



**BOWLS**  
**SA**

# **CONSTITUTION OF BOWLS SA INC.**

**Adopted June 2020**

## BOWLS SA INCORPORATED

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# BOWLS SA INCORPORATED

## 1. NAME

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The name is Bowls SA Incorporated ("Bowls SA")

## 2. INTERPRETATIONS

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### 2.1 Definitions

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

**"Act"** means the South Australia Associations Incorporation Act 1985 as amended;

**"Affiliated Social Club"** means any social club admitted to Membership under this category with Bowls SA;

**"Affiliate Member"** means a member of an Affiliated Social Club.

**"Association"** means a group of Member Clubs within a defined area;

**"Board"** means the governing body and the final decision making body for the sport in South Australia and the body responsible for administering Bowls SA in accordance with this Constitution, and shall comprise the President, , Elected Directors and Independent Directors;

**"Bowls"** means the game of lawn bowls played on grass or other substitute surfaces;

**"Bowls Australia"** means Bowls Australia Limited;

**"By-Laws"** means the Bowls SA By-Laws;

**"Chief Executive Officer"** means the Chief Executive Officer of Bowls SA;

**"Constitution"** means the rules of Bowls SA pursuant to the provisions of the Act;

**"Day"** means "calendar day" not "business day";

**"Director"** means any elected or appointed member of the Board;

**"Ex-officio"** means the person entitled to notice of, attend and participate in debate at meetings with a voice and no vote;

**"Fees"** means the registration fee paid to Bowls SA by Member Clubs or Affiliated Social Clubs to register their Members with Bowls SA;

**"Financial year"** means the period July 1 to June 30 of each year;

**"Game"** means the sport of lawn bowls and includes the rules, laws and sporting ethics of bowls;

**“Independent Director”** is a director on the board of directors who does not have a material or pecuniary relationship with company or related persons, except sitting fees;

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

**“Laws of the Sport”** means the *Laws of the Sport of Bowls*;

**“Life Member”** means an individual appointed as a Life Member of Bowls SA in accordance with this Constitution and the By-Laws;

**“Member”** means a financial member of a Member Club, Affiliated Social Club and of Bowls SA, or a member of a Bowls SA Committee;

**“Member Club”** means any financial club admitted to membership under this category with Bowls SA;

**“Official”** means any umpire, measurer, marker, coach, side manager, or other official, but excluding a Director;

**“Pennants”** means the pennant competitions conducted in the country and metropolitan areas;

**“President”** means the President and presiding Chairperson of Bowls SA;

**“Regional Boundaries”** refers to geographical competition areas;

**“Representative”** means a person appointed to represent Bowls SA at a General Meeting of Bowls Australia;

**“Restricted Player”** means a player whose participation is limited to specific events;

**“Seal”** means the common seal of Bowls SA and includes any official seal of Bowls SA;

**“South Australia”** means the area within the defined State boundaries and includes areas outside of the State boundaries that are deemed to be under the jurisdiction of Bowls SA;

**“Special Resolution”** has the same meaning as in the Act which, inter alia, to pass requires a majority vote of not less than three-quarters of those present and entitled to vote.

**“Voting Delegate”** means a Member nominated to represent their Member Club with the authority to vote at any meeting where it is permitted.

## **2.2 Interpretations**

In this Constitution:

2.2.1 a reference to a function includes a reference to a power, authority and duty;

- 2.2.2 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 of the performance of the duty;
- 2.2.3 words importing the singular include the plural and vice versa;
- 2.2.4 words importing any gender include the other gender;
- 2.2.5 references to persons include corporations and bodies politic;
- 2.2.6 reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- 2.2.7 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
- 2.2.8 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.

### **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise 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.

## PART 1 – STATEMENT OF PURPOSES

### 3. OBJECTS OF BOWLS SA

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Bowls SA is the peak body for the administration of the game of bowls within South Australia and its other areas of jurisdiction. The objects for which Bowls SA is established and maintained are to:

- 3.1 create an entity through and by which bowls can be conducted, promoted and administered;
- 3.2 encourage, conduct, promote, advance and administer the game of bowls;
- 3.3 affiliate and otherwise liaise with Bowls Australia Limited and such other bodies as may be desirable in the pursuit of these objects;
- 3.4 further develop Bowls SA and bowls into an organised institution and having regard to these objects, to foster, regulate, organise, control, conduct and manage bowls tournaments, competitions, events, displays and other activities and to issue certificates and award trophies;
- 3.5 conduct or commission research and development for improvements in bowls and bowls equipment;
- 3.6 use and protect the Intellectual Property;
- 3.7 promote the importance of bowls laws, standards, techniques, awards and education to bodies involved in or related to bowls;
- 3.8 strive for and maintain government, commercial and public recognition of Bowls SA as the authority for bowls in South Australia;
- 3.9 promulgate, and secure uniformity in, such laws and standards as may be necessary for the management and control of bowls, bowls competitions and related activities, including but not limited to the Laws of the Sport;
- 3.10 pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects of Bowls SA;
- 3.11 ensure that environmental considerations are taken into account in all bowls and related activities conducted by Bowls SA;
- 3.12 promote sound health, safety and welfare practices to Members;
- 3.13 act as final arbiter on matters pertaining to the conduct of bowls in South Australia, including disciplinary matters, with the exception of the provisions of clause 45 of this Constitution and the By-Laws;
- 3.14 select and control teams, sides and individuals to represent South Australia or Bowls SA;
- 3.15 establish and conduct educational programs for Officials in the implementation and interpretation of bowls laws and standards;
- 3.16 formulate and implement appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, harassment and

- bullying, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in bowls;
- 3.17 represent the interests of its Member Clubs, of Members and of Bowls generally in any appropriate forum;
  - 3.18 have regard to the public interest in its operations;
  - 3.19 uphold a policy for competition which is free of performance-enhancement drugs and consistent with national sporting guidelines;
  - 3.20 give, and where appropriate, seek recognition for Members to obtain awards or public recognition in fields of endeavour other than bowls;
  - 3.21 seek and obtain improved facilities for the enjoyment of bowls; and
  - 3.22 undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

#### **4. POWERS OF BOWLS SA**

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Solely for furthering the Objects set out above, and in addition to the rights, powers and privileges provided under the Act, Bowls SA has power to:

- 4.1 purchase, acquire, sell, manage, mortgage, dispose of, take on lease, or exchange any real or personal estate which may be deemed necessary or convenient for any of the Objects of Bowls SA;
- 4.2 construct, maintain, reconstruct, adapt and furnish any offices, other buildings, grounds, playing surfaces or works in the ownership and/or control of Bowls SA, necessary for the purposes of, or which seem likely to advance, Bowls SA;
- 4.3 borrow and raise money in such manner as Bowls SA may think fit, including on bonds or mortgage or other security of any property held for or on behalf of Bowls SA or without any such security.
- 4.4 take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- 4.5 draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- 4.6 receive money on deposit with or without allowance of interest thereon;
- 4.7 invest and deal with any monies of Bowls SA, not immediately required for the Objects of Bowls SA, in such manner as may from time to time be determined by the Board;
- 4.8 do all or any of the matters authorised either alone or in conjunction with any person, company, incorporated or unincorporated body, or by or through any factors, trustees or agents;
- 4.9 take any gift of property whether subject to any special trust or not for any one or more of the Objects of Bowls SA, provided Bowls SA shall only deal with any such trusts in such manner as is allowed by law;



