



Bowls SA Inc Constitution

Adopted 25 July 2022

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1. Name

The name of the incorporated association is Bowls SA Incorporated, referred to herein as 'the association'.

2. 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;

"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;

"Commission" means the Corporate Affairs Commission as per 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;

"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;

"Laws of the Sport" means the Laws of the Sport of Bowls as defined by Bowls Australia and World Bowls;

"Member" means a Member of Bowls SA as defined by this constitution, and is separate to members of Member Clubs

"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;

“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.

3. Objects of Bowls SA

3.1 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:

- 3.1.1 create an entity through and by which bowls can be conducted, promoted and administered and act as the South Australian affiliated member of Bowls Australia Limited
- 3.1.2 encourage, promote, advance and administer the game of bowls in South Australia interdependently with members and others;
- 3.1.3 adopt, formulate, issue, interpret and amend clauses, regulations and policies for the control and conduct of Bowls in South Australia;
- 3.1.4 encourage the provision and development of appropriate facilities for participation in Bowls in South Australia;
- 3.1.5 maintain and enhance standards, quality and reputation of Bowls for the collective and mutual benefit and interests of Members and Bowls in South Australia;
- 3.1.6 promote the sport of Bowls for commercial, government and public recognition and benefits in South Australia;
- 3.1.7 be the only body entitled to prepare, enter or endorse South Australian teams in national Bowls competitions conducted under the auspices of Bowls Australia
- 3.1.8 to promote, manage and conduct Bowls events, competitions and championships; in South Australia and
- 3.1.9 undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects and the exercise of the powers of the Association.

4. Powers of the association

4.1 The powers of the association are subject to section 25 of the Act.

4.2 In addition, the association may undertake other actions or activities necessary, incidental or conducive to advance its objects.

5. Membership

5.1 Member classes

5.1.1 Members of Bowls SA Incorporated are:

5.1.1.1 Member Club, being:

5.1.1.1.1 a bowling club situated within Bowls SA's area of jurisdiction

5.1.1.1.2 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.

5.1.1.2 Affiliated Social Club being any social club within the jurisdiction of Bowls SA.

5.1.1.3 Corporate Member being companies or individuals who provide corporate support or sponsorship to Bowls SA.

5.1.1.4 Life Member, being an individual appointed as a Life Member of Bowls SA by the Board in recognition of relevant significant service or accomplishments.

5.1.1.5 Other categories as determined by the Board from time to time.

5.2 Membership Structure

5.2.1 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

5.2.2 Member Clubs shall be admitted as Affiliated Member Clubs of the relevant Association of Bowls SA and as such shall abide by that Association's Constitution and pay the relevant fee to that Association.

5.2.3 All Associations of Bowls SA:

5.2.3.1 Shall have their constitutions approved by Bowls SA

5.2.3.2 Shall hold an Annual General Meeting according to a timeframe set by the Board.

5.2.3.4 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.

5.3 Member fees

5.3.1 The annual Membership Fees payable to Bowls SA for each member category, including the due date and manner of payment, shall be as determined by the Board from time to time and communicated to Members in a timely fashion.

5.3.2 In the absence of a Member resigning, membership will renew automatically each year.

5.4 Resignation

5.4.1 Member Clubs: Any Member Club may resign from Bowls SA by giving six months' notice in writing to Bowls SA of such intention to resign and, upon the expiration of that period of notice the Member Club shall cease to be a Member. No fees or amounts paid by the Member Club will be refunded by Bowls SA.

5.4.2 Affiliated Social Clubs: Any Affiliated Social Club may resign from Bowls SA by giving at least 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 Affiliated Social Club shall cease to be a Member. No fees or amounts paid by the Affiliated Social Club will be refunded by Bowls SA.

5.4.3 Life Members: A Life Member may resign from Bowls SA by giving notice in writing to Bowls SA of such intention to resign and, upon the date indicated in that notice, the member shall cease to be a member.

5.4.4 Corporate Members: Corporate membership ceases in line with the cessation of the sponsorship or support received.

5.4.5 Other Categories: The process by which to resign for other categories to be determined from time to time will also be determined by the Board from time to time.

5.4.6 Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.5 Register of members

5.5.1 A register of Members must be kept and contain:

- a) the name and address of each Member
- b) the email address of each Member
- c) the phone number of each Member
- d) the date on which each Member was admitted to, or resigned from, the association
- e) the date of and reason(s) for termination of membership (if applicable).

