



NORTH QUEENSLAND DISTRICT LADIES'
BOWLING ASSOCIATION INCORPORATED

ABN 42 993 616 754

Constitution

Amendment to rules - Resolution passed on the 6th November 2020

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1. Interpretations

In these rules –

Act means the Associations Incorporation Act 1981.

Chief Executive refers to the chief executive set out in the Act.

A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the Incorporated Association is North Queensland District Ladies' Bowling Association Inc. (NQDLBA or 'the Association').

3. Objects of the Association

- A. North Queensland District Ladies' Bowling Association Inc. is the peak body for the administration of women's bowls within the District.
- B. To develop, promote, manage and control District and Association matches.
- C. To affiliate with Bowls Queensland (BQ) and act in accordance with the Constitution of Bowls Queensland in pursuit of these objects.
- D. To adopt and accept the playing rules of 'Laws of the Sport' of Bowls.
- E. To at all times act on behalf of, in the interests of, and in conjunction with, the Members and the sport of Bowls.
- F. To represent the interests of Members at Bowls Queensland meetings and/or open forums.
- G. To select and manage players to represent NQDLBA at District level.
- H. To pursue sponsorship and marketing opportunities as are appropriate to further the purposes of the Association.

4. Definitions

- A. **Affiliated Club** means a Member Club who has paid the annual affiliation fee to NQDLBA, BQ and BA.
- B. **Affiliation Fee** means the annual fees payable to NQDLBA by a Member Club.
- C. **Annual General Meeting** means the Annual General Meeting of the Association.
- D. **Bowls Australia (BA)** means Bowls Australia Limited ACN 076 229 699 which is the National Body of which Bowls Queensland is a member.
- E. **Bowls Queensland (BQ)** means Bowls Queensland Limited ACN 009 705 515 which is the State Body of which NQDLBA is a member.
- F. **By-Law** means a By-Law made in accordance with rule 42.
- G. **Full Bowling Member** is a bowling member of an Affiliated Club and whose own club membership fees are paid.
- H. **Calendar Year** means the twelve (12) month period commencing on the first (1st) of January and concluding on the thirty-first (31st) of December the same year.
- I. **Delegate** means a financial member of a Member Club elected by their Club to represent that Club at the Association Annual General Meeting and General Meetings each Calendar Year, and shall include any alternate or reserve Delegate.
- J. **District** means North Queensland District Ladies Bowls Association Inc.
- K. **Financial Year** means the period of twelve (12) months commencing on the first (1st) of January and concluding on the thirty-first (31st) of December the same year.
- L. **General Meeting** includes the annual meeting and special meetings of the Association. The number of general meetings shall be defined in the by-laws as decided by the Representatives.
- M. **Laws of the Sport** means the Laws of Bowls as defined by Bowls Australia (BA).
- N. **Life Member** means a person elected as a Life Member under rule 7.
- O. **Management Committee** is the primary committee of the Association, as established and administered in accordance with these rules.

- P. Member Club** is a corporation or an incorporated association or a division or section of an incorporated association who is affiliated with Bowls Queensland and has been accepted as a Member of the Association.
- Q. Patron** means a person appointed in accordance with rule 27.
- R. Representative** shall be a person who holds a position on the Management Committee of the Association or a person who is the Delegate for a Member Club. Representatives are required to attend, participate and vote at the Annual General Meeting and General Meetings.
- S. Special Resolution** means a resolution which is passed at a meeting of NQDLBA;
 - a)** of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
 - b)** by a majority of at least three-quarters of the Representatives entitled to vote who are present in person or by proxy at that meeting.
- A. Sub Committees** may be established by and under the control of the Management Committee and will consist of Full Bowling Members engaged to assist with the conduct of the Association's operations. A Sub Committee intended to operate beyond the Calendar Year in which it is established will be part of the election and voting process set out in the NQDLBA By Laws. All decisions of Sub Committee's must be ratified by the Management Committee.
- B. Surplus Assets** means, in relation to the Association, the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up.