- 4.10 lend and advance money to, give credit to, or otherwise assist, anybody corporate, including guaranteeing or indemnifying anybody corporate performance;
- 4.11 take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of Bowls SA in the form of grants, sponsorships, donations, annual subscriptions or otherwise;
- 4.12 subscribe to, become a Member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of Bowls SA, so long as that other organisation prohibits the distribution of its income and property amongst its Members at least to the extent provided under the Bowls SA Constitution;
- 4.13 consider and accept application for affiliation from any other incorporated body with like interests either in full or in part to those of Bowls SA, upon such terms and conditions as may be determined from time to time as prescribed in this Constitution;
- 4.14 print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that Bowls SA may think desirable for the promotion of its objects;
- 4.15 appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the Objects of Bowls SA and to pay them in return for services rendered to Bowls SA, salaries, wages and gratuities, as appropriate;
- 4.16 subscribe to any charities and to grant donations for any public purpose;
- 4.17 produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- 4.18 establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of Bowls SA and for that purpose, to utilise any of the assets of or held on behalf of Bowls SA;
- 4.19 promote any other person or company for any purpose calculated to benefit Bowls SA;
- 4.20 amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of Bowls SA and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon Bowls SA under its Constitution;
- 4.21 purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of Bowls SA, or with which Bowls SA is authorised to amalgamate or generally for any purpose calculated to benefit Bowls SA;
- 4.22 transfer all or any part of the property, assets, liabilities and engagements of Bowls SA to any one or more of the incorporated associations with which Bowls SA is authorised to amalgamate;

- 4.23 enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of Bowls SA, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- 4.24 take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate;
- 4.25 appoint a Protests Tribunal to deal with any dispute referred to it for adjudication or any disciplinary matter brought to its attention, and empower such Protests Tribunal to impose whatever penalties it deems appropriate;
- 4.26 set fees, charges, levies and financial penalties;
- 4.27 create such other entities as are deemed relevant to progressing the Objects of Bowls SA; and
- 4.28 do all such acts and things as are incidental, conducive or subsidiary to all or any of the Objects of Bowls SA.

## **5. SEQUENCE**

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The Objects and Powers of Bowls SA as set out in clauses 3 and 4 are not in any particular sequence and therefore it shall not be construed that any object or power is of more importance.

## **6. APPLICATION OF INCOME**

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- 6.1 The income and property of Bowls SA shall be applied solely towards the promotion of the Objects of Bowls SA as set out in this Constitution.
- 6.2 Except as prescribed in this Constitution:
  - 6.2.1 no portion of the income or property of Bowls SA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - 6.2.2 no remuneration or other benefit in money or money's worth shall be paid or given by Bowls SA to any Director of Bowls SA.
- 6.3 Nothing contained in clauses 6.1 or 6.2 shall prevent payment in good faith of or to any Member or Director for:
  - 6.3.1 any services actually rendered to Bowls SA whether as an employee or otherwise;
  - 6.3.2 goods supplied to Bowls SA in the ordinary and usual course of operation;
  - 6.3.3 interest on money borrowed from any person or Member;
  - 6.3.4 rent for premises demised or let by any person or Member to Bowls SA;
  - 6.3.5 any out-of-pocket expenses incurred by any person or Member on behalf of Bowls SA, or any other reason;

- 6.4 Any such payment described above shall not exceed the amount customarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **7. ALTERATION TO THE CONSTITUTION**

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- 7.1 The Constitution may be altered by a resolution passed by a 75% majority of members present and eligible to vote at an Annual General Meeting or a Special General Meeting called for that purpose.
- 7.2 Not less than twenty-one (21) days' notice of proposed amendments to the Constitution shall be given to members.

## **8. RIGHTS AND LIABILITIES**

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The rights and liabilities of the Member Clubs of Bowls SA are as defined in Section 21 of the Act.

## **9. ACCOUNTS**

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True accounts shall be kept of the sum of money received and expended by Bowls SA and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of Bowls SA and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Constitution of Bowls SA for the time being, shall be open to the inspection of the Members, and Directors. At least once in every year, or such other times as the Board deems appropriate, the accounts of Bowls SA shall be examined by the auditor appointed in accordance with clause 23 who shall report to the Members as directed by the Act.

## **10. DEFICIT**

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- 10.1 10.1 Bowls SA require a Special General Meeting to approve any expenditure of 10% or more of monetary assets.
- 10.2 Any expenditure incurred by Bowls SA in any year in excess of the aggregate amount of revenue may on the resolution of a Special General Meeting, after notice thereof, be met by a proportionate contribution by each Member Club in proportion to its membership.

# **PART II – MEMBERSHIP**

## **11. MEMBERSHIP**

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- 11.1 Bowls SA shall consist of such metropolitan and country Member Clubs situated within its area of jurisdiction, and clubs designated as Affiliated Social Clubs in accordance with this Constitution and the By-Laws, which from time to time are admitted to membership by the Board.
- 11.2 Any sporting club, not being solely a bowling club, which has a bowling section and which itself has no separate constitution, the group of members within and comprising such section shall be deemed to be a bowling club and such sporting club may be admitted as a Member Club of Bowls SA.

- 11.3 Member Clubs that are classified as metropolitan or country shall retain their classification unless:
- 11.3.1 upon application to the Board reclassification is granted; or
  - 11.3.2 upon review by the Board metropolitan or country boundaries are realigned.

## **12. ADMISSION OF MEMBER CLUBS**

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Any bowling club within the jurisdiction of Bowls SA may apply for admission as a Member Club of Bowls SA under such terms and conditions as contained in this Constitution and the By-Laws.

## **13. ADMISSION OF AFFILIATED SOCIAL CLUBS**

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- 13.1 Any social club within the jurisdiction of Bowls SA may apply for membership of Bowls SA as an Affiliated Social Club. Application shall be in the prescribed form and lodged with the Chief Executive Officer, together with a copy of their constitution.
- 13.2 An application for admission as an Affiliated Social Club shall be considered by the Board and may be approved absolutely or subject to any specified terms and conditions. The appropriate fees shall be paid to Bowls SA within seven days of notification that membership has been approved by the Board and annually thereafter by the prescribed date.
- 13.3 An Affiliated Social Club shall not be eligible to participate in the Bowls SA pennant competition.
- 13.4 Membership as an Affiliated Social Club shall be renewed annually.
- 13.5 The Board may accept or reject an application for renewal of membership as an Affiliated Social Club and shall not be required or compelled to provide any reason for such acceptance or rejection.
- 13.6 Affiliated Social Clubs, by their affiliation with Bowls SA, agree to abide by the Bowls SA Constitution and adopt rules which conform to this Constitution in accordance with clause 18.
- 13.7 An Affiliated Social Club resigning from affiliation with Bowls SA shall give written notice to the Chief Executive Officer of such resignation in accordance with clause 19.1. An Affiliated Social Club so resigning shall be and remain liable for any outstanding fees and levies which may be recovered as a debt outstanding to Bowls SA.

## **14. MEMBERSHIP FEES AND AFFILIATION FEES**

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- 14.1 The annual Membership or Affiliation Fees payable to Bowls SA, including the due date and manner of payment, shall be as determined by the Board from time to time. Fees shall be payable in respect of Member Clubs and Affiliated Social Clubs in accordance with clauses 14.1.1 and 14.1.2.  
  
