



Bowls New Zealand Incorporated
Guide to the Template Club Constitution for Bowling Clubs
(Updated June 2020)

This Guide contains:

- an explanatory note regarding the template Bowling Club constitution; and
- the template Bowling Club constitution with commentary on the rules.

A Microsoft Word version of the template is available from Bowls New Zealand to be adapted by Clubs to suit their own needs. Any questions regarding this Guide or the template should be directed by email to info@bowlsnewzealand.co.nz.

Explanatory Note

Bowls New Zealand - Template Club Constitution

This Guide and template constitution has been prepared for Bowling Clubs that are members of Bowls New Zealand to use as a base document to prepare their own constitutions. It has been updated from the previous club constitution template to take into account changes made to the Bowls New Zealand membership structure. The explanatory notes in this guide explain the rules and note whether they are required by law or under the Bowls New Zealand Constitution.

If your Club is part of a larger club or organisation which undertakes other activities (such as an RSA or a multipurpose sports club) this guide and template constitution will need amendments that recognise that status. It is recommended that such clubs obtain specific legal advice when preparing their constitutions.

Bowls New Zealand recommends that this template is used, particularly where a Club has not updated its constitution for some time, or if a Club is looking to change its constitution.

Each bowling club needs to tailor the constitution to suit their membership. Bowls New Zealand does not recommend that clubs select isolated clauses from the template and insert them into their existing constitutions, because the template constitution rules are designed to work together.

Benefits of Using the Template Club Constitution

The template:

- has been specifically prepared for use by Bowls New Zealand affiliated clubs;
- aligns with the Bowls New Zealand Constitution (2019) and the template Bowls New Zealand Centre Constitution;
- uses similar terminology and a similar framework to the Bowls New Zealand Constitution;
- contains rules which reflect and/or give effect to the obligations affiliated clubs have as members of Bowls New Zealand;
- enables members to get the benefit of the procedures set out in the Bowls New Zealand Constitution and Regulations (which set out processes that Clubs may not otherwise have in place); and
- contains the rules which are required by the Incorporated Societies Act 1908.

If legislative or organisational changes are made which affect bowling clubs, Bowls New Zealand can provide recommended amendments for clubs that have used the template, thereby making amendments simple to administer.

Clubs need to be Incorporated Societies

The Bowls New Zealand Constitution requires all affiliated bowling clubs to be incorporated societies. There are many benefits to incorporation including:

- except in limited circumstances (e.g. negligence), members of the club are not personally liable for the debts or obligations of the club;
- the club can continue to exist even as its membership changes;
- the club can raise money to achieve its objects – however it cannot make money or obtain assets to distribute to its members for their own personal use;
- the club may be entitled to an income tax exemption – as an amateur sports body or as a charity (if registered with Charities at the Department of Internal Affairs);
- the club can enter into contracts and deal with property in its own name; and
- the club can sue and be sued in its own name.

If a Club is unincorporated:

- its members and office bearers (President, Secretary, Treasurer etc) can be held personally liable for the debts and obligations of the club;
- the club cannot own property or enter into contracts (including employment, sponsorship and supplier contracts) – the members or committees must do this personally;

- Court action against the club has to be made against the members or office bearers personally; and
- there can be problems with gifting property and obtaining funding.

Clubs should check that they are registered as an incorporated society. This can be done on-line through the Incorporated Societies Office at www.societies.govt.nz. For further information about incorporated societies please contact a lawyer and/or refer to www.societies.govt.nz.

Tax Status of the Club

Bowls New Zealand recommends that all clubs obtain an exemption from the payment of income tax from the Inland Revenue Department. This can either be done as an amateur sports body or by obtaining registration as a charity with Charities at the Department of Internal Affairs. This template **only** contains wording for clubs who have or wish to seek exemption from payment of income tax as an amateur sports body.

This template **does not** include rules for clubs wishing to be registered charities under the Charities Act 2005. This is due to the uncertainty about whether or not participation in bowls is charitable. Bowls New Zealand is engaging with the charities commission on this and is happy to discuss this further with clubs wishing to become registered charities on a case by case basis.

Any changes to Rules 4 (Objects), 26 (Application of Income & No Pecuniary Profit), and 29 (Dissolution & Liquidation) may impact on your club's ability to secure (or maintain) an income tax exemption, so legal advice is recommended.

If a Club does not have a confirmed tax exemption, the club may liable to pay income tax.

Practical Considerations when Using & Amending the Template

This Guide contains a version of the template constitution which includes explanatory notes, to assist bowling clubs.

Bowls New Zealand has created a Microsoft Word version of the template constitution for Clubs to use. The Microsoft Word version does not include the explanatory notes (so Clubs can more easily adapt and format the document).

The Microsoft Word version contains highlighted text to indicate areas where bowling clubs need to insert or amend dates, geographical descriptions, numbers, and other relevant information in the template. The highlighting should be removed when finalising the document.

The table of contents, numbering, and cross-references to other rules in the template have been prepared using macros, automatic numbering, and automatic cross-referencing. When changes are made to the template these elements can be automatically updated as follows:

- Table of Contents – select the contents by right clicking the text, choose “update field” and “update entire table” and update the font to Arial (or other chosen font);
- Automatic Numbering – use the existing “styles” in the document or the “format painter” tool to select appropriate numbering/formatting. If the “styles” programmed into the document are not used properly the automatic numbering and contents page updating functions may not work; and
- Cross-References to other Rules – select the reference by left clicking it to highlight it in grey, then right click and choose “update field” to update the numerical reference. When you are editing the template in Microsoft Word the cross-references do not automatically update unless your settings provide for this, but all of the references may update as a whole on printing. If you see a message like “error - bookmark not defined” this means the part of the document that the cross-reference related to has been deleted. Please **check** the cross-references are correct because amendments can affect the automatic updating.

Getting the Constitution Registered

Where a bowling club has an exemption from the payment of income tax as an amateur sports body, and the bowling club decides to update its existing Constitution using this template, the Club will need to:

- finalise the template in a form in which the Club considers it is likely to be approved by the Members at a General Meeting;
- hold a General Meeting to adopt the new Constitution as the Constitution of the Bowling Club (in accordance with the rules specified in the existing Bowling Club Constitution – not those in this template); and
- register the approved new Constitution with the Registrar of Incorporated Societies.

For further information about how to register an updated Constitution with the Registrar of Incorporated Societies refer to www.societies.govt.nz or seek legal advice.

Kind regards

Bowls New Zealand

[Name of the Club]

Incorporated

Incorporated Society No. [.....]

Explanatory Note: This number can be found by going to www.societies.govt.nz and searching for the Club on the Register of Incorporated Societies and Charitable Trusts. If a Club is not yet registered as an incorporated society it will not have a number so this reference can be deleted.

Constitution

Adopted at **[an Annual/Special General Meeting]** on **[date]**

Explanatory Note: The Club should update this page to refer to the AGM or SGM at which this Constitution was adopted.

Table of Contents

Explanatory Note: This table of contents has been electronically generated so that the headings and page numbers can be automatically updated. To do this click on the text (which will shade grey), right click and choose “update field” and “update entire table”. Then update the font to Arial (or other font as chosen by the Club) and format as desired. Please note if new rules are added to the document without using the “Styles” used in this document (which have been electronically generated), the automatic updating of the contents page may not work and you may need to manually re-create or write a contents page. Please refer to the Microsoft Word help pages for more information about styles and fields.

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[Name of Club] Incorporated
Constitution

PART I – OBJECTS & POWERS

Explanatory Note: Part I of the Constitution sets out basic information about the Club and its objects and powers.

1. Name

- 1.1 The name of the Club shall be the “ **[insert name]** Incorporated”, which is abbreviated in this Constitution as the “Club”.

Explanatory Note: A rule that sets out the name of the Club is required by law. The Club name must end with the word “Incorporated” - section 6(1)(a) Incorporated Societies Act 1908.

Please note it is possible to have a legal name which differs from the Club’s trading name. For example, the legal name may be “Timbuktu Bowls Club Incorporated” but the Club may decide to use a trading name like “Bowls Timbuktu” on its documents and website etc. Bowls New Zealand does not recommend specifying a trading name in the Constitution.

2. Interpretation

Explanatory Note: Many of these definitions are the same as those in the Bowls New Zealand Constitution and the previous model Club constitution.

Any changes to the definitions below will impact on the meaning of the Rules so Clubs should take care when making any amendments to the definitions specified below.

If any Rule numbering has been changed in this Constitution, or any rules have been deleted, the Club should check to make sure that the cross-references in these definitions are still correct.

- 2.1 In this Constitution, unless the context otherwise requires:

“Affiliation Fee” means a fee payable by each Club to Bowls New Zealand and the Centre as specified at the Bowls New Zealand and Centre AGM’s.

“AGM” means an Annual General Meeting of the Club convened pursuant to Rule 21.1 (Annual General Meeting).

“Appointed Personnel” means any individuals who are appointed to positions of responsibility at the Club by the Board, including coaches, greenkeepers, selectors, umpires, and tournament directors, but excludes any Officer.

“Board” means the body that is responsible for the governance and management of the Club as described in this Constitution.

“Board Member” means any person elected or co-opted to the Board in accordance with this Constitution.

“Bowls New Zealand” means Bowls New Zealand Incorporated.

“Bowls New Zealand Board” means the Board of Bowls New Zealand.

“Bowls New Zealand Constitution” means the constitution of Bowls New Zealand.

“Bowls New Zealand Judicial Committee” means the Bowls New Zealand judicial committee established in accordance with the Bowls New Zealand Regulations or, in the absence of such Bowls New Zealand Regulations, as determined by the Bowls New Zealand Board.

“Bowls New Zealand Regulations” means the regulations of Bowls New Zealand made in accordance with the Bowls New Zealand Constitution. All Bowling Clubs and these members are bound by these regulations.

“Casual Member” means a person who participates in any bowling event or competition held by or at the Club who is not a Playing Member, Limited Playing Member or a Non-Playing Member. A casual member may use the club facilities for a one-off bowling event/function or the specified limited period of the event/function.

Explanatory Note: This includes community bowls, Christmas and/or private functions.

“Centre” and **“the Centre”** means [insert the name of Bowling Centre] Incorporated.

Explanatory Note: Insert the name of the applicable Centre.

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

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

“Centre Constitution” means the constitution of the Centre of which the Club is a member.

“Centre District” means the geographical area from [insert place] in the north, to [insert place] in the south, and from [insert place] in the west, to [insert place] in the east.

Explanatory Note: Insert the geographical area for Club. If you are unsure, about how to complete this, contact Bowls New Zealand for assistance.

“Centre Level” means during, or in connection with, a Game(s) of Bowls held by a Centre which is not part of a National Event, or which involves Members whether or not connected to a Game(s) of Bowls other than at a National Event or at Club Level or International Level.

“Centre Manager” means the person designated by the Centre as responsible for the functions of the Centre Manager as specified in this Constitution and the Centre Constitution (who may also be known as the Centre Secretary).

