

OLD BAR BEACH BOWLING CLUB LIMITED
A.C.N. 001 068 104
NOTICE OF ANNUAL GENERAL MEETING

The ANNUAL GENERAL MEETING of MEMBERS of the Old Bar Beach Bowling Club Limited will be held in the Auditorium of Club Old Bar, 1 Belford Street, Old Bar

on

Sunday 27 October 2024
Commencing at 10.30 am.

The order of business at the Annual General Meeting shall be:

- 1) To receive and confirm the minutes of the last Annual General Meeting held on 15 October 2023.
- 2) Any matters arising from the minutes of 15 October 2023 Annual General Meeting.
- 3) To receive and consider Directors Report, Financial Report and Auditors Report for the financial year ending 30 June 2024. (See Note 2 below).
- 4) To consider and if thought fit pass the Ordinary Resolution (below) in relation to Benefits for Directors.
- 5) To consider and if thought fit pass the Special Resolutions to amend the Constitution of the Old Bar Beach Bowling Club Limited as set out below.
- 6) To declare the result of the Ballot for Directors.
- 7) General Business.

NOTICE TO MEMBERS

Any Member attending the Annual General Meeting and who requires a clarification of any matter relating to the Reports or Financial Statements included in the Annual Report should give their question in writing to the Chief Executive Officer no later than 5:00pm Friday 18 October 2024 so that it may be answered at the meeting.

Please Note:

1. All Club and Life Members attending the meeting must produce their current financial membership card.
2. The Annual Report containing the Directors Report, Financial Report and Auditors Report for the year ending 30 June 2024 is available on the Club's website. Copies will also be available from the reception desk at Club Old Bar and Club West. Members who make a written request to the Club for the Annual Report will be sent the Annual Report in hard copy by post or by email depending on what is stated in the request.
3. No member who is a servant of the Club shall be entitled to vote.

NOMINATIONS FOR OFFICE BEARERS:

Members are advised that nominations for Board of Directors shall close on Thursday 17 October 2024 at 4pm. Nomination Forms are available from the Chief Executive Officer, or the Office of Club Old Bar and Club West. Completed forms shall be signed by the Nominee, the Proposer and Secunder, all of whom shall be Members of the Club and lodged with the Chief Executive Officer.

In accordance with the ClubsNSW Code of Conduct, all individuals nominating for the Board of Directors that are not current Members of the Board are required to attend a Pre-Nomination Information Session as a pre-condition to acceptance of their nomination. This seminar is held on Thursday 3 October 2024 at Club Old Bar, commencing at 6pm.

VOTING NOTICE

Voting shall take place by electronic means at Club Old Bar and Club West in October as follows:

Saturday 19 October 2024	11am---2pm
Sunday 20 October 2024	11am – 2pm
Tuesday 22 October 2024	4pm---6pm
Wednesday 23 October 2024	4pm---6pm
Thursday 24 October 2024	4pm---6pm
Friday 25 October 2024	4pm---6pm

ORDINARY RESOLUTION IN RELATION TO BENEFITS FOR DIRECTORS

Consideration of Allowances and Benefits for Directors of the Board:

That pursuant to the Registered Club Act 1976:

A: The Members hereby approve expenditure by the Club of a reasonable sum for out of pocket expenses and the cost of professional development and education of Directors and Management until the Annual General Meeting in 2025 for the following matters:

- i. The reasonable cost of travel, accommodation and meals for Directors and Management attending the Registered Clubs Association Annual General Meeting.
- ii. The reasonable cost of travel, accommodation and meals for Directors and Management attending 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.
- iii. The reasonable cost of Directors and Management attending other Clubs as determined by the Board for the purpose of observing their facilities and methods of operation.
- iv. Attendance by Directors with spouses where appropriate and required at functions to represent the Club at the reasonable cost of the Club.
- v. The reasonable expenditure for a beverage for each Director and Management at the conclusion of Board Meetings.
- vi. That should the Board resolve that a uniform is required for Directors that this uniform will be provided at the reasonable expense of the Club.

