

# TRANMERE BOWLING AND TENNIS CLUB INCORPORATED

Established 1925



## CONSTITUTION

As Amended 5 April 2018

ABN 32 810 932 004

**SECTION 1 - NAME AND OBJECTS.**

**SECTION 2 - MEMBERSHIP.**

**SECTION 3 - MANAGEMENT BY MEMBERS.**

**SECTION 4 - MANAGEMENT BY OFFICERS.**

**SECTION 5 - FINANCIAL.**

**SECTION 6 - GENERAL.**

---

**SECTION 1 - NAME AND OBJECTS.**

**NAME.**

1. The name of the club shall be the Tranmere Bowling and Tennis Club Incorporated.

**OBJECTS.**

2. The objects for which the Club is established, and the powers which the Club has, are:
  - 2.1. To maintain and conduct a club of non-political and non-religious character and to provide a clubhouse, bowling greens, tennis courts and other conveniences for the use and recreation of the members at such place or places as decided by the members.
  - 2.2. To raise and borrow any monies required for the purpose of the Club upon such terms and conditions and/or on such securities as may be determined.
  - 2.3. To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Club.
  - 2.4. To construct, alter, add to and maintain all buildings and other property belonging to the Club.
  - 2.5. To sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the Club, provided that the Club shall not make any distribution of property or funds to members.
  - 2.6. To affiliate with Bowls SA, MBA and Tennis SA through Sections provided for this purpose.
  - 2.7. Such other objects as the members shall determine but always having in mind the advancement and best interests of the games of bowls and tennis and the engendering by association of a fraternal feeling amongst members.
  - 2.8. To do all that is incidental or necessary for the purpose of the above objects.
3. In addition, the Club shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985.

## **INTERPRETATION.**

4. In this Constitution, the following interpretations shall operate:
  - 4.1. "The Club" means the above-named club.
  - 4.2. "The General Committee" means the members for the time being of the General Committee of the Club as constituted in accordance with this Constitution and is the governing or controlling body of the Club subject only to any direction of members at a general meeting.
  - 4.3. "The Bowls Section Committee" means the members for the time being of the Bowls Section Committee as constituted in accordance with this Constitution.
  - 4.4. "The Tennis Section Committee" means the members for the time being of the Tennis Section Committee as constituted in accordance with this Constitution.
  - 4.5. "Month" means calendar month.
  - 4.6. "Year" means the Club's financial year and unless altered by the members shall be from 1 July to the next 30 June.
  - 4.7. "Member" means any member of the Tranmere Bowling and Tennis Club Incorporated.
  - 4.8. "Bowls SA" means Bowls South Australia Inc.
  - 4.9. "Tennis SA" means Tennis South Australia Inc.
  - 4.10. "MBA" means the Metropolitan Bowls Association Inc.
  - 4.11. "Chairperson" means the chairman or chairwoman according to the current officeholder in the various committee categories.
  - 4.12. "Postal voting" means submitting a vote by post or by any electronic facility
  - 4.13. Reference to any gender includes the opposite gender unless the context indicates otherwise.
  - 4.14. Singular includes plural unless the context indicates otherwise.

## **SECTION 2 - MEMBERSHIP.**

5. The Club shall consist of the following classes of members:
  - 5.1. Full members
  - 5.2. Life members
  - 5.3. Honorary members
  - 5.4. Complimentary members
  - 5.5. Restricted members
  - 5.6. Social members
  - 5.7. Junior members/full-time student members
6. Full, life and junior/full-time student members shall be entitled to all the privileges of the Club and shall be the only members entitled to vote at general meetings of the Club. Honorary, complimentary, restricted and social members shall be entitled to such privileges as the Committee shall from time to time determine but will not be entitled to vote at general meetings of the Club.

## **MEMBERSHIP REGISTERS**

7. Membership registers shall be maintained under the following arrangements:
  - 7.1. Each Section Secretary shall maintain an up-to-date Section Register containing the names, addresses and contact phone numbers of the members of the Section and shall forward that register to the General Secretary, which together shall constitute the General Register.
  - 7.2. Addresses of members shall mean their known postal, residential and email address.
  - 7.3. A member may elect not to provide his or her email address for inclusion in the Registers, but otherwise a member shall provide the Section Secretary with particulars of his or her postal, residential and email address and contact phone number.
  - 7.4. A member shall notify his or her Section Secretary of any changes to his or her address or contact phone number.
  - 7.5. All notices posted or emailed to the postal or email address of a member as shown in the Section or General Register by an office bearer of a Section or General Committee shall be taken to have been duly received by the member.

## **MEMBERSHIP APPLICATIONS.**

8. Any person wishing to become a member of the Club must be proposed and seconded by members of the Section of the Club in which the applicant wishes to play. The application shall be on the appropriate nomination form which must include the name and address of the applicant and be dated and signed by the applicant and his/her proposers. The name and address of an applicant shall be posted on the Club noticeboard for exhibition at least seven days immediately preceding the day of consideration by the Committee concerned.
9. Each application for membership shall be determined by the appropriate Section Committee. The decision of such Committee as to whether any applicant has been accepted or not shall be final.
10. Upon acceptance of an application by a Section Committee, the Secretary shall forward or hand the applicant a copy of the Constitution, By-laws and Code of Conduct of the Club for the time being in force.
11. Having been accepted, a prospective member shall not be granted membership until the required subscription has been paid.
12. A potential new competition bowls or tennis player shall pay the appropriate membership fee by the date determined by the relevant Committee.
13. Following the acceptance of a new member, the Section Secretary shall forward the name and address of the person to the General Committee for information.
14. In paying the membership subscription a member agrees to abide by the Constitution, By-laws and Code of Conduct of the Club.
15. Any person whose application for membership is rejected shall not again be nominated for a period of at least six months from the date of rejection of membership.

## **FULL MEMBERSHIP.**

16. A person who is admitted as a Full Member shall, subject to the following clause, have all the privileges accorded by this Constitution.
17. Each Section Committee may define a Full Membership Sub-category, with limited rights and/or access to the playing facilities as it considers appropriate, the annual subscriptions for which Sub-category shall be determined in accordance with clause 104.

