitution and Bowls NZ Constitution, the Club Regulations, the Centre Regulations and the Bowls NZ Regulations.

- (b) Every applicant for admission to membership of the Club shall be proposed and seconded by two Full Members of the Club, both of whom personally know the applicant.
- (c) The application shall be in writing addressed to the Secretary in the prescribed Bowls NZ membership form setting out the full name of the applicant, his/her address, the class of membership to which he/she desires admission and such other particulars as the form may require, and shall be signed by the applicant and his/her proposer and seconder.
- (d) Where an applicant is, or has been previously a Member of another club which is a member of Bowls NZ, the Board of Management shall require the production of a Clearance Certificate on the Bowls NZ prescribed form from such club, before the applicant may be considered for membership.
- (e) Upon receipt of a properly completed membership form (and Clearance Certificate, if Rule 6.2(d) applies) the Secretary shall post the membership form on the notice board for a period of no less than 14 days and then the Board of Management shall determine whether a person's application for membership is accepted. The Board of Management may refuse to accept any applicant for membership on any lawful grounds, and shall not be required to give reasons for such refusal, but may choose to do so.
- (f) The election by the Board of Management may be by a show of hands, but shall be by ballot if so required by one or more Members of the Board of Management.
- (g) Upon approval of a new Member, the Secretary shall notify the Centre of the new Member with the details necessary to record it on the Centre's Register of Members, and the Centre, shall in turn, notify Bowls NZ of such new Member.

6.3 **Life Membership**

Any Member of the Club (other than a Social Member or a Casual Member) may propose that a Member (or former Member) of not less than 15 years membership of the Club, including membership of a club with which the Club has amalgamated or joined, who has rendered outstanding services to the Club, become a Life Member. Every such proposal shall be made in writing setting out the basis upon which the proposer considers the Member or former Member has rendered outstanding services to the Club. The application shall first be considered by the Board of Management and if approved by it, shall be forwarded to the Members for consideration at a General Meeting of the Club. A two-thirds majority of those Members present and entitled to vote at the General Meeting shall be necessary to effect such appointment. Unless and until otherwise determined there shall be not more than 10 Life Members at one time.

6.4 **Resignation of Membership**

- (a) A Member (other than a Casual Member) may resign their membership of the Club by giving not less than 30 days notice of such resignation. Upon receipt of such notice of resignation, the Secretary shall inform the Centre Secretary, and in turn, the Centre shall inform Bowls NZ, of such resignation. However, the resignation shall not be effective until all moneys due to the Club by the Member in his/her capacity as a Member shall have been paid.

- (b) The Secretary shall give to any Member whose resignation is effective, on request, a Clearance Certificate on the Bowls NZ approved form.
- (c) If any Member shall make default in payment of his/her subscription and other (if any) moneys due by him/her to the Club for a period of 1 month after written notice requiring him/her to pay the same shall have been given to him/her by the Secretary, the Board of Management shall have power to determine his/her membership and to report his/her to the Centre as a defaulter, but such Member shall not be relieved from liability to pay such moneys.

7 Suspension and Termination of Membership

- 7.1 **Definition:** For the purposes of this Rule the term “suspension” means the action of suspending a Member from membership of the Club for a defined period of time, unless the terms of the suspension specify otherwise. The term “expulsion” or “termination” means the action of expelling the Member and terminating their membership of the Club, the Centre and Bowls NZ indefinitely, unless the terms of the expulsion or termination specify otherwise.
- 7.2 **Suspension/Termination of Member:** A Member may have his/her membership of the Club (and therefore of the Centre and Bowls NZ) suspended or terminated if the Board of Management, the Club Judicial Committee or any other committee on its behalf after reasonable enquiry considers the Member:
- (a) has engaged in any conduct prohibited by the Constitution of the Club;
 - (b) has defaulted in payment of any fee due and owing to the Club; or
 - (c) did not or is unable to comply with a reasonable decision of the Club, its Constitution, Regulations or any policies or reasonable directions of the Board of Management.
- 7.3 **Opportunity to be Heard:** Before any decision is made under Rule 7.2, the Board of Management, Judicial Committee, or any other committee on its behalf:
- (a) shall give the Member 7 days written notice of the Committee’s proposal to suspend or terminate the membership, and the reasons for such proposal; and
 - (b) inform the Member that he/she has the right to be present, make submissions and be heard at the meeting in which the proposal to suspend or terminate is to be considered.
- 7.4 **Notification of Decision:** Upon the decision by the Board of Management, the Club Judicial Committee or any committee on its behalf to suspend, expel or terminate a Member under Rule 7.2, the Secretary shall immediately inform the Member concerned, and within 7 days of the decision inform the Centre of the decision.
- 7.5 **Appeal of Club Decision:** Any Member whose membership is suspended or terminated under Rule 7.2 may appeal the decision to the Centre in accordance with this Constitution. Any such appeal shall not operate as a stay to the decision to suspend or terminate the Member’s membership of the Club.
- 7.6 **Effect of Suspension/Termination:** A Member who is suspended, expelled or terminated from membership of the Club, shall also automatically have their membership of all other Clubs, Centres and Bowls NZ suspended, expelled or terminated, unless the terms of the suspension, expulsion or termination specifies otherwise. The effect of such suspension, expulsion or termination,

(unless the terms of the suspension, expulsion or termination specifies otherwise) is that the Member shall:

- (a) not be entitled to any of the rights or privileges of membership set out in this Constitution, the Club Regulations, the Centre Constitution, the Centre Regulations, the Bowls NZ Constitution and the Bowls NZ Regulations, including the right to nominate, elect or appoint officers, or the right to vote;
- (b) not be entitled to participate, practice or play Bowls in any capacity in any competition, tournament, event or activity of any Club, Centre or Bowls NZ;
- (c) not be entitled to have access to any function, activity, facilities, services or premises of any Club, Centre or Bowls NZ;
- (d) not be entitled to apply for, or be granted, membership or to compete or play in a Game of Bowls with or for any other Club or Centre or Bowls NZ, and if such membership and/or rights shall be invalid and in breach of this Constitution;

for the period of the suspension, or in the case of expulsion or termination indefinitely (unless membership is reinstated under Rule 7.9).

