

This is the annexure of 16 pages marked "A" referred to in Form 5 signed by me and dated 3rd August 2016..

Signed

THE ROYAL WESTERN AUSTRALIAN BOWLING ASSOCIATION

CONSTITUTION



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1 NAME

The name of the Association is “ The Royal Western Australian Bowling Association” trading as Bowls WA.

2 COMPOSITION

The Royal Western Australian Bowling Association shall consist of the bowling clubs existing in the State of Western Australia which are at present affiliated therewith, and of any other bowling clubs or entities as referred to under membership (Section 6) which may hereafter be admitted to affiliation, association or registration, together with any other club catering for the playing of bowls which may be admitted to affiliation.

3 DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution, unless the subject matter or context otherwise indicates or requires, any words or letters shall have the meaning indicated:-

“Act” means the Associations Incorporation Act 1987 (Western Australia)

“Administration Officer” means that person referred to in Section 27 of the Act

“Affiliated Club” means Bowls Clubs referred to in Rule 6.1

“Annual General Meeting” means the meeting referred to in Rule 13.1

“Appointed Directors” means the Appointed Directors of the Association appointed pursuant to Rules 14.1.4 and 14.1.5

“Associated Member” means a member of the Association referred to in Rule 6.2

"Association" means The Royal Western Australian Bowling Association, trading as Bowls WA.

"B.A." means Bowls Australia

“Board” means the Board of Directors referred to in Rule 14

“By Laws” means any By Laws made by the Board under Rule 25

"Chief Executive Officer (CEO)" means the person referred to in Rule 15

“Country Committee” means a committee comprising of representatives from each of the Country Zones

“Country League” means a member of the Association referred to in Rule 6.6

“Country Zone” means a member of the Association referred to in Rule 6.6

"Elected Directors" means the Elected Directors of the Association elected pursuant to Rules 14.1.1, 14.1.2 and 14.1.3 and includes the President and Deputy President

“Extraordinary Meetings” as referred to in Rule 13.4

“Financial Year” means the period referred to in Rule 20.1

“Governing Body of the Association” as referred to in Rule 12

“Honorary Member” means a member of the Association referred to in Rule 6.5

"Life Member" means a member of the Association referred to in Rule 6.4

"Member" means a member of the Association referred to in Rule 6

"Metropolitan Region" means a member of the Association referred to in Rule 6.6

"Playing Rules" are the Field of Play Rules that are endorsed by the Board for the conduct of Bowls WA events and competitions

"Policies" means any Policy endorsed by the Board

"Proxy" means voting pursuant to Rule 13.8

"Special Resolution" means a Special Resolution passed in accordance with the Act.

3.2 Interpretation

The Board shall be responsible for the interpretation of the Constitution and By Laws of the Association.

Unless the contrary intention appears, words importing the singular number shall include the plural and vice-versa, and words importing the male gender shall include the female members of the Association.

4 OBJECTS

The objects for which the Association is established are:

- (i) To advance, foster, promote and administer the game of bowls in Western Australia;
- (ii) To promote, manage and control International, Interstate and Association matches within the State of Western Australia;
- (iii) To affiliate with Bowls Australia Incorporated (BA) or any body which may succeed it and to act in accordance with the constitution of BA or its successors in pursuit of these objects;
- (iv) To at all times act on behalf of, in the interests of, and in conjunction with, the Members and the sport of Bowls;
- (v) To act with good faith and loyalty to ensure the maintenance and enhancement of the Association and the sport of Bowls, its standards, quality and reputation for the collective and mutual benefit of the members and the sport of Bowls;
- (vi) To use and protect the Intellectual Property of the Association;
- (vii) To ensure the property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of these objects;
- (viii) To carry on all such lawful activities as may be necessary or convenient for the purpose of the association.