### **LIFE MEMBERSHIP.**

18. Any member who has rendered outstanding service or services to the Club may at any Annual or Special General Meeting of the Club be elected a life member of the Club with full privileges without payment of any subscription. Nominations for life memberships shall be submitted through the Section Committee and the General Committee. At least fourteen days' notice of a proposal for life membership shall be given to all members. For an election to succeed, at least two-thirds of the votes of the members present and entitled to vote must be in the affirmative. A life member shall not be relieved of any financial obligation other than the annual subscription.

### **HONORARY MEMBERSHIP.**

19. The President or Secretary of a Section of the Club shall have power to confer honorary membership upon a visiting member of an overseas or interstate club or any club affiliated with Bowls SA, MBA and Tennis SA during the period of his/her visit, provided such visitor is sponsored by a current member of the Club. The period of honorary membership shall be limited to three weeks but may be extended at the discretion of the President or Secretary of the Section.

### **COMPLIMENTARY MEMBERSHIP.**

20. Any member who has made a significant contribution to the Club over a long period of time and because of ill health is no longer able to participate in bowls or tennis may, at the discretion of the Section Committee concerned, be offered complimentary membership with full privileges without payment of any subscription for a period of one year renewable annually. Any complimentary member shall not be relieved of any financial obligation other than the annual subscription.

### **RESTRICTED MEMBERSHIP.**

21. Restricted membership may be granted
  - 21.1. By the Bowls Section Committee to persons, who are not registered by Tranmere with Bowls SA, who attend the Club from time to time throughout the year to roll up or practice on the Club greens (category A restricted member).
  - 21.2. By the Tennis Section Committee to persons who regularly participate in Club social play or reserve capacity for competition (category B restricted member).
  - 21.3. By the Tennis Section Committee to persons who from time to time visit the Club as guests of members to play in social or competition (category C restricted member).
22. Restricted members shall not be eligible for election to any office. The General Committee may, at its discretion, grant Restricted Complimentary membership to any person who, in its opinion renders significant and valuable service to the Club. A Restricted Complimentary member shall not be eligible for election to any office.

### **SOCIAL MEMBERSHIP**

23. Social Membership may be granted by any Section Committee to those persons who do not wish to, and will not be entitled to, play bowls or tennis but who may engage in other forms of recreation conducted by the Club or in which the Club engages.

### **JUNIOR/FULL-TIME STUDENT MEMBERSHIP.**

24. Junior members shall be persons under the age of 18 years. Full-time student members shall be persons under the age of 25 years and engaged in full-time study. Junior and full-time student members may be admitted in the same manner as full members and shall be entitled to play bowls or tennis and engage in other forms of recreation conducted by the Club. The age of a

junior member or a full-time student member for the purpose of this clause shall mean the age of such member at the commencement of the financial year of the member's Section.

### **LIABILITY OF MEMBERS.**

25. A member shall be liable for any financial loss by the Club or any officer of the Club caused by any breach of this Constitution or by any unlawful act by the said member.

### **FORFEITURE OF MEMBERSHIP.**

26. Subject to clause 28 a member of the Bowls Section who fails to pay his or her annual subscription one week before the commencement of Pennant matches for the season shall have his or her membership of the Club suspended until the amount due has been paid, upon which the suspension will be lifted.
27. Subject to clause 28 a member of the Tennis Section who fails to pay his or her annual subscription before the end of November shall have his or her membership of the Club suspended until the amount due has been paid, upon which the suspension will be lifted.
28. Where a member has been unable to pay the subscription by the dates set out in clauses 26 and 27, a Section Committee may approve a plan for the payment of that subscription and where payments are made in accordance with that plan, the member will be exempt from the provisions of clauses 26 and 27.
29. Should any member of the Club for any reason cease to be a member for one or more years, such member may be re-admitted under such conditions as determined by the Section Committee concerned but shall forfeit continuity of membership.

### **ABSENCE OF A MEMBER.**

30. Any member contemplating absence for a period, an application to the Section Committee concerned, may be granted leave of absence for a period not exceeding two years. Continuity of membership shall continue after the period of absence.

### **RESIGNATION OF MEMBERS.**

31. Any member wishing to resign from the Club shall give seven days' notice in writing to the Section Secretary and shall pay all monies due at the date of such notice including the current financial year's subscription. The Section Secretary shall inform the General Committee of any resignation received.
32. Any member resigning from the Club or ceasing for any reason whatever to be a member shall not have any right, title or interest in or to any property or funds of the Club.

### **BREACHES BY MEMBERS.**

33. Every member of the Club undertakes to comply with the Constitution, the Code of Conduct and By-laws of the Club and any refusal or neglect to do so shall render such member liable to censure, suspension or expulsion by the General Committee.
34. The General Committee shall also have power to censure, suspend or expel any member for any conduct which is in its opinion undesirable.
35. A member shall be entitled to seven days' notice of any charge against him/her and to be present at the hearing thereof by the General Committee and to address the Committee.
36. Should the General Committee determine that the continued membership of the Club by a particular person is not in the best interests of the Club, the Committee may decline to accept any further annual subscriptions from that person. The General Secretary shall notify such person of this decision and he/she shall thereupon cease to be a member of the Club.

37. Where, pursuant to sub-paragraph 87.4.2, a Section Committee refers, to the General Committee, any matter concerning alleged breaches, by a member of the Club, of the Constitution, Code of Conduct or By-laws, the General Committee shall, consistent with the provisions of the Constitution, consider the matter at its earliest convenience.
38. Where the General Committee has considered any matter referred to it by a Section Committee pursuant to clause 37, the General Committee will provide a report to the Section Committee on its decision, including an outline of the reasons for it.

### **SECTION 3 - MANAGEMENT BY MEMBERS.**

39. The management of the Club shall be in the hands of the members of the Club through the Annual General Meeting and/or Special General Meetings as hereinafter provided. The activities of bowlers and tennis players respectively shall be controlled by separate Sections provided for that purpose. Management by members in this respect is achieved through Annual General Meetings and/or Special General Meetings of the Section concerned. The Bowls Section may be known as the Tranmere Bowling Club and the Tennis Section may be known as the Tranmere Lawn Tennis Club.