B: The Members acknowledge that the benefits are not available to members generally, but only those who are Directors or Management of the Club and their spouses.

NOTES TO MEMBERS ON ORDINARY RESOLUTION

1. To be passed the Ordinary Resolution requires votes from a simple majority (50% + 1) of those members who are eligible to do so in person vote on the Ordinary Resolution at the meeting.
2. Life and Club members are the only members eligible to vote on the Ordinary Resolution.
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

SPECIAL RESOLUTIONS:

FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

That with effect from and for the purposes of the election of the Board held in 2026, the Constitution of Old Bar Beach Bowling Club Limited be amended by:

- (a) **deleting** from Rule 3.1 the words "*Biennial General Meeting*".
- (b) **deleting** Rule 27.3 and inserting the following new Rule:

The Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2026;

REGISTERED CLUBS ACT 1976 - SCHEDULE 4

DEFINITIONS

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

(2) *The groups -*

(a) *shall be determined by drawing lots; and*

(b) *shall be as nearly as practicable equal in number; and*

(c) *shall be designated as group 1, group 2 and group 3.*

(3) *Unless otherwise disqualified, the members of the governing body -*

(a) *in group 1 shall hold office for 1 year; and*

(b) *in group 2 shall hold office for 2 years; and*

(c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

(2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -
- (a) at a general meeting - all the members of the governing body cease to hold office; or
 - (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body.”

- (c) **deleting** the second sentence of Rule 34.3 and inserting instead the following:

“The person so appointed shall hold office only until the conclusion of the following Annual General Meeting in accordance with the triennial rule as set out in Rule 27.3.”

- (d) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on First Special Resolution

1. The First Special Resolution proposes amendments to the election of the Board.
2. Currently, the Board is elected on an biennial basis. The First Special Resolution proposes to introduce the Triennial Rule as the process for the election of the Board.
3. **Election of Board – Triennial Rule**
4. If the First Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting held in 2026 and the Directors elected to office at the Annual General Meeting in 2026 will be the first Directors elected under the Triennial Rule.
5. The Triennial Rule provides for three (3) year terms of office for directors, with approximately one third of the Board to be elected each year.
6. For this purpose, the Directors are divided into three (3) groups. Each group must be as nearly as practicable equal in number. For example, if there are seven (7) Directors to be elected, there will be three (3) groups comprising of two groups of two (2) and one group of three (3) Directors.
7. In each year, a different group retires. Group 1 retires in the first year (ie in 2027), Group 2 retires in the second year (ie in 2028), Group 3 retires in the third year (ie in 2029), and Group 1 retires in the fourth year (ie 2030), Group 2 in the fifth year (2031) and so on.
8. The Triennial Rule also contains transitional provisions to allocate the Directors elected in the first year of the Triennial Rule’s operation. At the Annual General Meeting in 2026, lots will be drawn to allocate the Directors to the different groups. Those Directors allotted to the initial Group 1 will only hold office for one year. Directors allotted to the initial Group 2 will only hold office for two years. Directors allotted to the initial Group 3 will be the only Directors who, elected in the first election, are elected to office for three years.

9. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three (3) year term.

Why does the Board recommend the introduction of the Triennial Rule?

10. The Triennial Rule provides for continuity and greater stability on the Board while still allowing for a third of the Board to change each year.
11. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act and their associated regulations as well as many other laws. It is becoming increasingly difficult for a Director to acquire the requisite knowledge without guidance from more experienced Directors and from educational programs.
12. The Triennial Rule also provides the opportunity to pass valuable knowledge between Directors. The Club invests considerable time and resources in training Club Directors. Accordingly, the Triennial Rule would allow Club Directors to continue to professionally develop and in turn offer their expertise to the Club.

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.] That the Constitution of Old Bar Beach Bowling Club Limited be amended by:

- (a) **deleting** Rule 28.1(m) **renumbering** the remaining provisions of Rule 28.1 accordingly.
- (b) **inserting** the following new Rule 28.1(m)

“As soon as practicable after the Annual General Meeting, the Directors shall meet to elect from among their number a President and Treasurer who shall, subject to this Constitution hold those offices until the conclusion of the next Annual General Meeting.”