7.7 Suspension/Termination by Centre or Bowls NZ: A Member of the Club who has had their membership of a Centre or Bowls NZ suspended or terminated by a Centre or Bowls NZ shall automatically have their membership of the Club suspended or terminated and Rule 7.6 shall apply to such suspension or termination. The Board of Management is required to suspend or terminate any such Member immediately upon receiving notice from the relevant Centre or Bowls NZ that such suspension or termination has been determined. If such Member is subsequently reinstated to membership of the Centre or Bowls NZ, then he/she shall automatically have their membership of the Club reinstated upon receiving notice from the relevant Centre or Bowls NZ of such reinstatement.

7.8 Member's Rights on Cessation of Membership: A Member who ceases to be a Member of the Club shall forfeit all rights in and claims upon the Club and its property, and shall not use any property of the Club, including its Intellectual Property.

7.9 Reinstatement by Club: Membership, which has been suspended, expelled or terminated by the Club, may be reinstated, by a two-thirds majority of those Members present and entitled to vote at a Special General Meeting of the Club called for such purpose. If a Member is reinstated under this Rule, the Club shall notify the Centre and Bowls NZ of such reinstatement within 7 days of the decision to do so.

8 Members Rights and Obligations

8.1 Members acknowledge and agree that:

- (a) this Constitution, and the Bowls NZ Constitution and the Centre Constitution, constitute a contract between each of them and the Club, the Centre and Bowls NZ and they are bound by this Constitution, the Club Regulations, the Centre Constitution, the Centre Regulations, the Bowls NZ Constitution and the Bowls NZ Regulations;
- (b) they shall comply with and observe this Constitution, the Club Regulations, the Centre Constitution, the Centre Regulations, and any determination, resolution or policy which may be made or passed by the Board of Management, the Centre Board or the Board of Bowls NZ;
- (c) they are subject to the jurisdiction of the Club, the Centre and Bowls NZ;

- (d) this Constitution, the Club Regulations, the Centre Constitution, the Centre Regulations, the Bowls NZ Constitution and the Bowls NZ Regulations are necessary and reasonable for promoting the Objects of the Club and the objects of the Centre and Bowls NZ;
- (e) this Constitution, the Club Regulations, the Centre Constitution, the Centre Regulations, the Bowls NZ Constitution and the Bowls NZ Regulations, are made in the pursuit of a common object, namely the mutual and collective benefit of Bowls NZ, the Centre, the Club, its Members and the Game of Bowls;
- (f) they are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution, the Centre Constitution and the Bowls NZ Constitution.

9 Register of Members

9.1 Membership Return

For the purposes of:

- (a) complying with section 22 of the Incorporated Societies Act 1908;
- (b) determining the exact number and categories of Members (including Casual Members) of Bowls NZ and the Centre;
- (c) determining the exact amount of annual capitation fee payable by the Club to the Centre (and through the Centre to Bowls NZ);
- (d) determining the exact amount of subscription payable by each Member of the Club;
- (e) enabling Bowls NZ and the Centre to meet any contractual obligations they may have to sponsors, including the provision of membership lists containing the names and addresses of Members; and
- (f) compiling the Bowls NZ Register of Members (which includes the Centre's and the Club's Registers of Members)

an annual return of Members in the form prescribed by Bowls NZ shall be forwarded by the Club to the Centre.

9.2 Filing Annual Return

- (a) The Club's annual return for the year ending 31st December, together with a copy of the Club's annual report and statement of accounts for the Club shall be sent to the Centre Secretary by the 31st day of January in each year. The Club's annual return must be certified as true and correct by the President and the Secretary.
- (b) The Club is not required to include in its annual return particulars of any Member who has applied for a Privacy Act exemption under Rule 38.3 until such time as the application has been finally determined.

9.3 Inspection of Register

Any entry on the Register of the Club's Members shall, in respect of a Member, be available for inspection by that Member, upon reasonable request and in compliance with the Privacy Act 1993.

10 Subscriptions

- 10.1 The subscriptions due and payable by Members (other than Life Members, Honorary Members and Casual Members) on the 1st day of October in every year shall be as determined by the Club annually in a General Meeting. Any subscription due must be paid prior to a Member participating in any Club competition or any game representing the Club. The Board of Management shall

recommend the subscription fee or fees it considers appropriate to the Members for consideration at the General Meeting.

- 10.2 In making the determination in Rule 10.1, the Club may, in its discretion, determine different subscription fees for each category of Member. Such subscription fees shall be in addition to any administration, entry or other fees set by the Board of Management in respect of particular competitions, tournaments, matches or other activities at the Club, which may be due and payable by any category of Member, including Casual Members.
- 10.3 If the annual subscription fee of any Member and any other moneys owing by him/her to the Club remain unpaid after the 1st day of November in any year he/she shall be regarded as being a non-financial Member and shall not thereafter, unless the Board of Management shall otherwise determine in special circumstances, be entitled to exercise or enjoy any right, privilege or advantage of membership until all moneys shall have been paid. Before this Rule takes effect the Secretary or Treasurer must give written notice to the Member concerned of the outstanding moneys owing by that Member to the Club.
- 10.4 The Board of Management shall have the power to reduce the first annual subscription of any Full Member or Student Member accepted to membership after the 1st day of January in any year.

11 Board of Management

- 11.1 The Board of Management shall consist of the following:
- (a) the President;
 - (b) the Vice-President;
 - (c) four others who are either Full Members, Student Members or Life Members of the Club.
- 11.2 The position on the Board of Management shall be vacated if the holder of it:
- (a) ceases to be a Full Member, Student Member or Life Member of the Club;
 - (b) resigns his/her office;
 - (c) dies;
 - (d) without being excused by the Board of Management, absents himself or herself from 3 or more consecutive meetings of the Board of Management;
 - (e) is removed from office by resolution of those Members present and entitled to vote at a Special General Meeting convened for that purpose;
 - (f) becomes ineligible to continue to hold office by reason of suspension or termination;
 - (g) becomes bankrupt;
 - (h) commits a criminal offence punishable by a term of imprisonment.
- 11.3 The Board of Management shall have the power to fill any casual vacancy occurring through to the next election.