### **CLUB ANNUAL GENERAL MEETING.**

40. The Annual General Meeting of all Club members shall be held at a place and on a date to be fixed by the General Committee but not later than the 31st August in each year.
41. Advance notice that an Annual General Meeting is to be held on the date specified will be given to all members not later than twenty-eight days before the meeting. The advance notice shall advise members that any notices of motion must, in accordance with paragraph 154.6, be submitted to the secretary no later than twenty-one days prior to the meeting.
42. Fourteen days' formal notice in writing shall be given to all members of the time and place appointed by the General Committee for such meeting and a copy of the notice shall be posted on the notice board inside the Club-house fourteen days before the date of such meeting, Copies of any notices of motion to be considered at the meeting shall accompany the notice of meeting.
43. The business to be transacted at the Annual General Meeting shall be in the following order:
  - 43.1. Reading of the notice convening the meeting.
  - 43.2. Reading and confirmation of the minutes of the previous Annual and/or Special General Meetings.
  - 43.3. Presentation of the Annual Report.
  - 43.4. Presentation of the Annual Financial Statements.
  - 43.5. Consideration and adoption of the Annual Financial Statements.
  - 43.6. Other reports.
  - 43.7. Election of office bearers.
  - 43.8. Nomination and election of auditors.
  - 43.9. Determine the amount of the annual subscriptions.
  - 43.10. Notices of motion submitted in accordance with the Standing Orders contained in this constitution.
  - 43.11. Any other general business.

## **SECTIONAL ANNUAL GENERAL MEETINGS.**

44. The Annual General Meetings of the members of Sections shall be held on dates and at places to be fixed by the Section Committees but not later than May 31 in each year for the Bowls Section and July 31 for the Tennis Section.
45. Advance notice that an Annual General Meeting is to be held on the date specified will be given to all members not later than twenty-eight days before the meeting. The advance notice shall advise members that any notices of motion must, in accordance with paragraph 154.6, be submitted to the secretary not later than twenty-one days prior to the meeting.
46. Fourteen days' formal notice in writing shall be given to members of a Section of the time and place appointed for such meetings and a copy of the notice shall be posted on the notice board inside the Club house fourteen days before the date of such meetings. Copies of any notices of motion to be considered at the meetings shall accompany the notice of meetings.
47. The business to be transacted at the Annual General Meetings of Sections shall be in the following order:
  - 47.1. Reading of the notice convening the meeting.
  - 47.2. Reading and confirmation of the minutes of the previous Annual and/or Special General Meetings.
  - 47.3. Presentation of the Annual Report.
  - 47.4. Presentation of the Financial Report.
  - 47.5. Consideration and adoption of the Financial Report as supplied by the General Treasurer.
  - 47.6. Other reports.
  - 47.7. Election of office bearers and Committee members.
  - 47.8. Notices of motion submitted in accordance with the Standing Orders contained in this constitution.
  - 47.9. Any other general business.
48. For any financial report required for the Bowls Section the financial year shall be from 1<sup>st</sup> April to the next 31<sup>st</sup> March.

## **SPECIAL GENERAL MEETINGS.**

49. The General Committee of the Club or the Committee of any Section may convene Special General Meetings of their respective bodies when deemed necessary.
50. A Special General Meeting of the Club or of any Section may be requested by any ten or more financial members of the Club/Section signing a requisition stating the objects of the meeting. The requisition should be handed to the Secretary of the Club/Section who shall call the meeting in the terms of the following clause.
51. Whenever a Special General Meeting is to be held, whether called by a Committee or as a result of a requisition, the Committee concerned shall determine the date and it shall be held not less than twenty-eight and not more than thirty-five clear days from the date of receiving the requisition.
  - 51.1. The Secretary of the body concerned shall give advance notice that a Special General Meeting is to be held on the date specified to all members of the Club or the Section, as



the case may be. The advance notice shall be given not later than twenty-eight days before the meeting, shall advise members the subject matter to be discussed and that any notices of motion must, in accordance with paragraph 154.6, be submitted to the secretary not later than twenty-one days prior to the meeting.

- 51.2. The Secretary of the body concerned shall post the formal notice of meeting, including the subject matter to be discussed, on the notice board of the Club and give at least fourteen days' notice of the meeting, the proposal to be discussed and any notices of motion, to every member of the body concerned.

## **VOTING.**

52. At Annual General Meetings of the Club or of any of the Sections, the election of all officers, where there are more nominations than vacancies, shall be by secret ballot for which two scrutineers shall be appointed. When a ballot paper contains votes for a greater number of persons than the number required to be elected, those votes which are numbered greater than the number required shall not be counted. When a ballot paper contains votes for a lesser number of persons than the number required to be elected, the votes recorded shall be counted. If two or more candidates receive an equal number of votes, the Chairperson shall have a second or casting vote.
53. All other questions for decision by the members of the Club or of any of the Sections at an Annual or Special General Meeting of those bodies shall be duly proposed and seconded and shall be determined by a show of hands unless a ballot is asked for by ten percent of members present and entitled to vote. A ballot shall then be taken. When such a ballot is taken, two scrutineers shall be appointed. The result of each ballot shall be deemed to be a resolution of the Club or Section adopted at such meeting.
54. The chairperson of a meeting shall be entitled to vote and when the votes are equal, except in the case of the election of officers, a motion or amendment shall be deemed to have failed.
55. Only full members, life members and junior/full-time student members will be entitled to vote at Annual or Special General Meetings of the Club or of any Section.
56. At any Annual General Meeting of the Club, only such members who were financial at the close of the previous financial year and any new member who has paid the current fee shall be entitled to attend such meeting. This provision shall apply also to any Special General Meeting of the Club held between the close of the previous financial year and the Annual General Meeting of the Club. At all other Special General Meetings of the Club or at any Annual or Special General Meetings of a Section of the Club, only members who are financial according to this Constitution shall be entitled to attend such meetings.
57. Proxy or postal voting shall not be permitted at any General Meeting of the Club or of any Section.
58. A declaration by the Chairperson at any Annual or Special Meeting that a motion is carried or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the outcome of that motion unless a ballot is demanded by at least ten percent of members present and entitled to vote. Should a ballot be taken, the result of the vote shall be recorded in the minutes of the meeting.
59. All resolutions passed at an Annual or Special General Meeting of the Club or of any Section shall be conclusive and binding on all members of the Club or of the respective Section as the case may be, whether they were present at such meeting or not.