5 POWERS

The powers conferred on the Association are the same as those conferred by section 13 of the Act and any additions, exclusions or modifications inserted below. In particular the Association shall have the powers to:

- (i) Raise money by affiliation fees, registration fees, subscriptions, levies or otherwise;
- (ii) Purchase, take on lease, exchange, hire or otherwise acquire any real or personal property;
- (iii) Manage, develop, lease, sell, license or dispose of any property;
- (iv) Borrow or raise upon loan any sum of money and for the purpose of securing payment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or other security over all or any of the property of the Association and to liquidate, redeem or pay off such obligations, such securities or any of them;
- (v) Enter into arrangements, joint ventures or partnerships with other parties;

- (vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons upon terms and conditions including the establishment and support of funds or conveniences calculated to benefit employees and dependents as may be necessary or convenient for the purpose of the Association;
- (vii) Invest the funds of the Association;
- (viii) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (ix) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

6 MEMBERSHIP

The Association shall have the following membership categories:

6.1 Affiliated Clubs

Affiliated clubs that are members of the Association at the date this Constitution is adopted and any Club which is subsequently accepted by the Board shall be affiliated members of the Association.

6.2 Associated Members

Bodies or groups who are not eligible for membership as a Club, Metropolitan Region, Country Zone or League and whose objects include the fostering and promotion of the game of bowls may by resolution of the Board be admitted as an Associated Member in accordance with the By Laws of the Association. The Board may at any time by resolution cancel the membership of an Associated Member.

6.3 Registered Members

Persons who are not members of any Affiliated Club, Metropolitan Region, Country Zone or League may by resolution of the Board be admitted as a Registered Member in accordance with the By Laws of the Association. The Board may at any time by resolution cancel the membership of a Registered Member.

6.4 Life Members

Any member or past member who has rendered outstanding service to bowls may be elected at an Annual General Meeting as a Life Member of the Association in accordance with Rule 13.11 and the By Laws of the Association.

6.5 Honorary Members

A person may by resolution of the Board be admitted as an Honorary Member of the Association. The Board may at any time by resolution cancel the membership of an Honorary Member in accordance with the By Laws of the Association.

6.6 Metropolitan Regions, Country Zones and Leagues

Metropolitan Regions, Country Zones and Leagues who are members of the Association at the date this Constitution is adopted and any Metropolitan Region, Country Zone or League which is subsequently accepted by the Board shall be members of the Association.

7 CREATION OF NEW CLASSES

The Board has the right and power to create new classes of membership with such rights, powers and privileges as are determined applicable so long as this does not have the effect of altering the rights, privileges or obligations of existing members or of an existing class of membership.

8 DISCONTINUANCE OF MEMBERSHIP

Membership will automatically cease upon:

- (i) The member being given notice of expulsion by the Board pursuant to rule 8.1; or
- (ii) The Association receiving notice of the member's resignation; or
- (iii) The relevant member failing to retain its qualifications for membership in accordance with the By Laws of the Association; or
- (iv) In the case of a Life Member, Honorary Member or Registered Member, on the date the Member dies.

8.1 Reprimand, Suspend or Expel

The Board may reprimand, suspend or expel a Member in accordance with Rule 21 if:

- (i) The Member is guilty of conduct which in the opinion of the Board is unbecoming of the Member or prejudicial to the interests, image, welfare or reputation of the Association; or
- (ii) The member makes public statements which are in the opinion of the Board damaging to the interests, image, welfare or reputation of the Association.

HOWEVER the Member must:

- (i) Be given at least 21 days written notice of any proposed action, the reasons and the time and place of the Board meeting at which the matter will be considered; and
- (ii) Have an opportunity to be heard at the meeting at which the matter is to be considered, prior to any resolution being taken.

Upon ceasing to be a Member, the Member's name shall be removed from the register of Members.

9 REGISTER OF MEMBERS

- 9.1 The Administration Officer of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 9.2 The register must be so kept and maintained at the Associations Headquarters.
- 9.3 The Administration Officer must cause the name of a Life, Honorary or Registered Member who dies or any other category of Member who ceases to be a member under Rule 8 to be deleted from the Register of Members referred to in sub rule 9.1.

10 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

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

11 AFFILIATION FEES

11.1 Club Affiliation Fees

Each affiliated club shall pay an annual fee with the method of payment prescribed in the By Laws.

The total affiliation fees to be received from all clubs and the due date payable shall be determined by the Board, notwithstanding that any annual percentage increase to the total affiliation fees collected by Bowls WA in any one financial year will be limited to a maximum of 10%.