12 Nominations and Elections of Board of Management

12.1 Nominations to be Called

- (a) The Members of the Board of Management of the Club shall be elected at each Annual General Meeting.

- (b) A notice calling for nominations for positions on the Board of Management, together with nomination forms shall be displayed on the Notice Board of the Club before 30th April each year.
- (c) Nominations for the positions on the Board of Management shall be delivered to the Secretary on or before 5.00 pm on 31st May immediately preceding the Annual General Meeting. Every candidate shall have been a Full Member, Student Member or Life Member for at least the 12 months immediately prior to the closing of nominations, including membership of a club with which the Club has amalgamated or joined and shall be nominated in writing by 2 Full Members, Student Members or Life Members of the Club. The nomination form must bear the signature of the candidate as evidence of his/her consent.
- (d) If no valid nominations for a position are received by the Secretary in accordance with this Rule, then nominations for such position may be made orally at the Annual General Meeting, provided that the approval of the nominee has been obtained. Should there be only one such nomination the Chairperson of the meeting shall declare the nominee elected. Should there be more than one such nomination, a ballot shall be taken amongst those Members present and entitled to vote.

12.2 Election

- (a) If an election is necessary for any position on the Board of Management then a ballot shall be taken amongst those Members present and entitled to vote at the Annual General Meeting.
- (b) No person shall be elected as President or Vice-President unless he/she has been a Full Member, Life Member or Student Member of the Club for at least 36 months immediately prior to the closing of nominations.
- (c) Elections shall be conducted shall conducted and declared in the following order:
Patron(s)
President
Vice-President
Other Members of the Board of Management.
- (d) Where there is an equality of votes between candidates then a second ballot shall then be held, and in the event of an equality of votes after the second ballot then the outcome shall be determined by lot.
- (e) In any ballot the candidate who receives at least 51% of the eligible votes shall be deemed to be duly elected to the position.

12.3 Term of Office

The term of office of the Members of the Board of Management shall be from the conclusion of the Annual General Meeting at which their election is made through to the close of the following Annual General Meeting. Each Member of the Board of Management shall be eligible for re-election. Immediately following the conclusion of the Annual General Meeting, the Board of Management shall meet and determine the respective 1 and 2 year terms of the 4 Board of Management Members. Each member of the Board of Management shall be eligible for re-election.

13 Patron

- 13.1 On the recommendation of the Board of Management, the Club may, by decision of the majority of those Members present and entitled to vote at a General Meeting, invite a person or persons to be Patron or Patrons of the Club. Such

invitation, if accepted, shall be for such term as the Members at the General Meeting determine.

14 Proceedings of Board of Management

14.1 Number of Meetings

The Board of Management shall meet at least once a month, with the optional exception of January, at the most convenient time and place, including immediately prior to each Annual General Meeting or Special General Meeting of the Club. Other business requiring the immediate consideration of the Board of Management may be conducted by conference calls or written correspondence including by facsimile or email/video.

14.2 Convening of Meetings

Notwithstanding Rule 14.1, a meeting of the Board of Management shall be held at such venue and time as decided by the Chairperson, or if requisitioned for the consideration of urgent business by not less than 2 Board of Management Members. Such requisition shall be in writing addressed to the Secretary and shall state full details of the urgent business to be discussed.

14.3 Voting

- (a) Each Member of the Board of Management present at any Board of Management meeting may exercise 1 vote. The Chairperson shall have a deliberative vote, and in the event of an equality of votes but not otherwise the Chairperson shall also have a casting vote and the Chairperson shall exercise such vote in favour of the maintenance of the status quo. No proxies shall be allowed.
- (b) Any Member, including any Board of Management Member, who may derive some personal or financial advantage from any matter before the Board of Management shall disclose the nature and extent of their interest to the Board of Management and shall take no part whatsoever in the matter before the Board of Management where they hold such interest, other than a Member of the Board of Management.

14.4 Minutes

The Secretary shall ensure the proceedings of each Board of Management meeting are properly recorded as soon as possible after the conclusion of each meeting. A copy of such minutes after confirmation shall then be made available to (either directly or upon request) each Member of the Club. The original of each set of Minutes shall be permanently affixed in the Minute Book and confirmed at the next meeting of the Board of Management.

14.5 Quorum

- (a) The quorum for meetings of the Board of Management shall be one more than half of the Board of Management entitled to vote.
- (b) No business shall be transacted at any Board of Management meeting unless a quorum shall be present, except that those present may fix a date and venue for the reconvening of the meeting. Notice of such date and venue of any reconvened meeting shall be given forthwith to each Member of the Board of Management.

14.6 Attendance

Any Board of Management who fails to attend 3 consecutive meetings of the Board of Management without leave of absence shall forfeit his/her office on the Board of Management.

14.7 **Conference Calls**

A meeting of the Board of Management may be held by the contemporaneous linking together by telephone or other means of communication of the Members of the Board of Management and in such event the procedural requirements of this Rule in relation to meetings of the Board of Management shall apply with any necessary modification.

14.8 **Chairperson**

The Chairperson of meetings of the Board of Management shall be determined by the elected Board of Management Members immediately following the conclusion of the Annual General Meeting.

15 Powers and Duties of the Board of Management

15.1 **Overall Power**

- (a) The Board of Management shall be the policymaking body of the Club and shall also be responsible for managing the business and affairs of the Club.
- (b) The Board of Management shall, through clearly defined delegations of authority, delegate to the Secretary and, where appropriate, through the Secretary to Club staff, the day-to-day management of the business and affairs of the Club.
- (c) Every resolution of the Board of Management which is not inconsistent with, or does not purport to repeal or alter anything contained in the respective Constitution of Bowls NZ, the Centre or the Club, or any resolution of any General Meeting of the Club, shall be binding on all members of the Club unless and until set aside by a resolution of a General Meeting of the Club.