5. Powers of the Association

- A.** The Association has the powers of an individual.
- B.** The Association may, for example:
 - i.** enter into contracts;
 - ii.** acquire, hold, deal with and dispose of property;
 - iii.** make charges for services and facilities it supplies;
 - iv.** do other things necessary or convenient to be done in carrying out its affairs.
- C.** The Association may issue secured and unsecured notes, debentures and debenture stock for the Association.

6. NQDLBA Membership of BQ

- A.** The NQDLBA is a member of BQ and will abide by the constitution and by-laws of BQ and BA in regard to the playing of bowls. In particular, NQDLBA:
 - i.** shall lodge with BQ a copy of its constitution which shall provide for every Member Club to be equally represented by one (1) Delegate elected by bowls members of the Member Club at its General Meeting;
 - ii.** will not make, amend or repeal any rule or by-law in relation to the playing of the game of bowls, which conflicts with the constitution and by-laws of Bowls Queensland or Bowls Australia;
 - iii.** shall provide such returns as are required by BQ including a list of officers within thirty (30) days of the date of the Annual General Meeting and any changes or amendments to the NQDLBA Constitution;
 - iv.** will elect NQDLBA's Delegate to the Bowls Queensland's Council at its Annual General or special General meeting;
 - v.** will support and promote the welfare of BQ and the game of bowls.

7. Membership of NQDLBA

- A.** The Members of NQDLBA are:
 - i.** Member Clubs which, subject to this Constitution, shall be represented by their Delegate who will have the right to be present, debate and exercise voting rights at General Meetings. A Member Club will:
 - a)** abide by the constitution and by-laws of NQDLBA in regard to the playing of bowls;

- b) lodge with NQDLBA a copy of its latest constitution or rules;
 - c) not make, amend or repeal any rule or by-law in relation to the playing of the game of bowls, which conflicts with the constitution and by-laws of NQDLBA, BQ or BA;
 - d) provide such returns as are required, including a list of officers within thirty (30) days of the date of the Annual General Meeting;
 - e) elect a Delegate to participate and vote in General Meetings and Annual General Meetings of the Association;
 - f) provide details of the Member Club's new office bearers within thirty (30) days of the Member Club's AGM;
 - g) maintain an up-to-date Membership database with BQ and NQDLBA.
- ii. Life Members; any financial ordinary or life member of an Affiliated Club may be elected as a Life Member of North Queensland District Ladies' Bowling Association Inc. as outlined in the By-Laws to this Constitution. A life member is not entitled to vote at General Meetings, but shall be entitled to receive notice of and attend at all General Meetings.

8. Admission or Rejection of New Member Clubs to the NQDLBA

- A. A bowls club, or division or section of a club, which resolves to be a Member Club of the NQDLBA, and which, in all respects conforms with the requirements of BQ, shall be eligible to apply for membership of NQDLBA and, if duly accepted, shall be entitled to exercise the rights and privileges of a Member Club of NQDLBA.
- B. A club applying for membership shall support its application with a certificate signed by its Secretary giving the following information:
 - i. the name of the club;
 - ii. evidence of the club's incorporation as an association under the Act or as a Corporation under the Corporations Act 2001;
 - iii. a copy of the letter from BQ granting the club affiliation;
 - iv. a copy of the club's constitution and rules;
 - v. the names of current office-bearers;
 - vi. the names and addresses of the person/s elected by the club to represent the club as its Club Delegate;
 - vii. information that clearly demonstrates the applicant's operational and financial capacity to provide suitable facilities and support for the management and playing of bowls.
- C. The NQDLBA Secretary must refer an application for membership to the next General Meeting held after the application is received.
- D. The Secretary must ensure that, as soon as possible after a club applies to become a member of the Association, and before the General Meeting considers the club's application, the club is advised:
 - i. that the Association has public liability insurance;
 - ii. the amount of such insurance cover.
- E. The General Meeting must decide whether to accept or reject the application.
- F. If a majority of Representatives present at the meeting vote to accept the applicant as a Member Club, the applicant must be accepted as a Member Club.
- G. There is no right of appeal within these rules against a rejection of membership.
- H. The Secretary must, as soon as practicable after the General Meeting decides to accept or reject an application, give the applicant a written notice of the decision.