“Centre Regulations” means the regulations of the Centre of which the Club is a member.

“Chairperson” has the meaning specified in Rule 16.3 (Chairperson).

“Clearance Certificate” means the certificate described in Rule 7.5.

“Club” means [insert the legal name of the Club] Incorporated.

Explanatory Note: Insert the name of the Club.

“Club Level” means during or in connection with, a Game(s) of Bowls held by the Club which is not at Centre Level or part of a National Event, or which involves Members whether

or not connected to a Game(s) of Bowls other than at Centre Level, at a National Event or International Level.

“Club Regulations” means any regulations promulgated by the Board pursuant to Rule 28 (Club Regulations).

“Board Member” means the person serving on the Board of the Club.

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

“Day” means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as 30 Days) this means clear days’, so it should be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other relevant activity).

“Delegate” means a person appointed by the Club under Rule 20.1 to represent the Club at General Meetings of the Centre.

“Dispute” means a situation where a Member has a grievance or difference about the meaning or effect of any rule, provision, decision, policy, practice, right, privilege or direction determined by another Member. A Dispute shall **not** include any grievance or difference about the meaning or effect of any rule of the Bowls New Zealand Anti-Doping and Anti-Match Fixing Domestic Regulations, any decision of the Bowls New Zealand Board, or a matter which involves an allegation of Misconduct.

“Former Constitution” means the constitution of the Club which was in place immediately prior to the adoption of this Constitution.

Explanatory Note: This definition of “Former Constitution” should be deleted once Rule 36 (Transitional Provisions) is deleted.

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

“General Meeting” means either an AGM or a SGM of the Club.

“Governing Documents” means this Constitution, the Club Regulations (if any), the Centre Constitution, the Centre Regulations (if any), the Bowls New Zealand Constitution, and the Bowls New Zealand Regulations.

“Individual Member” means a person who is a member of Bowls New Zealand, and/or a Centre and/or a Club pursuant to Rule 7, 8 & 9 of this Constitution and includes Life Members, Playing Members, Limited Playing Members, Non-Playing Members and Casual Members.

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

“International Level” means during, or in connection with, a Game(s) of Bowls held between New Zealand and another country or a region situated outside of New Zealand, or which involves individuals who are Appointed Personnel appointed by the Bowls New

Zealand Board, Officers, appointed or elected in accordance with the Bowls New Zealand Constitution, and/or National Representatives, whether or not connected to a Game(s) of Bowls.

“Laws of the Sport” means the laws for playing the Game of Bowls as approved by World Bowls.

“Limited Playing Member” means a person who wishes to play bowls at their Club only. The rights and privileges of membership as a Limited Playing Member shall be specified in the constitution, regulations and/or rules of the Club, but cannot extend beyond specific club tournaments and events. A Limited Playing Member can only play in bowls events within the boundary of the physical club and may not participate in club championships, centre or national events, or at any event at another bowling club.

“Life Member” means any person who has been granted life membership of the Club pursuant to Rule 9.1 (Life Membership) of this Constitution, and any person who was granted life membership of the Club under the former Constitution of the Club (unless their membership has been terminated by the Club or they have resigned from membership).

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

“Membership Form” means the prescribed Bowls New Zealand membership form (if any) or any other form which the Club and Bowls New Zealand agree is suitable for collection of information from persons seeking to be Members of the Club.

“Membership Year” means each twelve month period from 1 July to 30 June.

“Misconduct” means, but shall not be restricted to, situations where a Member:

- (a) breaches any provision of the Laws of the Sport;
- (b) deliberately loses or attempts to lose a Game of Bowls or plays unfairly; unless it is match fixing in which case the Bowls New Zealand Anti-Match Fixing Domestic Regulation shall apply;
- (c) alters a bowl after it has been stamped by a registered bowls tester without submitting it for retesting and restamping;
- (d) at any event, function or activity of the Club whilst on the property of the Club, uses any profane, indecent or improper language;
- (e) at any time or place engages in offensive or insulting behaviour towards the Club, or any member of the Club, or any person acting for or on behalf of the Club;
- (f) breaches:
 - (i) any provision of the Constitution, or the Bowls New Zealand Constitution or the constitution of a Centre;
 - (ii) this Regulation or the regulations (other than the Bowls New Zealand Anti-Doping Regulation), by-laws or other rules (however described) of Bowls New Zealand or a Centre;
 - (iii) any policies of the Club, Bowls New Zealand or a Centre;
 - (iv) any reasonable direction of the Club, Bowls New Zealand or a Centre (or person authorised on their behalf);
 - (v) any decision of a General Meeting, the Board or any decision of any equivalent bodies of Bowls New Zealand or a Centre;

- (g) acts in a manner which brought, or could bring, the Club, Bowls New Zealand, or a Centre into disrepute;
- (h) acts in a manner unbecoming of a Member, or which is prejudicial to the Objects and/or the objects of Bowls New Zealand and/or a Centre;
- (i) fails or refuses, for a period of one calendar month to pay any fine or monetary penalty imposed by the Club, Bowls New Zealand, and/or a Centre or any authority under the jurisdiction of the Club, Bowls New Zealand or a Centre; and/or
- (j) aids or abets any of the conduct specified in (a) to (i) above.

“National Event” means a bowls event held by, or under the auspices of, or administered by Bowls New Zealand (and held at a Centre or Club venue as determined by Bowls New Zealand National Events may be held on an open, invitation, or limited entry basis. A National Event shall be deemed to start at the commencement of the official opening, manager’s meeting or pre-event briefing immediately preceding the event (whichever is the earlier) and shall end at the conclusion of the official closing, prize giving or official Bowls New Zealand function for the event (whichever is the latter).

“Non-Playing Member” means a person who does not wish to play bowls at the Club but who wishes to enjoy an on-going association with the Club including participating in social activities at the Club. A Non-Playing Member may also be a Life Member if they are appointed as such pursuant to Rule 9.1 (Life Members) of this Constitution.

“Objects” means the objects of the Club as specified in Rule 4 (Objects) of this Constitution.

“Officer” means an individual who is appointed or elected to a position of office in the Club in accordance with this Constitution (such as the Patron or a Board Member).

Explanatory Note: If the “Patron” rule is deleted the definition of Officer should be amended to delete the reference to the Patron.

“Official” means any individuals who are Appointed Personnel or Officers.

“Ordinary Resolution” means a resolution passed by a majority of the votes properly cast by those Voting Members present and entitled to vote at the General Meeting at which the vote is occurring.

“Playing Member” means a person who wishes to enjoy the playing and non-playing rights and privileges of being a member of the Club, including life members, and students. Only playing members are entitled to play at other affiliated Clubs and to enter Club Championships, Centre, Regional and/or National tournaments and events. A Playing Member may also be a Life Member if they are appointed as such pursuant to Rule 9.1 (Life Members) of this Constitution.

“President” and **“Vice-President”** means the President and Vice-President of the Club elected in accordance with this Constitution.

“Privacy Officer” means the person appointed by the Board to address privacy matters at the Club.

“Register of Members” means the register described in Rule 11 (Register of Members).

“Regulations Register” means the Register held and maintained by the Secretary in which is recorded the information referred to in Rule 28.1 (Board to Determine).

“Rules” means the rules of this Constitution.

“Rules of the Sports Tribunal” means the rules of the Sports Tribunal of New Zealand.

“Safety Officer” means the person appointed by the board to address Health & Safety matters at the Club. Also known as Health & Safety Officer.

“Secretary” means the secretary or equivalent officer of the Club.

“SGM” means a Special General Meeting of the Club convened in accordance with this Constitution.

“Special Resolution” means a resolution passed by two-thirds of the votes properly cast by those Voting Members present and entitled to vote at the General Meeting at which the vote is occurring.

“Sports Tribunal” means the Sports Tribunal of New Zealand established under the Sport and Recreation New Zealand Act 2002 and continued under the Sports Anti-Doping Act 2006.

“Voting Members” means those persons entitled to vote at General Meetings of the Club as specified in this Constitution.

2.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes any regulation, order-in-council or other instrument issued or made under that legislation, and any modification or re-enactment of that legislation, or any legislation enacted in substitution of that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person; and
- g. headings and the contents page are for reference only and are to be ignored in construing this Constitution.

3. **Registered Office**

- 3.1 The registered office of the Club shall be at such place as determined by the Board of the Club from time to time.

Explanatory Note: A Rule setting out where the registered office of the Club is located is required by law. All incorporated societies must have a registered office to which communications can be addressed - section 18(1) Incorporated Societies Act 1908.

Bowls New Zealand recommends the general wording in Rule 3.1 is included rather than specifying an actual physical address unless this address will not change. This is because if the Club's address changes and it has been specified in Rule 3.1, the Constitution will need to be updated at a General Meeting to reflect the change in address.

*The Club **must** also notify the Incorporated Societies Office of its address and any changes to the Club's address - section 18(2) of the Incorporated Societies Act 1908. This can be done through www.societies.govt.nz.*

4. **Objects**

- 4.1 In the geographical area in which the Club operates, the objects of the Club are to:
- a. be responsible for the administration, promotion, and development of the Game of Bowls;
 - b. encourage participation in the Game of Bowls as an amateur game which provides health, recreation, and other community benefits for all New Zealanders;
 - c. be a member of Bowls New Zealand and the Centre and, to the extent applicable, comply with and enforce the Bowls New Zealand Constitution, the Bowls New Zealand Regulations, the Centre Constitution, and the Centre Regulations;
 - d. encourage achievement in the Game of Bowls;
 - e. enforce the Laws of the Sport;
 - f. promote the health and safety of all participants in the Game of Bowls;
 - g. encourage and promote the Game of Bowls as a sport to be played in a manner which upholds the principles of fair play and is free from doping, match fixing or any other activity that would compromise these principles;
 - h. provide information, assistance and resources to its Members;
 - i. manage the financial affairs of the Club consistent with best business practice;
 - j. where appropriate, give and seek recognition for Members for their involvement in the Game of Bowls or other services to the community;
 - k. allow Members and others to use the premises, facilities, and equipment of the Club and impose conditions on such use;
 - l. encourage the improvement of the premises and facilities of the Club to facilitate the enjoyment of the Game of Bowls by Members and the community;
 - m. develop and train players, Officials, and other personnel involved in the Game of Bowls;
 - n. apply its property and capacity in pursuit of the objects of Bowls New Zealand, the Centre, the Club and the Game of Bowls;
 - o. do all that is reasonably necessary to enable the objects of Bowls New Zealand, the objects of the Centre and these Objects to be achieved;
 - p. act in good faith and with loyalty to ensure the maintenance and enhancement of

Bowls New Zealand, the Centres, the Club, and the Game of Bowls, and their standards, quality and reputation for the collective and mutual benefit of the Members and the Game of Bowls;

- q. at all times operate with, and promote, mutual trust and confidence between Bowls New Zealand, the Centres, the Club, and the Members, in pursuit of these Objects; and
- r. at all times to act on behalf of, and in the interests of, the Members and the Game of Bowls.