Unforeseen Hardship

After the full payment of the required annual fee, a Member may seek a review of that fee due to unforeseen hardship. The Member will be required to apply for such consideration through the provisions as outlined in the By Laws. The Board or its nominated committee will hear such an appeal, with the Board reserving its sole right to make the final decision.

Non Payment of Fees

Where a Member is in arrears for any amount the Board;

- (i) May enter an arrangement with the Member for the payment of all or part of the amount as determined by the Board; and
- (ii) at the time of the General Meeting, any such arrangement must be disclosed to other Voting Members, but does not require their approval.

The right of a Member to attend and vote at a General Meeting may, at the discretion of the Board, be suspended while the payment of any subscription or fee or other amount determined is in arrears.

11.2 Membership Fees

11.2.1 All other classes of membership shall pay the Association a fee as determined by the Board;

11.2.2 The membership fee is payable to the Association as determined from time to time by the Board and as detailed in the By Laws.

12 GOVERNING BODY

The Governing Body of the Association, shall comprise of the Board and one voting representative of each affiliated Club,

13 MEETINGS OF THE ASSOCIATION

13.1 Annual General Meetings of the Association

There shall be an Annual General Meeting of the Association which shall be held within four (4) months of the end of the Association's financial year. Other General Meetings of the Association may be called from time to time as considered necessary by the Board.

13.2 Business of Annual General Meetings

13.2.1 To confirm the minutes of the previous Annual General Meeting

13.2.2 To receive and consider the annual report including the statement of accounts, balance sheet and auditor's report

13.2.3 To confirm the election of the President, Deputy President and elected Directors

13.2.4 To confer or confirm honours and appointments;

13.2.5 To approve Constitutional changes and to make, alter and rescind Rules made there under;

13.2.6 To consider submitted motions;

13.2.7 To be the final arbiter on any matter referred to it by the Board.

13.3 Order of Business for Annual General Meetings

The order of business for the Annual General Meeting shall be as follows:

- (i) Confirmation of minutes of the previous Annual General Meeting
- (ii) Business arising from minutes
- (iii) To receive and consider the annual report including the statement of accounts, balance sheet and auditor's report
- (iv) Confirm the election of the President, Deputy President and elected Directors
- (v) Appoint the Patron and Vice Patrons
- (vi) Confer Life Memberships
- (vii) Submitted motions
- (viii) Next meeting
- (ix) Close of meeting

13.4 Extraordinary Meetings of the Association

13.4.1 An Extraordinary Meeting may be called by the Board, or by a petition detailing the subject matter and motion to the President signed by a minimum of 15% of affiliated clubs. The President shall, within seven (7) days of receiving such request or petition, call an Extraordinary Meeting of the Association within 45 days, giving thirty (30) days notice to all clubs, together with a copy of the subject matter and the motions to be debated at such meeting. No other business shall be permitted.

13.4.2 The following procedure will be adopted:

- (i) The Chief Executive Officer shall circulate such notices of motion to clubs;
- (ii) The Chief Executive Officer and two (2) scrutineers appointed by the Board shall collate and count ballot papers returned as postal votes;
- (iii) The result of the Ballot along with the votes at the meeting will be announced by the Chairperson at the Meeting.
- (iv) A simple majority shall suffice except in the case of changes to the Constitution where a majority of 75% of those clubs casting a vote shall be necessary for any amendments to the Constitution to be passed;

13.4.3 For voting and voting methods, Rule 13.7.1 and Rule 13.8 apply.

13.5 Quorum at Meetings of the Association

13.5.1 A quorum at meetings of the Association shall be a minimum of 15% of voting club representatives and 30 % of Board members. A club representative is recognised as a person attending in person on behalf of their own club or carrying a proxy on behalf of another club in accordance with Rule 13.8.3, or a postal vote received in accordance with Rule 13.8.2.

13.5.2 After 30 minutes of the time specified for the holding of a General or Annual General Meeting a quorum is not present the meeting stands adjourned to the same time on the same day in the following week and to the same venue except that in the case of an Extraordinary Meeting of the Association, the meeting shall lapse.

13.5.3 If after 30 minutes of the time appointed under Rule 13.5.2 for the resumption of an adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General or Annual General Meeting as if a quorum were present.