Such Fees:

- 14.1.1 shall be issued as Schedules of Payment which shall be invoiced by Bowls SA on or about July 1 each year and shall be due and payable as prescribed in the Schedules;
- 14.1.2 shall, upon receipt of the full payment of the Club's first instalment, the Club and its Members will be deemed as fully registered Members of Bowls SA;
- 14.2 Clubs shall enter a list of all the names and details of their members into the relevant database maintained by Bowls SA.
- 14.3 Renewal of Membership by Member Clubs and Affiliated Social Clubs**  
Member Clubs and Affiliated Social Clubs are required to reapply for membership each year in accordance with Rule 17.1
- 14.4 A Member of a Member Club may only play Bowls SA pennants for the Member's nominated Member Club and with which the Member is a Full Member or a Junior/Student Member, except where the Laws of the Sport apply to substitutes or where a Pennant Permit has been approved in accordance with the Bowls SA By-Laws.
- 14.5 A Member of a Member Club may only play Bowls SA or Bowls Australia events and tournaments for the Member's nominated Club and with which the Member is a Full Member or a Junior/Student Member, except where the Laws of the Sport apply to substitutes.
- 14.6 The Member Club for which the Member has paid their membership fee is deemed to be the Member's nominated Club.
- 14.7 In the event of a Member of a Member Club being cleared to another Member Club the membership for the current year is transferred with the clearance.
- 14.8 No Member of a Member Club shall be permitted to play in any tournament of another Member Club, Regional competition area or Association, or any tournament controlled by Bowls SA or Bowls Australia, unless that person is a Full or Junior/Student Member of a Member Club.
- 14.9 Full Registration**  
Members of Member Clubs with Full registration shall be eligible to play in all Bowls SA and Bowls Australia events for which they are qualified, Regional competition area and Association tournaments for which they are qualified, tournaments for the Member Club for which the Member Club's Fees have been paid and, if eligible, tournaments of other Member Clubs.
- 14.10 Junior / Student Registration**
  - 14.10.1 Junior and Student registration fees, as may from time to time be determined by the Board, shall be payable by Junior Members under the age of 18 years, or full-time student Members under the age of 25 years, as at July 1 in the year of registration.
  - 14.10.2 Members with Junior or Student registration shall be eligible to play in all Bowls SA and Bowls Australia events for which they are qualified, Regional competition area and Association tournaments for which they are qualified, tournaments for the Member Club for which

the Member Club's Fees have been paid and, if eligible, tournaments of other Member Clubs.

#### **14.11 Affiliate Member Registration**

An Affiliate Member is a Member of an Affiliated Social Club who is registered under this category with Bowls SA and who is limited to playing in Affiliated Social Club events.

#### **14.12 Social Members**

A Social Member is a non-bowling Member of a Member Club.

#### **14.13 Temporary Members**

14.13.1 A Temporary Member is a Member of a bowling club that is under the jurisdiction of the World Bowls Board, Bowls Australia or Bowls SA who is a visitor to a Member Club for the purpose of playing bowls and, on presentation of proof of current registration shall be permitted to play social bowls at that Member Club.

14.13.2 A visitor to a Member Club who is a member of an interstate or overseas bowling club that is under the jurisdiction of the World Bowls Board or Bowls Australia shall, upon receipt of a Pennant Permit issued by Bowls SA and registration with Bowls SA, be permitted, during the current season only, to play pennants for that Member Club, and be eligible to play in Bowls Australia, Bowls SA and Member Club events for which they are qualified, without completion of the clearance process from their interstate or overseas club.

#### **14.14 Classes of Membership**

The Board has the right and power from time to time to amend the existing classes of membership, or to create new classes, with such rights, privileges and obligations as are determined applicable, even if the effect of amending the existing classes of membership, or creating new classes, is to alter the rights, privileges or obligations of an existing class of Members. This right can be exercised through By-Laws created and endorsed by the Board.

### **15. RESTRICTED PLAYERS**

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15.1 A Restricted Player is a player who is limited to participation in events specifically designated for Restricted Players at their Member Club.

15.2 Players under this category shall not be eligible:

15.2.1 to play in Bowls SA, Bowls Australia or other Member Club events, with the exception of competitions expressly held for Restricted Players; and

15.2.2 to Member Club privileges contrary to those set out herein.

15.3 Players under this category shall not be selected for pennant teams unless;

- 15.3.1 All available Members with Full or Junior/Student registration with Bowls SA have been selected; and
  - 15.3.1.1 shall be limited to participate in a maximum of three (3) pennant games in any one pennant season; and
  - 15.3.1.2 may only participate in more than three (3) pennant games upon registration as a Full or Junior/Student Member of Bowls SA.

## **16. REGISTER OF REGISTERED MEMBERS**

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- 16.1 The Board shall ensure that a database of Registered Members is maintained in which shall be entered:
  - 16.1.1 the Member's full name, address, category of registration, date of registration and any other information as deemed appropriate from time to time;
  - 16.1.2 the date, if applicable, upon which the Member changed their category of registration or ceased to be registered with Bowls SA; and;
  - 16.1.3 the full name and address of each Life Member of Bowls SA.

## **17. RENEWAL OF MEMBERSHIP**

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### **17.1 Membership Renewal**

- 17.1.1 Member Clubs and Affiliated Social Clubs must renew membership of Bowls SA annually in accordance with the conditions and procedures set down by the Board from time to time.
- 17.1.2 Upon renewal of membership being granted, Member Clubs and Affiliated Social Clubs must provide Bowls SA with contact details for their President and Administrative Secretary, and other details as the Board may determine from time to time.

### **17.2 Deemed Membership**

- 17.2.1 All Member Clubs and Affiliated Social Clubs, at the time of approval of this Constitution under the Act, shall be deemed Members of Bowls SA from the time of approval of this Constitution under the Act.
- 17.2.2 Member Clubs shall, at the direction of the Board, amend their constitutions in accordance with this Constitution and the Act.

## **18. MEMBERSHIP COMPLIANCE**

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- 18.1 Member Clubs and Affiliated Social Clubs, and the Members of those clubs, acknowledge that:
  - 18.1.1 they are entitled to benefits, advantages, privileges and services of Bowls SA membership, as defined by the Board from time to time;

- 18.1.2 by their membership of Bowls SA, they agree to abide by the Bowls SA Constitution and By-Laws, and comply and observe any determination, resolution or policy that may be made or passed by the Board; and
- 18.1.3 failure to comply may result in fines and penalties imposed by the Board.

## **19. DISCONTINUANCE OF MEMBERSHIP**

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### **19.1 Resignation**

Any Member Club or Affiliated Social Club that has paid all monies due and payable to Bowls SA may resign from Bowls SA by giving twenty-eight (28) days' notice in writing to Bowls SA of such intention to resign and, upon the expiration of that period of notice; the Member Club or Affiliated Social Club shall cease to be a Member. No fees or amounts paid by the Member Club or Affiliated Social Club will be refunded by Bowls SA.

### **19.2 Forfeiture of Rights**

A Member Club or Affiliated Social Club which ceases to be a member, for whatever reason, shall forfeit all rights in and claim upon Bowls SA and its property including Intellectual Property immediately they cease to be a member.

### **19.3 Failure to Renew or Pay Fees**

Upon any Member Club or Affiliated Social Club failing to pay its membership or affiliation fees or any other monies payable under this Constitution within fourteen (14) days of the due date, such Member Club or Affiliated Social Club shall, on the resolution of the Board, be deprived of the benefit of membership of Bowls SA, including the right to compete in any Bowls SA conducted competitions or events, until payment has been received by Bowls SA.

### **19.4 Suspension of Member Club or Affiliated Social Club**

A Member Club or Affiliated Social Club that fails to comply with any requirements of this Constitution and By-Laws may be suspended by the Board from all Bowls SA membership privileges, events, activities and programs for such time as the Board may determine.