Explanatory Note: This Rule (but not the precise words) is **required by law**. Every Club **must** include a Rule that sets out the objects for which the Club has been established - section 6(1)(b) Incorporated Societies Act 1908.

The objects specify what the Club is established to do (i.e. the purposes for its existence). They need to be broad enough to cover the purposes for which the Club exists. However the objects are not designed to express the mission or strategic objectives of a Club (which may vary from over time). The objects above are expressed generally and broadly and are aligned to the objects of the Centre and Bowls New Zealand.

A Club may have additional or different objects as long as these do not conflict with the Club's obligations under the Bowls New Zealand Constitution. Any changes to the objects specified above may impact on the tax status of the Club or compliance with the Bowls New Zealand Constitution so legal advice should be sought.

5. Powers

5.1 The powers of the Club are to:

- a. purchase, lease, hire, or otherwise acquire and hold real and personal property, rights, and privileges;
- b. control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage, or charge over all or part of any of its real and personal property **provided that** interest paid on such funds borrowed or raised must not exceed the current market rate, and funds advanced or loaned must be at no lesser than the current market rate, unless the recipient of such funds loaned or advanced are promoting the amateur Game of Bowls;
- c. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and to grant such rights and privileges of such property as it considers appropriate;
- d. determine, raise and receive money by subscriptions, donations, fees, levies, the sale of goods and services, gate charges, sponsorship, government funding, local authority funding and gaming grants or otherwise;
- e. construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- f. determine regulations, policies and procedures for the governance, management and operations of the Game of Bowls in the Club which are not inconsistent with the Bowls New Zealand Constitution, Bowls New Zealand Regulations, the Centre Constitution, or the Centre Regulations;

- g. determine, implement and enforce disciplinary procedures for its Members, including imposing sanctions provided that such procedures are consistent with the Bowls New Zealand Constitution, Bowls New Zealand Regulations, the Centre Constitution, and the Centre Regulations;
- h. engage people and organisations to work for and with the Club, provided that the payment for such services shall not exceed the market rate;
- i. be a member of, and contribute to the administration and promotion of, Bowls New Zealand, the Centre and the Game of Bowls in New Zealand;
- j. be a member of the Centre and Bowls New Zealand;
- k. determine who are its Members in accordance with the Bowls New Zealand Constitution and the Centre Constitution;
- l. establish and maintain a Board, committees, and other groups and to delegate its powers and functions to such groups;

***Explanatory Note:** This Constitution uses the term “Board” to describe the governing/managing body of the Club. The previous models have used the term “Executive Committee”. It is up to each Club to choose the terminology it wishes to have and if a term other than “Board” is preferred then this Constitution can be amended accordingly by changing this term throughout the Constitution.*

- m. deliver programmes for competing, coaching, and officiating of the Game of Bowls at Club level which align with any Bowls New Zealand, or Centre programmes and initiatives, including any nationally branded programmes developed by Bowls New Zealand
- n. establish, organise, and control bowls competitions, tournaments and events in the Club, including determining the rules and conditions of entry for such competitions, tournaments and events **provided that:**
 - i. such competitions, tournaments and events comply with the Bowls New Zealand Constitution, the Bowls New Zealand Regulations, the Centre Constitution, and the Centre Regulations;
- o. award, grant, or otherwise honour achievement and services to the Game of Bowls and the Club;
- p. select Club representatives including players and Appointed Personnel;
- q. establish, maintain, and have an interest in corporate or other entities to carry on and conduct any part of the affairs of the Club and for that purpose, to utilise any of the assets of the Club;
- r. print and publish documents and implement any computer systems or software packages that the Club may consider desirable for the promotion of its Objects;
- s. produce, develop, create, licence and otherwise exploit, use, and protect the Intellectual Property of the Club;
- t. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations

whose activities or objects are similar to those of the Club, or with which the Club is authorised to amalgamate or merge, or generally for any purpose designed to benefit the Club; and

u. do any other acts or things which further the Objects.

5.2 The powers specified in Rule 5.1 shall not limit the rights and powers of the Club as an incorporated society under the Incorporated Societies Act 1908.

***Explanatory Note:** Some aspects of this Rule are **required by law**. The Constitution **must** specify the powers (if any) of the Club to borrow money – section 6(1)(j) Incorporated Societies Act 1908. The Constitution should also specify other powers of the Club because a Club is not legally allowed to engage in activities which are outside its powers.*

The powers in this Rule are broadly drafted to enable the Club to do what is necessary to fulfil its objects. Powers are different to objects because they set out what the Club can do, rather than why the Club does what it does.

Bowls New Zealand recommends the broad powers included in this Rule are retained. Additional powers can be added if needed and legal advice should be sought on any additions.

PART II – MEMBERSHIP

***Explanatory Note:** Part II of the Constitution sets out details about membership of the Club including how membership is granted and ended, and the rights and obligations of Members.*

*Some aspects of this Part of the template are **required by law**. Clubs **must** specify the modes in which people become members of the Club - section 6(1)(c) Incorporated Societies Act 1908. Rule 9.2.1(c) of the Bowls New Zealand Constitution **requires** Clubs to have membership that is consistent with the Bowls New Zealand Constitution and Regulations.*

If a Club wishes to amend the Rules in Part II they should to consider the impact of any changes to the other Rules in this Constitution (especially voting rights and definitions). Legal advice should be sought.

6. Membership

6.1 **Membership Categories:** The categories of membership of the Club, (collectively called “Members”) shall be:

- a. **Playing Members** as described in Rule 2.1 (Interpretation);
- b. **Limited Playing Members** as described in Rule 2.1 (Interpretation); and
- c. **Non-Playing Members** as described in Rule 2.1 (Interpretation); and
- d. **Casual Members** as described in Rule 2.1 (Interpretation).

***Explanatory Note:** Rule 9.2.1(c) of the Bowls New Zealand Constitution **requires** Clubs to **only** have these types of Members. However a Club may have subcategories of membership that fit within these 4 categories (such as Life Members or students) – see Rule 6.2.*

This Constitution expressly recognises Life Members as a subcategory of Playing or Non-Playing Members - see Rule 9.1.

6.2 **Subcategories of Membership:** Within the membership categories, specified in Rule 6.1,

there may be subcategories of membership (such as Life Members or students) as determined by the Board.

***Explanatory Note:** If the Club wishes to charge different annual subscriptions for different subcategories of membership (such as students), or to charge family or other concession rates this can be accommodated without making changes to the Constitution by recognising different subcategories of membership **for fee purposes only**. These could simply be determined by the Board with the differing fees approved in accordance with Rule 10 (Subscriptions & Other Fees) of this Constitution.*

6.3 **Administration:** Following the approval of a new Member, the Secretary shall:

- a. update the Club's Register of Members; and
- b. notify the Centre and Bowls New Zealand of the new Member with the details necessary to record the new Member on the Centre and Bowls New Zealand registers of members.

***Explanatory Note:** This Rule applies to all Members, including Casual Members. The obligation to maintain a Register of Members which includes all Members of the Club is required by law – s 22 Incorporated Societies Act 1908. See Rule 11 (Register of Members) for further details about this.*

6.4 **General Rights & Obligations of Members:** In addition to any specific rights and obligations specified in this Constitution, all Members acknowledge and agree that:

- a. the Governing Documents constitute a contract between each of them and the Club, the Centre, and Bowls New Zealand and they are bound by the Governing Documents;
- b. they shall comply with and observe the Governing Documents, and any determination, resolution or policy which may be made or passed by the Board, the Centre Board, or the Bowls New Zealand Board;
- c. they are subject to the jurisdiction of the Club, the Centre, and Bowls New Zealand;
- d. the Governing Documents are necessary and reasonable for promoting the Objects of the Club, the objects of the Centre, and the objects of Bowls New Zealand;
- e. the Governing Documents are made in the pursuit of a common object, namely the mutual and collective benefit of the Members, the Club, the Centre, Bowls New Zealand and the Game of Bowls; and
- f. they are entitled to all benefits, advantages, privileges and services of membership as conferred by the Governing Documents.

***Explanatory Note:** This Rule should be included in the Constitution to ensure the Club's Members are bound by the constitutions, regulations, and other rules of the Club, Centre, and Bowls New Zealand. This Rule should be drawn to the attention of all new Members of the Club.*

7. Playing Members, Limited Playing Members & Non-Playing Members

7.1 **Playing Members:** All Playing Members shall be entitled to:

- a. all the playing and other privileges and advantages of membership of the Club;

- b. full or limited use of the Club's green or greens, as determined by the Board and as otherwise limited by the Bowls New Zealand Regulations and the Centre Regulations;
- c. hold office in the Club;
- d. speak and vote at General Meetings of the Club;
- e. enter into any bowling competition, tournament, or match held by the Club in accordance with any specific rules for the competition, tournament, or match; and
- f. if selected, represent the Club in competitions, tournaments, and matches.

7.2 Limited Playing Members: All Limited Playing Members shall:

- a. be entitled to such privileges and advantages of membership of the Club as determined by the Board;
- b. be entitled to play in approved bowls events within the boundary of the physical club;
- c. not be entitled to participate in club, centre or national events that progress to a centre or national championship;
- d. not be entitled to participate in any event at any other bowling club;
- e. be entitled to hold office in the Club; and
- f. be entitled to speak and vote at General Meetings of the Club.

7.3 Non-Playing Members: All Non-Playing Members shall be entitled to:

- a. such privileges and advantages of membership of the Club as determined by the Board;
- b. hold office in the Club; and
- c. speak with approval of the chairperson but not vote at General Meetings of the Club.

Explanatory Note: These members include participants in cards/darts/pool/other social activities held at the club;

7.4 Applications for Playing, Limited Playing & Non-Playing Membership: Unless Rule 7.8 (Renewal of Membership) applies, all applications for membership of the Club as a Playing Member, Limited Playing Member or a Non-Playing Member must:

- a. be submitted to the Secretary (or another authorised representative of the Club) in writing on the Membership Form which must include the full name of the applicant, the applicant's address, the class of membership to which the applicant desires admission, and such other particulars as specified on the Membership Form, and the Membership Form must be signed by the applicant;
- b. include an acknowledgement that upon acceptance as a Member the individual is bound by the Governing Documents;

- c. notify the Club if they have previously been a member of any other club which is a member of Bowls New Zealand so that a Clearance Certificate can be obtained (see Rule 7.5);
- d. agree to pay the applicable subscription(s) by the date(s) specified by the Board; and
- e. be considered by the Board in accordance with Rule 7.6 (Consideration).

