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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING  
of the Club will be held in the Clubhouse on

**Sunday 1st November 2020 at 10.00am**

1. *Apologies*
2. *Vale – in remembrance of past members.*
3. *To confirm the Minutes of the Annual General Meeting held on 20th October 2019.*
4. *To receive the Chairman's Report.*
5. *To receive and consider the Director's Report and the Financial Statements for the year ended 30<sup>th</sup> June 2020 and the Auditor's Report.*
6. *To consider a Notice of Motion as follows:*

*We, the undersigned, give notice of motion for consideration at the Annual General Meeting of Sussex Inlet Bowling Club Limited to be held on Sunday 1st November 2020. Pursuant to the Registered Clubs' Act the Members hereby approve that the Board during the period preceding the 2021 Annual General Meeting may receive the following benefits and members acknowledge that the benefits are not available to members generally:*

- i) Reasonable refreshments to be associated with each Board Meeting and other duties of Meat Markets, Bingo or any similar activity within the Club.*
- ii) The reimbursement of expenses limited to \$100 per month incurred by directors for entertaining visiting guests and other promotional activities.*
- iii) The right of Directors to incur reasonable expenses in travelling relating to their duties on production of invoices, receipts or other proper documentary evidence of such expenditure.*
- iv) The reasonable cost of Directors attending seminars, trade displays, fact finding tours and other similar events as may be determined by the Board from time to time.*

*Moved by G. Sawyer and seconded R. Jackson.*

7. *To consider a Notice of Motion as follows:*

*We, the undersigned, give notice of motion for consideration at the Annual General Meeting of Sussex Inlet Bowling Club Limited to be held on Sunday 1<sup>st</sup> November 2020. Pursuant to the Registered Clubs' Act the Members hereby approve that the Directors holding the positions of Chairman and Treasurer receive Honorary payments of \$2,500 each respectively per annum and the Director holding the position of Vice Chairman receive an Honorary of \$500.*

*Moved by G.Sawyer and seconded B Jackson*

8. *To consider the Special Resolutions as follows:*

**SUSSEX INLET BOWLING CLUB LIMITED**  
**ABN 72 001 057 905**

**NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that at the Annual General Meeting of **SUSSEX INLET BOWLING CLUB LIMITED** to be held on **Sunday 1st November 2020** commencing at **10.00am** at the premises of the Club, St Georges Avenue, Sussex Inlet, New South Wales, the members will be asked to consider and if thought fit pass the Special Resolutions set out below:

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**PROCEDURAL MATTERS**

1. To be passed the Special Resolutions must receive votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolutions at the meeting.
  2. Only Life members, financial Bowling members, financial Associate members and financial Non Bowling members are 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.
  4. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
  5. The Board of the Club recommends the Special Resolutions to members.
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**FIRST SPECIAL RESOLUTION**

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

That the Constitution of Sussex Inlet Bowling Club Limited be amended by:

- (a) **deleting** rule 21 (c) and re numbering existing rule 21 (d) as 21 (c):
- (b) **deleting** Rule 17(a) and in lieu thereof **inserting** the following new Rule 17(a):  
"17(a) Intentionally Deleted."
- (c) **deleting** Rules 70 to 78 inclusive and the headings before those Rules and in lieu thereof **inserting** the following new headings and Rules 70 to 78 inclusive:

**SECOND SPECIAL RESOLUTION"70. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

- 70.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 70.2.*
- 70.2 *Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*
- (a) *must not vote on the matter; and*
  - (b) *must not be present while the matter is being considered at the meeting.*

**THIRD SPECIAL RESOLUTION71. REGISTERED CLUBS ACCOUNTABILITY CODE**

71.1. *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 71.*

71.2 *For the purposes of this Rule 71, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

#### *Contracts With Top Executives*

71.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) the top executive’s terms of employment; and*
- (b) the roles and responsibilities of the top executive;*
- (c) the remuneration (including fees for service) of the top executive;*
- (d) the termination of the top executive’s employment.*

71.4 *Contracts of employment with top executives will not have any effect until they approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

#### *Contracts With Directors Or Top Executives*

71.5 *Subject to rule 71.7 and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*

71.6 *A “pecuniary interest” in a company for the purposes of Rule 71.5 does not include any interest exempted by the Registered Clubs Act.*

#### *Contracts With Secretary And Managers*

71.7 *Unless the commercial arrangement or contract is a contract of employment or is a contract that results from an open tender process or is otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*

- (a) the Secretary or a manager; or*
- (b) any close relative of the Secretary or a manager;*
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .*

#### *Loans To Directors And Employees*

71.8 *The Club must not:*

- (a) lend money to a director of the Club; and*
- (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

#### *Restrictions On The Employment Of Close Relatives Of Directors And Top Executives*

71.9 *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*

71.10 *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.*

#### *Disclosures By Directors And Employees Of The Club*

71.11 *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and*
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club’s premises;*

- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the Club.