### **19.5 Member Club or Affiliated Social Club may re-apply**

A Member Club or Affiliated Social Club which has resigned or been expelled or suspended or whose membership has lapsed under clauses 19.1, 19.3 or 19.4:

- 19.5.1 may re-apply for membership in accordance with such procedures as are prescribed by the Board from time to time; and
- 19.5.2 may be re-admitted at the discretion of the Board.

## **20. DISCIPLINE**

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Where the Board is advised or considers that a Member Club, Affiliated Social Club, Member or Official has allegedly:



- 20.1 breached, failed, refused or neglected to comply with a provision of this Constitution, any policy or any resolution or determination of the Board or any duly authorised committee; or
- 20.2 acted in a manner unbecoming of a Member Club, Affiliated Social Club, Member or Official or prejudicial to the Objects and interests of Bowls SA, bowls or the Laws of the Sport; or
- 20.3 brought Bowls SA or bowls into disrepute;

The Board may commence or cause to be commenced disciplinary proceedings against that Member Club, Affiliated Social Club, Member or Official, and that Member Club, Affiliated Social Club, Member or Official will be subject to and submit unreservedly to the jurisdiction, procedures, penalties and appeals mechanisms of Bowls SA as set out in clause 44.2.

## **PART III – FINANCIAL**

### **21. RECORDS AND ACCOUNTS**

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- 21.1 The Chief Executive Officer shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of Bowls SA and the Board are established and maintained, and shall produce these as appropriate at each meeting of the Board and as required under the Act.
- 21.2 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.
- 21.3 The accounts of Bowls SA shall be audited at the conclusion of each financial year.
- 21.4 On confirmation by the auditor of the accuracy of the financial records an Annual Report and Financial Statement shall be prepared by the Chief Executive Officer.
- 21.5 Bowls SA shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.
- 21.6 The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of a Bowls SA Annual General Meeting in accordance with this Constitution, a copy of the Financial Statement, the Board's report, the auditor's report and every other document required under the Act (if any).
- 21.7 The Financial Statement, when approved or adopted by a Bowls SA Annual General Meeting, shall be conclusive except as regards any error discovered in the statement within three months after such approval or adoption.

### **22. FUNDS**

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#### **22.1 Source of Funds**

The funds of Bowls SA shall be derived from membership fees, affiliation fees, registration fees, levies, donations, grants, sponsorships and such other sources as are determined by the Board.

**22.2 Deposit and Receipt of Funds**

All money received by Bowls SA shall be deposited as soon as practicable and without deduction to the credit of a Bowls SA financial institution account.

**22.3 Management of Funds**

The provisions of clause 6 of this Constitution relating to the application of Bowls SA funds shall take effect and be observed as if the same were repeated in this Constitution.

**23. AUDITOR**

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23.1 Auditors, as defined in the Act, shall be appointed at the Bowls SA Annual General Meeting. The duties of the auditor shall be regulated in accordance with the Act.

23.2 The accounts of Bowls SA shall be examined in accordance with generally accepted accounting principles and a report provided by the auditor or auditors at least once in every year and submitted to the Annual General Meeting.

**PART IV – ADMINISTRATION STRUCTURE**

**24. BOARD OF DIRECTORS**

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**24.1 Powers and Duties**

24.1.1 The affairs of Bowls SA shall be managed by the Board of Directors between General Meetings, subject to the Constitution and the directions and resolutions of Bowls SA in such meetings.

24.1.2 Subject to the Act and this constitution the Board shall have the power to perform all such acts as appear to the Board to be essential for the proper management of the affairs of Bowls SA.

24.1.3 The Board may, from time to time, allocate to its Members additional portfolio responsibilities.

24.1.4 The Board may from time to time establish committees, sub-committees, and special panels and appoint members or individuals to those committees, sub-committees and special panels; and

24.1.5 Engage consultants to carry out such duties and functions with such powers as the Board determines.

**24.1.6 Hall of Fame and Life Membership**

24.1.6.1 The Board, in accordance with the procedures as prescribed in the Bowls SA By-Laws, may resolve to recognise an individual by awarding Life Membership of Bowls SA.

24.1.6.2 The Board, in accordance with the procedures as prescribed in the Bowls SA By-Laws, may resolve to recognise an individual with induction into the Bowls SA Hall of Fame.

## **24.2 Appointment**

24.2.1 The Board shall consist of seven (7) elected Members, elected by simple majority for a two (2) year term at an Annual General Meeting

24.2.2 Each Director shall be elected at an Annual General Meeting of Bowls SA for a term of two (2) years with, two (2) Male Members and two (2) Female Members elected in the even years and one (1) Male Member, one (1) Female Member and one (1) being discretionary Member elected in the odd years

24.2.3 The position of President and shall be appointed by the Board from the duly elected Directors

24.2.4 The Chief Executive Officer is an ex-officio member of the Board (without voting rights) and any sub-committees which may be established by the Board from time to time.

24.2.5 Each Director who has completed a two (2) year term of office shall then retire but shall be eligible for re-election for a further term.

24.2.6

24.2.6 Each nomination for election to the Board shall be in writing and be signed on behalf of the nominating Member Club by its Executive Officer, President, or Secretary or their nominated delegates. It shall be addressed to the Chief Executive Officer and received at the Bowls SA Office not less than thirty (30) days before the Annual General Meeting.

24.2.7 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 the vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.

24.2.8 In the event of a casual vacancy occurring in the position of elected Director, the Board may appoint a fully registered Member of a Member Club to fill the vacancy. The Member so appointed shall hold office until the conclusion of the term of office of the Director causing the vacancy. This process shall also apply at the time of adoption of this constitution.

24.2.9 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 alphabetic order, for each vacancy on the Board.

24.2.10 Voting shall be conducted in such a manner and by such method as may be determined by the Board from time to time.

- 24.2.11 If there is a deadlock because two (2) or more candidates receive the same number of votes but they cannot be declared elected to a vacant position because there aren't enough vacant positions:
- a) a second ballot round is to be conducted among those present at the said meeting; and including the first preference on any relevant postal vote
  - b) the second ballot round is to only be between the candidates who received the same number of votes in the first round; and
  - c) if there is still a deadlock after the second round, the Chairperson of the AGM shall draw lots to decide the successful candidate ; and
  - d) the way that the ballot is otherwise to be conducted is to be decided by the person chairing the AGM.
- 24.2.12 Up to three (3) additional Board Directors may be appointed by the Board by simple majority vote. These Directors shall be called Independent Directors. Independent Directors so appointed shall have full voting rights. Independent Directors hold office from as required to a maximum of 2 years” Length of appointment to be determined by the board, taking into account, skill set, job required and gender balance
- 24.2.13 Following a recommendation from the Board of a Director's alleged breach of this Constitution, the Director may be dismissed at a General Meeting by a majority vote.

### **24.3 Candidate Statements**

- 24.3.1 A candidate for a vacant position at the AGM may, at least thirty (30) days before the AGM, provide Bowls SA a candidate statement to enable Bowls SA to distribute the candidate statement to Member Clubs.
- 24.3.2 A candidate statement is a written document which:
- a) contains only text; and
  - b) sets out biographical information about the candidate or a statement of the views of the candidate on matters relevant to the candidate's possible role as a director of Bowls SA or both; and
  - c) is no longer than 200 words.
- 24.3.3 Each director will be provided a copy of any candidate statement that Bowls SA receives from a candidate, as soon as practicable after receiving it and in any event at least two (2) days before giving the notice of the AGM.
- 24.3.4 The Board may, before notice of the AGM, decide that a candidate statement should not be distributed to affiliate Clubs because it contains any content which the board decided is:
- a) false or misleading; or

- b) defamatory of any person (whether or not the defamation would be actionable); or
- c) liable to bring Bowls SA, the sport of Bowls or the process of the election to fill the vacant position for which the candidate has been nominated into disrepute.