***Explanatory Note:** The Club, the Centre, and Bowls New Zealand need certain information about each member in order to maintain a Register of Members as required by law – section 22 Incorporated Societies Act 1908. Certain information is also needed to facilitate membership of the Centre and Bowls New Zealand as required by the Bowls New Zealand Constitution. Clubs may alter the requirements and processes specified in this Rule if they wish to do so, provided the obligations specified in Rules 7.4a and 7.4b are retained.*

Rule 7.4e provides for the Secretary to consider and approve membership applications. If the Board wishes to carry out this duty Rules 7.4e, 7.5, 7.6 and 7.7 should be amended to refer to the Board rather than the Secretary. For example, a Club may decide to have the Board approve all applications for Playing Member, Limited Playing Member and Non-Playing Member status. and have the Secretary be responsible for approving all applications for Casual Member status. Refer attached schedule 1 for a Club Membership Form.

Bowls New Zealand has a template Membership Form for use by Clubs. If a Club does not wish to use the Bowls New Zealand Membership Form it may prepare its own membership form provided this form is approved for use by Bowls New Zealand.

7.5 Clearance Certificate: Where an applicant is applying for membership of the Club as a Playing Member, Limited Playing Member or Non-Playing Member and the applicant is (or has been previously) a member of another club(s) which is a member of Bowls New Zealand the Secretary shall require the production of a clearance certificate in the Bowls New Zealand prescribed form from such other club(s), before the applicant may be considered for membership (“Clearance Certificate”).

7.6 Consideration: Upon receipt of a properly completed application under Rule 7.4 (Applications for Playing, Limited & Non-Playing Membership), the Board shall determine whether the application is accepted. The Board may refuse to accept any applicant for membership on any lawful grounds. The Board is not required to give reasons for any refusal to grant membership, but may choose to do so.

7.7 Duration of Membership for Playing Members, Limited Playing Members & Non-Playing Members: The duration of membership at the Club (and thus also membership of the Centre and Bowls New Zealand) for all Playing Members, Limited Playing Member and Non-Playing Members (except Life Members) shall:

- a. commence on:
 - i. the commencement date specified in the Membership Form; or
 - ii. if no commencement date is specified in the Membership Form then on the date the person’s membership is accepted by the Board; or
 - iii. 1 July each year for all Playing Members, Limited Playing Members and Non-Playing Members who renew their membership in accordance with Rule 7.8 (Renewal of Membership); and
- b. unless the membership is terminated early in accordance with this Constitution, it shall continue until the end of membership date as specified in the Membership Form;

or

- i. if no end date is specified then 30 June (as it occurs within the twelve month period following commencement of membership).

7.8 **Renewal of Membership:** A Playing Member, Limited Playing Member or Non-Playing Member (excluding any Life Member) may annually renew their membership with the Club (and thus the Centre and Bowls New Zealand) without having to complete the requirements specified in Rule 7.4 (Applications for Playing, Limited Playing Member and Non-Playing Membership) by:

- a. indicating to the Club that they wish to continue their membership; and
- b. paying their annual subscription.

8. **Casual Members**

8.1 **Casual Members:** Every Casual Member is entitled to:

- a. play in the event(s) for which they have registered;
- b. participate in other non-playing activities at the Club as determined by the Board; and
- c. attend and speak at General Meetings of the Club if permitted to do so (by the Board or by the person chairing the General Meeting) but Casual Members are **not** entitled to vote at General Meetings;
- d. use the club facilities for the one-off bowling event/function or the specified limited period of the event/function for which they are registered.

Explanatory Note: Casual Members include those who participate in social corporate and community events at a bowling club. It is recommended that clubs encourage Casual Members to join for an extended period rather than a single event.

8.2 **Applications for Casual Membership:** The Board shall determine the manner in which casual members are accepted into the club.

8.3 **Duration of Membership for Casual Members:** Unless a Casual Member's membership is terminated early in accordance with this Constitution, Casual Members shall be Members of the Club for:

- a. the period specified by the club, which must be no longer than twelve months;
- b. if no period is specified, then for the period of the event(s) for which they have registered.

9. **Life Members**

9.1 **Life Membership:** Any Playing Member, Limited Playing Member or Non-Playing Member of the Club may propose that a person be made a Life Member of the Club. Every such proposal shall be made in writing setting out the basis upon which the proposer considers the person has rendered outstanding services to the Club. The application shall first be considered by the Board and if approved by it, shall be put forward for consideration at a General Meeting of the Club. At any General Meeting where such a proposal is being

considered, the proposal must be supported by a Special Resolution before life membership is conferred.

- 9.2 **Duration of Membership for Life Members:** Unless a Life Member's membership is terminated early in accordance with this Constitution, Life Members shall be Members of the Club for their lifetime without any need to comply with clause 7.8 (Renewal of Membership), commencing on the date their life membership is granted.

Explanatory Note: Clubs may elect to add a clause to define life member benefits, this could include:

- *Full club membership for life with no fees*
- *Free access to all the club facilities playing & non-playing*
- *Name placed on the club honours board and website*
- *Life Member acknowledgement in Annual Report and at Club functions/events*

10. Subscriptions & Other Fees

- 10.1 **Annual Subscriptions:** The annual subscription fee(s) due and payable to the Club by every Playing Member, Limited Playing Member and Non-Playing Member (other than any Life Member) shall be determined as follows:

- a. the Board shall recommend the annual subscription fee(s) for Playing, Limited Playing and Non-Playing Members (including any variations for any subcategories of these membership categories) for consideration at a General Meeting;
- b. in providing the recommendation described in Rule 10.1a the Board shall indicate whether the recommended annual subscription fee(s) includes any fees payable to the Centre; and
- c. the recommended annual subscription fee(s) shall be approved at a General Meeting and if they are not approved the fee(s) shall remain the same as the previous year.

Explanatory Note: This Rule assumes there is no requirement for a Life Member to pay an annual subscription. If a Club wishes to charge a fee to a Life Member they will need to make changes to this template to reflect that.

- 10.2 **Additional Fees:** In addition to the annual subscription fee(s) for Playing Members, Limited Playing Members and Non-Playing Members, the Board may, in its discretion, specify administration, entry, or other fees for particular competitions, tournaments, matches or other activities at the Club, which may be due and payable by any category of Member including Casual Members.

- 10.3 **Payment Date(s):** The Board may determine, in its discretion, the due date(s) for payment of any fees.

- 10.4 **Reduction:** The Board has the power to reduce the annual subscription fee(s) payable by any person seeking to join the Club in any category of membership if the person is seeking to join the Club after the Membership Year has commenced.

Explanatory Note: Rule 10.4 is optional – it is designed to allow the Board to reduce any agreed annual subscriptions for a person who is joining later in a Membership Year, if the Board considers it appropriate to do so.

- 10.5 **Default by Playing Members, Limited Playing Members and Non-Playing Members:** If a Playing Member, Limited Playing Member or Non-Playing Member (except a Life Member)

has not paid their annual subscription fee(s) or any other moneys owing to the Club within **30 Days** of the due date for payment then that person's membership may be suspended and that person shall not be entitled to exercise or enjoy any right, privilege, or advantage of membership until all such moneys have been paid, unless the Board determines otherwise in special circumstances. Before any suspension can take effect the Club must give written notice to the Member concerned of the outstanding moneys owed.

***Explanatory Note:** Rule 9.5 specifies payment of fees within 30 Days of the due date for payment, which due date will need to be clearly specified by the Club. That period can be shortened or lengthened by amending this Rule as the Club considers appropriate. Clubs may wish to adjust this rule to address any timing issues relating to entry to club and/or interclub events. Bowls New Zealand does not recommend specifying exact dates (e.g. 1 March 2011) because if this is done the dates will need to be amended at a General Meeting every year.*

10.6 **Default by Casual Members:** If a Casual Member owes any money to the Club then the Secretary may, in his or her discretion, suspend the Casual Member's membership and that person shall not be entitled to exercise or enjoy any right, privilege, or advantage of membership until all such moneys have been paid, unless the Board determines otherwise in special circumstances. Before any suspension can take effect the Club must give notice to the Member concerned of the outstanding moneys owed.

10.7 **Penalty:** The Board may determine a penalty payment (or payments) for any default in payment of any annual subscription fee(s) or other fees by a Member.

11. Register of Members

***Explanatory Note:** This Rule (but not the precise words) is required by law. All incorporated societies must maintain a Register of Members – s 22 Incorporated Societies Act 1908.*

11.1 **Membership Return:** The Club shall complete an annual return setting out details of **all** Members of the Club in the form prescribed by Bowls New Zealand. This return must be forwarded to Bowls New Zealand in accordance with Rule 11.2 (Filing Annual Return) for the purposes of:

- a. enabling the Club, Centre, and Bowls New Zealand to comply with section 22 of the Incorporated Societies Act 1908 (by recording the name, address, contact details and date of joining of each Member);
- b. determining the exact numbers of each category of Member (as outlined in Rule 6.1 – Membership Categories);
- c. determining the exact amount of the fees payable by the Club to the Centre.
- d. enabling the Club, the Centre and Bowls New Zealand to meet any contractual statistics and legal obligations they may have including the provision of membership lists containing the names and contact details of Members.

11.2 **Filing Annual Return:** The Club's annual return, for the period 1 January to 31 December, together with a copy of the Club's annual report and statement of accounts shall be sent to Bowls New Zealand by 31 January in each year. The Club's annual return must be certified as true and correct by the Club's President and Secretary.

11.3 **Failure to File Return:** If the Club fails to forward a full and accurate completed return of all

of its Members in the required format by the due date, it shall be deemed to have had its membership of the Centre and Bowls New Zealand suspended and the Members shall be debarred from entering into any Centre or Bowls New Zealand competition or tournament until such time as a completed return is filed by the Club. However, the Club is not required to include in its return of Members the particulars of any Member who has applied for exemption under Rule 11.5 (Exemptions) until such time as the application has been finally determined.

- 11.4 **Privacy Act 1993:** It is a condition of membership of the Club that each Member provide certain personal information about themselves (including their name, contact details, date of joining and the other mandatory personal information sought in the Membership Form). For the purposes of Principles 10-11 of the Privacy Act 1993, the use or disclosure of personal information obtained pursuant to Rule 11.1 (Membership Return) shall, subject to the provisions of Rule 11.5 (Exemptions), be a use or disclosure of information authorised by the individual concerned or a use or disclosure connected with or directly related to the purpose for which the information was obtained.

*Explanatory Note: The Privacy Act sets out the law that applies where a Club collects, stores, and uses personal information about its Members. Personal information includes names, addresses, phone numbers, and any other information about an individual person. The Privacy Act specifies ten Privacy Principles which the Club **must** adhere to. These can be found through the Privacy Commission website at www.privacy.org.nz.*

- 11.5 **Exemptions:** Notwithstanding the provisions of Rule 11.4 (Privacy Act 1993):
- a. should any person object to the disclosure of personal information in the manner prescribed by the Club, they may make application to the Club's Privacy Officer for an exemption. Any application to the Privacy Officer for exemption under this provision shall fully state the grounds upon which the applicant relies; and
 - b. any person dissatisfied with the decision of the Privacy Officer under this Rule may request that the matter be considered by the Board whose decision shall be final. The Board may, if it wishes to do so, seek input from Bowls New Zealand before making any final determination.