15.2 **Powers and Duties**

The Board of Management shall have the following general powers and duties:

- (a) to develop and implement strategies, policies and procedures for the administration, promotion and development of the Game of Bowls in the Club;
- (b) to develop and implement prudent policies to protect and enhance the Club's finances and property;
- (c) to control, manage and expend the funds of the Club including the power to invest or otherwise deal with such funds, and to incur liability as it may think necessary or expedient, in accordance with the powers of the Club set out in Rule 5 of this Constitution;
- (d) to employ or engage the Secretary and Treasurer, determine the terms and conditions of employment/engagement/remuneration and, if necessary, terminate such employment/engagement/remuneration;
- (e) to establish such committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- (f) to establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Club;
- (g) to co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board of Management;
- (h) to delegate such powers as it considers appropriate to employees, committees or other groups appointed by it;
- (i) to enforce the Laws of the Sport;
- (j) to determine the yearly calendar for Club tournaments, events and competitions;

- (k) to employ, engage or otherwise appoint a manager, coaches, managers, umpires, greenkeepers and support personnel for Club representative Bowls teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (l) to appoint such persons as it considers appropriate to committees, positions and roles within the Club, (except as otherwise specified in this Constitution or the Club Regulations), to determine the terms and conditions of such appointment and, if necessary, to terminate such appointments;
- (m) to select Club representative Bowls Teams and squads;
- (n) subject to this Constitution, to fill vacancies of the Board of Management, any committees and other groups which are established by it;
- (o) to determine the conditions and rules of Club tournaments, events and competitions, held by or under its auspices;
- (p) to appoint and administer the Club Judicial Committee;
- (q) to appoint a delegate to represent the Club at general meetings of the Centre;
- (r) to discipline Members as specified under Rules 7 and 22;
- (s) to develop Club programmes for playing, coaching, umpiring and officiating the Game of Bowls and implement them as agreed by Bowls NZ together with national programmes;
- (t) to resolve and determine any disputes or matters not provided for in this Constitution.

16. Secretary and Treasurer

16.1 Secretary - Duties:

The Secretary shall:

- (a) Give notice of, and attend, all General Meetings and meetings of the Board of Management, keep minutes of the proceedings of such meetings and record the attendance at meetings of the Board of Management (particulars of which shall be included in the Annual Report).
- (b) Conduct all correspondence and generally perform such duties required under the Constitution of Bowls NZ and the Centre and/or this Constitution and the Club Regulations and such other duties as directed by the Board of Management.

16.2 Treasurer – Duties

The Treasurer shall:

- (a) Collect and account for all subscriptions and other moneys payable to the Club, bank to the credit of the Club's banking account, disburse the moneys of the Club under the authority of the Board of Management, and keep proper accounts of the financial affairs of the Club.
- (b) Submit accounts payable by the Club for the approval of the Board of Management before payment, and report to each meeting of the Board of Management the state of the finances of the Club.
- (c) Keep a Register of Members, and forward the annual return of the Club, in accordance with the requirements of the Centre and Bowls NZ.
- (d) Immediately after the close of each financial year prepare and submit to audit the Statement of Income and Expenditure and audited Statement of Accounts for the Club for the financial year, and present them, together with a budget of estimated income and expenditure for the ensuing year, to the Annual General Meeting.

17. Greens Superintendent

- 17.1 The Greens Superintendent shall be a member of the Club and shall be appointed by the Board of Management. Subject to any specific instructions given by the Board of Management, he/she shall be responsible for:
- (a) the maintenance of upkeep of the greens and surrounds, supervise and direct the work of the Greenkeeper and if of any casual and voluntary work related to the greens of a similar nature, and
 - (b) prior to each meeting of the Board of Management, the Greens Superintendent shall provide a written report on the state of the greens and such other matters as he/she deems desirable or as required by the Board of Management.
- 17.2 The Green's Superintendent, or in his/her absence the President or Vice-President, shall have power to prevent play on the Club's greens or any part of them and/or close the greens, if at any time (subject to this Rule) it is considered that the greens might be damaged by being played upon. Such decision to require the cessation of play or to close the greens shall be signified by the display of an appropriate notice on the green or rink concerned and/or a notice on the Pavilion Notice Board. This clause shall **not** apply where the Club greens are being used by the Centre or by Bowls NZ for a competition, tournament or match being held by or on their behalf, in which case, the controlling body of such competition, tournament or match shall determine, in consultation with the Greens Superintendent, whether or not play can continue and/or the greens should be closed.

18 Centre Delegates

- 18.1 The Delegate(s) to the Centre in respect of the current year of the Club shall be appointed by the Board of Management and shall assume office in accordance with the provisions of the Centre Constitution. The Board of Management shall in similar manner elect one or more Substitute Delegates who may act as the Club Delegate(s) shall be unable to so act. Delegates shall, when specific instructions are given, vote at meetings of the Centre in accordance with the directions given to her/him (them) by the Board of Management. The Delegate(s) shall report to the Board of Management all decisions of the Centre affecting or of interest to the Club.

19 General Meetings

19.1 Annual General Meeting

- (a) An Annual General Meeting of the Club shall be held not later than 30th June in each year. The Secretary shall give formal written notice including an agenda to all Members entitled to vote at the meeting, confirming the venue, date and time of such meeting, as determined by the Board of Management, not later than 14 days prior to the proposed date for the meeting.
- (b) The business to be transacted at every Annual General Meeting shall include:
 - (i) confirmation of the minutes of the previous year's Annual General Meeting;
 - (ii) receiving the Board of Management's report for the financial year ending 31st March together with a Statement of Income and Expenditure and audited Statement of Accounts for the Club for the financial year;

- (iii) receiving the auditor's report on the accounts for the Club for the preceding financial year;
- (iv) the election of members of the Board of Management;
- (v) fixing the annual subscription fee or fees;
- (vi) the appointment of an auditor for the next financial year;
- (vii) considering and dealing with notices of motion from Members of which due and proper notice has been given;
- (viii) transacting such other business as the General Meeting deems appropriate.

19.2 Notices of Motion

- (a) Only those Members entitled to vote at a General Meeting of the Club may submit notices of motion.
- (b) Any notice of motion from a Member must be received by the Secretary by the 31st May prior to an Annual General Meeting in order to be considered at that meeting.
- (c) Every notice of motion must be signed by the Member.
- (d) Any matter of an urgent or extraordinary nature which normally would be required to be the subject of a notice of motion may, if prior written notice has been given to the Secretary and the President, be brought before such meeting and determined by it but only if the majority of those Members present and entitled to vote do so in favour of the matter not being circulated to the Members for prior consideration.