13.6 Proceedings at Meetings of the Association

13.6.1 The Chairperson may, with the consent of a General or Annual General Meeting at which a quorum is present, and must, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.

13.6.2 There must not be transacted at an adjourned General or Annual General Meeting of the Association any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.

13.7 Voting at Meetings of the Association

- 13.7.1 Each affiliated club shall have one (1) vote.
- 13.7.2 The voting at all meetings except as in Rule 13.10 and Rule 13.11 shall be declared by a combined ballot and show of hands. A simple majority shall suffice.
- 13.7.3 Three (3) club representatives entitled to vote may demand that a secret ballot be taken on any motion prior to such motion being put to the meeting.
- 13.7.4 In the event of equal voting the Chairperson shall have a casting vote.

13.8 Voting Methods for Meetings of the Association

Clubs are restricted to 1 vote per affiliated club at Meetings of the Association.

Affiliated clubs may vote by:

- 13.8.1 In person vote by the club representative at the meeting or;
- 13.8.2 Any country club shall be entitled to request a ballot paper to submit a postal vote on behalf of their club or;
- 13.8.3 Any country club shall be entitled to vest (by letter of authority) their voting rights (proxy) with a representative of the League to which the club belongs. If the Club is not a member of a League they may choose a representative from another League. The proxy must be a member of a club and must attend the meeting/s in person to exercise the voting rights.

Members of Association Committees, Life Members, Patrons, invited guests and capitated members may attend the Annual General Meeting but shall have no vote. Members of the Board (except for the Chairperson of the meeting) shall have no vote unless they are representing the club to which they are capitated or carry the proxy of a club.

Clubs are restricted to 1 vote per affiliated club at Meetings of the Association.

13.9 Notices of Meetings of the Association

- 13.9.1 The dates for the Annual General Meeting of the Association shall be set at the preceding Annual General Meeting or as determined by the Board to comply with the Act.
- 13.9.2 A notice of meeting for an Extraordinary Meeting shall be advised in accordance with Rule 13.4.
- 13.9.3 A notice of meeting for a General Meeting of the Association shall be circulated to clubs giving thirty (30) days notice of the Meeting.

13.10 Notices of Motion for Meetings of the Association

- 13.10.1 The Constitution of the Association shall not be added to, replaced, altered or amended except by Special Resolution, submitted as a Notice of Motion for the Annual General Meeting or an Extraordinary Meeting of the Association called for that purpose.
- 13.10.2 Notices of motion to be considered by the Association shall be in the Chief Executive Officer's hands not later than sixty (60) days prior to the date of the Meeting when the following procedure will be adopted:
 - (i) The Chief Executive Officer shall circulate such notices of motion within 10 working days to clubs;
 - (ii) Any proposed amendments to any circulated notice of motion must be in the hands of the Chief Executive Officer at least 35 days prior to the Meeting;
 - (iii) Once any amendment to a notice of motion is received it will be distributed to the clubs not more than 10 working days after the closing date of the proposed amendments, with any covering notes or explanation submitted with it. The original notice(s) of motion plus any amendment(s) will be circulated to all clubs. Eligible country clubs may request a Ballot paper for a postal vote. The Ballot paper is to be returned to Bowls WA at least 10 days prior to the meeting. Clubs represented in person or by proxy will vote at the Meeting in accordance with rules 13.8.1 and 13.8.3;
 - (iv) The Chief Executive Officer and two (2) scrutineers appointed by the Board shall collate and

- count ballot papers returned as postal votes;
- (v) The result of the Ballot along with the votes at the meeting will be announced by the Chairperson at the Meeting.
- (vi) A simple majority shall suffice except in the case of changes to the Constitution where a majority of 75% of those clubs casting a vote shall be necessary for any amendments to the Constitution to be passed;

13.11 Nomination for Life Membership

The nomination of Life Membership shall be in writing to the Board, giving at least sixty (60) days notice prior to the Annual General Meeting. Endorsement requires a majority of the votes cast by Board members. Once the nomination has been endorsed by the Board the following procedure will be adopted:

- (i) Election of Life Members shall be by secret ballot;
- (ii) The Chief Executive Officer shall circulate the nomination and Ballot Paper to clubs within 10 working days of the endorsement of the Board;
- (iii) The Ballot Paper is to be returned to Bowls WA at least 10 days prior to the Annual General Meeting;
- (iv) A majority of 75% of those clubs casting a vote shall be necessary for any nomination to be successful;
- (v) Successful nominations shall be announced by the Chairperson at the Annual General Meeting and the Life Membership conferred.