9. When Membership Ends

- A. A Member Club may resign from the Association by giving written notice of resignation to the Secretary.
- B. The resignation takes effect at:
 - i. the time the notice is received by the secretary; or
 - ii. if a later time is stated in the notice, the later time.
- C. The Management Committee may terminate a Member Club's membership if it:
 - i. does not comply with any of the provisions of these rules; or
 - ii. has affiliation fees or other fees/charges in arrears for at least ninety (90) days.
- D. Before the Management Committee terminates a Member Club's membership, the Committee must give the Member Club a full and fair opportunity to show why the membership should not be terminated.
- E. If, after considering all representations made by the Member Club, the Management Committee decides to terminate the membership, the Secretary must give the Member Club a written notice of the decision.

10. An Appeal Against Termination of Membership of NQDLBA

- A. A Member Club whose membership has been terminated may give the Secretary written notice of its intention to appeal against the decision.
- B. A notice of intention to appeal must be given to the Secretary within one month of receiving the notice of its termination.
- C. If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a General Meeting to decide the appeal.

11. General Meeting to Decide Appeal

- A. The General Meeting to decide an appeal must be held within one (1) month after the Secretary receives the notice of intention to appeal.
- B. At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- C. Also, Representatives must be given a full and fair opportunity to show why the membership should be terminated.
- D. An appeal must be decided by a majority vote of the Representatives present and/or Representatives eligible to vote at the meeting.

12. Register of Members

- A. The Management Committee must keep a register of Member Clubs. The register must include:
 - i. name and address;
 - ii. date of admission;
 - iii. date of resignation;
 - iv. details about the termination or reinstatement.
- B. Any other particulars the Management Committee or the members at a General Meeting decide. The register must be open for inspection by a Representative at all reasonable times.
- C. A Representative must contact the Secretary to arrange an inspection of the register.

13. Prohibition on Use of Information on Register of Members

- A. A Representative or a Club Member must not use information obtained from the register of members of the Association to contact or send material to another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- B. A Representative or a Club Member must not disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

- C. Sub rule (A) does not apply if the use or disclosure of the information is approved by the Association.

14. Membership Fees

- A. The Affiliation Fees shall be set by resolution of the Representatives at the November General meeting each year and shall be calculated, based on the number of ordinary members and life members (excluding life members of NQDLBA) and such members entitled to play bowls at the Member Club, as at the preceding 1st January.
- B. Affiliation Fees relate to a calendar year and are calculated as at the 1st of January each year and are payable by the 31st March each year.
- C. Any Member Club who fails to pay the Affiliation Fee or any special levy within ninety (90) days of the due date shall be deemed to be un-financial and shall immediately be deprived of all rights and privileges of a Member Club including the right:
 - i. of its Delegate to speak or vote at meetings;
 - ii. of its bowls members to enter for and play in any Association competition and matches or to be selected to represent the Association;
 - iii. to nominate any person for office.

15. Notices

- A. Any notice dispatched by mail or electronically transmitted to a Delegate or Member Club shall be deemed to have been duly given.
- B. It shall be the duty of each Member Club to notify the Secretary of any change of address of (a) the Member Club; and (b) any Delegate of that Club.
- C. The omission to give notice to or to send any material or information to a Delegate or Member Club shall not, on that account, invalidate the proceedings of any meetings. A meeting shall not be invalid by virtue of any Delegate or Member Club not receiving a notice of meeting.

16. Indemnity of Representatives

- A. In the event of any proceedings being taken against a Representative and/or Club Member in respect of any matter, or thing done by them in the proper performance of their duties or by the direction or with the authority of the Association, the Association shall indemnify such Representatives and/or Club Members so proceeded against in respect of their costs of such proceedings and in respect of all costs and damages and other sums which they may be adjudged to pay in the course of or as a result of such proceedings.