## **QUORUM.**

60. At any Annual or Special General Meeting of the Club, ten percent of members entitled to vote shall form a quorum.
61. At any Annual or Special General Meeting of any of the Section of the Club, fifteen percent of members entitled to vote shall form a quorum.
62. At all meetings of the General and Section Committees, a quorum shall be forty percent of the number of members on the Committee.
63. A quorum for a sub-committee shall be decided by the General or Section Committee when appointing such sub-committee.
64. If no quorum be present fifteen minutes after the time fixed for any meeting, those members who are present may by resolution adjourn the meeting to a time and date decided upon by them, being not less than seven days from the date of resolution. If there is no quorum at such adjourned, meeting, those members present may act as if there were a quorum present. Written notice of any such adjourned meeting shall be sent to all members concerned at least three days prior to the adjourned meeting.

## **SECTION 4 - MANAGEMENT BY OFFICERS.**

65. Management by officers provides for:
  - 65.1. A General Committee elected by all members other than honorary, complimentary, restricted or social members or nominated by the respective Sections as provided in clause 66.
  - 65.2. A Bowls Section Committee elected by all bowling members other than honorary, complimentary, restricted or social members as provided in clause 74.
  - 65.3. A Tennis Section Committee elected by all tennis playing members other than honorary, complimentary, restricted or social members as provided in clause 75.

## **GENERAL COMMITTEE.**

66. The members of the Club shall vest the control and business of the Club in a General Committee comprising:
  - 66.1. General President.
  - 66.2. Two vice-presidents.
  - 66.3. General Secretary.
  - 66.4. General Treasurer.
  - 66.5. Bar Manager.
  - 66.6. Greens Manager or Greens Liaison Officer.
  - 66.7. Two members nominated by each Section.
67. The General President, General Secretary and General Treasurer shall be elected at the Annual General Meeting of the Club and shall hold office until their successors are elected at the following Annual General Meeting. Nominations for these positions shall be in writing signed by the proposer, seconder and candidate and shall be lodged with the General Secretary at least seven days before the Annual General Meeting. The Vice-Presidents shall be the Presidents of each of the Sections. All retiring officers may stand for re-election. The Greens Manager or Greens Liaison Officer and the Bar Manager shall be appointed by the General Committee.

68. In the event of less than the required number of members being nominated for election as office bearers of the General Committee, the vacancies shall be filled by the General Committee.
69. The General Committee shall meet as often as necessary for the proper management of the Club.
70. A Special Meeting of the General Committee shall be convened within fourteen days of receipt of a written request signed by at least three members of the Committee. The request shall specify the matters to be discussed at the meeting and give notice of any motions to be put at the meeting. The General Secretary shall give at least seven days' notice of such meeting to all members of the General Committee.
71. The General President of the Club, if present, shall preside at all General Committee meetings, should he/she be absent, a Vice-President shall preside. If no Vice-Presidents are present, one of the Committee, elected by those present, shall preside.
72. Should any members of the General Committee fail to attend for three consecutive meetings without leave or apology delivered at or prior to the meetings, he/she shall thereupon cease to be a member of the Committee. The vacancy may be filled by a resolution of the General Committee.

### **SECTION COMMITTEES.**

73. The control and business of each Section shall be vested in a Section Committee, elected at the Annual General Meeting of the Section concerned for a term of one year. Such Section Committee shall consist of the officers of the Section as hereinafter provided and they shall hold office until their successors are elected. Members of the General Committee are not precluded from holding office on the respective Section Committees.
74. The officers of the Bowls Section shall consist of a President, two Vice-presidents (one of each gender), a Secretary, a Treasurer and three or (in the case where clause 78 does not apply) four Committee Members with at least one of each gender and the immediate Past President but only for the period of twelve months immediately following the date upon which he/she ceases to be President.
75. The officers of the Tennis Section shall consist of a President, a Secretary, a Treasurer, a Ladies Mid-Week Captain, a Saturday Morning Men's Captain, a Social Captain, a Greens Representative and up to five Committee members.
76. Nominations for all positions shall be in writing on the appropriate form signed by the candidate, proposer and seconder and shall be lodged with the Section Secretary not less than seven days before the date fixed for the Annual General Meeting of the Section. All retiring officers shall be eligible for re-election.
77. In the event of less than the required number of members being nominated for election to a Section Committee or as office bearers as provided in the preceding clauses the vacancies may be filled by the respective Section Committees.
78. In addition, the immediate past president of the Bowls Section shall continue to be a member of the Section Committee after the expiration of his or her term of office as president, but only for the period of twelve months immediately following the date upon which he/she ceases to be president.
79. Each Section Committee shall meet regularly at times to be determined by the respective Committee for transaction of the business of the Section.
80. A Special Meeting of a Section Committee shall be convened within fourteen days of receipt of a written request from ten members of the Section. The request shall specify the matter or matters to be discussed at such Committee meeting and the business at any such meeting shall be limited to the matters specified in the request.

81. The Secretary shall give at least seven days' notice of all Special Meetings to all members of a Section Committee.
82. The President of a Section, if present, shall preside at all Section Committee Meetings, should he/she be absent, a Vice-President shall preside. If no Vice-Presidents are present, one of the Committee elected by those present shall preside.
83. Should any member of a Section Committee fail to attend for three consecutive Committee meetings without leave or apology delivered at or prior to the meetings, he/she shall cease to be a member of the Committee.

#### **RESIGNATION FROM OFFICE.**

84. An officer of the Club or of a Section shall not be permitted to resign his/her office until his/her resignation in writing has been accepted by the General or appropriate Section Committee.

#### **VACANCIES**

85. The General and Section Committees shall have power, should a vacancy occur in their number, to fill such vacancy for the unexpired term from the members of the Club qualified to accept office.