14 BOARD

14.1 Composition of the Board

- 14.1.1 As from the date of the Annual General Meeting next (2010) following the date which this Constitution is adopted (2009), the Board shall be comprised of a President, Deputy President and six Elected Directors. The term for an Elected Director shall be two (2) years from election. In the event of a vacancy for an Elected Director refer to Rule 14.8.3.
- 14.1.2 There must be at least two (2) female Elected Directors and at least two (2) male Elected Directors of the Association.
- 14.1.3 Of the elected/appointed Board members, at least one shall represent the interests of regional Western Australia..
- 14.1.4 The Board has the power to appoint up to two (2) Appointed Directors at a meeting of the Board for a term of up to one year.

14.2 Responsibilities of the Board

Except as otherwise provided by this Constitution and subject to any resolutions of the Governing Body of the Association; the Board shall be responsible for the management and administration of the affairs, property and funds of the Association.

14.3 Elections

- 14.3.1 Following the date at which this constitution is adopted, the current Executive as elected or appointed and currently holding position (as per the superseded constitution), will remain in place as the Board until the end of their term (2010).
- 14.3.2 As from the Annual General Meeting next (2010) following the date on which this Constitution is adopted (2009), two (2) Directors shall have their term extended for one year. The President, Deputy President and the remaining four (4) Directors shall be filled through the election process for a period of two years.

14.4 Nominations for Elected Directors

14.4.1 Nominations:

- (i) Nomination for a position on the Board is open to every member of an affiliated club.
- (ii) Nominations may be submitted for more than one position but once elected to a position will no longer be eligible for any other;
- (iii) The Association shall call for nominations for Board elections at least sixty (60) days prior to the date of the Annual General Meeting;
- (iv) Nominations must be signed by the nominee and proposed and seconded in writing by a member of an affiliated bowling club;
- (v) Nominations close 35 days prior to the Annual General Meeting;

14.4.2 Vacancies after Nominations Close

- (i) Any position on the Board for which no nomination has been received by the closing time for the receipt of nominations, will be declared vacant;
- (ii) Vacancies on the Board shall be filled as per rule 14.8.3.

14.5 Election of Elected Directors

- 14.5.1 When nominations exceed the positions available, nominations will be sent to the clubs not more than ten (10) working days after the closing date with supporting documentation and ballot papers;
- 14.5.2 Every affiliated club shall have one vote. Votes shall be cast by post.
- 14.5.3 Postal votes must be received by close of business ten days prior to the Annual General Meeting.

14.6 Re-election of Elected Directors

- 14.6.1 The President shall be able to both nominate and be elected for further terms of two (2) years. Past Presidents may not be elected to the Board as an Elected Director but may be appointed by the Board in accordance with Rule 14.1.4.
- 14.6.2 A Deputy President or Elected Director whose term has expired is eligible for re-election provided that their maximum service is not exceeded. The maximum term of service for a Deputy President or an Elected Director is ten (10) years. Each elected term is for two (2) years; therefore the maximum consecutive terms which may be served is five (5).
- 14.6.3 If a person has not been an Elected Director for three (3) consecutive years, the ten (10) year maximum period will recommence.
- 14.6.4 Term of service shall be deemed as commencing as at unification of RWABA and WALBA in July 2004.

14.7 Restrictions

At no time can there be more than two Elected Board Members or Appointed Directors from the same Club or League. A person can not stand for election when (if that person was elected) it must result in there being more than two people on the Board from the same Club or League. If two or more people from the same Club or League nominate for the Board then only so many of them can be elected or appointed as will result in there being no more than two persons on the Board from the same Club or League.

14.8 Vacancy

14.8.1 Vacancy of President

In the event of the position becoming vacant by death, resignation or any other cause the Deputy President will assume the responsibilities of the office for the remainder of the term. The assumption of the President's duties by the Deputy President shall not cause the Deputy President to be ineligible to stand for election as President.