17. Financial year: The end date of the association's financial year is 31 December in each year.

18. Annual General Meeting

- A. The Annual General Meeting of the Association shall be held by the 28th February each year on a date and time fixed by the Management Committee, and advised to the Representatives and Member Clubs with the appropriate notice as set out in these rules.
- B. The business of the AGM shall include:
 - i. receiving the Association's signed financial statement, for the last reportable Financial Year;
 - ii. presenting the signed financial statement to the meeting for adoption;
 - iii. electing Representatives for positions on the Management Committee;
 - iv. electing members of standing committees;
 - v. appointing an approved auditor or verifier;
 - vi. dealing with any notices of motion;
 - vii. consideration of general business.

19. General Meetings

- A. General Meetings of the Association comprise Representatives who are:
 - i. members of the Management Committee; and
 - ii. Delegates of Member Clubs.

20. Notice of General Meeting

- A. The Secretary may call a General Meeting of the Association and must give each Representative and Member Club of the Association at least ten (10) days notice in writing. A notice or letter may be sent by either (a) email to the last electronic address recorded or (b) ordinary or pre-paid mail.
- B. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting. The Management Committee may decide the way in which the notice must be given.
- C. A notice of a General Meeting must state the business to be conducted at the meeting.

21. Quorum for and Adjournment of a General Meeting

- A. The quorum for a General Meeting of the Association is twice the number of persons elected or appointed to the Management Committee at the close of the Association's last General Meeting plus one (1).
- B. No business may be conducted at a General Meeting unless there is a quorum when the meeting proceeds to business.
- C. If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting the meeting is to be adjourned for at least seven (7) days; and the Management Committee is to decide the day, time and place of the adjourned meeting.

22. Procedure at General Meetings

- A. A Representative may take part and vote in a General meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- B. A Representative who participates in a meeting as mentioned in sub rule (A) is taken to be present at the meeting.
- C. At each General Meeting:
 - i. the President shall preside as Chair at every General Meeting;
 - ii. if there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the meeting, a Vice President shall be Chair or if a Vice President is not present then the Representatives must elect one of their number to be Chairperson for the Meeting.

23. Voting at General Meetings

- A. At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Representatives present.
- B. The method of voting is to be decided by the Management Committee.
- C. However, if at least 20% of Representatives demand a secret ballot, voting must be by secret ballot.
- D. If a secret ballot is held, the Chair must appoint two (2) Representatives to conduct the secret ballot in the way the Chair decides.
- E. The result of a secret ballot, as declared by the Chair, is taken to be a resolution of the meeting at which the ballot was held.

24. Minutes of General Meetings

- A. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- B. To ensure the accuracy of the minutes:
 - i. The minutes of each General Meeting must be signed by the Chair of the meeting or the Chair of the next General Meeting, verifying their accuracy; and
 - ii. The minutes of each Annual General Meeting must be signed by the Chair of the meeting, or the Chair of the next meeting of the Association that is the General Meeting or Annual General Meeting, verifying their accuracy.

25. Proxies

- A. An instrument appointing a proxy must be in writing and be in the following or similar form -
[Name of association]
I.....of....., being a Representative of the Association, appoint.....
of..... as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day of20... and at any adjournment of the meeting.
Signed this.....day of.....20....
- B. The instrument appointing a proxy must if the appointor is an individual - be signed by the appointor or the appointor's attorney properly authorised in writing; or if the appointor is a corporation - be under seal; or be signed by a properly authorised officer or attorney of the corporation.
- C. A proxy may be a member of the Management Committee of the Association, or a Delegate or an alternate to a Delegate.
- D. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- E. Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- F. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- G. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form -
[Name of association]:
I,.....of....., being a Representative of the Association, appoint.....
of..... as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day..... of.....20.... and at any adjournment of the meeting.
*This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions -*
[List relevant resolutions]
Signed thisday of20....

26. Membership of Management Committee

- A. The Management Committee of the Association consists of:
- i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - v. Match Chair
 - vi. Match Secretary
- B. Persons elected to the Management Committee must be a bowls member of a Member Club.
- C. The Management Committee shall be elected by the Delegates at the Annual General Meeting of the Association.
- D. At each Annual General Meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- E. A bowls member of a Member Club may be appointed to a casual vacancy on the Management Committee.
- F. A casual vacancy may be filled by the Management Committee at any time and that person shall remain on the Management Committee until the next Annual General Meeting.

