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Board internal discussion and
approval



By-Laws

Warringah Bowling Club Ltd
ABN 85 000 014 219
("Club" and "Company")

[If approved, amongst other notifications, this By-law is intended to be placed in the Club's online 'Library' of resources and reference sources]

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Directors' Draft

1 Preliminary

Under the Club's Articles of Association ('**Constitution**'), the *Board* from time to time, may make such By-laws that are not otherwise inconsistent with the Constitution, as are considered necessary or expedient for the proper conduct and management of the Club, and the *Board* from time to time, may amend or repeal such By-laws.

2 Definitions and Interpretation

Unless the context otherwise requires or is stated, the following definitions apply, and words and expressions *italicised* that are defined in the Corporations Act, in the Registered Clubs Act or in the Regulation, or in the Constitution, have their same meaning when used in and in connection with, this By-law.

"Eligible Member" means a *full member* who, at the time of voting, is not Ineligible.

"Financial Member" means a *full member* who has paid all joining fees, subscriptions (including renewal subscriptions), levies and any other payments then due to the Club.

"Ineligible" means a *full member* (or any person, including a proposed guest) that at the relevant time:

- (a) is not a *full member* (such as any '*provisional member*', any '*honorary member*' or any '*temporary member*'); or
- (b) is not a Financial Member; or
- (c) has been expelled or suspended from the Club (including that their *membership* has been suspended) pursuant any Rule or an applicable By-Law; or
- (d) is refused admission to the Club, or has been turned out of the Club, pursuant to any law (including the Liquor Act), any Rule or applicable By-Law,

and for the purposes of standing for election to the *Board*, the expression extends to include if the *full member*:

- (e) is an employee (of the Club); or
- (f) is of unsound mind or whose person or estate is liable to be dealt with any way under laws relating to mental health; or
- (g) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded), not including a '*spent conviction*' (as defined in the Criminal Records Act 1991); or
- (h) has been expelled or suspended from the Club (including that their *membership* has been suspended) pursuant any Rule or an applicable By-

Law (including for disciplinary matters) within the three (3) years immediately prior to the date of proposed election or appointment; or

- (i) was a former employee of the Club, or an employee of any club that has amalgamated with the Club, within the period of three (3) years prior to the nomination, or proposed election or appointment to the *Board*; or
- (j) is a director of another registered club within the same Local Government area the Club.

“Rule”

means a rule set out in the Constitution.

Directors' Draft

By-Law : *Board Election – Procedures*

1 *Board Election - Procedures*

General

Subject to exceptions and permissions in the Constitution, the Registered Clubs Act or the Regulation, elections of the *Board* are to be conducted in the manner set out in this By-Law.

1.1 **Returning Officer**

The *Board* will appoint a “Returning Officer” and at least two (2) scrutineers to take charge of the ballot (for the election to offices on the *Board*).

No candidate for any office on the ballot is to be appointed as the Returning Officer, nor as a scrutineer.

1.2 **Close of nominations**

On or before 5pm on the day that is twenty-one (21) days prior to the date fixed for the Annual General Meeting at which the candidate seeks election (unless an earlier closing time and date for nominations is notified by the *Board*), nominations for office (on the *Board*) must be delivered to the *Secretary*, and nominations will close.

1.3 **Nominations**

In writing, nominated and seconded

- (a) Nominations for election to the *Board* must be in writing and signed by one, and seconded by, another Eligible Member, and signed by the nominee signifying their consent to the nomination.

Can nominate for more than one office

- (b) *Members* eligible for election to the *Board* may be nominated for more than one office on the *Board*.

In the event of their being elected to a ‘senior office’ (described as follows), they will be deemed to have been eliminated from candidature for election to any ‘junior office’.

For the purpose of this provision, all of whom will be “*directors*” for the purposes of the Corporations Act, the order of seniority of offices on the *Board* will be:

- (i) Chairperson; then
(ii) (ordinary) Director.

Close of nominations

- (c) On or before 4pm on the day that is twenty-one (21) days prior to the date fixed for the Annual General Meeting at which the candidate seeks election (unless an earlier closing time and date for nominations is notified by the *Board*), nominations for office (on the *Board*) must be delivered to the *Secretary*, and nominations will close.

Withdrawal of nominations

- (d) Nominations can be withdrawn at any time prior to the close of nominations.

Secretary to post on notice-board

- (e) The *Secretary* must post on the Club Notice Board, the names of the candidate nominees, and their nominators and seconders.

1.4 Candidates, if more or less than vacancies

- (a) If the number of candidates lawfully nominated for election as Chairperson or (ordinary) Director (including a Social Member as director of the Club) is equal to or less than the number of vacancies for those offices on the *Board*, at the Annual General Meeting, the meeting chairperson must:
 - (i) declare those candidates, to be duly elected to those offices; and
 - (ii) with the consent of the nominee (or nominees), at the Annual General Meeting, must call for nominations to be made for any offices on the *Board* not filled.
- (b) If the number of candidates lawfully nominated for election as Chairperson or (ordinary) Director is greater than the number of vacancies for those offices on the *Board*, an election by secret ballot must be held for the election of candidates to those offices (on the *Board*).

1.5 Ballot

- (a) A ballot must be conducted in such manner and during such times as determined by the *Board* from time to time, including prescribing how Eligible Members are to record their votes.
- (b) A *member* who does not comply with the *Board's* prescribed requirements for the *member* to record their vote in any ballot, renders their vote invalid.

1.6 Returning Officer functions and responsibilities

- (a) For any ballot, the Returning Officer must:
 - (i) supervise the preparation of ballot papers, listing the names of candidates in alphabetical order; and
 - (ii) supervise the issue of ballot papers (to voting members); and
 - (iii) supervise the safe custody of returned ballot papers; and
 - (iv) supervise the examination of ballot papers, including with the appointed scrutineers; and
 - (v) supervise the counting of votes; and
 - (vi) report the result of the ballot to the meeting chairperson and to the Annual General Meeting.
- (b) If the Returning Officer is not present, a scrutineer must perform the duties of the Returning Officer in connection with the ballot.

Decisions on validity

- (c) The decision of the Returning Officer as to the validity (or invalidity) of any *members'* vote in any ballot, is final.

Decisions if tied result

- (d) In the event of an equality of votes for an office on the *Board*, the Returning Officer must draw lots between the candidates and the candidate who is drawn first is to be declared elected to that office.

1.7 Can engage professional

Despite anything to the contrary, the *Board*, at any time, may engage the services of a professional electoral consultant to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this By-Law.

By-Law: Board Election - Procedures

Approved by the Board

[Date]

[Chairperson's signature]