#### **POWERS AND FUNCTIONS OF MAJOR COMMITTEES.**

##### **GENERAL COMMITTEE.**

86. The General Committee shall have power to:
  - 86.1. Elect sub-committees, fill vacancies, make appointments, make by-laws in conformity with this Constitution and do all that it deems advisable to carry out and manage the business and affairs of the Club. All sub-committees and persons appointed for special purposes by the General Committee shall be subject to and subordinate to that Committee which shall establish the terms of reference for each sub-committee or appointment.
  - 86.2. On the authority of an Annual or Special General Meeting of the Club, impose levies on the members.
  - 86.3. Interpret the Constitution of the Club, such interpretations being final.
  - 86.4. Carry out all resolutions which have been passed at an Annual or Special General Meeting of the Club.
  - 86.5. Ensure compliance with the Constitution of the Club and deal with any breaches as provided in clauses 33 to 38.
  - 86.6. Deal with other matters which may arise or matters which are not specifically provided for in this Constitution.
  - 86.7. Cause correct financial accounts and books and administrative records to be kept showing the affairs of the Club.
  - 86.8. Authorise all General Committee expenditure including any passed at any Annual or Special General Meeting of the Club and direct the method of dealing with monies received for or on behalf of the Club
  - 86.9. Invest funds in any security approved by Act of Parliament or in any other manner specifically authorised by members at a General Meeting of the Club.
  - 86.10. Empower the General Treasurer to pay accounts up to a prescribed amount without the prior approval of the General Committee.

## **SECTION COMMITTEES.**

87. Each Section Committee shall have power to:
- 87.1. Elect sub-committees, fill vacancies, make appointments and do all that it deems advisable to carry out and manage the business and affairs of their respective Sections, other than those matters which under this Constitution are within the jurisdiction of the General Committee. All sub-committees and persons appointed for special purposes by each Section Committee shall be subject to and subordinate to that Committee which shall establish the terms of reference for each sub-committee or appointment.
  - 87.2. Determine applications for membership and accept resignations from their respective Sections.
  - 87.3. Carry out all resolutions which have been passed at an Annual or Special General Meeting of their respective Sections.
  - 87.4. Promptly consider any alleged breach by a member, guest or visitor of the Code of Conduct or any relevant By-laws and,
    - 87.4.1. where the committee considers the matter is not serious enough to warrant a potential formal censure, suspension or expulsion from the Club, it may deal with the member, guest or visitor whose conduct has come into question, to advise him or her of the concerns and to make him or her aware of the potential consequences should the misconduct continue or be repeated.
    - 87.4.2. where the committee considers the matter is serious enough to warrant a potential formal censure, suspension or expulsion from the Club, it must refer the matter to the General Committee together with a report on the nature of the alleged breach and of its investigations into the matter.

## **FUNCTIONS OF OFFICERS OF THE GENERAL COMMITTEE.**

### **GENERAL PRESIDENT**

88. The General President of the Club shall regulate and keep order at all meetings at which he/she is to preside as prescribed by this Constitution. He/she shall take such other action as determined by the General Committee or by the members at any General Meeting of the Club to ensure that the Constitution of the Club is effectively implemented and that effective administrative action follows decisions made at those meetings over which he/she is constitutionally to preside.
89. The General President shall be an ex-officio member of the Section Committees or of any sub-committee appointed by the General Committee but shall not be eligible to vote at those meetings.

### **GENERAL SECRETARY.**

90. The General Secretary shall be the executive officer of the General Committee and the Public Officer of the Club. He/she shall:
- 90.1. If possible, attend all meetings of the General Committee and the Annual and Special General Meetings of the Club.
  - 90.2. Record the minutes of all meetings.
  - 90.3. Attend to all correspondence in connection with the general business of the Club.
  - 90.4. Prepare for submission to the Annual General Meeting of the Club the report of the General Committee on the activities of the Club during the year.

- 90.5. Carry out the duties usually associated with the office of secretary with the approval and direction of the General Committee.

### **GENERAL TREASURER.**

91. The duties of the General Treasurer shall be:
  - 91.1. To receive all monies belonging to the funds of the Club and within a reasonable time to deposit or arrange for the deposit of such monies with the Club's bankers or as directed by the General Committee.
  - 91.2. To be responsible for the payment of all Club accounts.
  - 91.3. To keep correct accounts of all monies received and expended.
  - 91.4. To prepare and submit financial statements to each Club Annual Meeting.
  - 91.5. To produce a statement of the bills paid since the last meeting, the financial transactions and the financial position of the Club including the bank balances at each ordinary meeting of the General Committee.
  - 91.6. At the request of each Section Committee or a Section Treasurer to produce a statement of the income and expenditure of the Section for a specified period or to a specified date.

### **FUNCTIONS OF OFFICERS OF SECTION COMMITTEES.**

#### **SECTION PRESIDENT.**

92. The President of each Section shall regulate and keep order at meetings of their respective Section Committees and any General Meetings of their Sections. He/she shall ensure that:
  - 92.1. The Constitution of the Club as relating to his/her Section is effectively implemented.
  - 92.2. Effective administrative action follows decisions made at those meetings over which he/she is constitutionally to preside.

#### **SECTION SECRETARY.**

93. Each Section Secretary shall be the executive officer of the respective Section Committee. The Secretary shall:
  - 93.1. If possible, attend all meetings of the Section Committee and of Annual or Special General Meetings of the Section.
  - 93.2. Record the minutes of all meetings.
  - 93.3. Attend to all correspondence in connection with the general business of the Section.
  - 93.4. Prepare for submission to the Annual General Meeting of the Section the report of the Section Committee and the activities of the Section during the year and forward a copy to the General Secretary.
  - 93.5. Maintain a register of the members of the Section in accordance with clause 7.
  - 93.6. Carry out those duties usually associated with the office of Secretary with the approval and direction of the Section Committee.

## **SECTION TREASURER.**

94. The duties of each Section Treasurer shall be:
- 94.1. To assist the General Treasurer, in such manner as he or she from time to time requires, in the collection, receipting and banking of monies paid to the Club.
  - 94.2. In conjunction with the General Treasurer, to maintain a record of the payment of subscriptions by members and report to the Section Committee thereon as and when required.
  - 94.3. To carry out such other functions as the Section Committee may, with the approval of the General Treasurer, from time to time require.