- 11.6 **Inspection of Register:** Any entry on the Register of Members shall, in respect of a Member, be available for inspection by that Member, upon reasonable request and in compliance with the Privacy Act 1993.

*Explanatory Note: Section 22 of the Incorporated Societies Act 1908 requires all incorporated societies to maintain a Register of Members. The minimum information which **must** be held by the Club under the Incorporated Societies Act 1908 is the name, address, and date of joining of each Member. Rule 15 of the Bowls New Zealand Constitution requires all Clubs to provide additional information for the Bowls New Zealand Register of Members to facilitate the administration of bowls and the provision of information and benefits to Members.*

12. **Resignation, Suspension & Termination of Membership**

*Explanatory Note: Some aspects of this Rule are **required by law**. The Club must specify the modes by which persons cease to be Members of the Club - section 6(1)(d) Incorporated Societies Act 1908.*

- 12.1 **Methods:** A Member's membership of the Club shall end in any of the following circumstances:

- a. expiry of their membership, unless the person has renewed their membership in accordance with Rule 7.8 (Renewal of Membership);
- b. resignation of membership as described in Rule 12.2 (Resignation);
- c. termination for default in fees as described in Rule 12.4 (Suspension & Termination for Default in Fees); or
- d. termination under Rule 22 (Discipline).

12.2 **Resignation:** A Member may resign their membership of the Club by giving not less than **7 Days'** notice in writing to the Secretary (or such other person as designated by the Board). On expiry of the notice period, and provided that the Member has paid all arrears of subscriptions and fees due and payable to the Club, the Member shall cease to be a Member. The Club shall inform the Centre of any resignation once it is effective. If requested to do so, and provided that all relevant conditions are satisfied, the Secretary shall give the former Member a Clearance Certification in the Bowls New Zealand approved form.

12.3 **Suspension & Termination of Membership:** For the purposes of this Rule 12 (Resignation, Suspension & Termination), the term "suspension" means the act of suspending a Member from membership of the Club for a defined period of time, unless the terms of the suspension specify otherwise. The term "termination" means the action of expelling the Member and terminating their membership of the Club indefinitely, unless the terms of the termination specify otherwise.

12.4 **Suspension & Termination for Default in Fees:** A Playing Member, Limited Playing Member or Non-Playing Member may have their membership of the Club suspended or terminated by the Board if any fees are due and outstanding to the Club for a period of **60 Days** or longer after the date of any notice requiring the Member to pay the same has been given to the Member by the Club. Any such Member shall not be relieved from liability to pay the money owed to the Club. A Casual Member may have their membership of the Club terminated by the Board if any fees are due and outstanding to the Club for a period of **7 Days** or longer after the date of any notice requiring the Casual Member to pay the same has been given to the Casual Member by the Club. Any such Member shall not be relieved from liability to pay the money owed to the Club.

***Explanatory Note:** Each Club can amend this Rule to suit their own needs.*

This template provides a longer payment period for long-term members than for Casual Members to reflect the longer term nature of their involvement with the Club.

This Rule needs to be read in conjunction with Rule 10.5 (Default by Playing Members, Limited Members & Non-Playing Members) and Rule 10.6 (Default by Casual Members). For Playing Members, Limited Members and Non-Playing Members the current wording means that there is at least a 60 Day period before the Club can terminate a person's membership if they have not paid their annual membership subscription. However after 30 Days the person's membership may be suspended – see Rule 10.5 (Default by Playing Members, Limited Members & Non-Playing Members).

12.5 **Suspension & Termination by the Club:** A Member may have their membership of the Club suspended or terminated (and therefore also have their membership of the Centre and Bowls New Zealand terminated) by the Board in accordance with Rule 22 (Discipline).

12.6 **Suspension & Termination by the Centre or Bowls New Zealand:** A Member of the Club who has had their membership of the Centre or Bowls New Zealand suspended or

terminated by the Centre or Bowls New Zealand shall also have their membership of the Club suspended or terminated. The Board is required to suspend or terminate any such Member immediately upon receiving notice from the relevant Centre or Bowls New Zealand that such suspension or termination has been determined. If the Member is subsequently reinstated to membership of the Centre and Bowls New Zealand, then that person's membership to the Club shall be reinstated by the Board upon the Club receiving notice from the relevant Centre and/or Bowls New Zealand of such reinstatement.

- 12.7 **Notification of Decision:** Upon receipt of any decision to suspend or terminate a person's membership of the Club as a Playing Member, Limited Playing Member or a Non-Playing Member under Rule 12.5 (Suspension & Termination by the Club) or Rule 12.6 (Suspension & Termination by the Centre or Bowls New Zealand), the Secretary shall, as soon as practicable, inform the person concerned and update the Club's Register of Members. Upon receipt of any decision to suspend or terminate a person's membership of the Club as a Casual Member under Rule 12.5 (Suspension & Termination by the Club) or Rule 12.6 (Suspension & Termination by the Centre or Bowls New Zealand), the Secretary shall take reasonable steps to inform the person concerned and to update the Club's Register of Members.

Explanatory Note: The Club needs to maintain a Register of Members so that it is always clear who the members of the Club are at any given time. This is important for many reasons including so that the Club can determine who has voting rights at General meetings, and whether the Club has legal authority over a person if any issue arises between that person and the Club.

- 12.8 **Consequences of Suspension or Termination of Membership:** A Member who is suspended or terminated from membership of the Club shall forfeit all rights in and claims upon the Club and its property (including Intellectual Property), and shall not use any Club property (including Intellectual Property). In particular the Member shall:
- a. not be entitled to any of the rights or privileges of membership set out in the Governing Documents, including the right to vote at General Meetings;
 - b. not be entitled to participate, practice or play the Game of Bowls in any capacity in any competition, tournament, event or activity of the Club and where specified the Centre, and Bowls New Zealand;
 - c. not be entitled to have access to any function, activity, facilities, services or premises of the Club and where specified the Centre, and Bowls New Zealand; and
 - d. not be entitled to apply for, or be granted, membership, or to compete or play in a Game of Bowls with or for any other Club or Centre should the suspension or termination include all bowls and if such membership or playing rights are granted such membership and/or rights shall be invalid and in breach of this Constitution, for the period of the suspension, or in the case of termination, indefinitely unless membership is reinstated in accordance with Rule 12.9 (Reinstatement by Club).

The Club Judicial Committee may recommend that the suspended or terminated Member also be suspended or terminated by the Centre and Bowls New Zealand based on the severity and nature of the misconduct as recommended in the Bowls New Zealand Disciplinary Guidebook.

- 12.9 **Reinstatement by Club:** Membership, which has been suspended or terminated by a Club, may be reinstated at the discretion of the Club Board. If a member of a Club has their

membership of the Club reinstated by the Club, the Club must notify the Centre and Bowls New Zealand of such reinstatement within **7 Days** of the decision to do so, to enable the Centre and Bowls New Zealand to amend their respective registers of members accordingly.

PART III – GOVERNANCE

Explanatory Note: Part III of the Constitution sets out the governance and management of the Club, the composition of the Board, and the powers and duties of the Board Members. Much of the wording in this Part can be tailored to suit the specific needs and arrangements at the Club.

13. Patron

- 13.1 The Board may, if it considers it appropriate to do so, make a recommendation to the Members for consideration at a General Meeting that a person be elected as the patron of the Club for a specified period of time. If the Board provides such a recommendation and it is approved by Ordinary Resolution at a General Meeting, then that person shall become the patron of the Club at the conclusion of that General Meeting for the period determined by the Club. The patron shall not be a member of the Board.

Explanatory Note: Clubs do not have to have a patron. If a Club does not wish to ever have a patron this Rule can be deleted. Upon deletion of this Rule the main numbering in this template should automatically update but every cross-reference to other rules within the template should be checked and updated - unless your Club's version of Microsoft Word is set up to update all the cross-references (or field codes) automatically on printing.

14. Board

- 14.1 **Positions on the Board:** The Club shall have a Board which shall consist of up to nine (9) persons and no less than five (5) persons who have assumed office in accordance with this Rule 14 (Board). The Board shall consist of the following:
- a. a President;
 - b. a Vice President; and
 - c. up to seven other persons (including any persons co-opted to serve on the Board in accordance with this Constitution).

Explanatory Note: This has changed from the previous model so there is greater flexibility for each Club to determine the Board structure and roles. For example, the roles of the Secretary and Treasurer have been removed. If the Club wishes to have a different structure they are encouraged to contact Bowls New Zealand for assistance. The Secretary & Treasurer may be one of the elected seven board members.

- 14.2 **Election:** The members of the Board of the Club shall be elected at each AGM in accordance with this Rule 14 (Board), except for any members co-opted under Rule 14.3 (Co-option) or 15.2 (Co-option if a Vacancy Arises).
- 14.3 **Co-option:** The Board may, if it considers it desirable to do so at any time, co-opt up to two persons to serve on the Board for a period determined by the Board (which shall be not be longer than the next AGM and election of Officers). There is no limit to the number of times an individual may be co-opted onto the Board.

Explanatory Note: The above rule enables the Club's Board to enlist the assistance of up to two further people on the Board by co-option rather than election. There is also a power to co-opt to fill vacancies – see Rule 15.2 (Co-option if a Vacancy Arises).

14.4 **Restriction:** Individuals may not be elected or co-opted to serve on the Board if any of the following apply:

- a. the person is an undischarged bankrupt, or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967;
- b. the person has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last seven years;
- c. the person has been prohibited from being a director or promoter of, or being concerned or taking part in, the management of an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005; or

Explanatory Note: Clubs should check the legislation referred to above prior to any election or appointment of new Board Members. .

- d. the person is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988.
- e. A person wishing to serve on the Board must be a Member of the Club.

14.5 **Term of Office:** The term of office of all elected members of the Board shall be from the conclusion of the AGM at which their election is made through to the close of the next AGM.

Explanatory Note: Clubs can choose to increase the term of office from one year to two years. A club may also consider a maximum term for a Board member. For example 'a person may not serve a continuous term of more than nine years'.

Subject to Rule 14.3 (Co-option), the term of office for a person who is co-opted to the Board shall commence on their appointment and expire at the conclusion of the next AGM. Each member of the Board shall be eligible for re-election or co-option.

14.6 **Call for Applications:** Prior to the AGM in each year, the Club shall call for applications for positions on the Board. The call for applications must include the closing date for receiving applications, which should generally be at least **14 Days** prior to the AGM so that the details of any applicants for Board positions can be included in the agenda for the AGM.

Explanatory Note: Each Club should consider this wording and edit it if it does not suit their Club. The dates in this Rule allow time for the applications to be submitted and included in the AGM agenda which needs to be issued 7 days prior to the AGM (see Rule 21.5).