71.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 31.11.

*Provision of Information To Members*

71.13 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relate; and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

**FOURTH SPECIAL RESOLUTION 72-78. INTENTIONALLY DELETED.**

- (a) **deleting** Rule 83 (b) and in lieu thereof **inserting** the following new Rule 83 (b):

“(b) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.

In this Rule 83 the term "the request" shall mean the request referred to in this paragraph (b).”

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**Notes to Members on Special Resolution**

1. The Special Resolution proposes four (4) amendments to the Club’s Constitution to delete a rule which is no longer relevant and to bring the Constitution into line with the *Corporations Act, Registered Clubs Act* and *Registered Clubs Regulation*.
2. **Paragraph (a)** deletes a provision which should have been deleted with earlier amendments to the Club’s Constitution in connection with transferring a bowling member to another category of membership if certain circumstance existed. The rule dealing with those circumstances was previously deleted and rule 21 (c) as it now appears makes no sense once the other provision was deleted and accordingly needs to be removed from the Constitution.
3. **Paragraph (b)** deletes a provision which is not required. This provision is no longer required because the Registered Clubs Act no longer prescribes a maximum number of members for registered clubs.
4. **Paragraph (c)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the recent and significant amendments to the corporate governance and accountability provisions of the *Registered Clubs Act* and *Registered Clubs Regulation*.
5. **Paragraph (d)** amends existing provisions relating to the calling of general meetings on the request of members to bring the Constitution into line with the *Corporations Act*.

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**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 Sussex Inlet Bowling Club Limited be amended by:

- (a) **deleting** Rule 18(c) and **inserting** the following new Rule 18(c).  
*“Deleted.”*
- (b) **deleting** Rule 21(c) and **inserting** the following new Rule 21(c):  
*“Deleted.”*
- (c) **deleting** the sub heading “*Non Bowling Members*” and Rule 23 and **inserting** the following new Rule 23:  
*“Deleted.”*
- (d) **deleting** the words “, *Non Bowling members*” from Rule 26(c).
- (e) **deleting** the words “, *Non Bowling member*” from Rules 27(a) and 27(c).
- (f) **deleting** Rule 27(b) and **inserting** the new Rule 27(b):  
*“Deleted.”*
- (g) **deleting** Rule 34(a)(iii) and **inserting** the following new Rule 34(a)(iii):  
*“Deleted.”*
- (h) **deleting** the words “, *Non Bowling members*” from Rule 40(a).
- (i) **deleting** Rule 112 and **inserting** the following new Rule 112:  
*“This Constitution can only be amended by way of Special Resolution passed at a General Meeting of the members of the Club. Life members, financial Bowling members and Associate members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.”*
- (j) **deleting** Rule 51.1(a) and inserting the following new Rule 51.1(a):  
*“(a) The Board shall consist of:*  
*(i) not less than five (5) and not more than nine (9) directors who shall comprise a Chairperson, Deputy Chairperson, Treasurer and up to six (6) Ordinary directors; to be elected by the members or appointed by the Board to fill casual vacancies in accordance with Rule 81; and*  
*(ii) up to 2 directors appointed by the Board pursuant to Rule 52.1(a1).*  
*Provided that there shall be no more than 9 Directors on the Board at any one time and any appointment pursuant to (ii) above will not be beyond the next Biennial election of the Board so that the full 9 positions on the board will be available for election.”*
- (k) **inserting** the following new Rules 51.1(a1), 51.1(a2), 51.1 (a3) and 51.1 (a4) immediately after Rule 51.1(a)  
*“(a1) The Board may appoint two (2) directors pursuant to clause 31 of the Registered Clubs Regulation.*  
*(a2) Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.”*  
*(a3) A person appointed under subclause (a1):*  
*(a) may be appointed for a term of no more than 3 years, and*  
*(b) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and*  
*(c) is not eligible for re-appointment under subclause (a1), including re-appointment after the end of that term.*  
*(a4) Within 21 days of an appointment being made under subclause (a1), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club’s website (if any) that states:*  
*(a) the reasons for the person’s appointment, and*  
*(b) the person’s relevant skills and qualifications, and*

(c) any payments to be made to the person in connection with his or her appointment.”