## **VOTING.**

95. All propositions for decision at Committee or subcommittee meetings of the Club or of any Section shall be proposed and seconded and the result shall be determined by a show of hands unless a ballot is requested by at least two members. Proxy or postal voting shall not be permitted at any of these meetings.
96. The chairperson of a meeting shall be entitled to vote and when the votes are equal, a motion or amendment shall be deemed to have failed.

## **INDEMNITY OF OFFICERS.**

97. If the Secretaries or Treasurers in their office as such have paid or are liable to pay money for any act, default or omission of any other person, such money shall be refunded to them by the Club or paid by the Club.

## **SECTION 5 - FINANCIAL.**

### **BANKING.**

98. The banking account(s) of the Club and Sections shall be kept with such bank(s) as shall from time to time be approved by the General Committee and all monies shall be banked therein. All cheques drawn on the accounts conducted by the Club shall be signed by any two of the General President, General Secretary, General Treasurer or such other members who may be appointed for that purpose by the General Committee. Should any of these officers/members be absent through illness or for any other reason, a substitute or acting appointment may be made by the General Committee.

### **ACCOUNTS.**

99. The level of expenditure which can be incurred without the approval of the members at a General Meeting of the Club shall be determined from time to time at a General Meeting of the Club.
100. The General Committee may approve expenditure within the approved limit and shall pass for payment all accounts incurred under the provisions of this and the preceding clause before payment is made, excepting those covered in clause 101.
101. The General Committee may prescribe an amount up to which the General Treasurer may pay accounts without the prior approval of the Committee.
102. The General Committee may determine limits within which the various committees and sub-committees may incur expenditure.

## **CONTROL OVER PROPERTY.**

103. The approval of members at an Annual or Special General Meeting shall be required for the Club to:
  - 103.1. Borrow money from an approved lender.
  - 103.2. Issue debentures.
  - 103.3. Sign any document giving security over any property or other assets of the Club.
  - 103.4. Sell or purchase any real estate.
  - 103.5. Lease any land or buildings owned by the Club for any term exceeding three years.
  - 103.6. Extend the liabilities of the Club or involve the Club in expenditure beyond the limits prescribed under clause 99 above.
  - 103.7. In all other respects, the property and other assets of the Club shall be subject to the control and disposition of the General Committee which is empowered to negotiate and give effect to those matters approved by an Annual or Special General Meeting of the Club. The Committee may also lease any land or buildings owned by the Club for any term not exceeding three years subject to there being no direction to the contrary on any one proposal by members assembled at a General Meeting of the Club.
  - 103.8. The General Committee shall be required to proceed at all times in accordance with decisions made and correctly recorded in the minutes of meetings which shall be confirmed by the Chairperson of each meeting and attested by the General Secretary as being a true record of the minutes.
  - 103.9. No person who is not a member of the Club shall be entitled to enquire into the veracity of such direction beyond the verification of the signature of the General Secretary.

## **SUBSCRIPTIONS.**

104. Members annual subscriptions shall be determined each year by those members entitled to vote at the Club's Annual General Meeting. Subscriptions shall be due and payable at the conclusion of the Annual General Meeting. If a member joins the Club after the first day of January in any year, the subscription for the remaining portion of that year shall be fixed at the discretion of the General Committee. The General Committee is empowered to prevent any member whose subscription is in arrears from exercising the whole or any of the privileges of the Club (subject to clauses 26 and 27 Forfeiture of Membership).

## **BORROWING POWERS.**

105. If at any time the Club at any Annual or Special General Meeting shall pass a resolution authorising the General Committee to borrow money, the General Committee shall thereupon be empowered for the purpose of the Club to borrow such amount of money. It may be borrowed at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution. Thereupon the General Committee shall make all dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the General Committee may deem proper for giving security for such loans and interest. All members of the Club shall be bound by the decision of the meeting.

## **BOOKS.**

106. Proper books of accounts shall be kept by the General Treasurer and these shall be open to the inspection of the General Committee or the appropriate Section Committees at any time.



## **AUDIT.**

107. The auditors shall be appointed at the Annual General Meeting of the Club, in a manner consistent with the terms of the Associations Incorporation Act in force from time to time.
108. Nominations for such office shall be submitted at the Annual General Meeting of the Club in each year.
109. The auditors shall have power at all times to examine the books and documents of the Club. They shall also audit statements of receipts and expenditure and balance sheets setting forth the financial business of the Club for each financial year. These statements shall be prepared by the General Treasurer and the audit is to commence as soon as convenient after the close of each financial year.

## **SECTION 6 - GENERAL.**

### **HONORARY SOLICITOR.**

110. There may be an Honorary Solicitor to the Club who shall be appointed by the General Committee upon such terms and for such period as the General Committee shall direct.

### **PATRON**

111. The Club may, at any Annual General or Special General Meeting, on the recommendation of the General Committee, invite a person to be Patron of the Club.

### **DAMAGE TO PROPERTY.**

112. Members shall not remove from the Club any property of any kind without the permission of three members of the General Committee or deface or damage any article which is the property of the Club. Members removing, breaking or damaging any article which is the property of the Club shall pay for the same at a price fixed by the General Committee.
113. All members must wear footwear of such nature that will not damage the playing surfaces.

### **WINDING UP AND DISSOLUTION.**

114. The procedure for winding up and dissolution may be commenced by conducting a Special General Meeting of the Club called for that purpose. A motion to proceed to dissolution must be passed by a majority of those present and entitled to vote. A second Special General Meeting of the Club shall be called for the purpose not less than one calendar month after the previously mentioned Special General Meeting. At the second Special General Meeting, a quorum shall be half of the members of the Club entitled to vote. At this meeting, a motion to confirm the dissolution shall be put and shall require three quarters of the members present and entitled to vote voting in the affirmative.
115. Following confirmation of the decision to dissolve, the General Committee must conform with the provisions of the current Associations Incorporation Act and appoint a person, who may be a member of the Club, to act as liquidator and have the appointment approved by the Corporate Affairs Commission.
116. Following acknowledgment by the Corporate Affairs Commission, the liquidator shall proceed to sell and realise the property and assets of the Club and out of the net proceeds of such sale and realization to discharge and satisfy all the liabilities of the Club.
117. In the event of the Club being wound up, whether voluntarily or otherwise, the net proceeds of the sale and realisation of the Club's property and assets, both real and personal, after payment of all the debts and liabilities of the Club and of all costs, charges and expenses properly payable in connection with such sale and realisation of the Club's property and of the winding up of the Club, shall be disposed of to other lawn bowling and/or tennis organisation(s) or to the local council in which the Club is situated as may be determined by the General Committee

in its absolute discretion. No member shall be entitled to share in or receive any benefit from such net proceeds in the event of the Club being wound up as aforesaid. The bodies to which such funds are distributed shall be limited to those bodies which prohibit the distribution of income and property to members.