14.8.2 Vacancy of Deputy President

A casual vacancy occurring in the position of the Deputy President shall be filled by an Elected Director by the Board. He/she shall assume the responsibilities of the office of Deputy President. The casual vacancy may only be filled for the remainder of the Deputy President's term under this Constitution.

14.8.3 Vacancy of Director

Any casual vacancy occurring in the position of an Elected or Appointed Director may be filled by the Board. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

14.9 Leave of Absence

The Board may grant leave of absence to the President, Deputy President, Elected Director or Appointed Director for a continuous period of not more than four (4) months. The President, Deputy President, Elected Director or Appointed Director shall not be granted leave of absence more than once in any 12 month period. Two (2) consecutive leaves of absence shall not be granted. If the President, Deputy President, Elected Director or Appointed Director is granted leave of absence then the Board may appoint a person to fill the position during the period of the leave of absence.

14.10 Removal

14.10.1 The Governing Body of the Association may by Special Resolution remove any elected Board Member prior to the expiration of the elected Director's term in accordance with Rule 13.4 and the By Laws.

14.10.2 The Board may by resolution remove any Appointed Director prior to the expiration of the Appointed Director's term.

14.11 Meetings of the Board

14.11.1 The President shall chair all meetings of the Board. In the absence of the President, the Deputy President shall chair the meeting. In the absence of both the President and the Deputy President, the Board shall elect a Director to chair the meeting.

14.11.2 A quorum of all meetings of the Board is five (5). The Chairperson of a meeting of the Board shall have a deliberative vote and in the case of an equality of votes shall have a casting vote.

14.11.3 Except in the case of urgent business seven days notice of a meeting of the Board must be given to the President, Deputy President and each Director.

14.11.4 A resolution of the Board may be carried by electronic or other means without any need for a meeting of the Board if:

- (i) The resolution is contained in a document;
- (ii) Notice of the proposed resolution has been given in writing to all members of the Board;
- (iii) At least five (5) of the members of the Board have consented in writing to the resolution.

14.11.5 The Board shall meet as often as shall be required to perform its responsibilities, but not less than six (6) times per year.

15 CHIEF EXECUTIVE OFFICER

15.1 Appointment of Chief Executive Officer

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

15.2 Chief Executive Officer to Administer

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

15.3 Specific Duties

The Chief Executive Officer shall:

- 15.3.1 Execute tasks relating to the day to day management of the Association;
- 15.3.2 As far as is practicable attend all Board meetings and all Meetings of the Association;
- 15.3.3 Prepare in consultation with the President, and distribute the agenda for all Board meetings and Meetings of the Association;
- 15.3.4 Facilitate the recording and preparation of minutes of the proceedings of all Meetings of the Board and the Association;
- 15.3.5 Regularly report to the Board and/or the Association on the activities of, and issues relating to, the Association; and
- 15.3.6 If permitted by law, be the Public Officer of the Association in accordance with the Act.

15.4 Broad Power to Manage

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

15.5 Chief Executive Officer may Employ and Dismiss

The Chief Executive Officer may, after consultation with the President, employ and dismiss such personnel as are deemed necessary from time to time. Such appointments/dismissals shall be for such period and on such conditions as the Chief Executive Officer determines.

16. DELEGATIONS TO COMMITTEES

- 16.1 The Board may delegate any of its powers to a Committee or Committees consisting of such of their number as they think fit and may authorise the Committee(s) to sub-delegate all or any such powers so delegated and may revoke that sub-delegation.
- 16.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board and a power so exercised shall be taken to have been exercised by the Board.

17 COMMITTEES

All Standing and other Committee responsibilities, terms of office and election procedures are detailed in the By Laws.

18 BOWLS AUSTRALIA DELEGATES

The Bowls Australia delegates shall be the President and the Chief Executive Officer..

In the event of either of them being unable to act, the Board shall nominate an alternate from the Board to fill the vacancy.

19 FINANCE

19.1 Financial Year

The financial year of the Association shall commence on 1 May each year and end on 30 April in the following year.

19.2 Application of Property

The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association, and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

19.3 Bank Accounts

The Association shall operate an account or accounts, into which shall be paid all funds of the Association.