27. Patron

- A. NQDLBA Representatives may appoint a Patron to hold office for as long as NQDLBA Representatives may determine.

- B. The Patron shall be entitled to attend all General Meetings but shall not be entitled to vote.

28. Electing Members of Management Committee

- A. A member of the Management Committee shall only be elected as follows:
 - i. any two (2) bowls members of any Member Club may nominate a bowls member of a Member Club to serve as a member of the Management Committee. The nomination must be in writing and signed by the candidate and the nominator and seconder and given to the Secretary at least twenty-one (21) days before the Annual General Meeting at which the election is to be held;
 - ii. each Delegate present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee;
 - iii. if at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting;
 - iv. a person may be a candidate only if the person is a financial bowls member of a Member Club;
 - v. a list of the candidates' names in alphabetical order, with the name of nominators and seconders must be sent to all Representatives and Member Clubs at least fourteen (14) days immediately preceding the Annual General Meeting;
 - vi. if required, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- B. The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised that the Association is covered by Public Liability Insurance.

29. Resignation, Removal or Vacation of Committee Member

- A. A member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- B. The resignation takes effect at:
 - i. the time the notice is received by the Secretary; or
 - ii. if a later time is stated in the notice - the later time.
- C. A member may be removed from office at a General Meeting of the Association if a majority of those present and eligible to vote at the meeting vote in favour of removing the member. Before a vote is taken about removing a member of the Committee from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- D. A member has no right of appeal against their removal from office under this rule.
- E. A member immediately vacates their office if the member:
 - i. becomes bankrupt, or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - ii. is convicted of an offence under this Act; or
 - iii. is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than a default of payment of a fine.

30. Vacancies on Committee

- A. If a casual vacancy happens on a Committee, the continuing members of the Committee may appoint another member of a Member Club (who is not an existing member of the Committee) to fill the vacancy until the expiration of the term of office for that position.
- B. If a casual vacancy happens on a Committee, the continuing members of the Committee may appoint another member of a Member Club (who is an existing member of the Committee) to fill the vacancy until the expiration of the term of office for that position, provided that the member resigns immediately from the other position.
- C. The continuing members of a Committee may act despite a casual vacancy on the Committee.

- D. However, if the number of Committee members is less than the number fixed under Rule 33 as a quorum of the Committee, the continuing members may act only to:
 - i. increase the number of Committee members to the number required for a quorum; or
 - ii. initiate an election for that position.

31. Functions of Management Committee

- A. Subject to these rules or a resolution of the Representatives of the Association carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- B. The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. The Act prevails if the Associations rules are inconsistent with the Act.
- C. The Management Committee may exercise the powers of the Association:
 - i. to borrow, raise or secure the payment of amounts in a way the members of the Association decide;
 - ii. to secure the amounts mentioned in the point above or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future;
 - iii. to purchase, redeem or pay off any securities issued;
 - iv. to borrow amounts from members and pay interest on the amounts borrowed;
 - v. to mortgage or charge the whole or part of its property;
 - vi. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - vii. to provide and pay off any securities issued;
 - viii. to invest in a way the members of the Association may from time to time decide.

32. Meetings of Management Committee

- A. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- B. The Management Committee shall meet monthly to exercise its functions.
- C. The Management Committee must decide how a meeting is to be called.
- D. Notice of a meeting is to be given in the way decided by the Management Committee.
- E. The Management Committee may hold meetings by using any technology that reasonably allows those present to hear and take part in discussions as they happen.
- F. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- G. A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- H. The President is to preside as Chair at Management Committee meetings.
- I. If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as Chair at the meeting.