5.5.2 In the case of Member Clubs:

5.5.2.1 A Member Club shall enter a list of the names and details as required by the Board of its members into the relevant database maintained by Bowls SA in order that playing rights may be granted per the by-laws.

5.5.2.2 Clubs must provide Bowls SA with contact details for their President and Administrative Secretary, to satisfy clause 5.5.1 above

5.6 Expulsion or suspension of a Member

5.6.1 Subject to giving a member of Bowls SA, as defined in this constitution, an opportunity to be heard or to make a written submission, the Board may resolve to suspend or expel a Member upon a charge of misconduct detrimental to the interests of the association or failure to pay fees within 60 days of the due date.

5.6.2 Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.

5.6.3 The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 5.6.4 below), be suspended for the time advised by the Board or in the case of expulsions, cease to be a Member 14 days after the Board has communicated its determination to the Member.

5.6.4 It shall be open to a Member to appeal the suspension or expulsion to the association at a general meeting. The intention to appeal shall be communicated to the public officer of the association within 14 days after the determination of the Board has been communicated to the Member.

5.6.5 In the event of an appeal under 5.6.4 above, the appellant's membership of the association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the association in a general meeting after the appellant has been heard by the Members of the association, and in such event, membership will be terminated at the date of the general meeting.

5.6.6 A Member who or which has been suspended or expelled may not re-apply for membership for at least twelve months and can only be readmitted at the discretion of the Board.

5.7 Member Obligations, Voting Rights, Playing Rights

5.7.1 Member Clubs shall:

5.7.1.1 have voting rights as outlined in section 9.7

5.7.1.2 comply with this constitution and its by-laws and the policies of Bowls SA, as well as the Bowls Australia constitution, and its Policies and the Statutes and Regulations.

5.7.1.3 at the direction of the Board, amend their constitutions in accordance with this Constitution and the Act.

5.7.1.4 issue playing rights to their members in accordance with clause 5.5.2.1 and the by-laws

5.7.2 All other categories of members shall:

5.7.2.1 have no voting rights

5.7.2.2 comply with this constitution and its by-laws and the policies of Bowls SA, as well as the Bowls Australia constitution, and its Policies and the Statutes and Regulations.

5.8 Forfeiture of Rights

5.8.1 A Member which ceases to be a Member, for whatever reason, shall immediately upon ceasing to be a Member:

5.8.1.1 forfeit all rights in and claim upon Bowls SA and its property including Intellectual Property Rights

5.8.1.2 lose all membership privileges, rights and privileges

6. The Board

6.1 Powers and Duties

6.1.1 The affairs of the association shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

6.1.2 The Board has the management and control of the funds and other property of the association.

6.1.3 The Board shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

6.1.4 The Board can make, vary, amend, revoke or repeal by-laws not inconsistent with these rules on all subjects not expressly reserved for the Association in General Meeting.

6.1.5 The Board shall appoint a public officer as required by the Act.

6.1.5.1 Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change, per the Act.

6.1.6 The Board may appoint a Chief Executive Officer to carry out such functions as may be specified by the Board including the implementation of Board and Association decisions and operational management of the Association in accordance with these rules and the Act, and determine the Chief Executive Officer's remuneration package.

6.1.7 The Board can appoint members and volunteers for permanent, temporary or special services as it may from time to time determine and to also determine their duties and fix their salaries or remuneration and require security for any amount and in any circumstances which it shall determine.

6.1.8 The Board has the power to fulfil its obligations as a member of Bowls Australia as outlined in the relevant sections of the National Constitution.

6.1.9 The Board shall determine and define classes of membership.

6.2 Board Composition

6.2.1 The Board shall consist of seven (7) Elected Directors and up to three (3) Independent Directors:

6.2.1.1 Elected Directors are elected by simple majority for a two (2) year period, expiring at the conclusion of the second Annual General Meeting following the nominee's election

6.2.1.1.1 Each such Director shall be elected at an Annual General Meeting of Bowls SA 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

6.2.1.1.2 Elected Directors must be members of Bowls SA Member Clubs

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

6.2.1.1.4 If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all the vacancies, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.