#### **24.4 Director's Interests**

Each Director must comply with The Associations Incorporation Act 1985 as amended and in particular section 39A therein regarding disclosure of interests and voting on contracts in which a Director has an interest.

#### **24.5 Proceedings of the Board**

24.5.1 The Board shall meet as often as it shall decide is necessary but not less than six (6) times per year

24.5.2 At meetings of the Board the number of Directors whose presence is required to constitute a quorum is:

- a) if the number of Directors in office is an even number, half of the number of Directors plus one; or
- b) if the number of Directors than in office is an odd number, half of the number of Directors rounded up to the next whole number.

24.5.3 The President shall have the casting vote if required as well as a deliberative vote. In the absence of the President, those present shall appoint one of their number to preside as Chairperson for that meeting only.

#### **24.6 The Board May Act**

If there are any vacancies on the Board, 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 a quorum.

#### **24.7 Grounds for Termination of a 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:

- 24.7.1 dies;
- 24.7.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 24.7.3 becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- 24.7.4 resigns their office in writing to Bowls SA;

- 24.7.5 is absent without leave from three consecutive meetings of the Board, automatically forfeiting their position on the Board;
- 24.7.6 holds any office of employment with Bowls SA;
- 24.7.7 is directly or indirectly interested in any contract or proposed contract with Bowls SA and fails to declare the nature of their interest;
- 24.7.8 in the opinion of the Board:
  - 24.7.8.1 acted in a manner unbecoming or prejudicial to the Objects and interests of Bowls SA; or
  - 24.7.8.2 brought Bowls SA, any Member Club, any Member or Bowls into disrepute, or;
- 24.7.9 would otherwise be prohibited from being a Director of a corporation under the Corporations Law.

A Director terminated by reason of the above shall retain the right of appeal to an independent arbitrator or panel in accordance with the Bowls SA By-Laws.

## **25. PRESIDENT**

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### **President:**

- 25.1 shall be a fully registered Member of a Member Club;
- 25.2 shall be appointed by the Board from the duly elected Directors;
- 25.3 shall hold office for a one-year term which will expire at the conclusion of the next Bowls SA Annual General Meeting.
- 25.4 may seek re-election;
- 25.5 shall, during the term as President, hold the office of President and Administrative Director only;
- 25.6 shall, at meetings of the Board, be entitled to a deliberative vote and, if elected by the duly elected Directors as Chairperson of the Board, shall preside at all meetings of the Board at which present and shall be entitled to both a deliberative and a casting vote. The Directors may, if they so decide by simple majority, elect from time to time a Director other than the President to preside at meetings of the Board and such Director other than the President to preside at meeting of the Board and such Director shall be entitled to both a deliberative and as casting vote.
- 25.7 may attend as ex-officio at all committees, and sub-committees as appointed by Bowls SA.

## **26.**

### **26. ELECTED DIRECTORS**

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#### **Elected Directors:**

- 26.1 shall be fully registered Members of a Member Club;
- 26.2 shall be elected from nominations duly received in accordance with clause 24.3;

- 26.3 shall hold office for a two (2) year term which shall expire at the conclusion of the second Annual General Meeting following the nominee's election;
- 26.4 may seek re-election;
- 26.5 shall during their term as an elected Director be ineligible to hold office in any affiliated Association.

**27. INDEPENDENT DIRECTORS**

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**Independent Directors:**

- 27.1 may, subject to clause 24.2.12, be appointed by resolution of the Board from its own recommendation and at its sole discretion;
- 27.2 shall  
  - hold office from as required to a maximum of 2 years"
  - Length of appointment to be determined by the board, taking into account, skill set, job required and gender balance
- 27.3 may be eligible for re-appointment;
- 27.4 shall during their term as an Independent Director hold the office of Independent Director only;

**28. CHIEF EXECUTIVE OFFICER**

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**Chief Executive Officer:**

- 28.1 shall be appointed by the Board for such term and on such conditions as the Board thinks fit;
- 28.2 shall be responsible to the Board for the efficient and effective operation of administration and other staff so appointed to carry out the Objects, duties and obligations of Bowls SA;
- 28.3 shall be responsible for preparation and presentation of proposals and recommendations to the Board on policy, governance, finance, future directions and the general administration of the game of Bowls;
- 28.4 shall properly convene by notice, attend and participate in debate at all meetings of the Board with a voice and no vote;
- 28.5 shall regularly report on the activities and issues relating to Bowls SA;
- 28.6 shall facilitate the preparation of the agenda for all Board meetings;
- 28.7 shall facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board;
- 28.8 shall prepare correspondence in accordance with directions received from the Board;
- 28.9 shall oversee the collection of all monies due to Bowls SA, the payment of all monies owing by Bowls SA and the preparation of the financial records of Bowls SA;
- 28.10 shall, subject to the Act, this Constitution, the By-Laws and policies of Bowls SA and any directives of the Board, have power to perform all such things as appear necessary or desirable for the proper management and administration of Bowls

SA. No resolution passed by Bowls SA shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed;

28.11 shall be Public Officer of Bowls SA.

28.12 may attend as ex-officio at all committees, and sub-committees as appointed by Bowls SA.

## **29. EMPLOYEES**

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The Board may employ such persons as may be deemed necessary to carry out the Objects, duties and obligations of Bowls SA and all such employees shall be engaged under terms and conditions as determined by the Board from time to time and in accordance with state and national laws.

## **30. VOLUNTEERS**

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Volunteers, for legal purposes, are deemed to be unpaid employees and are afforded protection under the Volunteers Protection Act.

# **PART V - MEMBERSHIP STRUCTURE**

## **31. BOUNDARIES & OBLIGATIONS**

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31.1 The Bowls SA area of jurisdiction shall be divided by regional boundaries, and or Associations, which shall be established, or altered from time to time, by the Board

31.2 Metropolitan Member Clubs shall be admitted as Affiliated Member Clubs of the Metropolitan Bowls Association and of Bowls SA.

31.3 Country Member Clubs shall be affiliated with their Association and with Bowls SA.

31.4 All Associations are administrative representatives of Bowls SA only and have no ability to bind Bowls SA to legal contracts or agreements without expressed written authority of Bowls SA

31.5 Bowls SA, Associations and Member Clubs are bound by this Constitution to ensure uniformity in the way in which the objects of Bowls SA and the game of bowls are to be conducted, promoted and administered.

## **32. ASSOCIATIONS**

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32.1 All Associations shall hold an Annual General Meeting not later than July 31 each Year.

32.2 **Metropolitan**  
Member Club membership, administration and meetings of the Metropolitan Bowls Association shall be conducted in accordance with the Metropolitan Bowls Association Constitution.

32.3 **Country**



Member Club membership, administration and meetings of the Country Associations shall be conducted in accordance with each Association's Constitution or Rules and Regulations.