19.3 Special General Meeting

- (a) The Secretary shall convene a Special General Meeting of the Club:
 - (i) when directed to do so by the Board of Management; or
 - (ii) on requisition in writing signed by not less than 7 Members entitled to vote at a General Meeting which shall provide full details of the business to be dealt with at the meeting, by giving the requisite notice required under Rule 19(b).
- (b) A Special General Meeting if called for or requisitioned pursuant to Rule 19(a) shall be convened by the Secretary giving at least 14 days' notice to the Members of the Board of Management and Members of the date and venue of such meeting (except where in the view of the President such notice period is not practicable). Such notice shall clearly state the reasons why the Special General Meeting is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business mentioned in the notice of requisition may be dealt with at such Special General Meeting.

19.4 Chairperson

The Chairperson of an Annual General Meeting or a Special General Meeting shall be the Chairperson of the Board of Management. In the event of the Chairperson being unavailable or unwilling, the President shall chair the meeting and if he/she is unavailable or unwilling, the Vice-President shall chair the meeting and, if none of such persons are available or willing the meeting shall appoint a person from amongst its number to act as the Chairperson.

19.5 Procedure

- (a) At all General Meetings every financial Full Member, Student Member, Honorary Member and Life Member personally present shall on each question be entitled to have one vote.

- (b) The Chairperson shall have a deliberative vote, and in the event of an equality of votes but not otherwise, the Chairperson shall also have a casting vote.
- (c) No proxy voting shall be allowed.
- (d) Voting shall be by show of hands, except for election of Members to the Board of Management or, if any two Members present and entitled to vote request a ballot, which in either case a secret ballot shall be held.

19.6 Minutes

The Secretary shall ensure the proceedings of all Annual General Meetings and Special General Meetings are recorded and incorporated in a Minute Book. As soon as possible after the conclusion of each meeting the Secretary shall forward a copy of the minutes to the Members of the Board of Management.

20 Quorum

- 20.1 The quorum for all Club General Meetings shall be one more than a quarter of the number of financial Members entitled to vote, provided that should such number not be a whole number, the quorum shall be the next whole number.
- 20.2 No business shall be transacted at any General Meeting unless a quorum shall be present, except that those present may fix a date and venue for the reconvening of the Meeting.
- 20.3 If a quorum is not present within an hour after the appointed time for it, the Meeting, if convened upon the requisition of Members shall be dissolved. In every other case it shall stand adjourned to a time and place to be fixed by the Chairperson on adjourning the Meeting. If at the adjourned Meeting a quorum is not present within half an hour after the appointed time, the Members present shall be a quorum.

21 Awards

- 21.1 The Club may, at the Annual General Meeting, on the recommendation of the Board of Management award a service medal to any person who's long and outstanding or meritorious service to the Club merits such recognition including service to a club with which the Club has amalgamated or joined.

22 Discipline

22.1 Disciplinary Process

The disciplinary process for Misconduct (as defined in Rule 22.2) shall be as follows:

- (a) **Club Member – Laws of the Sport:** Where a Member or Official of a Club engages in Misconduct which **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport shall take such disciplinary action as is set out in the Controlling Body's constitution and/or regulations.
- (b) **Club Member – Other:** Where a Member or Official of a Club engages in Misconduct which is **not** covered by the Laws of the Sport, the Club's Judicial Committee, or equivalent body, shall take such disciplinary action as is set out in this Constitution and/or the Club Regulations, unless stated otherwise in the Club Regulations.

22.2 **Misconduct Defined**

For the purposes of this Constitution, the definition of “Misconduct” shall include, but shall not be restricted to, situations where a Member or Official of the Club:

- (a) breaches any provision of the Laws of the Sport;
- (b) deliberately loses or attempts to lose a Game of Bowls or plays unfairly;
- (c) at any event, function or activity of the Club, or whilst on the property of the Club, uses any profane, indecent or improper language;
- (d) at any time or place engages in offensive or insulting behaviour towards the Club or any Member of the Club, or any person acting for or on behalf of the Club, including employees;
- (e) Breaches of any provision of:
 - (i) this Constitution, or the Bowls NZ Constitution or the Centre Constitution;
 - (ii) the Club Regulations, the Bowls NZ Regulations or the Centre Regulations;
 - (iii) any policies of the Club, Bowls NZ or the Centre; or
 - (iv) any reasonable direction of the Club, Bowls NZ or the Centre (or person authorised on its behalf);
 - (v) any decision of a General Meeting, the Club Board of Management or the Club Judicial Committee or any decision of any equivalent bodies of Bowls NZ or the Centre;
- (f) acts in a manner which brought, or could bring, the Club or Bowls NZ or any Centre into disrepute;
- (g) acts in a manner unbecoming of a Member of the Club or which is prejudicial to the objects of the Club, Bowls NZ and/or the Centre;
- (h) fails or refuses, for a period of 1 calendar month to pay any fine or monetary penalty imposed by the Club, Bowls NZ and/or the Centre or any authority under the jurisdiction of the Club, Bowls NZ or the Centre;
- (i) aids or abets any of the conduct specified in (a) to (h) above.

22.3 **Club Defined**

For the purposes of Rules 22.1 and 22.2, the “Club” has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include the Board of Management or equivalent body of the Club, any sub-committee of the Club, and any team or side representing the Club.

22.4 **Official Defined**

For the purposes of Rules 22.1 and 22.2, an “Official” has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include any person who is a member of any match committee, tournament committee and a person who is a team manager, a selector, a coach or an umpire.

22.5 **Procedure for Misconduct**

The relevant body in Rule 22.1 shall take action for any alleged Misconduct upon receiving details of the allegation in writing from any person or organisation and as otherwise set out in the Club Regulations.

23 Disputes

23.1 **Dispute Process**

Subject to Rule 23.4, the process for resolving Disputes (as defined in Rule 23.2) shall be as follows:

- (a) **Club Member vs Club Member – Laws of the Sport:** Where a Member of the Club has a Dispute with another Member of the Club and such

Dispute **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport, shall take such steps for resolving the Dispute as are set out in the Controlling Body's constitution and/or regulations.