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

6.2.1.1.6 Voting can be in such a manner as may be determined by the Board from time to time, for example via electronic methods.

6.2.1.1.7 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 meeting 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 meeting.

6.2.1.1.8 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.

6.2.1.2 Independent Directors may be appointed by the Board by simple majority vote.

6.2.1.2.1 Independent Directors are to be appointed based on skill, with consideration to gender balance

6.2.1.2.2 Independent Directors so appointed shall have full voting rights.

6.2.1.2.3 Independent Directors shall be appointed for a maximum term of 2 years.

6.2.2 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. The maximum number of consecutive terms an Elected or Independent Board member can serve is three, with the first term counted from the date this constitution takes effect.

6.2.3 The Chief Executive Officer is an ex-officio member of the Board, without voting rights.

6.2.4 The Board shall appoint from its members a President for a term not to exceed the term of that Board member.

6.2.4.1 The President:

6.2.4.1.1 may seek re-appointment

6.2.4.1.2 shall act as Chair of the Board and as such shall preside at all meetings of the Board at which present and shall be entitled to both a deliberative and a casting vote.

6.2.4.1.3 is an ex-officio member of all committees of Bowls SA

6.2.5 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.

6.3 Proceedings of the Board

6.3.1 Regular Meetings

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

6.3.1.2 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.

6.3.1.3 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.

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

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

6.3.2 Special Meetings of the Board

6.3.2.1 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.

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

6.3.3 Extraordinary Meetings of the Board

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

6.3.3.2 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.

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

6.3.3.4 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.

6.3.4 Quorum

6.3.4.1 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 then in office is an odd number, half of the number of Directors rounded up to the next whole number.

6.3.4.2 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.

6.3.4.3 In the event that a failure in communications prevents members from being able to reasonably participate, then the meeting shall be suspended until the failure is rectified. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated if a quorum is no longer present.

6.3.5 Resolutions

6.3.5.1 Resolutions 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.

6.3.5.2 A 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.

6.3.5.3 A resolution passed at any Board Meeting may be rescinded:

6.3.5.3.1 at the same meeting; or

6.3.5.3.2 at a subsequent meeting provided not less than fourteen (14) days' notice has been given of intention to rescind.

6.3.6 Resolutions not in Meeting

6.3.6.1 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.

6.3.7 Conflicts of Interest

6.3.7.1 At any meeting of the Board all Directors present shall declare any real, apparent or potential 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.

6.3.7.2 In the event of uncertainty as to whether there is a valid real, apparent or potential 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.

6.4 Grounds for Termination of a Director

6.4.1 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:

6.4.1.1 dies;

6.4.1.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;

6.4.1.3 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;

6.4.1.4 resigns their office in writing to Bowls SA;

6.4.1.5 is absent without leave from three consecutive meetings of the Board, automatically forfeiting their position on the Board;

6.4.1.6 holds any office of employment with Bowls SA;

6.4.1.7 is directly or indirectly interested in any contract or proposed contract with Bowls SA and fails to declare the nature of their interest;

6.4.1.8 in the opinion of the Board:

6.4.1.8.1 acted in a manner unbecoming or prejudicial to the Objects and interests of Bowls SA; or

6.4.1.8.2 brought Bowls SA, any Member Club, any Member or Bowls into disrepute.

6.4.2 A Director terminated by reason of the above shall retain the right to dispute the decision within 14 days. Within 14 days of receipt of the dispute the parties must meet to resolve the dispute. If they are unable to resolve the dispute at the meeting the parties may choose to meet again within a further 14 days and discuss the dispute before an independent third person agreed to by the parties.

6.5 Delegation

6.5.1 The Board may by resolution authorise the Chief Executive Officer, any officer, employee, volunteer, member, person, Committee established by the Board of Bowls SA or Committee established under these rules to exercise or perform on behalf of the Board any power, duty or function of the Board.

6.5.2 The exercise of any such authority shall be subject to such limitations and conditions as may be specified by the Board

6.5.3 The Board in its absolute discretion shall determine and revoke such delegations consistent with these rules and the Act.

6.5.4 The Chief Executive Officer, any Officer, employee, volunteer, member, person or committee when acting in the exercise of any such authority and within its scope shall be deemed to be the Board and no act of any Officer, employee, volunteer, member, person or committee done within the scope of any such authority during the period in which such authority remains in force shall be invalidated by reason of the withdrawal of that authority.