19.4 Auditor

The Association shall have an Auditor who shall be qualified to practice as a company auditor in the State of Western Australia who shall audit the Annual Statement of Accounts and Balance Sheet of the Association. The Auditor shall have the power to call for the production of all books of account, records and documents relative to the affairs of the Association. The Auditor shall be appointed annually by the Board.

19.5 Remuneration of Committee Members

19.5.1 The Association may pay a Director or Committee member's travelling and other expenses as properly incurred:

- (i) In attending Meetings as required by the Association
- (ii) In connection with the Association's business.

19.5.2 An Honorarium may be paid to Director's and Committee members as approved by the Board and so authorized by way of resolution..

20. DISCIPLINE

Where the Association is advised or considers that an Affiliated Club or other such member (as per Rule 6) or an individual member of that Affiliated Club or other such member has allegedly:

- 20.1 Breached, failed, refused or neglected to comply with a provision of this Constitution, the By Laws or Field of Play Rules or any resolution or determination of the Association;
- 20.2 Acted in a manner unbecoming or prejudicial to the objects and interest of the Association and/or the game of bowls; or
- 20.3 Brought the Association or the sport of bowls into disrepute.

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

Rule 20 shall not apply to any incident or matter which relates to a dispute or matter which may be dealt with under the Association's member protection, selection or anti-doping policies and regulations. Any competition, member protection, selection or anti-doping related matter shall be dealt with in accordance with the relevant policy or By Laws of the Association.

21 ARBITRATION

The Board or its nominated representative shall have power to settle disputes on all matters, either between affiliated clubs, the members thereof or between Regions, Leagues and Zones which may be referred to it by the Secretary of any Club, Region, League or Zone. This decision shall be final and binding. Prior reference however should be made to the relevant By Laws of the Association, with regard to operational and bowls management committee decisions. Any appeal to the Board, must be made within seventy-two (72) hours from receipt of notice. An individual club member may only

approach the Board directly, with evidence that the due process through his / her Club Secretary has failed.

22. CLEARANCES

22.1 Interstate Clearances

Any member of an Affiliated Club requesting a transfer between States or Territories affiliated with Bowls Australia shall require a clearance as detailed in the By Laws.

22.2 Intrastate Clearances

Any member of an Affiliated Club requesting a transfer between clubs located in Western Australia affiliated with Bowls WA shall require a financial clearance as detailed in the By Laws.

23. ALTERATION OF CONSTITUTION

This constitution shall not be altered except by Special Resolution in accordance with the Act and per Rules 13.10.1 and 13.10.2.

24 BY LAWS

24.1 Board to Formulate By Laws

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

24.2 By Laws Binding

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

25. LAWS OF THE GAME

- 25.1 The laws of the game shall be the current endorsed BA Laws of the Sport of Bowls.
- 25.2 Bowls WA may make its own conditions to govern Association events (including the pennant competition), so long as such conditions comply with the BA Laws.
- 25.3 Affiliated clubs shall ensure they adhere to the BA Laws of the Sport of Bowls for all Club Championship competitions.
- 25.4 Affiliated clubs may make their own domestic arrangements for all other Club competitions.

26. COMMON SEAL

The Association shall have a Common Seal. The seal of the Association shall not be affixed to any instrument except by the authority of the resolution of the Board. The affixing of the Common Seal shall be attested by the signatures of any two members of the Board.

27 CUSTODY OF RECORDS

- 27.1 Except as otherwise provided in this constitution the Chief Executive Officer shall keep in his/her custody or under his/her control all books, documents and securities of Bowls WA.
- 27.2 All books, documents and securities shall be available for inspection by Members at all reasonable times.
- 27.3 Every Member shall upon application be furnished with a copy of this Constitution and all By Laws made hereunder free of charge.

28 WINDING UP

28.1 The Association may be dissolved or wound up by a special resolution at any Annual General or Extraordinary Meeting of the Association called for such a purpose.

28.2 If upon the winding up of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

29. INDEMNITY

Every Director, Auditor, Employee and Volunteer of the Association shall be indemnified out of the property of the Association against any liability incurred by that person in the capacity of director, auditor, employee or volunteer in defending any proceedings, whether civil or criminal in which judgement is given in favour of that person or in which that person is acquitted.