- (b) **Club Member vs Club Member – Other:** Where a Member of the Club has a Dispute with another Member of the Club and such Dispute is **not** covered by the Laws of the Sport, the Club's Judicial Committee, or equivalent body, shall resolve the Dispute in accordance with the Club's Constitution and/or Regulations.
- (c) **Club Member vs Club – Laws of the Sport:** Where a Member of the Club has a Dispute with the Club or any Official of the Club and such Dispute **is** covered by the Laws of the Sport, the Controlling Body responsible for enforcing the Laws of the Sport, shall take such steps for resolving the Dispute as are set out in the Controlling Body's constitution and/or regulations.
- (d) **Club Member vs Club – Other:** Where a Member of the Club has a Dispute with the Club or any Official of the Club and such Dispute is **not** covered by the Laws of the Sport, the Club's Judicial Committee, or equivalent body, shall resolve the Dispute in accordance with the Club's Constitution and/or Regulations.

23.2 **Dispute Defined**

For the purpose of this Constitution, the definition of "Dispute" shall (subject to Rule 23.3) include situations where the Club, or any Member or Official of the Club has a grievance or difference about the meaning or effect of any Rule, provision, decision, policy, practice, right, privilege or direction (including this Constitution, the Laws of the Sport and the Club Regulations) determined by a Controlling Body or a Member or Official of the Club.

23.3 **Disputes Excludes**

A Dispute shall **not** include:

- (a) a matter which involves an allegation of Misconduct;
- (b) a matter which is before, or has been before, the Club Judicial Committee or the Judicial Committee (or equivalent body) of Bowls NZ or the Centre Judicial Committee; or
- (c) a matter which is or has been appealed under this Constitution.

23.4 **Application of Rule 23.1**

A Dispute may only be resolved under one of the sub-Rules (a) to (d) in Rule 23.1. Once proceedings have commenced under any such sub-Rule they cannot be resolved under any other sub-Rule in Rule 23.1.

23.5 **Club Defined**

For the purposes of Rules 23.1 and 23.2, the "Club" has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include the Board of Management, any sub-committee of the Club, and any team or side representing the Club.

23.6 **Official Defined**

For the purposes of Rules 23.1 and 23.2, an "Official" has the meaning defined in Rule 2 (Interpretation) of this Constitution and also has an extended meaning to include any person who is a member of any match committee, tournament committee and a person who is a team manager, a selector, a coach or an umpire.

23.7 Procedure for Dispute

The relevant body in Rule 23.1 shall resolve the Dispute upon receiving details of the Dispute in writing from the aggrieved Member or body which is in Dispute and is otherwise set out in the Club Regulations.

24 Club Judicial Committee

24.1 Composition

The Club Judicial Committee shall comprise of not less than 3 persons appointed from time to time by the Board of Management. The members of the Club Judicial Committee need not be members of the Club and should, if possible, comprise of:

- a person with legal experience, preferably a lawyer;
- a person with significant experience in disciplinary tribunals, preferably in relation to bowls;
- a person with extensive knowledge of the Game of Bowls.

The Chairperson of the Board of Management shall appoint a Chairperson on each occasion when the Club Judicial Committee is to be convened from one of the members appointed to the Club Judicial Committee. No Board of Management member, employee or person who has an interest in the matter before the Club Judicial Committee, is eligible to sit on the Club Judicial Committee. In an emergency situation any two members of the Club Judicial Committee may constitute a quorum.

24.2 Functions

The functions of the Club Judicial Committee shall be to:

- (a) hear and determine any allegation of Misconduct properly made to it under this Constitution.
- (b) hear and determine any Dispute properly made to it under this Constitution;
- (c) hear and determine any Appeals properly made to it under this Constitution;
- (d) if delegated by the Board of Management. undertake any inquiry or investigation, on behalf of the Club.

24.3 Procedure

In performing its functions, the Club Judicial Committee shall follow the procedures set out in the Club Regulations.

24.4 Decisions

Subject to the right of appeal (under Rule 25), all decisions of the Club Judicial Committee shall be final and binding on all Members. The failure to adhere to a decision of the Club Judicial Committee may result in the affected Member being suspended or expelled from the Club under Rule 7.2 of this Constitution, and/or such other steps being taken as set out in this Constitution.

25 Appeals

25.1 Appeal Process

The appeal process for appeals of decisions involving Misconduct or a Dispute shall be as follows:

- (a) **Appeal to a Club – Laws of the Sport:** Where the Club (or committee on its behalf) is the Controlling Body and that Controlling Body has made a decision involving Misconduct or a Dispute covered by the Laws of the

Sport, any party affected by that decision may appeal such decision to the Club's Judicial Committee (or equivalent committee) in accordance with this Constitution and/or Regulations.

- (b) **Appeal to the Centre – Other:** Where the Club Judicial Committee (or equivalent committee) has made a decision involving Misconduct or a Dispute which is **not** covered by the Laws of the Sport, any party affected by that decision may appeal such decision to the Centre Judicial Committee in accordance with the Centre Constitution and/or the Centre Regulations.
- (c) **Appeals to Bowls NZ:** Where Bowls NZ (or committee on its behalf) is the Controlling Body and that Controlling Body has made a decision involving Misconduct or a Dispute covered by the Laws of the Sport, any party affected by that decision may appeal such decision to the Bowls NZ Judicial Committee in accordance with the Bowls NZ Constitution and Bowls NZ Regulations.

25.2 Decisions

The decision in relation to an appeal which is determined by the Club Judicial Committee, the Centre Judicial Committee or the Bowls NZ Judicial Committee, shall be final and binding and there is no second or further right of appeal.

25.3 Procedure

In determining any appeal, the Club Judicial Committee shall follow the procedures set out in the Club Regulations.

25.4 Stay of Execution

Pending the determination of an appeal before it, the Club Judicial Committee may grant a stay of execution of the decision which is being appealed.

26 Laws of the Sport

- 26.1 All matches shall be played in accordance with the Laws of the Sport and any rules or regulations made under the Bowls NZ Constitution as approved, and its members shall, as a condition of the continuance of membership of Bowls NZ, at all times and in all respects conform to and be bound by the Constitutions and Regulations of the Club, the Centre and Bowls NZ.