6.5.5 The Association shall indemnify any person under the scope of an authority given against any suits or actions arising there from.

6.5.6 The Chief Executive Officer can delegate his / her powers to staff and volunteers according to the Board approved instrument of delegations.

7. Chief Executive Officer

7.1 The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as the Board thinks fit;

7.2 The Chief Executive Officer will undertake all duties in line with the signed and Board approved position description and as a minimum shall ensure compliance with the Act;

7.3 Is an ex officio member of the Board and may participate in debate at all meetings of the Board with a voice and no vote

8. Seal

8.1 Safe Custody of Seal

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

8.2 Affixing of Seal

8.2.1 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.

9. Meetings

9.1 Annual General Meeting

9.1.1 The Board shall call an annual general meeting in accordance with the Act and these rules.

9.1.2 The Annual General Meeting shall be held between September 1 and September 30 on a date determined by the Board at such time and place as the Board determines, including virtually, as long as the communication technology used gives the Directors and Member Club Delegates attending a reasonable opportunity to participate in the Annual General Meeting.

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

- a) to confirm the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting
- b) to receive and adopt the Annual Report,
- c.) to receive a summary of the Board's Strategic Plan
- d.) to receive and consider the accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report in respect of the preceding Financial Year.
- e.) to appoint the Auditor;
- f.) to receive and consider any business which the Board brings before the meeting
- g.) to receive and consider any notices of motion for which due notice has been given in accordance with clause 9.4.1.2.3.1;
- h) to endorse the Returning Officers;
- i) to elect Board Directors;
- j) to appoint the representatives to Bowls Australia;
- k) general business.

9.2 Special General Meetings

9.2.1 The Board may call a Special General Meeting of the Association at any time.

9.2.2 Upon requisition in writing of not less than 20% of the total number of Member Clubs, 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.

9.2.3 Every requisition for a Special General Meeting shall be signed by the relevant Member Clubs and shall state the purpose of the meeting.

9.2.4 If a Special General Meeting is not convened within one (1) month, as required by 9.2.2, 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.

9.2.5 A Special General Meeting may be convened virtually, as long as the communication technology used gives the Directors and Member Club Delegates attending a reasonable opportunity to participate in the Special General Meeting.

9.3 General Meetings

9.3.1 The Board may convene a maximum of one (1) General Meeting annually.

9.3.2 A General Meeting may be convened on a date determined by the Board at such time and place as the Board determines, including virtually, as long as the communication technology used gives the Directors and Member Club Delegates attending a reasonable opportunity to participate in the Annual General Meeting.

9.4 Notices of General Meetings:

9.4.1 Annual General Meeting:

9.4.1.1 Not less than sixty (60) days' notice in writing of an Annual General Meeting shall be given to every Member Club.

9.4.1.2 The notice of an Annual General Meeting shall include:

9.4.1.2.1 the date, time, venue and the communication technology to be used.

9.4.1.2.2 a request for agenda items

9.4.1.2.2.1 agenda items shall be addressed to and received by the Chief Executive Officer not less than thirty (30) days prior to the Annual General Meeting.

9.4.1.2.3 a request for notices of motion,

9.4.1.2.3.1 notices of motion shall be addressed to and received by the Chief Executive Officer not less than thirty (30) days prior to the Annual General Meeting.

9.4.1.2.4 notifications of requirements for Board elections.

9.4.1.3 The agenda 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 Members per clauses 9.4.1.2.2.1 and 9.4.1.2.3.1

9.4.1.3.1 Accompanying the agenda shall be a list of nominees for the Board Directors together with brief curricula vitae of the Board Nominees.

9.4.2 Notice of Special General Meetings:

9.4.2.1 The notice of a Special General Meeting convened shall include:

9.4.2.1.1 the date, time, venue and the communication technology to be used

9.4.2.1.2 the agenda for the meeting and any relevant proposed special resolutions.

9.4.3 Notice of General Meetings:

9.4.3.1 Not less than thirty (30) days' notice in writing of a General Meeting shall be given to every Member Club.

9.4.3.2 The notice of a General Meeting shall include:

9.4.3.2.1 the date, time, venue and the communication technology to be used.