14.7 **Form of Applications:** Unless Rule 14.8 (No Applications) applies, all applications for positions on the Board shall:

- a. be in writing and signed by the applicant;

- b. indicate the position for which the applicant is seeking election (if a specific position is sought); and
- c. include the applicant's full postal address and contact details and such other information as the Board may request in respect of each application.

Explanatory Note: If a Club wishes to do so it may impose additional conditions on applications by amending Rule 14.7.

- 14.8 **No Applications:** If no valid application for a vacant position on the Board is received by the Club in advance of the applicable AGM, applications for that position may be called from the floor at the AGM at which the election is to occur.
- 14.9 **Single Application:** If only one application is received for a position then, unless Rule 14.4 (Restriction) applies so that the applicant is not eligible to serve on the Board, the chairperson of the AGM at which the application was to be considered shall declare the applicant elected and there shall be no need for a vote.
- 14.10 **Multiple Applications:** If more than one valid application for any position on the Board is received by the Club:
- a. the Club shall advise all Voting Members of the names, addresses and contact details of all valid applicants for each position, and provide such other information as the Board deems appropriate; and
 - b. at the AGM an election shall be held by a secret ballot or show of hands if the AGM agrees according to Rule 21.13 being taken amongst those Voting Members present and entitled to vote at the AGM and the highest polling candidates shall be declared elected.
- 14.11 **Order:** Any elections to the Board at a General Meeting shall be conducted and declared in the order in which the positions appear in Rule 14.1 (Positions on the Board).
- 14.12 **Equality of Votes:** Where there is an equality of votes between candidates for a position on the Board a second ballot shall be held between the equal candidates. Where there is still an equality of votes after the second ballot the outcome shall be determined by the drawing of lots.
- 14.13 **Suspension of Board Member:** The Board may, after reasonable enquiry and after giving the person concerned the right to be heard, suspend a person from their position on the Board in the following circumstances:
- a. if the person is charged with committing a criminal offence punishable by a term of imprisonment and the Board consider the circumstances justify immediate suspension; or
 - b. if any of the circumstances described in Rule 14.4 (Restriction) occur to that person during their term of office; or
 - c. if the Board consider any member of the Board has breached any one or more of the duties specified in Rule 17.2 (Duties of the Board); or
 - d. if the Board consider any member of the Board has acted in a manner that has caused, or may cause, significant harm to the Club.

- 14.14 **Removal From Office:** In addition to the power of suspension in Rule 14.13 (Suspension of Board Member) the Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board before the expiry of their term of office if any of the circumstances set out in Rule 14.13a to 14.13d apply, provided that:
- a. the person concerned has been notified that a Board meeting is to be held to discuss that person's removal from office; and
 - b. the person concerned has been given an opportunity to make submissions about the proposed removal prior to the Board meeting or by submission in person at the Board meeting.

15. **Vacancies on the Board**

- 15.1 **Vacancies:** A position on the Board shall be vacated immediately if the holder of it:
- a. resigns from his or her position on the Board;
 - b. is removed from office in accordance with this Constitution;
 - c. is absent from three (or more) consecutive meetings of the Board without the approval of the Board; or
 - d. dies.
- 15.2 **Co-option if a Vacancy Arises:** In addition to the power specified in Rule 14.3 (Co-option), if any vacancy arises on the Board after an AGM the Board has the power to fill that vacancy by co-option until the next AGM, or the Board may choose to leave the position vacant until the next AGM.

16. **Proceedings of the Board**

- 16.1 **Board Meetings:** Meetings of the Board may be called at any time by the President or two or more Board Members, but generally the Board shall meet at least seven (7) times per year.
- 16.2 **Notice of Meetings:** Unless an urgent matter needs to be considered, the Secretary shall provide each Board Member with not less than **14 Days'** written notice of any Board meeting convened under Rule 16.1 (Board Meetings).
- 16.3 **Chairperson:** At the first Board meeting following each AGM, the Board shall elect a chairperson from amongst their number ("Chairperson"). The Chairperson shall chair all meetings of the Board unless he or she is unavailable - in which case the Board shall select another member of the Board to stand in his or her place during the period of unavailability.
- Explanatory Note: This Constitution does not automatically recognise the President of the Club as the Chairperson of the Board. Instead it provides that the Board may appoint a Chairperson.*
- 16.4 **Quorum:** The quorum necessary for the transaction of business of the Board shall be five (5) or more Board Members. No business shall be transacted at any Board meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and place to be fixed on adjourning the meeting, which

must be notified to all Board Members. If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the Board Members present at the reconvened meeting shall constitute a quorum.

***Explanatory Note:** The quorum is the number of people who need to be present (either in person or other electronic means) in order for a meeting to proceed. If a Club wishes to do so, a Club may amend this Rule so that it specifies a different number of Board Members who need to be present to constitute a quorum (e.g. 7 Board Members).*

- 16.5 **Disclosure of Interests:** Any Board Member who may derive some personal or financial advantage from any matter before the Board shall disclose the nature and extent of their interest to the Board and shall take no part whatsoever in the matter before the Board where they hold such interest.
- 16.6 **Voting:** Each Board Member present, at any Board meeting, may only exercise one vote, except that in the event of an equality of votes (but not otherwise) the Chairperson shall have a deliberative vote and a casting vote. Voting shall be by voices or, upon request from any Board Member, by show of hands or a ballot. Proxy and postal voting is not permitted at meetings of the Board.
- 16.7 **Resolutions:** The Board may make a decision by signed resolution or consent in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Board as long as:
- a. a copy of the proposed resolution is sent to every Board Member; and
 - b. over half of the Board Members sign or consent to the resolution and return evidence of this consent to the Secretary (or such other person as agreed by the Board) by mail, electronic mail, facsimile, or another form of visible or electronic communication, by the date and time specified by the Secretary.
- 16.8 **Minutes:** The Secretary shall ensure the proceedings of each Board meeting are properly recorded as soon as possible after the conclusion of each Board meeting. A copy of such minutes shall then be made available upon request to any Member of the Club. A copy of each set of minutes shall also be permanently affixed in a minute book of the Club and confirmed at the next meeting of the Board.

***Explanatory Note:** The requirements about how minutes are kept may be amended by the Club to suit the needs and practices of the Club.*

- 16.9 **Meetings Using Technology:** A meeting of the Board may be held by the contemporaneous linking together by telephone or other means of communication of the Board Members provided that prior notice of the meeting is given to all Board Members and provided that all persons participating in the meeting are able to hear each other effectively and simultaneously.
- 16.10 **Expenses:** Subject to the requirements in Rule 26 (Application of Income & No Pecuniary Profit), the Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.

***Explanatory Note:** This Rule is not intended to entitle the Club to pay regular fees to any Board Member. The Club may decide to pay honorarium to any person provided this is done in accordance with any requirements imposed by the Inland Revenue Department.*

- 16.11 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Governing Documents, the matter may be determined by the Board.

17. **Powers & Duties of the Board**

- 17.1 **Overall Power:** The Board shall govern the Club and be responsible for managing the business and affairs of the Club. Subject to this Constitution, the Board may exercise all of the powers of the Club and do all things that are not expressly required to be undertaken at a General Meeting. The Board may, through clearly-defined delegations of authority, delegate the day-to-day management of the business and affairs of the Club to the Secretary and/or any other Appointed Personnel.

- 17.2 **Duties of Board Members:** The specific duties for each role on the Board are those specified in this Constitution and any others as determined by the Board. The general duties of each Board Member are to:

- a. act in good faith and in the best interests of the Club at all times;
- b. exercise the powers of the Board for proper purposes;
- c. act, and ensure the Club acts, in accordance with this Constitution;
- d. not agree to, nor cause to allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
- e. not agree to the Club incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that the Club will be able to perform the obligations when it is required to do so; and
- f. exercise the care, diligence, and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision, the position of the Board Member, and the nature of the responsibilities undertaken by the Board Member.

- 17.3 **Powers of the Board:** Without limiting the generality of the Board's powers to carry out the Objects of the Club as it considers necessary (provided this is done in accordance with the powers of the Club as specified in Rule 5 – Powers), the Board shall have the following specific powers, to:

- a. develop and implement strategies, policies, and procedures for the administration, promotion, and development of the Game of Bowls at the Club;
- b. develop and implement prudent policies to protect and enhance the Club's finances and property;
- c. develop Club programmes for playing, coaching, umpiring and officiating the Game of Bowls and implement them in accordance with any directions from the Centre or Bowls New Zealand;
- d. control, manage, borrow, and expend the funds of the Club including the power to invest or otherwise deal with such funds, and to incur liability as it may think necessary or expedient, in accordance with the powers of the Club set out in Rule 5 (Powers) of this Constitution;

- e. set the fees payable by the Members and enforce payment of such fees in accordance with this Constitution;
- f. engage people or organisations to work for and with the Club on terms as determined by the Board (provided that the payment for such services shall not exceed the market rate), and manage the terms and conditions of their engagement;
- g. delegate and/or designate specific areas of responsibility to specific Board Members or Appointed Personnel;
- h. establish, appoint, and determine the composition of any sub-committees, committees and other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate to them such powers as it considers appropriate;
- i. engage, contract, or otherwise agree to obtain the assistance or advice of any person or organisation;
- j. appoint a delegate (or delegates) to represent the Club at meetings;
- k. subject to this Constitution, fill vacancies on the Board, any committees, and any other groups which are established by it;
- l. determine the yearly calendar for Club tournaments, events and competitions;
- m. determine the conditions and rules of Club tournaments, events and competitions, held by or under its auspices;
- n. where the Club has sufficient resources to do so, engage managers, coaches, umpires, greenkeepers and any other necessary support personnel for Club representative bowls teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- o. appoint or select Club representative players and Appointed Personnel;
- p. enforce the Laws of the Sport in accordance with the Laws of the Sport and the Governing Documents;
- q. discipline Members in accordance with this Constitution and the Regulations; and
- r. hear and determine any Disputes, Misconduct or other matters as specified in this Constitution and the Regulations.
- s. regularly update the Club's position descriptions and Regulations. (if applicable)

18. **Duties of the Secretary**

18.1 **Duties:** The Secretary shall:

- a. give notice of, and attend, all General Meetings and Board meetings (unless they are unavailable in which case another Board Member (selected by the Board) shall fill this role);
- b. keep minutes of the proceedings of all General Meetings and Board meetings (unless they are unavailable in which case another Board Member (selected by the Board)

shall fill this role);

- c. prepare and forward the annual return of the Club to the Centre, in accordance with the requirements of the Centre and Bowls New Zealand; and
- d. maintain the Club's Register of Members in accordance with this Constitution; and
- e. generally perform such duties as are required under the Governing Documents.

Explanatory Note: This Rule is optional. The Club can elaborate on these duties in the Constitution if it wishes to do so, or can detail any additional duties outside of the Constitution, or delete this Rule. If amendments are made to other rules in the template which specify who is responsible for what tasks then this Rule may need to be amended to reflect those changes. Please note that the duties of the Secretary have changed from the previous model Constitution. For instance the Secretary is responsible for maintaining the Register of Members (rather than the Treasurer).