### **33. MEMBER CLUBS**

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Member Clubs Shall:

- 33.1 hold an Annual General Meeting not later than June 30 each year.
- 33.2 appoint at least one but no more than two members as delegates annually to their designated Association and to be entitled to attend all meetings of their one Association. Voting and the right to vote shall be determined by the Association in accordance with the Constitution of the designated Association.
- 33.3 contribute an amount each year to their designated Association
- 33.4 provide Bowls SA with contact details for their President and Administrative Secretary, and other details as the Board may determine from time to time.
- 33.5 make application annually to renew their membership of Bowls SA;
- 33.6 provide Bowls SA with copies of their audited accounts, annual report and other associated documents immediately following their Annual General Meeting each year, however failure to comply with this clause does not place any obligation on Bowls SA regarding such failure or requirement for follow up action by Bowls SA;
- 33.7 maintain their database of all Members in the format approved by Bowls SA;
- 33.8 forward to Bowls SA a copy of their Constitution, all like documents and amendments to these documents, with the proviso that:
  - 33.8.1 they adopt rules which reflect and are permitted or required by the Act, and conform to this Constitution.
  - 33.8.2 the Member Club acknowledges and agrees that Bowls SA has power to veto any provision in a Member Club constitution which, in the opinion of the Board, is contrary to the Objects of Bowls SA, this Constitution or the By-Laws; and
  - 33.8.3 Bowls SA shall not exercise this power without first consulting the relevant Member Club as to the intent, purpose and operation of the proposed provision.
- 33.9 Bowls SA and each Member Club agree that Bowls SA may act to assist that Member Club, in whatever manner it considers appropriate, should a Member Club be having administrative, operational or financial difficulties, including but not limited to where a Member Club:
  - 33.9.1 takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Member Club; or
  - 33.9.2 enters into a composition or arrangement with its creditors, other than a voluntary winding up by Members for the purpose of reconstruction or amalgamation; or
  - 33.9.3 a mortgagee or other creditor takes possession of any of its assets;

- 33.10 Where the Board considers, or is advised, that a Member Club has allegedly:
- 33.10.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Board; or
  - 33.10.2 acted in a manner prejudicial to the Objects and interests of Bowls SA, Bowls and/or the Laws of the Sport; or
  - 33.10.3 brought Bowls SA, any other Member Club or Bowls into disrepute;
- The Board shall, after allowing the Member Club the opportunity to explain, adjudicate and if necessary penalise that Member Club for such conduct or omission with such penalty as the Board thinks appropriate.
- 33.11 Members Clubs shall keep their designated Association informed of their activities at all times.

## **PART VI – MEETINGS**

### **34. MEETINGS OF THE BOARD**

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#### **34.1 Board to Meet**

The Board shall meet a minimum of six (6) times each year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as the Board thinks fit.

- 34.2 The Board may approve meeting schedules which sets out the dates, times, venues and communication technology to be used for Board meetings over a forthcoming period. The Board may vary, revoke or substitute the schedule from time to time.

A Board meeting may be convened:

at different venues, as long as the communication technology used gives the Directors attending at each venue a reasonable opportunity to participate in the Board meeting.

The notice of a Board meeting convened must specify, as applicable:

the venue and the communication technology to be used.

- 34.3 Subject to this constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of the Directors present at that meeting. All Directors shall be entitled to one vote on any question and, where voting is equal, the Chairperson may exercise a casting vote.

#### **34.4 Resolutions not in Meeting**

- 34.4.1 A resolution, in writing, signed or assented to by any form of visible or 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 or more of the Directors.

34.4.2 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 or more of the Directors is not physically present at the meeting, provided that:

34.4.2.1 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;

34.4.2.2 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;

34.4.2.3 In the event that a failure in communications prevents clause 34.4.2.1 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 article to be held, then the meeting shall be suspended until clause 34.4.2.1 is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated;

34.4.2.4 Any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

## **35. NOTICES OF MEETINGS**

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### **35.1 Annual General Meeting**

35.1.1 Bowls SA Inc shall hold an Annual General Meeting (in accordance with the Associations Incorporations Act 1985) annually.

The Annual General Meeting shall be held between September 1 and September 30 on a date determined by the Board of Bowls SA Directors.

The Annual General Meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it.

35.1.2 The ordinary business of the Annual General Meeting shall be:

a) to confirm the minutes of the previous Annual General Meeting;

- b) to receive and adopt the Annual Report, financial statements audited in accordance with clauses 21.3 and 23.2, and committee annual reports;
- c) to appoint Patron or Patrons;
- d) to appoint the Solicitor;
- e) to appoint the Auditor;
- f) notices of motion for which due notice has been given in accordance with clause 39.1.3;
- g) to endorse the Returning Officers;
- h) to elect Board Directors;
- i) to appoint the representatives to Bowls Australia;
- j) general business.

35.1.3 Notice of Annual General Meetings:

- a) Not less than sixty (60) days' notice in writing of an Annual General Meeting shall be given to every Member Club. The notice of an Annual General Meeting shall include a request for agenda items, notices of motion, and also notifications of requirements for Board elections.
- b) To be included in the agenda, agenda items and notices of motion shall be addressed to the Chief Executive Officer and be received by the Bowls SA Office not less than thirty (30) days prior to an Annual General Meeting.
- c) The agenda (inclusive of items of general business) of an Annual General Meeting shall be sent to each Member Club in writing not less than twenty-one (21) days prior to that meeting. Such agenda shall include items and notices of motion submitted by a Member or Members of the Board.
- d) Accompanying the agenda shall be a list of nominees for the Board Directors together with brief curricula vitae of the Board Nominees.

35.1.4 An Annual General Meeting may be convened:

at different venues, as long as the communication technology used gives the Directors and Member Club Delegates attending at each venue a reasonable opportunity to participate in the Annual General Meeting.

35.1.5 The notice of an Annual General Meeting convened must specify, as applicable:

the venue and the communication technology to be used.

**35.2 Special General Meetings**

- 35.2.1 The Board may call a Special General Meeting of the Association at any time.
- 35.2.2 Upon requisition in writing of not less than 20% of the total number of voting Member Clubs of Bowls SA, the Board shall within one (1)

month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

35.2.3 Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.

35.2.4 If a Special General Meeting is not convened within one (1) month, as required by the above, those requesting the meeting, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner and as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that those requesting are supplied free of charge with the particulars of the members entitled to receive a Notice of Meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by Bowls SA.

35.2.5 A Special General Meeting may be convened:

at different venues, as long as the communication technology used gives the Directors and Member Club Delegates attending at each venue a reasonable opportunity to participate in the Special General Meeting.

35.2.6 The notice of a Special General Meeting convened must specify, as applicable:

the venue and the communication technology to be used.

### **35.3 General Meetings**

35.3.1 The Board may convene a minimum of one (1) General Meeting annually.

35.3.2 Notice of General Meetings:

a) Not less than thirty (30) days' notice in writing of a General Meeting shall be given to every Member Club. The notice of a General Meeting shall also include a request for agenda items and notices of motion.

b) To be included in the agenda, agenda items and notices of motion shall be addressed to the Chief Executive Officer and be received by the Bowls SA Office not less than twenty-one (21) days prior to a General Meeting.

c) The agenda of a General Meeting shall be sent to each Member Club in writing not less than fourteen (14) days prior to that meeting. Such agenda shall include items and notices of motion submitted by the Board of Bowls SA, any Association or Member Club in accordance with clause 39.1.

35.3.3 A General Meeting may be convened:

at different venues, as long as the communication technology used gives the Directors and Member Clubs Delegates attending at each venue a reasonable opportunity to participate in the General Meeting.

35.3.4 The notice of a General Meeting convened must specify, as applicable:

the venue and the communication technology to be used.

**35.4 Board Meetings**

35.4.1 At least seven (7) days' notice shall be given of regular meetings of the Board to all Directors.

35.4.2 The agenda shall be forwarded to each Director not less than (3) three days prior to such meeting.

**35.5 Special Meetings of the Board**

35.5.1 The Chief Executive Officer on receipt of a notice of instruction from the President or any three (3) Directors shall call a special meeting of the Board in not less than seven (7) days hence.