9.4.3.2.2 a request for agenda items

9.4.3.2.2.1 to be included in the agenda, agenda items shall be addressed to and received by the Chief Executive Officer not less than twenty-one (21) days prior to the General Meeting.

9.4.3.2.3 a request for notices of motion,

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

9.4.3.2.4 the purpose of the meeting

9.4.3.3 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 Members per 9.4.3.2.2.1 and 9.4.3.2.3.1

9.4.4 Receipt of Notice

9.4.4.1 Notices may be served on a member by one or more of the following means:

9.4.4.1.1 by handing it to the member personally

9.4.4.1.2 by sending the notice by pre-paid post addressed to the member at the address set out in the register of members or to the member's last known place of business or residence

9.4.4.1.3 by notice published in a publication of the Association regularly sent to the members who are entitled to be present and to vote at the general meeting

9.4.4.1.4 by electronic means such as electronic mail.

9.4.4.2 A notice sent by post shall prima facie be deemed to have been served three days following that on which the notice is posted.

9.4.4.3 A notice given by advertisement or e-mail shall be deemed to have been served on the day on which the publication contained the advertisement appears

9.5 Notices of Motion

9.5.1 Notices of Motion to be submitted

9.5.1.1 Notices of Motion to any Bowls SA general meeting may be submitted to Bowls SA by:

9.5.1.1.1 the Board of Bowls SA; or

9.5.1.1.2 any 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 Member Club and is signed by both the President and Administrative Secretary of the Member Club. Any such Notice of Motion must be accompanied by the Minutes which approved the motion; or

9.5.1.1.3 any Association of Bowls SA as defined in Clause 5.2.1, provided the proposed Notice of Motion has been approved at an Annual General Meeting, Special General Meeting or General Meeting of the relevant Bowls SA Association and is signed by both the President and Administrative Secretary of the Association. Any such Notice of Motion must be accompanied by the Minutes which approved the motion.

9.5.1.2 All Notices of Motion must be lodged in accordance with the timeframes and method set out in the Notice of Meeting at which the Motion is to be considered.

9.5.1.3 The Board shall ensure that all Notices of Motion shall be forwarded with the relevant meeting agenda to all eligible to attend the meeting within the timelines outlined in clause 9.4

9.5.1.4 A Notice of Motion involving any proposed item of expenditure not already in the budget shall not be voted on at any general meeting until it has been considered by the Board within a reasonable timeframe and a report given to the meeting prior to the vote.

9.5.2 Unsuccessful Notice of Motion

9.5.2.1 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 any Bowls SA general meeting for a period of not less than twelve (12) months.

9.6 Proceedings at General Meetings

9.6.1 Each Member Club may be represented by two (2) delegates at general meetings, 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.

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

9.6.3 A Member Club may change its voting delegate provided such change is advised in writing addressed to and received by the Chief Executive Officer prior to the commencement of the meeting.

9.6.4 The quorum at general meetings shall be 25 voting delegates present (in person or via technology.)

9.6.4.1 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 and same communication technology 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.

9.6.4.2 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.

9.6.4.3 Except as provided in clause 9.6.4.2 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

9.6.4.4 No business shall be transacted at any general meeting unless a quorum is present.

9.6.5 No business other than that set out in the notice convening a Special General Meeting shall be transacted at a Special General Meeting.

9.6.6 No business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.

9.7 Voting at General Meetings

9.7.1 Subject to this constitution, every member club of the association has only one vote at a meeting of the association.

9.7.2 Subject to this constitution, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or via technology at that meeting.

9.7.3 A special resolution as defined in the Act requires a majority vote of not less than three-quarters of those present and entitled to vote to pass

9.7.4 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands (either in person or virtual as appropriate to the meeting venue or technology.)

9.7.5 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.

9.7.5.1 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 online voting system) it deems appropriate.

9.7.5.2 Postal votes must be received by the Returning Officer no later than two (2) business days prior to the said election.

9.7.6 Rescission of Decisions

9.7.6.1 No decision or resolution carried at a Bowls SA 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 general meeting convened in accordance with this Constitution.

9.8 Poll at General Meetings

9.8.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

9.8.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

10. Minutes

10.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the Board, shall be saved within one month after the relevant meeting in the relevant IT system kept for the purpose.

10.2 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the board (as relevant) at a subsequent meeting.