Notes to Members on the Second Special Resolution

The Second Special Resolution proposes to amend the method of electing the President and Treasurer.

13. Currently, members can directly nominate for those positions. If the Second Special Resolution is passed, the members will elect Directors and then the Board will elect these positions from their own number. If the First Special Resolution is passed, the Board will elect these officeholders each year, to take into account the annual elections held under the triennial rule.
14. This change is being proposed to reflect the growing practice of having members elect Directors and then allowing the Board to select the officeholders to allow them to consider the skills of each Director.

THIRD SPECIAL RESOLUTION

[The Third Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Old Bar Beach Bowling Club Limited be amended by:

deleting from Rules 27.1 and Rule 28 whenever appearing the word *Treasurer* and replacing it with the words *Vice President*.

Notes to Members on the Third Special Resolution

The Third Special Resolution proposes to amend the method by replacing the position of Treasurer with a position of Vice President.

15. While the position of Treasurer was a common feature of Clubs in the past, the role and tasks they performed are now undertaken by the whole Board, Management and external accountants and advisors.
 16. Furthermore, all Directors are responsible for the financial performance of the Club, and having a position on the Board of Treasurer does not reduce this obligation of the other Directors.
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FOURTH SPECIAL RESOLUTION

[The Fourth Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Old Bar Beach Bowling Club Limited be amended by:

- (a) **inserting** the following new Rule 3.3 and 3.4:

“3.3 A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means

3.4 A reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.”

- (b) **inserting** the following new Rule 9.7:

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act 2007 (in relation to the responsible service of liquor) and the Gaming Machines Act 2004 (in relation to the responsible conduct of gambling), the Board has power to:

- (a) *implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
- (b) *include in those polices measures to assist in the harm minimisation objects;*
- (c) *take steps to enforce those policies; and*
- (d) *without limiting the generality of Rule 9.7(c), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary’s delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 shall not apply to any such decision.*

- (c) **inserting** the following words at the end of Rule 15.1:

“provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 15.9 to verify their identity.”

(d) **inserting** into Rule 15.4 after the words "*in writing*" the words "*either in hard copy or created electronically*".

(e) **inserting** into Rule 15.5 after the words "*application for membership*" the words "*made in a hard copy application*".

(f) **renumbering** Rules 15.8, 15.9 and 15.10 as 15.11, 15.12 and 15.13 respectively and then **inserting** the following new Rules 15.8, 15.9 and 15.10:

"15.8 A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorised officer of the Club:

(a) the entrance fee and the appropriate annual subscription if any; and

(b) identification such as (without limitation a current driver's licence or a current passport) held by that applicant".

15.9 The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.

15.10 A person whose online application has been referred to the Secretary in accordance with Rule 15.9 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member."

(g) **deleting** from renumbered Rule 15.11 the words "*and address*".

(h) **inserting** the following new Rule 15.14:

"If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by Rule 15.9 to verify their identity."

(i) **deleting** from Rules 16.1 and 16.3 all words from and including "provided that"

(j) **deleting** Rule 16.5 and including the following new Rule:

"If a subscription is not charged for a membership, the member must renew their membership by the due date set for that renewal as determined by the Board. If a member does not renew their membership by the due date, the member shall cease to be a member of the Club and be removed from membership of the Club and the provisions of Rule 20 shall not apply to such cessation of and removal from membership."