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

118. The contents of the Constitution shall not be altered except at an Annual General Meeting or at a Special General Meeting of the Club and called for that purpose and then only upon the motion being carried by at least three quarters of the members present and entitled to vote at the meeting in person voting in the affirmative.
119. A copy of a proposed alteration shall be delivered to the General Secretary at least twenty-one days before such meeting and shall be inserted in the notice convening the meeting at which such proposed alteration is to be considered. Notice thereof shall also be posted on the notice board of the Club at least fourteen days before such meeting.
120. The General Secretary shall within one month of adoption of any alteration to the Constitution notify the Corporate Affairs Commission in accordance with the current Associations Incorporations Act. The General Secretary shall also notify Bowls SA, MBA and Tennis SA. through the appropriate Section Secretaries.
121. Any such alterations shall come into operation from the date of adoption unless another date is specified in the motion.

#### **INTERPRETATION OF THE CONSTITUTION.**

122. In the event of any doubt or difficulty arising as to the meaning of any of the contents of this Constitution or should any question arise as to its interpretation, the General Committee shall have power to pronounce a decision thereon and its decision shall be final and binding on the members, subject only to reversal by a Special General Meeting called for that purpose.

#### **VISITORS.**

123. Every member shall be allowed to introduce visitors to the Club subject to such conditions as the General Committee shall from time to time determine, provided that any person who has been suspended or expelled from membership of a bowling or tennis club or whose conduct or presence on the Club's premises may be considered objectionable to the interests of the Club shall not be introduced as a visitor.
124. Any member wishing to introduce a visitor or visitors, who may wish to avail themselves of the appropriate conditions of the current Liquor Licensing Act must conform with the terms of the current Club Licence (See clauses 146 to 149)
125. Tennis playing visitors shall pay the appropriate visitors fee before playing tennis, except on Opening Day when a visitor's fee shall not be levied. The maximum number of visits shall be three in any one season unless the Tennis Section Committee considers otherwise.
126. A potential social playing member of the Tennis Section shall pay a visitor's fee until such time as his/her application for membership is either accepted or rejected. On acceptance, the applicant will be required to pay the appropriate membership fee less the amount of visitor's fees already paid.

#### **GREENS MANAGER OR GREENS SUB-COMMITTEE.**

127. The General Committee shall have the power to appoint a Greens Manager who shall be a member of the General Committee, or a Greens Sub-Committee and a Greens Liaison Officer in which case the Greens Liaison Officer shall be a member of the General Committee.
128. The Greens Manager or Greens Sub-Committee shall have full control and supervision of the Club grounds, more particularly the playing areas. He/she shall have power to prevent play

when it is considered the area may be damaged thereby, subject to any liaison between the Club and Bowls SA, MBA and Tennis SA in special circumstances. A notice posted by the Greens Manager or Greens Liaison Officer shall be sufficient to prevent play.

129. In the absence of the Greens Manager or Greens Committee and Greens Liaison Officer, any two members of the General Committee on the advice of the greenkeeper shall have power to prevent play. In the absence of all the above-mentioned, the umpire for the day shall have power to prevent play.
130. The greenkeepers shall be under the sole control of the Greens Manager or the Greens Subcommittee.

#### **CLUB BAR ADMINISTRATION AND OPERATION**

131. Subject to any specific directions by the General Committee, the Bar Manager shall be responsible for the efficient and profitable management, administration, control and operation of the Club's Bar.
132. The General Treasurer shall, in the financial accounts of the Club, maintain a separate Club Bar (Amenities) Account, including a bank account, for recording all Club Bar receipts and expenditure ("the Bar Account").
133. The General Committee may appoint a Bar Treasurer who shall assist the General Treasurer in such manner as he or she may require in the keeping of the Bar Account.
134. The General Committee shall appoint an auditor for the Bar Account who shall have the power to examine the books and documents relating to the Bar Account, which audit is to commence as soon as convenient after the close of each financial year.

#### **APPOINTMENT OF DELEGATES.**

135. The delegates to the appropriate meetings of Bowls SA, MBA and Tennis SA shall be elected by the respective Section Committees.

#### **DISPUTES, SUGGESTIONS, ETC.**

136. All suggestions and complaints to be drawn to the attention of the General Committee must be made in writing to the General Secretary who shall bring the same before the General Committee at the next meeting of that Committee.
137. Should any dispute or disagreement arise between members concerning any matter relevant to the Club, the same may be referred in writing to the General Committee by either party. The General Committee shall have power to deal with such matters as it deems necessary in a manner consistent with this Constitution.
138. Should a member consider that there has been a breach of the Code of Conduct or any relevant By-law by another member, the matter may be referred in writing to either the General Secretary or to the relevant Section Secretary, who shall bring the same before the relevant Committee at the next meeting of that Committee, and
  - 138.1. where the matter is referred to the General Committee, that committee shall have the power to deal with the matter as it deems necessary and consistent with this Constitution
  - 138.2. where the matter is referred to the Section Committee, that Committee shall have the power to deal with the matter consistent with paragraph 87.4 of this Constitution.

#### **APPLICATION OF PROFIT.**

139. The Club is a non-proprietary club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and

no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made. Nothing herein contained shall prevent the payment by way of an honorarium or refund of expenses to any officer of the Club for services rendered to the Club.