10.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

10.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11. Dispute resolution

11.1 In regards to a dispute between a member of Bowls SA (as defined in clause 5.1) and Bowls SA, or an Association of Bowls SA (as defined in clause 5.2.1) and Bowls SA:

11.1.1 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties

11.1.2 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties

11.2 In regards to all other disputes, these shall be managed in accordance with legislation, Bowls Australia policies, Bowls SA Policies, Bowls SA by-laws and Bowls SA Association and Member Club constitutions, by laws and policies.

12. Financial Reporting

12.1 Financial year

12.1.1 The financial year is a period of 12 months commencing on 1 July and ending on 30 June of each year.

12.2 Accounts to be kept

12.2.1 The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

12.2.2 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 Directors.

12.2.3 The accounts of Bowls SA shall be audited at the conclusion of each financial year by the auditor appointed in accordance with the Act, who shall report to the Members as directed by the Act.

12.3 Accounts and reports to be laid before members

12.3.1 The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

12.4 Periodic returns

12.4.1 As required by the Act, a periodic (annual) return shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

12.5 Auditor

12.5.1 An Auditor, 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.

12.5.1.1 The auditor shall hold office until the next annual general meeting and is eligible for reappointment.

12.5.1.2 If an appointment is not made at an annual general meeting, or the auditor becomes unavailable, the Board shall appoint an auditor for the current financial year.

13. Prohibition against securing profits for members

13.1 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.

13.2 Except as prescribed in this Constitution:

13.2.1 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

13.2.2 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.

13.3 Nothing contained in clauses 13.1 or 13.2 shall prevent payment in good faith of or to any member or member of a Member Club or Director for:

13.3.1 any services actually rendered to Bowls SA whether as an employee or otherwise;

13.3.2 goods supplied to Bowls SA in the ordinary and usual course of operation;

13.3.3 interest on money borrowed from any person or Member;

13.3.4 rent for premises demised or let by any person or Member to Bowls SA;

13.3.5 any out-of-pocket expenses incurred by any person or Member on behalf of Bowls SA, or any other reason;

13.3.6 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.

14. Alteration of the Constitution

14.1 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.

14.2 Not less than twenty-one (21) days' notice of proposed amendments to the Constitution shall be given to members.

15. Winding Up

15.1 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.

16. Application of surplus assets

16.1 The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any member in respect of monies advanced by such member to the Association or otherwise owing by the Association to such member or of remuneration to any officers or volunteers of the Association or to any member of the Association or other person in return for services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or the provision of services to which a member would be entitled in accordance with the purposes if such member was not a member.

16.2 If the Association shall be wound up in accordance with the provision of the Act, and there remains after satisfaction of all its debts and liabilities and surplus assets whatsoever the same shall be given or transferred to some other institution (or Bowls Australia) or institutions that have purposes similar to the purposes of the Association and which prohibit the distribution of its other income and property amongst its or their members to an extent at least as great as imposed on the Association under or by virtue of this rule such institution or institutions to be determined in accordance with the special resolution of the members of the Association or in the absence of a special resolution of the members by the Commission.

17. By-Laws

17.1 The Board may formulate, issue, adopt, interpret, amend or repeal such By-Laws for the proper advancement, management and administration of Bowls SA, and the advancement of the Objects of Bowls SA as it thinks necessary or desirable.

17.2 Such By-Laws must be consistent with the Constitution of Bowls SA and the Bowls Australia constitution, and its Policies and the Statutes and Regulations.

17.3 All By-Laws made under this clause shall be binding on Bowls SA, its Associations, Regions, Member Clubs and members as defined in Clause 5.7.

17.4 Amendments, alterations or other changes to By-Laws shall be communicated by appropriate means to those affected in a timely fashion.

18. Membership of Bowls Australia

18.1 The association is a Member of Bowls Australia and as such is subject to the terms and conditions of Membership set out in the relevant sections of the Bowls Australia Constitution.

18.2 The Board shall ensure as a minimum:

18.2.1 Appropriate representation and participation in National Annual General Meetings and General Meetings.

18.2.2 Payment of National Membership fees.

18.2.3 Adoption of Bowls Australia Policies to ensure uniformity in the way in which the objects of Bowls Australia and bowls are to be conducted, promoted and administered throughout Australia.