27 Club Regulations

- 27.1 **Board of Management to Determine:** The Board of Management may determine from time to time Club Regulations covering attire and/or conditions of play for tournaments and competitions and/or any such other matters as the Board of Management in its discretion deems appropriate, provided they are not inconsistent with this Constitution, the Centre Constitution, the Centre Regulations, the Bowls NZ Constitution or the Bowls NZ Regulations. Such Club Regulations when determined shall be recorded in a Regulations Register maintained by the Secretary and circulated to Members as appropriate.
- 27.2 **Application**
Any Club Regulation determined under this Rule shall be binding on all Members.
- 27.3 **Alterations**
Club Regulations determined under this Rule may be rescinded, amended or added to from time to time only by resolution of the Board of Management.

28 Monetary Gain

- 28.1 No person shall be entitled to derive or otherwise receive any income, benefit or advantage from the Club where that person is able to determine or materially influence the amount or nature of that income, benefit or advantage, provided that any person who renders professional services to the Club shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for the Club. The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied in any constitution replacing this Constitution.

29 Colours

- 29.1 The official uniform and official colours of the Club shall be black and gold or as altered by the Board of Management and specified in the Club Regulations.

30 Alterations to Constitution

- 30.1 This Constitution may be rescinded, amended or added to only by a resolution in that behalf passed by a two-thirds majority of those Members present and entitled to vote at an Annual General Meeting or a Special General Meeting convened for that purpose. Any alterations to the Constitution will not come into effect until 30 days after such alterations have been approved. No amendment may be made to this Constitution, which affects Rule 31 relating to liquidation or Rule 28 relating to monetary gain unless it has been first approved by the Inland Revenue Department.

31 Winding Up, Dissolution and Liquidation

- 31.1 Members may resolve to wind up the Club, if the Club at a General Meeting of its Members passes a resolution to do so and that resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. The term “**resolution**” in this context means the resolution carried by a majority of the valid votes cast by those Members present and entitled to vote, and the resolution shall be taken to be confirmed at the subsequent General Meeting if the confirmation is carried by such a majority.
- 31.2 If Rule 31.1 is invoked the Members may pass an additional resolution appointing a liquidator. Such resolution must be confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. The term “**resolution**” in this context means the resolution carried by a majority of the valid votes cast by those Members present and entitled to vote at the General Meeting in person, and the resolution shall be taken to be confirmed at the subsequent General Meeting if the confirmation is carried by such a majority.
- 31.3 In the event of the winding up, dissolution or liquidation of the Club or its dissolution by the Registrar of Incorporated Societies, the funds and assets of the Club remaining after payment and satisfaction of its debts and liabilities and the costs and expenses of the winding up, dissolution or liquidation shall be distributed by the Club in General Meeting to a body which is established substantially or primarily for the purpose of promoting the Game of Bowls, provided that that bowls is amateur and conducted for the recreation and benefit or entertainment of the general public and no part of the income or other funds of

the body operating Game of Bowls is used or available to be used for the pecuniary profit of any proprietor, Member or shareholder.

32 Common Seal

- 32.1 The Club shall maintain a common seal which shall be kept in the custody of the Secretary and shall be affixed to any document only by authority of the Board of Management and in the presence of any two of the Chairperson of the Board of Management, the President or the Vice-President or any member of the Board of Management so authorised by resolution of the Board of Management to that effect.

33 Indemnity

- 33.1 Each Full Member, Life Member, Student Member and Member of the Board of Management shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Club against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Club.
- 33.2 The Board of Management may affect any appropriate insurance cover in respect of the indemnity provision in this Rule at the expense of the Club.

34 Matters Not Provided For

- 34.1 If any matter shall arise which in the opinion of the Board of Management is not provided for in this Constitution then it may be determined by the Board of Management in such manner as it deems fit, and such determination shall be binding upon Members unless and until set aside by a resolution of a General Meeting.

35 Auditor

- 35.1 An Auditor, who shall not be a member of the Board of Management, shall be elected at the Annual General Meeting, and shall examine and report on the annual Statement of Accounts and Balance Sheet. The Auditor shall at all reasonable times have access to the books and accounts of the Club and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.

36 Financial

- 36.1 The Club's current banking account shall be kept at such bank as may be decided upon by the Board of Management. All cheques on such account shall be signed by any 2 of the Chairperson of the Board of Management, President, Vice-President or Treasurer.
- 36.2 A majority of the Members present and entitled to vote at a General Meeting of the Club convened for the purpose, may resolve to borrow or raise, and secure the repayment of, such sum or sums of money in such a manner as they shall think fit (subject to clause 5.1(b)) including by charges upon all or any of the Club's assets (both present and future) and to purchase, redeem and pay off such securities.

- 36.3 The Board of Management shall have power to borrow by way of bank overdraft for the working expenses of the Club such amount of money either at one time or from time to time, but not exceeding in the aggregate 2 months working capital, at such rate of interest and on such terms as the Board of Management may deem necessary or expedient, and to arrange for and obtain guarantees for the repayment thereof from Members of the Club. Every Member becoming surety for any such loan shall be indemnified by the Club in respect of such surety.
- 36.4 The financial year of the Club shall end on the 31st of March in each year. The Board of Management shall cause true and complete accounts to be kept of the income and expenditure and assets and liability of the Club. A Statement of Accounts and Balance Sheet, in the form approved by the Board of Management and duly audited shall, together with the Annual Report, be forwarded to each financial Full Member, Life Member, Honorary Member and Student Member with the notice of the Annual General Meeting.

37 Investment Fund

37.1 Management of the Fund

The Board of Management shall, by 31 July 2008, (or such later date as the Board of Management may decide) transfer the sum of \$4,000,000.00 (or such amount as the Board of Management determines having regard to 2008/2011 redevelopment requirements) (hereinafter called "the Investment Fund") of the Club's funds to a Board of Trustees, appointed by the Past Presidents Committee, pursuant to Rule 37.2 below, who shall hold the Investment Fund upon trust for the Club in a separate bank account to be known as the Carlton Cornwall Bowls Inc Investment Fund.