33. Quorum for and Adjournment of Management Committee Meeting

- A. At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last General meeting of the members form a quorum.
- B. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting:

- i. the meeting is to be adjourned for at least one day; and
 - ii. the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- C. If, at an adjourned meeting mentioned in sub rule (B), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

34. Special Meeting of Management Committee

- A. If the Secretary receives a written request signed by at least three (3) of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the Secretary receives the request.
- B. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- C. A request for a special meeting must state:
 - i. why the special meeting is called; and
 - ii. the business to be conducted at the meeting.
- D. A notice of a special meeting must state:
 - i. the day, time and place of the meeting; and
 - ii. the business to be conducted at the meeting.
- E. A special meeting of the Management Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Management Committee.

35. Minutes of Management Committee Meetings

- A. The Secretary must record full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting.
- B. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chair of the meeting, or the Chair of the next Management Committee meeting, verifying their accuracy.

36. Documents

- A. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

37. Appointment of Sub Committees

- A. The Management Committee may establish a Sub Committee consisting of bowls members of Member Clubs to assist with the conduct of the Association's operations.
- B. A Sub Committee may elect a Chair of its meetings.
- C. If a Chair is not elected, or if the Chair is not present within 10 minutes after the time called for a meeting, the members present may choose one of their number to be Chair of the meeting.
- D. A Sub Committee may meet and adjourn as it considers appropriate.
- E. Sub Committees will report on their actions and provide recommendations to the Management Committee through one of the members of the Management Committee.
- F. A Sub Committee intended to operate beyond the Calendar Year in which it is established will be part of the election and voting process set out in the NQDLBA By-laws.

38. Acts Not Affected by Defects or Qualifications

- A. An act performed by the Management Committee, a Sub Committee or a person acting as a Representative of the Association is taken to have been validly performed.

39. Resolutions of Management Committee without meeting

- A. A written resolution signed by each member of the Management Committee is valid and effectual as it had been passed at a committee meeting that was properly called and held.

- B. A resolution mentioned in sub rule (A) may consist of several documents in like form, each signed by one or more members of the committee.

40. Resignation of a Delegate

- A. Any Delegate may resign at any time by giving notice in writing to the secretary of the club, but such resignation shall take effect at the time such notice is received by the club secretary, unless a later date is specified in the notice when it shall take effect on that later date.

41. Vacancy of a Delegate

- A. In the event of a casual vacancy of a Delegate a replacement shall be elected or appointed by that member club.

42. By-Laws

- A. The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- B. A by-law may be set aside by a vote of members at a General meeting of the Association.

43. Alteration of Rules

- A. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General meeting.
- B. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

44. Common Seal

- A. The Management Committee must ensure the Association has a common seal.
- B. The common seal must be kept securely by the Management Committee; and used only under the authority of the Management Committee.
- C. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
 - i. the Secretary; or
 - ii. another member of the Management Committee; or
 - iii. someone authorised by the Management Committee.

45. Funds and Accounts

- A. The funds of the Association must be kept in an account in the name of the association in a financial institution decided by the Management Committee.
- B. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- C. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- D. A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- E. If a payment of \$100 or more is made it must be authorised by any 2 of the following; the President, the Vice-President, the Secretary, the Treasurer.
- F. Cheques, other than petty cash recoupment, must be crossed not negotiable.
- G. A petty cash account may be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- H. All expenditure must be approved or ratified at a Management Committee or General meeting.

46. General Financial Matters

- A. On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each Financial Year, ensure a financial statement for its last reportable Financial year is prepared.

- B. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

47. Distribution of Surplus Assets to Another Entity

- A. This rule applies if the Association is wound-up under part 10 of the Act and has Surplus Assets.
- B. The Surplus Assets must not be distributed among the members of the Association.
- C. The Surplus Assets must be given to another entity having objects similar to the Association's objects and the rules of which prohibit the distribution of the entity's income and assets to its members.

48. Observers at Meetings

- A. A Club Member may attend any AGM or General Meeting or Special General Meeting of the Association without prior notice and will record their attendance as observer.
- B. A Delegate may attend any Management Committee meeting provided the Secretary is informed at least 24 hours prior to that committee meeting and on the understanding that the Management Committee may request the observer to leave the meeting as and when a simple majority of Management Committee members consider this would be appropriate.