

ETTALONG



BOWLING CLUB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Ettalong Memorial Bowling Club Ltd will be held in the Clubhouse 103 Springwood Street, Ettalong on

Sunday 25th October 2020 at 9.00am

1. Opening
2. Attendance and quorum
3. Apologies
4. Vale – in remembrance of passed members
5. Receipt of the Minutes of the Annual General Meeting held on 27th October 2019.
6. Receipt of the Chairperson's Report.
7. Receipt and consideration of the Directors' Report and the Financial Statements for the year ended 30th June 2020 and the Auditor's Report.
8. To consider and if thought fit, pass with or without modification the proposed ordinary and Special resolutions set out below.

First Ordinary Resolution – Bowling expenses

That the Members hereby authorise the Board in its discretion to reimburse reasonable out of pocket expenses for accommodation and travel incurred by any Member selected to play bowls representing the Club at District/Zone/State level and also Pennant players, on production of proper vouchers, receipts and other documentation substantiating such.

Explanatory note: The provision of benefits by the club not in the form of money or a cheque being provided to a specific class of member, is only permissible with a current authorisation from a general meeting.

A profit, benefit or advantage that is not offered equally to every full member and able to be authorised as a non-money benefit, is still permissible if the Independent Liquor and Gaming Authority is of the opinion that it is reasonable in the circumstances. This resolution seeks to acknowledge the types of profit, benefit or advantage that are regarded by the members as being reasonable in the circumstances.

Second Ordinary Resolution – Honorariums

That the Members hereby approve the payment of honorariums at the annual rates set out below to the members of the Board, payable by equal instalments monthly in arrears and pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of their term in recognition of the service of the respective Board members until the next AGM.

- (a) Chairperson \$7000
- (b) Vice Chairperson \$6000
- (d) Directors \$5000

Explanatory note: An honorarium may only be paid where approved by a resolution passed at a general meeting. Under the club's legislation, the only members entitled to vote on this resolution are the members who are entitled to vote in the election of the Board. In addition, the Club will have to pay a Superannuation Guarantee contribution for the benefit of each recipient at the minimum levels required by legislation.

Third Ordinary Resolution – Benefits

That the Members authorise (and declare to be reasonable) the payment or reimbursement by the Club or the provision by the Club at the Club's expense of, the following rights and benefits for Directors and such other respective persons as the Board authorises or approves from time to time, with an aggregate annual limit of \$35,000:

- (a) The payment of reasonable costs of Directors attending conferences and training in relation to their roles and responsibilities as Directors of the Club.*
- (b) The payment of reasonable costs of each Director attending at the premises of other Registered Clubs for the purpose of observing the facilities and methods of operation of those Clubs provided such attendances has the prior approval of the Board as being reasonably necessary for the purpose of the Club.*
- (c) The payment of reasonable costs of each Director attending Meetings of other Associations of which the Club is a member provided such attendance is at the direction of the Board.*
- (d) The payment of reasonable costs of each Director, Chief Executive Officer and where considered necessary staff members attendance at Seminars, Lectures, Trade Displays, Organised Study Tours, Fact-finding Tours and other similar events as may be determined by the Board from time to time.*
- (e) The payment of reasonable costs of each Director with spouses to attend functions where appropriate and required by the board to represent the Club.*
- (f) The provision of marked out car parking spaces for the exclusive use of Directors, those Members of staff who are also Members of the Club, disabled persons who are guests of Members of the Club or such other persons as the Directors may by resolution from time to time authorise.*
- (g) The payment of reasonable costs of a meal and drinks for Directors when they attend Board Meetings and those Meetings coincide with normal meal times.*
- (h) The payment of reasonable costs of each Director attending the Annual General Meeting and Conference of ClubsNSW.*
- (i) The reasonable costs of food and drinks for the entertainment of person as the Directors from time to time determine as being necessary to promote the interest of the Club.*
- (j) The cost of two free drinks to those Members who attend the Annual General Meeting. Such drinks to be available immediately after the conclusion of the Annual General Meeting.*

Explanatory note: Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties can already be authorised by the Board for reimbursement. However the proposed resolution in the interest of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are reasonable: and there is or will be a current resolution of the Board authorising the payment of expenses of that kind before they are paid.