19. **Duties of the Treasurer**

19.1 **Duties:** The Treasurer shall:

- a. collect and account for all subscriptions and other moneys payable to the Club, bank such funds to the credit of the Club's banking account, disburse Club money as directed by the Board, and keep proper accounts of the financial affairs of the Club;
- b. submit accounts payable by the Club for the approval of the Board before payment, and report to each meeting of the Board on the state of the finances of the Club;
- c. immediately after the close of each financial year prepare and submit to review a statement of accounts and balance sheet for the Club for the financial year, and present them, together with a budget of estimated income and expenditure for the ensuing year, to the AGM.
- d. generally perform such duties as are required under the Governing Documents.

Explanatory Note: This Rule is optional. The Club can elaborate on these duties in the Constitution if it wishes to do so, or can detail any additional duties outside of the Constitution and delete this Rule. If amendments are made to other rules in the template which specify who is responsible for what tasks then this Rule may need to be amended to reflect those changes.

20. **Delegate to Represent the Club**

20.1 At any time the Board may appoint a person to act as a Delegate for the Club at meetings of the Centre. If a person is so appointed, then:

- a. when specific instructions are given by the Board or the Club, the Delegate shall vote at general meetings of the Centre in accordance those directions;
- b. if no specific instructions are given the Delegate may vote as they consider appropriate having regard to any views expressed to them by the Club and its Members; and
- c. the delegate shall report to the Board all decisions of the Centre which it is made aware of that are of interest to the Club.

PART IV – GENERAL MEETINGS

***Explanatory Note:** Aspects of this Part IV (although not the precise words) are **required by law**. For instance, the Constitution **must** specify how general meetings of the Club are summoned and held, and have rules about voting at such meetings – s 6(1)(f) Incorporated Societies Act 1908.*

Part IV contains the Rules for General Meetings of the Club. The template includes suggested time periods for calling meetings which are recommended but which may not suit every Club.

It is recommended that Clubs consider their own membership numbers and requirements when adopting or varying the template in this regard. If any specified time periods are changed this may require consequential changes to the other deadlines leading up to the AGM or SGM. For example if the notice period for calling an AGM is changed then the date by which motions are due and the date the AGM Agenda has to be sent may need to be altered as well.

Care should be taken to ensure any changes in timing can be complied with in practice. The definition of “Days” in Rule 2 (Interpretation) should also be taken into account.

21. General Meetings

21.1 **Annual General Meeting:** An Annual General Meeting (“AGM”) of Club shall be held not later than thirteen months after the previous AGM of the Club.

***Explanatory Note:** The Club can adjust this Rule as it considers appropriate. For instance a Club may choose instead to have a Rule which specifies the Club AGM will always be held in the month of June (which would mean it is likely to be held prior to the Centre and Bowls New Zealand annual general meetings).*

21.2 **Special General Meetings:** Any other general meeting of the Voting Members shall be described as a Special General Meeting (“SGM”).

21.3 **Notice of AGM:** The Club shall give at least **30 Days**’ written notice of any AGM to all Board Members and Voting Members. The notice shall set out:

- a. the date, time, and venue for the AGM (as determined by the Board); and
- b. the closing date(s) for applications for elected positions, proposed motions, and any other items of business to be submitted to the Club, which must be not less than **14 Days** prior to the AGM unless otherwise agreed by the Board.
- c. the format by which the meeting will be conducted, either in person or through the use of appropriate technology.

***Explanatory Note:** When calculating notice periods, it is good practice to use clear days – i.e. if the Rule requires 30 Days between meetings and the notice is sent on 1 January, the meeting date should be 30 Days later (not including the notice day or the meeting day) so should be held on 1 February. Please note that “Days” has been defined in Rule 2 to include all days including public holidays so this should be taken into account. If the definition is changed, the changes will need to be taken into account when calculating the applicable notice periods.*

21.4 **AGM Business:** The business to be transacted at every AGM shall include:

- a. confirmation of the minutes of the previous AGM and any SGM held since the previous AGM;
- b. receiving the Board’s report for the financial year;
- c. receiving the reviewed statement of accounts and balance sheet for the Club for the

- financial year;
 - d. the election of members of the Board;
 - e. fixing the annual subscription fee(s);
 - f. considering and determining any notices of motion which propose alterations to the Constitution of which due and proper notice has been given in accordance with Rule 27.2 (Timing);
 - g. consider any notices received and making recommendations as a board for new Life membership of the Club;
 - h. considering and making recommendations to the Board as a result of any notices of motion of which due and proper notice has been given in accordance with Rule 21.6 (Notices of Motion); and
 - i. transacting such other business as the General Meeting considers appropriate.
- 21.5 **AGM Agenda:** An agenda containing the business to be discussed at the AGM (as set out in Rule 21.4 – AGM Business) shall be sent to all Board Members and all Voting Members no later than **7 Days** before the date of the General Meeting. Any additional items of general business may be raised from the floor with the consent of the President of the Club.
- 21.6 **Notices of Motion:** Any notice of motion from a Voting Member must be received by the Secretary at least **14 Days** prior to an AGM in order to be considered at that meeting, unless otherwise agreed by the Board. Only Voting Members may submit notices of motion. Every notice of motion must be signed by the Voting Member who submitted it.
- 21.7 **Urgent Matters:** Any matter of an urgent or extraordinary nature which normally would be required to be the subject of a notice of motion before it could be considered at an AGM, may be brought before an AGM and determined by the Members at that AGM but **only** if a decision to consider and determine the matter without it being circulated to all other Voting Members who are not present at that AGM is approved by Special Resolution at that AGM.
- Explanatory Note: Only the Voting Members who are in attendance at a General Meeting can make the decision contemplated under Rule 21.7 because the matter has not been notified prior to the AGM.*
- 21.8 **Special General Meeting:** The Secretary shall convene a SGM of the Club by giving the requisite notice required under Rule 21.9 (Notice of SGM):
- a. when directed to do so by the Board, which direction must include full details of the business to be dealt with at the meeting; or
 - b. on requisition in writing signed by not less than eight Voting Members which requisition must provide full details of the business that is proposed to be dealt with at the meeting.
- Explanatory Note: The Club should consider the number specified in Rule 21.8b (eight Voting Members) and amend it as they consider appropriate to ensure it will work for the Club.*
- 21.9 **Notice of SGM:** If the Secretary is required to convene a SGM, the Secretary shall give at least **14 Days'** notice of the time, date, and venue of such meeting to all Board Members

and all Voting Members, unless the Board considers such notice period is not practicable due to exceptional circumstances. The notice of SGM must clearly state the reasons why the SGM is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business stated in the notice of SGM may be dealt with at the SGM.

***Explanatory Note:** SGMs can only be used to address issues which have been notified in accordance with the Constitution (i.e. an SGM cannot address general business). The notice period is "at least" 14 Days but a longer period of notice can be given than the period specified in this Constitution without altering this Rule.*

21.10 **Chairperson:** The President (or another person nominated by the President & Board) shall chair all General Meetings of the Club.

21.11 **Procedure:** At any General Meeting of the Club every Voting Member who is present at the General Meeting shall be entitled to one vote on each matter being determined.

21.12 **Observers:** In addition to the Voting Members, all other Members are entitled to attend General Meetings as observers, but shall not be entitled to:

- a. speak unless permitted by the chairperson of the General Meeting; or
- b. vote.

21.13 **Voting:** At General Meetings:

- a. the election of Board Members shall be conducted by secret ballot unless otherwise determined by the chairperson of the General Meeting;
- b. all other voting shall be by show of hands unless any two Voting Members present and entitled to vote at the General Meeting request a secret ballot, which in case voting shall be by secret ballot;
- c. where a show of hands or ballot is taken, the total votes for and against the motion or amendment may be recorded;
- d. voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution;
- e. the chairperson of the General Meeting shall have a deliberative vote, and, in the event of a tied vote (but not otherwise), the chairperson of the General Meeting shall also have a casting vote; and
- f. no proxy voting shall be allowed.

***Explanatory Note:** The terms Ordinary Resolution and Special Resolution are defined in Rule 2 (Interpretation). If a Club wishes to permit proxy voting at General Meetings the Club will need to add rules to this Constitution that specify this, and state how proxy voting will work.*

21.14 **Meeting Procedure:** At General Meetings:

- a. the quorum shall be enough Voting Members to represent at least a quarter of the total Voting Members of the Club, provided that should such number not be a whole number, the quorum shall be rounded up to the next whole number;

Explanatory Note: For example, if a Club had 105 Voting Members (playing and Limited), then 27 of those Voting Members need to be present at a General Meeting to meet the quorum – being just over a quarter of the total number of Voting Members. Clubs may wish to amend this Rule to suit their own needs.

- b. no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and venue to be fixed by the chairperson of the General Meeting on adjourning the meeting. The re-appointed date shall be at least **14 days** after the original meeting. If a quorum is not present within half an hour after the appointed commencement time of the reconvened meeting, the Voting Members present at the reconvened meeting shall constitute a quorum; and
- c. on all questions of order the decision of the chairperson of the General Meeting shall be final unless dissented from by Ordinary Resolution.

21.15 **Minutes:** The Secretary shall ensure the proceedings of all General Meetings are recorded and incorporated in a minute book. As soon as possible after the conclusion of each General Meeting the Secretary shall forward a copy of the minutes to all Board Members and the Centre. A copy of such minutes shall also be made available upon request to any Member of the Club.

PART V – DISCIPLINE FOR MISCONDUCT & DISPUTES

22. Discipline

22.1 **Jurisdiction of the Board:** Subject to Rule 22.3 (Jurisdiction of the Bowls New Zealand Judicial Committee) and in accordance with the Club Regulations, the Board has jurisdiction to hear and determine Disputes and Misconduct at Club Level. For the purposes of this Rule the Board includes any sub-committee of the Club, including a judicial committee established by the Board in accordance with Rule 17.3h (Powers of the Board).

22.2 **Composition of Club Judicial Committee:** If the Board establishes a judicial committee to assist it to hear and determine Disputes and Misconduct at Club Level in accordance with Rule 22.1 (Jurisdiction of the Board), such Club judicial committee shall comprise not less than three persons appointed by the Board. Each member of the Club judicial committee shall not be an employee of the Club or a person who has an interest in the matter before the Club judicial committee. The following competencies should be considered when appointing a judicial committee:

- a. a person with experience in disciplinary tribunals, preferably in relation to sport; and/or
- b. a person with knowledge of the Game of Bowls; and/or
- c. a person who understands the principles of natural justice and conflict of interest

The Board shall appoint one of the members of the Club judicial committee to act as the chairperson of the Club judicial committee. The quorum for all meetings of the Club judicial committee shall be two persons.