(l) **deleting** Rule 52 and **inserting** the following new Rules 52 and 52A:

“52. Subject to Rule 53, only financial Bowling members, Life members and in accordance with Rule 52A Social members shall be entitled to stand for and be elected or appointed to the Board.

52A Social members shall only be eligible to stand for and be elected or appointed to the position of Ordinary Director. The maximum number of persons who are Social members who may fill the position of Ordinary Director at any one time is two (2) persons. Social members who are elected or appointed to the position of Ordinary Director shall have the same rights and privileges as Life members and Bowling members who are elected or appointed to the position of Ordinary Director.”

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*Notes to Members on the Second Special Resolution*

6. The Second Special Resolution proposes to amend the Club’s Constitution to delete references to a defunct membership category and also to amend the Rules in relation to the composition of the Board.
7. **Paragraphs (a) to (i) inclusive** propose to remove all references to Non Bowling members as found in the Constitution as this category of membership is no longer used by the Club. Removing the references will update the Constitution to accurately reflect the activities of the Club.
8. **Paragraphs (j) and (k)** propose to provide the Board with the power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
9. The *Registered Clubs Act* and *Registered Clubs Regulations* enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
10. If the Second Special Resolution is passed, the Board **may** appoint up to two (2) directors to the Board.
11. For the avoidance of doubt:
  - (a) the directors appointed to the Board are **in addition** to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies so the Board could consist of 9 directors; and
  - (b) the Board is not required to appoint persons to the Board but it may do so if it wishes;
  - (c) any person appointed by the Board to be a director only has to satisfy the requirements of the *Registered Clubs Act* and *Registered Clubs Regulations* to be appointed and does not have to satisfy any requirement in this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
  - (d) if a person is appointed to the Board, the Club must, within twenty one (21) days of the appointment, display a notice on the Club’s noticeboard and website stating:
    - (i) the reasons for the person’s appointment, and
    - (ii) the person’s relevant skills and qualifications, and
    - (iii) any payments to be made to the person in connection with his or her appointment.
12. This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.

13. For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.
14. **Paragraph (l)** proposes to make Social members eligible to stand for and be elected to the position of Ordinary Director. The amendment will only allow for a maximum of two (2) Social members to be elected as Ordinary Directors out of the six (6) Ordinary Director positions.

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**Dated: 29.9.20**

**By direction of the Board**

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**Vicki Black**

**Chief Executive Officer**

9. *To elect Patrons.  
In accordance with Article 55 of the Company's Constitution Mr John Fleeton and Mr Leslie Lockhart retire and are eligible for re-election.*

10. *To receive any items of General Business brought forward in accordance with the Company's Constitution.*

*By order of the Board*

*Vicki Black  
Company Secretary*

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#### **VOTING FOR BOARD OF DIRECTORS**

*We advise that all current financial members are **eligible to vote** for our board of directors for the 2020-2020 financial year. You are also eligible to attend and vote on any special resolutions which are considered at our annual general meeting.*

*Your attention is drawn to the following requirements of our constitution:*

1. *The officers of the Club shall consist of a Chairperson, a Deputy Chairperson, a Treasurer and six (6) Directors.*
2. *Candidates for nomination as Officers of the Club must be full bowling members. His/her proposer and seconder must also be full bowling members.*
3. *Nominations for office bearers will close with the Secretary at 4.00pm on Friday 16<sup>th</sup> October 2020.*
4. *Where there is more than one candidate for any position the election shall be determined by secret ballot in the Clubrooms on the weekend of the Annual General Meeting. Voting hours will be on Saturday 31<sup>st</sup> October 2020 between the hours of 10.00am and 8.00pm. Members unable to vote on Saturday for business or personal reasons may vote on Friday 30<sup>th</sup> October 2020 between the hours of 11.00am and 4.00pm.*
5. *Current membership card must be produced to enable you to cast your vote and to attend the annual general meeting.*

*By order of the Board  
Vicki Black  
Company Secretary*