37.2 Past Presidents Committee: The Board of Management shall maintain a Committee of the past presidents of the Club who shall be Members of the Club. The functions of the Past Presidents Committee shall be:

- (a) To appoint from time to time 5 Full Members to a Board of Trustees (hereinafter called "the Board") such Board to carry out the functions as set out hereunder.
- (b) To reappoint or appoint replacement Members to the Board in place of those who have retired or cease to be Members of the Board.
- (c) All Members of the Board so appointed shall have been Full Members or Life Members of the Club for not less than 5 years (including membership of a club with which the Club has amalgamated or joined), and remain so during their term on the Board. No more than 2 Past Presidents shall be Members of the Board at any one time.
- (d) At the first meeting of the Past Presidents Committee the Members shall appoint each Member of the Board for periods of 1 year to 4 years respectively and each Member shall retire at the end of his/her term and the Past Presidents Committee shall at the end of each year appoint a new Member to the Board or reappoint the Member who has just retired.
- (e) The Past Presidents Committee shall appoint its own Chairperson who shall not have a casting vote and a quorum shall be 5 Past Presidents and in all other respects they will regulate their own meetings.

37.3 Powers of the Board of Trustees

The Board shall have the following powers:

- (a) To invest the capital of the Investment Fund in investments authorised by law for the investment of Trust Funds in New Zealand with paramount

regard for prudent investment and the Members desire for security of the Investment Fund.

- (b) At the request of the Board of Management or on the Board's own initiative pay so much of the income and/or capital as the Board shall in its discretion think fit for or towards the operating costs of the Club or towards any project or for any purpose which the Board considers expedient or in the best interests of the Club.
- (c) In exercising this discretion the Board shall take into account that the Investment Fund is a major capital asset of the Club and has been obtained by the foresight of earlier Members and that it is the Club's present wish, after providing for the redevelopment of the Club's facilities, to keep the Investment Fund intact as far as possible in order to meet the future operating costs of the Club and for any emergency in which the Club is placed or to finance some major project desirable or necessary for the wellbeing of the Members.
- (d) The Board may invest and accumulate the income derived by the Investment Fund by investing the same and the resulting income thereof as an accretion to the capital of the Investment Fund during the period from the date hereof up to the date of distribution.
- (e) The Board shall not reduce the original capital of the Investment Fund by more than 5% of the original capital, in any one financial year, without prior consent of the Members at a General Meeting of the Club.
- (f) The Board shall appoint its own Chairperson who shall not have a casting vote and a quorum shall be 3 Trustees and in all other respects they will regulate their own meetings.
- (g) The Board shall open an account or accounts with recognised trading or savings banks in the name of The Carlton Cornwall Bowls Inc Investment Fund. The Chairperson of the Board plus 2 other Trustees, as appointed by the Board, shall be signatories on the account(s) with any 2 of the 3 jointly to sign.
- (h) Where any Member of the Board:
 - is dead; or
 - remains out of New Zealand for the space of 12 months or desires to be discharged from the Board; or
 - becomes bankrupt; or
 - refuses to act therein; or
 - is unfit to act therein or incapable to dothen, the power of appointment of a new member of the Board shall be vested in the Past Presidents Committee.
- (i) The number of Board members shall at all times be kept at 5 in number.
- (j) No Board member shall be liable for any loss **not** attributable to his/her own dishonesty or the wilful commission by him/her of an act known by him/her to be a breach of appointment.
- (k) The Board shall have the right at any time to accept further Club funds and to administer the same in terms of its power under these provisions of this Constitution.
- (l) The Board shall have the right at any time to transfer the capital and unspent income back to the general funds of the Club.
- (m) The Board may convene its own meetings at such time and place as the Board shall determine at which Minutes shall be kept and a copy given to the Club Secretary for tabling at the next Board of Management meeting.
- (n) The Board shall at each General Meeting or at any time when called upon by the Board of Management table a report on its activities and audited financial accounts.

37.4 Termination

In the event that the Investment Fund is terminated or closed down, the Board shall upon demand by the Club, transfer to the Club the capital and unspent income of the Investment Fund and the Board shall cease to exist.

38 Notices

38.1 Any notice required to be given under this Constitution shall be in writing and may be served personally or by posting it in a prepaid letter addressed to the Member at the address last notified by him/her to the Secretary. If given by post it shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post.

39 Privacy Act 1993

39.1 It is a condition of membership of the Club that each Member irrevocably consents pursuant to the Privacy Act 1993 to personal information in the form of his/her name and residential address, office held (if necessary) and telephone number being included in a membership list for display in the Club House and/or circulation to other Members and inclusion in the annual return supplied by the Club to the Centre for any one or more of the following purposes:

- (a) the Club and the Centre's membership records including a record of paid and unpaid subscription fees, and the Centre's record for the purpose of calculating capitation fees due to the Centre and Bowls NZ;
- (b) for the publication and distribution of Members' details by the Club and in the Centre Handbook (if necessary); for distribution by the Club and the Centre pursuant to arrangements entered into with sponsors;
- (c) for forwarding to Bowls NZ for its records including capitation fee purposes and/or for distribution by Bowls NZ pursuant to arrangements entered into with sponsors.

39.2 For the purposes of Principles 10-11 of the Privacy Act 1993, the use or disclosure of personal information obtained pursuant to Rule 38.1 shall, subject to the provisions of Rule 38.1, be a use or disclosure of information authorised by the individual concerned or a use or disclosure connected with or directly related to the purpose for which the information was obtained.

39.3 Notwithstanding the provisions of Rule 39.1:

- (a) Should any Member object for good reason to the disclosure of personal information in the manner prescribed in Rule 38.1 then such person may make application to the Club's Privacy Officer for exemption in whole or in part from these requirements and the Privacy Officer, having regard to the privacy principles contained in the Privacy Act 1993, may in his/her absolute discretion grant or refuse to grant such application. Any application to the Privacy Officer for exemption under this provision shall fully state the grounds upon which the applicant relies.
- (b) Any person dissatisfied with the decision of the Privacy Officer under this Rule may have the matter referred to the Board of Management for determination. The matter may at the request of the Board of Management or the Member be further considered by the Board of Bowls NZ, whose decision shall be final.

40 Transitional Provisions

- 40.1 The term of office of any person appointed or elected under the former constitution of the Club replaced by this Constitution, and any other matters, shall be modified as necessary, in order to give full force and effect to the provisions contained herein.