22.3 **Jurisdiction of the Bowls New Zealand Judicial Committee:** In accordance with the Bowls New Zealand Constitution and/or the Bowls New Zealand Regulations, the Bowls New Zealand Judicial Committee has jurisdiction to hear and determine:

- a. Disputes and Misconduct at National Events, unless already heard in accordance with any applicable event rules;
- b. Disputes and Misconduct at International Level, unless already heard in accordance with applicable event rules;
- c. appeals against a Club or Centre Decision
- d. other Disputes and Misconduct involving Bowls New Zealand Members:
 - i. that are not within the jurisdiction of a Club, Centre and/or the Bowls New Zealand Board Judicial Committee; or
 - ii. where the parties agree in writing; and
- e. any jurisdictional issues regarding Disputes and Misconduct.

22.4 **Procedure:** The relevant body in this Rule 22 (Discipline) shall take such action as it considers appropriate provided it acts in accordance with the principles of natural justice and any applicable regulations.

23. **Appeal Process**

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

- a. **Appeal to the Bowls New Zealand Judicial Committee:** Where there is a Dispute or Misconduct at Club Level which is decided by the Board (or committee on its behalf), any party affected by that decision may **only** appeal such decision to the Bowls New Zealand Judicial Committee in accordance with the Bowls New Zealand Regulations.
- b. **Appeal to Sports Tribunal:** Where there is a Dispute or Misconduct which is decided by the Bowls New Zealand Judicial Committee under Rules 22.3a and 22.3b, any party affected by that decision may **only** appeal such decision to the Sports Tribunal in accordance with the Rules of the Sports Tribunal provided the rules of the particular event do not require otherwise.
- c. **No appeal right:** There shall be no right of appeal from a decision of the Bowls New Zealand Judicial Committee under Rules 22.3c, 22.3d & 22.3e

23.2 **Procedure:** In deciding any appeal under Rule 23.1a, the Bowls New Zealand Judicial Committee shall adhere to the principles of natural justice and any applicable Regulations.

23.3 **Stay of Execution:** Pending the determination of an appeal before it, the Bowls New Zealand Judicial Committee or Sports Tribunal may grant a stay of execution of the decision which is being appealed.

24. **Laws of the Sport**

- 24.1 All matches shall be played in accordance with the Laws of the Sport, the Regulations made under the Bowls New Zealand Constitution as approved, and the Club and its Members shall, as a condition of the continuance of membership to Bowls New Zealand, at all times and in all respects conform to and be bound by the Constitution of Bowls New Zealand.

Explanatory Note: This Rule must be included in the Club Constitution as required by Rule 9.2(e) of the Bowls New Zealand Constitution.

PART VI – FINANCIAL

25. Financial

- 25.1 **Financial Year:** The financial year of the Club shall end on **(Insert Date)** in each year.

Explanatory Note: A financial year ending on 30 April is recommended (but not required). It is recommended to allow time for review and presentation of the accounts to the members at the AGM. If changes are made to other dates or timings in this Constitution then this date may also need to be amended. If the previous version of the Club's constitution had a different financial year then thought needs to be given to how to transition from the old to the new financial year and amendments may be required to this template.

- 25.2 **Club Funds:** The Board is responsible for the receipt and banking of all monies received by the Club and all sums paid out by the Club.

- 25.3 **Banking:** The Club's current bank account(s) shall be kept at a trading bank chosen by the Board. All cheques and online transactions undertaken involving the Club's bank account(s) must be signed or otherwise approved by the Treasurer and at least one other member of the Board.

Explanatory Note: Clubs can impose stricter conditions on the approval of financial transactions if they wish. If the Club does not have cheques or electronic banking then the reference to "cheques" or "online transactions" could be deleted.

- 25.4 **Accounting Records:** The Board shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of the Club. A Statement of Accounts and Balance Sheet (in the form approved by the Board) shall be forwarded to each Voting Member with the notice of the AGM.

- 25.5 **Annual Review:** An Auditor or Financial Reviewer, who shall not be a member of the Board, shall be appointed by the Board as and when required. The role of the reviewer or auditor is to examine and report on the accounts of the Club. The Auditor or Financial Reviewer shall at all reasonable times have access to the books and accounts of the Club and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.

Explanatory Note: If the Club has sufficient resources they may wish to impose stricter requirements – such as the appointment of an independent auditor external to the Club.

26. Application of Income & No Pecuniary Profit

- 26.1 **Application of Income:** The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club.

- 26.2 **No Pecuniary Profit:** No Member of the Club or any person associated with a Member shall

participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

***Explanatory Note:** Clubs cannot engage in operations involving pecuniary gain – s 20 Incorporated Societies Act 1908. Any amendment to this Rule will affect the legal status of the Club as an incorporated society. Legal advice should be sought before amending this Rule.*

PART VII – ADMINISTRATION

27. Alterations to Constitution

27.1 **Process:** This Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution.

27.2 **Timing:** Notice of an intention to alter this Constitution may be given by the Board or any Voting Member by submitting the proposed amendments to the Club:

- a. at least **14 Days** prior to an AGM to be considered at an AGM; or
- b. as part of the request to hold a SGM (made in accordance with Rule 21.8 – Special General Meetings).

27.3 The Club shall consult with Bowls New Zealand and/or the Centre at the earliest possible time, and at least 14 days prior to any General Meeting being held to decide on any proposal which involves changes to land ownership, major facility redevelopment, amalgamation or winding up of the Club. Bowls New Zealand and/or the Centre, if it requests, be given an opportunity to address the Club members at the General Meeting called to consider the proposal.

***Explanatory Note:** The Bowls New Zealand rationale behind the request to address the club is to provide support, endorsement and assistance to the members and Board in achieving their purposed goals, whether they involve changes to land ownership, facility redevelopment, amalgamation or winding up.*

27.4 **Objects & Powers:** Any changes to the Objects and Powers in this constitution require the prior written approval of Bowls New Zealand.

***Explanatory Note:** Clause 27.4 protects a club and its members from a non-bowls membership who wish to change the nature of the club and sell the assets for non-bowls reasons. (27.4 is a recommendation only)*

28. Club Regulations

28.1 **Board to Determine:** The Board may determine regulations (to be known as “Club Regulations”) covering any matters as the Board in its discretion deems appropriate, provided they are not inconsistent with this Constitution, the Centre Constitution, the Centre Regulations, the Bowls New Zealand Constitution or the Bowls New Zealand Regulations.

Such Club Regulations when determined shall be recorded in a Regulations Register maintained by the Secretary and may be circulated to Members as the Board considers appropriate.

Explanatory Note: Clubs should look at updating their Club Regulations as part of the constitution update process.

28.2 **Application:** Club Regulations shall be binding on all Members.

28.3 **Alterations:** Club Regulations may be rescinded, amended, or added to from time to time but only by resolution of the Board.

29. **Dissolution & Liquidation**

29.1 **Voluntary:** The Club may be voluntarily put into liquidation if:

- a. a Special Resolution is passed at a General Meeting appointing a liquidator; and
- b. such resolution is confirmed by Special Resolution at a subsequent Special General Meeting called for that purpose and held not earlier than **30 Days** after the date on which the resolution to be confirmed was passed.

29.2 **Other:** The Club may also be put into liquidation or dissolved in accordance with the Incorporated Societies Act 1908.

29.3 **Distribution:** If, upon the liquidation, or dissolution of the Club, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other body that:

- a. operates substantially or primarily for the purpose of promoting the Game of Bowls as an amateur sport conducted for the recreation and benefit of the general public; and
- b. No part of the club's income or other funds, may be paid or received for the pecuniary profit of any individual.

Explanatory Note: Any change to clause 29.3 of this constitution could have implications to the interpretation of other clauses within this constitution including but not limited to: Clause 4 Objects, Clause 5 Powers and Clause 27.5 Alterations to Constitution; all of which are there for the protection of the bowls members of the club.

30. **Notices**

30.1 **From the Club:** Any notice required to be given by or on behalf of the Club under this Constitution shall be in writing and may be served either personally, by electronic mail, or by posting it in a letter addressed to the Member at the address of the Member as held by the Club. If given by post the notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post.

30.2 **To the Club:** Any notice required to be given to the Club under this Constitution shall be in writing and may be given to the Secretary or sent to the Club's registered office by post or any electronic mail address specified by the Club.

31. Awards

- 31.1 On the recommendation of the Board the Club may, if approved at an AGM, award service medals or other awards to any person(s) whose long and outstanding or meritorious service to the Club merits such recognition.

Explanatory Note: This Rule is optional.

32. Uniform & Colours

- 32.1 The official uniform and official colours of the Club shall be determined by the Board.

33. Common Seal

- 33.1 The Club shall have a common seal which shall be kept in the custody of the Secretary. The common seal shall be affixed to any document only by the authority of the Board.

Explanatory Note: This Rule (but not the precise wording) is required by law – s 6(1)(h) Incorporated Societies Act 1908. The content can be amended as the Club considers appropriate.

34. Indemnity & Insurance

- 34.1 **Indemnity:** Each Member and each Board Member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Club against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Club.
- 34.2 **Insurance:** The Board may, at the expense of the Club, obtain any appropriate insurance cover in respect of the indemnity provision in Rule 34.1 (Indemnity).

35. Matters Not Provided For

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

36. Transitional Provisions

Explanatory Note: Please note that once your Club has adopted a new Constitution based on this template, then, after that constitution has been in place for at least a year, your Club should consider updating the Constitution at a General Meeting to delete this Rule 36 (Transitional Provisions) in its entirety because it is likely the wording in this Rule will no longer be required.

- 36.1 **[optional – but should be used if your Club used the previous Bowls New Zealand template club constitution] Members:** Subject to Rule 12 (Resignation & Termination of Membership), for the period from the date this Constitution comes into force until the commencement of the next Membership Year at the Club all persons who were regarded under the Former Constitution of this Club:
- a. as current Full Members, Associate Members, Student Members or Playing Life

Members of the Club shall be deemed to be Playing Members under this Constitution;

- b. as current Social Members, Non-Playing Life Members or Honorary Members of the Club shall be deemed to be Non-Playing Members under this Constitution; and
- c. as current Casual Members shall be deemed to be Casual Members under this Constitution.

***Explanatory Note:** This Rule is included to transition from the membership categories used under the previous Constitution of the Club to the new categories described in Rule 6.1 of this Constitution. If a Club did not use the previous Bowls New Zealand template Club constitution this Rule can be deleted, but a similar Rule may be required to transition membership, otherwise it will not be clear who the current members of the Club are immediately after the new Constitution is adopted. Advice should be sought if your Club is unsure about this issue.*

- 36.2 **Term of Office:** The term of office of any person appointed or elected under the Former Constitution of the Club, and any other matters, shall be modified as necessary, in order to give full force and effect to the provisions contained in this Constitution and any dispute regarding the same shall be determined by the Board as it sees fit.

***Explanatory Note:** If the Club decides it wishes to adopt this Constitution without amendment, and its current Constitution has different rules about the appointment/election of officers or their terms of office then the Club should consider how these might be affected if they adopt the new Constitution, and if necessary seek advice.*