35.5.2 Only business set out on the agenda shall be discussed thereat.

**35.6 Extraordinary Meetings of the Board**

35.6.1 At least twenty-four (24) hours' notice shall be given of an extraordinary meeting of the Board to all Directors.

35.6.2 Such meeting shall only be called by the President or the President's nominated deputy and only the urgent business for which the meeting has been called shall be discussed thereat.

35.6.3 Notice of an extraordinary meeting of the Board may be issued by telephone, e-mail or facsimile.

35.6.4 Should a Director be unable to attend the meeting that Director shall, on request, be contacted via telephone, or other form of communication, on any matter on which that Director is entitled to vote.

**35.7 Committee and Sub-Committee Meetings**

At least seven (7) days' notice shall be given of a committee or sub-committee meeting to ex-officio and appointed members of the relevant committee.

**35.8 Other Meetings**

On agreement by the President and the Chief Executive Officer and with no set duration of notice, the Board may hold other meetings to consider any other matters pertaining to the administration of, or game of bowls.

**35.9 Receipt of Notice**

35.9.1 The Chief Executive Officer shall ensure that any Member eligible to attend the scheduled meeting is provided notice by pre-paid post or facsimile or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.

35.9.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the

notice. Service of the notice is deemed to have been effected five business days after posting.

35.9.3 Where a notice is sent by facsimile, 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.

35.9.4 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. PROCEEDINGS AND BUSINESS AT MEETINGS**

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36.1 No business shall be transacted at any Bowls SA meeting unless a quorum is present.

### **36.2 Annual General Meetings, Special General Meetings and General Meetings**

36.2.1 Each Member Club may be represented by two (2) delegates at any Annual General Meeting, Special General Meeting or General Meeting, but only one (1) delegate shall be entitled to vote. Each Member Club shall nominate its voting delegate in writing to the Chief Executive Officer of Bowls SA not less than fourteen (14) days prior to the abovementioned meetings.

36.2.2 All delegates must be fully registered members of the Member Club they represent.

36.2.3 A Member Club may change its voting delegate provided such change is advised in writing addressed to the Chief Executive Officer and delivered to the Bowls SA office prior to the commencement of the meeting.

36.2.4 At Bowls SA Annual General Meetings and Special General Meetings, a minimum of 10% of the total Member Clubs present and entitled to vote, shall form a quorum.

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

- a) if convened upon the requisition of Members, shall be dissolved; and
- b) in any other case, shall stand adjourned to the same day, same time and same venue in the following week, unless Members are otherwise notified;
- c) if at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the meeting shall stand adjourned to a date, time and venue determined by the Board.

**36.3 Board Meetings**

At any meeting of the Board, half plus one of the elected and appointed Directors present shall form a quorum.

**36.4 Committee and Sub-Committee Meetings**

36.4.1 At any meeting of a committee or subcommittee of Bowls SA, half plus one of the appointed Members, present and entitled to vote, shall form a quorum.

36.4.2 If within half an hour after the appointed time for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to the same day, same time and same venue in the following week, unless members are otherwise notified.

36.4.3 If at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the meeting shall stand adjourned to a date, time and venue determined by the Board

36.5 By Consent of 75% of those present and eligible to vote, business other than that on the agenda circulated may be included in the business of the meeting.

36.6 36.6 In the absence of the President, the Board shall nominate another Board member to preside as Chairperson at all General Meetings of Bowls SA.

**36.7 Voting**

- a) Unless otherwise determined by the Board, postal voting shall only be conducted for the election of Directors. Notwithstanding any other rule in this Constitution, where a postal vote is conducted, each Member Club shall only be entitled to cast one vote on any motion or, for the avoidance of doubt, complete one ballot paper for the election of Directors.
- b) The Board may determine how to conduct any postal vote which may include, but not be limited to, through ordinary post or any form of communication technology (for example a website) it deems appropriate.
- c) Postal votes must be received by Bowls SA no later than two (2) business days prior to the said election.

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**37. ADJOURNMENT OF MEETINGS**

37.1 If within thirty (30) minutes, from the time appointed for the meeting, a quorum is not present, the meeting shall be re-scheduled within fourteen days at an agreed time and place.

37.2 If, after a meeting has commenced, a quorum is not maintained, the meeting shall be adjourned to such time and place as the Directors or Members present may determine.

37.3 If, at the rescheduled or adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting will lapse.



- 37.4 The Chairperson may, with the consent of any meeting at which a quorum is present, and, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 37.5 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 37.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 37.7 Except as provided in clause 37.6 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## **38. DECISIONS**

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### **38.1 Decisions to be Binding**

- 38.1.1 A formal resolution passed by the Board is binding on all Directors and shall be upheld by all Directors whether supported or otherwise at the time the resolution was passed.
- 38.1.3 Decisions arrived at and resolutions carried by the Board are conclusive and binding on the Member Clubs.

### **38.2 Rescission of Decisions**

- 38.2.1 No decision or resolution carried at a Bowls SA Annual General Meeting or Special General Meeting may be rescinded, added to or amended except by a resolution passed by a majority of not less than three-quarters of the persons in attendance and entitled to vote at another Bowls SA Annual General Meeting or Special General Meeting convened in accordance with this Constitution.
- 3.2.2 A resolution passed at any Board Meeting may be rescinded:
- 38.2.2.1 at the same meeting; or
  - 38.2.2.2 at a subsequent meeting provided not less than fourteen (14) days' notice has been given of intention to rescind.

## **PART VII – GENERAL**

## **39. NOTICES OF MOTION**

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### **39.1 Notices of Motion to be submitted**

- 39.1.1 Notices of Motion to a Bowls SA Annual General Meeting or Special General Meeting may be submitted to Bowls SA by:
- 39.1.1.1 the Board of Bowls SA; or
  - 39.1.1.2 any Association or Member Club of Bowls SA, provided the proposed Notice of Motion has been approved at an Annual General Meeting, Special General Meeting or General Meeting of the relevant Association or Member Club and is signed by both the President and

Administrative Secretary of the Association or Member Club. Any such Notice of Motion must be accompanied by the Minutes which approved the motion.

- 39.1.2 All Notices of Motion must be lodged with the Chief Executive Officer not less than thirty (30) days prior to the Annual General Meeting or Special General Meeting at which the Motion is to be considered.
- 39.1.3 The Chief Executive Officer shall forward to all Directors, Associations and Member Clubs the collated Notices of Motion not less than twenty-one (21) days prior to the Bowls SA Annual General Meeting or Special General Meeting at which the Motions are to be considered.
- 39.1.4 A Notice of Motion involving any proposed unusual item of expenditure shall not be voted on at any Bowls SA Annual General Meeting or Special General Meeting until it has been considered by the Board and a report given to the meeting prior to the vote.

#### **39.2 Unsuccessful Notice of Motion**

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent Bowls SA Annual General Meeting or Special General Meeting for a period of not less than twelve (12) months.

### **40. BY-LAWS AND POLICIES**

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- 40.1 The Board may formulate, issue, adopt, interpret, amend or repeal such By-Laws and policies for the proper advancement, management and administration of Bowls SA, the advancement of the Objects of Bowls SA and bowls as it thinks necessary or desirable.
- 40.2 Such By-Laws and policies must be consistent with the Constitution of Bowls SA and any policy directives of the Board.
- 40.3 All By-Laws and policies made under this clause shall be binding on Bowls SA, Associations, Member Clubs, Affiliated Social Clubs and Members of Bowls SA.
- 40.4 Amendments, alterations or other changes to By-Laws and policies shall be communicated by appropriate means approved by the Board and prepared and issued by the Chief Executive Officer.