The provision of benefits by the club not in the form of money or a cheque being provided to a specific class of member, is only permissible with a current authorisation from a general meeting.

A profit, benefit or advantage that is not offered equally to every full member and able to be authorised as a non-money benefit, is still permissible if the Independent Liquor and Gaming Authority is of the opinion that it is reasonable in the circumstances. The resolution seeks to acknowledge the types of profit, benefit or advantage that are regarded by the members as being reasonable in the circumstances.

Fourth Ordinary Resolution – Annual Functions

That the members authorise (and declare to be reasonable) the provision by the Club at the Club's expense of food, drinks and entertainment at, and the convening of, a Christmas function, to be held in December, attended by Club staff and their partners and also members of the Board and also food, drinks and entertainment at, and the convening of, an annual Board dinner attended by the members of the Board and Senior Management at the discretion of the Board, in each case with their partner or a guest.

Explanatory note: see above in relation to the previous resolution.

First Special Resolution – General housekeeping and clarifying amendments

*a) That Article 17(a), 17(b) and 17(c) be deleted from the Constitution and the following inserted as a new 17(a):
"17(a) The Club's Board consists of 7 directors being the Chairperson, Vice Chairperson and 5 other Directors."*

b) That Article 19(b) be amended by adding, after the words “who has served a minimum of 12 months on the Board” the words “at any time, or since the last AGM”.

c) That the following words in Article 20, “5 years as at the date of their nomination for election to the Board” be replaced by “5 years as at the date of the close of nominations in the election of the Board”

Explanatory note:

Article 17 contains transitional provisions to reduce the number on the Board from 9 to 7 over time. The conditions have been met, and the Board now consists of 7 members and these transitional requirements are no longer relevant or required.

Article 19(b) makes it a condition that a candidate for Chairperson or Vice Chairperson has some Board experience. This amendment clarifies that this experience does not need to be the previous 12 months, and clarifies that 12 months is taken to mean the period between AGMs.

Article 20 makes it a condition that all candidates have at least 5 years full membership. This clarifies the time when the 5 year period is reckoned from, rather than just the date of their nomination, which could be taken as anytime during the nomination period.

Second Special Resolution – Voting Procedures

That Article 24(b) to 24(t) be deleted.

Explanatory note:

The last amendment to the Constitution in 2017 included a change to the voting procedures so that voting had to be done by a full postal ballot, with no other options. Previously the way voting was conducted was set out in the By-Laws under the authority provided by Article 23. The Board needs the flexibility to select the most efficient way to conduct voting, and this resolution will remove the voting procedures from the Constitution and they will then be rewritten as By-Laws again, where they have historically been. This will allow the Board the options of retaining full postal voting, returning to personal voting at the Club with a postal vote option for those unable to attend, as used to be the case, or investigating newer technologies such as internet voting.

9. Appoint a welfare officer.
10. Management. A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.
11. Auditor. If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

By authority of the Board

Tim McGavin
Secretary and Chief Executive Officer

25 September 2020

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 14 days prior to the meeting, so that answers may be researched, if required.

Eligibility

Financial Bowling and Social members and also Life members, have the right to attend and vote at the meeting (subject to the restriction noted below about voting on any proposed special resolution to amend the Constitution). Employee members are not entitled to vote at the meeting. Under the registered club's legislation, proxies are not permitted.

Social members are not entitled to vote on any proposed special resolution to amend the Constitution.

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting in order to be passed.

A special resolution must receive votes in favour from not less than three quarters of eligible members who cast a valid vote in person at the meeting in order to be passed.

Resolution

It is a requirement under the *Corporations Act* that any special resolution must be considered as a whole and cannot be altered by any motion at the meeting (except to correct grammatical or clerical errors).

It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.

Annual report

The Club's concise annual report for the year ended 30 June 2020 can be accessed at <http://www.ettalongbowlingclub.net/>