#### **BY-LAWS.**

140. The General Committee shall have power from time to time to make By-laws consistent with this Constitution for the efficient working of the Club and to alter amend or rescind same as occasion may require. All By-laws shall be recorded by the General Secretary and be available for inspection by the members.
141. Each Section Committee shall have power from time to time to make By-laws consistent with this Constitution for the efficient working of the Section and to alter, amend or rescind same as occasion may require. All By-laws for each Section are subject to approval by the General Committee and shall be recorded by the respective Section Secretary and be available for inspection by the members.

#### **CODE OF CONDUCT**

142. The General Committee shall have the power to develop and adopt a Code of Conduct to set out what is expected of members of the Club and of visitors to the Club.
143. The General Committee shall have the power to amend the Code of Conduct as required.

#### **CLUB COLOURS.**

144. The colours of the Club shall be blue and gold until otherwise determined by the Club at an Annual or Special General Meeting.

#### **LAWS OF THE GAMES OF BOWLS AND TENNIS.**

145. The laws of the games of bowls and tennis as adopted from time to time by the Bowls Australia Inc and Tennis Australia Inc and conducted in accordance with the Rules and By-laws of Bowls SA, MBA and Tennis SA shall apply to all games played under the control of the Club, as appropriate. Failure to observe any such laws shall render the offending player or players liable to disqualification from the competition or match.

#### **PROVISIONS RELATING TO THE SALE AND CONSUMPTION OF LIQUOR.**

146. Liquor shall not be sold or supplied otherwise than in accordance with the Licence and the conditions applying to the Licence from time to time held by the Club.
147. Liquor shall not be sold or supplied to any person under the age of 18 years.
148. Liquor shall not be consumed on Club property except within the areas approved by the Licence or the Liquor Licencing Commission from time to time.
149. The Clubhouse and grounds may be hired out to persons who are not members of the Club with the consent and approval of the General Committee and subject to such terms and conditions, as the General Committee may in each case, impose.

#### **COMMON SEAL OF THE TRANMERE BOWLING AND TENNIS CLUB INCORPORATED.**

150. The General Committee of the Club shall provide a Common Seal and shall provide for the safe custody thereof.
151. The seal holders shall be the General President, the Vice-presidents and the General Secretary of the Club.

152. The seal shall not be affixed to any deed, instrument or document except under and by a resolution of the General Committee of the Club and in the presence of two seal holders who shall attest every deed, instrument or document to which the seal is affixed. Every such deed, instrument or document shall be signed by two seal holders in the following form:

The Common Seal of the Tranmere Bowling )  
 and Tennis Club Incorporated was hereto ) SEAL  
 affixed this.....day of ..... )  
 ..... in the presence of )

.....)

Seal Holders

.....)

153. The General Secretary shall maintain a register recording the use of the Seal showing (1) the date used, (2) the document and purpose, (3) names of seal holders who signed the document and (4) reference to the authority for use, i.e. item in appropriate minutes.

**STANDING ORDERS.**

154. The following Standing orders govern the conduct of business of all meetings except as otherwise provided in this Constitution. In regard to Special General Meetings, the Secretary of the General Committee or the Section Committee concerned shall in the notice of meeting specify the matters to be dealt with and no other matter shall be discussed.

154.1. TIME LIMIT -Time limits for speakers or for the discussion may be fixed by the Chairperson of the meeting.

154.2. MOTIONS AND AMENDMENTS - All motions and amendments must be moved and seconded. An amendment to the original motion may be moved at any stage of the discussion. Notice of a further amendment may be given and the amendment indicated without discussion. An amendment cannot be a direct negative. Only one amendment shall be dealt with at a time. If any amendment is carried, it becomes the substantive motion and the original motion is lost. If all amendments are lost, the mover of the original motion shall be given the right of reply and the motion shall then be voted upon.

154.3. AMENDMENTS - An amendment may be made to a motion by:

154.3.1. striking out certain words

154.3.2. striking out certain words and inserting others

154.3.3. adding or inserting other words.

- 154.4. **SECONDING MOTION WITHOUT SPEAKING** - Any member who seconds a motion without speaking to it may, at a later period, take part in the debate.
- 154.5. **REPLY OF THE MOVER** - In all cases the member moving the motion shall have the right of reply and this reply closes the debate.
- 154.6. **NOTICE OF MOTION** - A notice of motion, other than to change this Constitution, shall be submitted in writing, signed by the mover and seconder, to the respective secretary at least twenty-one days prior to the date of the meeting. The Secretary shall forward a copy of the notice of motion to all the members concerned at least fourteen days prior to the meeting. Notices of motion on the same subject shall appear on the notice paper in the order of receipt by the respective Secretary. When there is more than one notice of motion on the same subject, each notice shall be dealt with as a separate motion thus:
- 154.6.1. Each motion shall be moved and seconded in the order in which it appears on the notice paper without discussion.
- 154.6.2. Each motion may then be discussed separately but in the same sequence.
- 154.6.3. Amendments to each notice of motion may then be received and dealt with in the same sequence.
- 154.6.4. A vote shall then be taken in a manner which will allow the notice of motion receiving the greatest number of votes to succeed.
- 154.7. **AMENDING NOTICE OF MOTION** - Any member desiring to amend his/her own notice of motion before moving same at the meeting must ask leave of the seconder at the meeting and read the amendment.
- 154.8. **WITHDRAWING A MOTION** - A motion or amendment may at any time by leave of the meeting be withdrawn. A motion opposing the withdrawal if seconded may be received.
- 154.9. **QUESTION BE NOW PUT** - A motion moved and seconded "that the question be now put" shall take precedence over all business and without any discussion must immediately be put by the Chairperson. A motion that the question be now put cannot be moved while a member is speaking and may only be moved by a member who has not spoken in the debate. If the motion is carried, the original motion must be put without further debate, except that the mover of that motion must be given the right of reply.
- 154.10. **CHAIRPERSONS RULING** - Any member dissatisfied with the Chairpersons ruling may move "that this meeting disagrees with the Chairpersons ruling". Only the mover of this motion shall speak, except that the Chairperson may state his/her reasons for the ruling. The Chairperson shall vacate the chair and a vice-president, or in his/her absence, a member appointed by the meeting shall preside until the motion is decided. Thereafter, the Chairperson shall re-occupy the chair.