### **41. BOWLS AUSTRALIA**

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- 41.1 Bowls SA shall be a Member of Bowls Australia except where:
  - 41.1.1 a Special Resolution, as prescribed in the Act, at a Bowls SA Annual General Meeting, or a Special General Meeting called for the purpose, determines to vary or resign that membership provided that the resolution is carried by three-quarters of those present and entitled to vote.

- 41.1.2 Bowls SA may apply to re-join Bowls Australia upon a Special Resolution, as prescribed in the Act, at a Bowls SA Annual General Meeting, or a Special General Meeting called for the purpose, provided that the resolution to re-join that membership is carried by three-quarters of those present and entitled to vote.
- 41.2 As a Member of Bowls Australia, Bowls SA shall:
  - 41.2.1 remain incorporated in South Australia;
  - 41.2.2 renew its membership of Bowls Australia annually, pay membership fees as prescribed and forward details of its Board and Delegates to Bowls Australia;
  - 41.2.3 be subject to the control and direction of Bowls Australia and be bound by the Bowls Australia Constitution recognising that the Bowls Australia Constitution operates to create uniformity in the way in which the objects of Bowls Australia and bowls are to be conducted, promoted and administered throughout Australia; and
  - 41.2.4 subject to a valid resolution of the Board, adopt the Objects of Bowls Australia in the Bowls SA Constitution and adopt clauses from that Constitution as may be necessary from time to time to reflect the Bowls Australia Constitution to the extent permitted to comply with the Act and forward a copy of the Bowls SA Constitution to Bowls Australia.

## **42. CONFLICT OF INTEREST, PECUNIARY INTEREST, VESTED INTEREST**

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- 42.1 At any meeting of Bowls SA all Directors present shall declare any conflict of interest, pecuniary interest and/or vested interest, absent themselves from discussions on the matter and shall not be entitled to vote in respect of such matter.
- 42.2 In the event of uncertainty as to whether there is a valid conflict of interest, pecuniary interest and/or vested interest, the matter shall be immediately determined by a vote of all Directors present and entitled to vote.

## **43. MISCONDUCT**

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- 43.1 At a Bowls SA Annual General Meeting or Special General Meeting held for the purpose, those present and entitled to vote, may by a three-quarters majority dismiss from office any elected Member of the Board who is found guilty in accordance with this Constitution of:
  - 43.1.1 misappropriation of the funds of Bowls SA;
  - 43.1.2 a substantial breach of the rules of Bowls SA;
  - 43.1.3 gross misbehaviour or gross neglect of duty; or
  - 43.1.4 who has ceased to be eligible to hold such office.
- 43.2 A Hearings Panel selected from members of a Protests Tribunal appointed by the Board shall have the power, after enquiry, to fine, suspend, disqualify or

otherwise penalise for misconduct any Member of a Member Club or Affiliated Social Club as it deems appropriate, provided that:

- 43.2.1 such Member shall be furnished with a copy of any charge made against them;
- 43.2.2 at least seven days' notice has been given by Bowls SA of the venue, date and time such charge is to be considered in order that the person may attend, with representation if desired, and be heard;
- 43.2.3 such Member shall be entitled to a right of appeal to the Board in accordance with the Bowls SA By-Laws.

#### **44. DISPUTE RESOLUTION AND APPEALS**

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44.1 Any dispute between Associations, Member Clubs, Affiliated Social Clubs or Members of a Member Club or Affiliated Social Club, or any dispute between Bowls SA and an Association, Member Club, Affiliated Social Club, or Member of a Member Club or Affiliated Social Club, shall be dealt with in accordance with procedures prescribed in the Bowls SA Protests, Hearings and Appeals Policy with the understanding that:

- 44.1.1 Associations have been delegated the function and power to apply penalties for misconduct or breaches of Association Rules, Conditions of Play or Laws of the Sport of Bowls

#### **45. TRADEMARKS**

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- 45.1 The Bowls SA registered trademarks shall remain the property of Bowls SA.
- 45.2 The Board shall have sole rights to approve the use of the Bowls SA trademarks and may, at its discretion, set a fee for use of the trademarks.
- 45.3 Use of the Bowls SA registered trademarks by other parties, including, Associations, Member Clubs and Affiliated Social Clubs, must first receive approval in writing from the Board. In exercising this approval, the Board shall pay due regard to the purpose and intent of the other party in requesting such use and the ramifications of such usage.
- 45.4 Applications to use any Bowls SA trademark shall be submitted to the Chief Executive Officer, in writing, stating full details of its intended usage
- 45.5 Use of the Bowls SA trademarks without the prior approval of the Board may lead to legal action or such penalty as determined by the Board.

#### **46. PRIVACY ACT**

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Bowls SA, in conducting the business and carrying out the Objects of Bowls SA, shall abide by the Australian Privacy Principles of the Privacy Act 1988 as amended by the Privacy Amendment Act 2012 and adopted March 12, 2014.

#### **47. PROVISION FOR CASES NOT PROVIDED FOR**

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In any matter whatsoever which is referred to Bowls SA by any, Association, Member Club, Affiliated Social Club or Member, that is not provided for in this Constitution, or in the current issue of Laws of the Sport, the Board shall determine such matters and the

decision of the Board thereon shall be final, except that the referring party, if dissatisfied with the decision, shall have the right to appeal in accordance with clause 44.

#### **48. SEAL**

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##### **48.1 Safe Custody of Seal**

The Public Officer shall provide for safe custody of the Seal.

##### **48.2 Affixing of Seal**

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by any two Members of the Board.

#### **49. PATRONS**

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At the Bowls SA Annual General Meeting the voting Membership shall appoint such number of Patrons as may be deemed appropriate.

#### **50. INDEMNITY**

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50.1 Bowls SA shall indemnify all Directors, Delegates, employees and agents of Bowls SA out of the property or assets of Bowls SA against any liability incurred by them in the capacity of their position 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, under the Act, granted to them by the Court.

50.2 Bowls SA shall indemnify all Directors, Delegates, and employees against all damages and costs, including reasonable legal costs, for which any such Director, Delegate or employee, may be or become liable to any third party in consequence of:

50.2.1 any act or omission except wilful misconduct by a Director, or Delegate performed or made whilst acting on behalf of and with the authority, express or implied of Bowls SA; and

50.2.2 any act or omission except wilful misconduct by an employee performed or made in the course of, and within the scope of their employment with Bowls SA.

#### **51. DISSOLUTION**

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51.1 Subject to clause 52.2, Bowls SA shall be wound up in accordance with the provisions of the Act.

51.2 The provisions of clauses 52.2 and 53 of this Constitution relating to the winding up and dissolution of Bowls SA shall take effect and be observed as if the same were repeated in this clause.

#### **52. WINDING UP**

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52.1 Bowls SA shall not be wound up or dissolved except by Special Resolution at a Bowls SA Special General Meeting or in any other manner prescribed by the Act.

52.2 The eligible Members in attendance at the Bowls SA Special General Meeting shall determine that if upon winding up or dissolution there remains, after

the satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid or distributed among the Member Clubs or Affiliated Social Clubs but shall be distributed to such other body or bodies in the State of South Australia having similar objects to Bowls SA which prohibit the distribution of its income and property amongst its Members.

- 52.3 Such body or bodies shall be determined by the eligible Members of Bowls SA at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

### **53. MEMBERS' CONTRIBUTIONS**

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Every Member of Bowls SA undertakes to contribute to the assets of Bowls SA in the event of Bowls SA being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of Bowls SA contracted before the time at which they ceased to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.