(k) **inserting** the following new Rules 20.5 to 20.9:

"Disciplinary Powers of the Secretary

20.5 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:

(a) is unbecoming of a member; or

- (b) *is prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- 20.6 *In respect of any suspension pursuant to Rule 20.5 the requirements of Rule 20.1 shall not apply.*
- 20.7 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.5, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
 - (a) *the member has been suspended as a member of the Club; and*
 - (b) *the period of suspension;*
 - (c) *the privileges of membership which have been suspended; and*
 - (d) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Club pursuant to Rule 20.*
- 20.8 *If a member submits a request under Rule 20.7(d):*
 - (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.1;*
- 20.9 *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."*

(l) **inserting** the following new Rule 28.4

"Notwithstanding any other provision of this Constitution, the election of the Board may be conducted wholly or partly through electronic means and references to ballot papers in Rule 27.1 shall include electronic voting methods and records. If the election of the Board is to be conducted wholly or partially through electronic means, members will be able to vote by either using their own personal electronic device without having to attend the Club's premises, or by using a designated computer or other electronic device at the Club's premises."

(m) **inserting** in Rule 29.11(a) after the word "establish" the words "and dissolve".

(n) **deleting** from Rule 30.1 the words "calendar month for the transaction of business" and in their place **inserting** the words "each quarter for the transaction of business, where quarter means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December in each year,"

(o) **inserting** the following new Rule 35.3A:

"Subject to Rule 35.4, the Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:

- (a) *at one or more physical venues;*
- (b) *at one more physical venues using virtual meeting technology; or*
- (c) *using virtual meeting technology."*

(p) **inserting** at the end of Rules 35.44 the words "All members participating in such a meeting whether in person or virtually are taken for all purposes to be present in person at the meeting while so participating".

(q) **inserting** the following new Rules 35.53 and 35.54

POSTPONING AND CANCELLING MEETINGS

35.53 *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*

WITHDRAWAL OF RESOLUTIONS

35.54 *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

(r) **inserting** the following new Rule 42.5:

“A director or the secretary may sign a document pursuant to this Rule 42 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document.”

(s) **deleting** Rule 43 and in its place **inserting** the following new Rule 43:

“43.1. A notice may be given by the Club to any member either:

- (a) personally; or*
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) by sending it by any electronic means; or*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

43.2. Where a notice is sent by post to a member in accordance with Rule 43.1 the notice shall be deemed to have been received by the member on the day following that on which the notice was posted.

43.3. Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

43.4. Where a member is notified of a notice in accordance with Rule 43.1(d), the notice is taken to have been received on the day following that on which the notification was sent.”

Notes to Members on Fourth Special Resolution

17. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act 2001 and Registered Clubs Act 1976, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
18. **Paragraph (a)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology and that references to something being in writing includes writing in soft copy or electronic form.

19. **Paragraphs (b)** includes a new rule to refer to the Club's responsible service of alcohol and responsible conduct of gambling polices.
20. **Paragraphs (c) to (h)** update the Constitution in relation to applications for membership, allow application for membership to be lodged electronically, confirm the identification necessary to become a Provisional member and amend the Club's Constitution to reflect the Club's current practice.
21. **Paragraphs (i) and (j)** update the Constitution in relation to subscriptions, the method of payment if the Board imposes subscriptions on members, removes the minimum subscription and removes the requirement for the Club to write to all members for subscription renewal.
22. **Paragraph (k)** introduces new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
23. **Paragraph (l)** clarifies that that the election of the board can be conducted wholly or partially through electronic means.
24. **Paragraph (m)** update the Constitution to confirm the Board's powers in relation to sub clubs.
25. **Paragraph (n)** updates the Constitution in relation to Board meetings to reflect the current requirements of the Registered Clubs Act. The Act no longer requires the Board to meet monthly.
26. **Paragraphs (o) to (p)** will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act and allow for the use of technology.
27. **Paragraph (q)** will update the Constitution to confirm the power of the Club to cancel general meetings or remove items of business that have been put forward by the Board.
28. **Paragraph (r)** will update the Constitution to allow the Club to execute documents electronically.
29. **Paragraph (s)** amends the Constitution in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.

PROCEDURAL MATTERS

1. To be passed, the Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who are eligible to do so in person vote on the Special Resolution/s at the meeting.
2. Life and Club Members are the only members eligible to vote on the Special Resolutions.
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

The Board recommends the Special Resolutions and proposed new Constitution to Members.

By direction of the Board,



Chief Executive Officer