

CABRAMATTA BOWLING & RECREATION CLUB LIMITED

ACN 000 976 894

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Cabramatta Bowling & Recreation Club will be held at the Club on Sunday 25th August 2019 at 10.00am.

Business

1. Apologies
2. Adopt the minutes of the Annual General Meeting held Sunday 26th August 2018
3. Correspondence
4. To receive and consider the Directors Report, Financial Statements including the Balance Sheet, Trading and Profit and Loss Accounts, and the Auditor's Report of the year ended 31st May, 2019
** Members are requested to advise the Chief Executive Officer in writing, seven (7) days prior to the date of the Annual General Meeting of any questions in relation to the Financial Accounts, so that a researched answer may be given.*
5. To declare the ballot, in accordance with the Articles of Association, for the Board of Directors for the ensuing year, namely
 - President
 - Director x 1
6. To appoint
 - Club Patrons
 - Welfare Officer/s
 - Delegates for Zone
7. To consider and if thought fit pass the following ordinary resolution for Directors' honorariums for 2018-2019:
That pursuant to the Registered Clubs Act the members hereby approve payment of honorariums to directors of the Club in respect of the Directors' services to the Club until the Annual General Meeting of the Club to be held in 2019 with such honorarium to be paid to those persons who hold office at that time:
President \$7,100 – Bevlink Card \$500 per month
Senior Vice President \$5,400 – Bevlink card \$125 per month
Junior Vice President \$3,500 - Bevlink card \$125 per month
Director (5) \$3,000 - Bevlink card \$125 per month
Welfare Officer \$1,000
8. To consider and if thought fit pass the following ordinary resolution for Directors' expenses and benefits for 2018-2019:

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (1.a) The members hereby approve and agree to reasonable expenditure of up to \$10,000 by the Club until the next Annual General Meeting of the Club for the following expenses of the Board of Directors, subject to specific amounts being authorised by the Board of Directors of the Club:
- (1.a.i) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such duties, including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.
- (1.a.ii) Reasonable expenditure on food and beverages incurred by Directors in entertaining members and guests of the Club in the course of their duties as Directors.
- (1.a.iii) Reasonable expenditure on food and beverages for Directors and partners for two dinners per year, and other functions where appropriate, and required to represent the Club.

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(1.a.iv) Reasonable costs of a meal and beverage for Directors immediately before, during or after a Board or Committee meeting or Club related meeting where the meeting corresponds to a normal meal time.

(1.a.v) Reasonable costs of providing each Director items of clothing displaying the Club's logo, name or other distinguishing feature to be worn at official functions and on occasions when Directors are required to represent the Club, provided that a Director shall, at the conclusion of his/her term of office, return the apparel to the Club.

(1.b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of the Club.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

(1.a) The members hereby approve and agree to reasonable expenditure of up to \$30,000 by the Club for professional development and education of the Board of Directors until the next Annual General Meeting of the Club, subject to specific amounts being authorised by the Board of Directors of the Club, being:

(1.b.i) The reasonable costs of Directors attending the Clubs NSW Annual General Meeting and meetings of other association of which the Club is a member.

(1.b.ii) The reasonable costs of Directors attending seminars, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board.

(1.b.iii) The reasonable cost of Directors attending other registered clubs or similar types of business for the purpose of observing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.

(1.b.iv) Attendance at functions with partners held in association with the activities in subparagraphs (i) (ii) and (iii) of this Resolution where appropriate and required to represent the Club including the reasonable cost of partners' accommodation.

(1.c) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of the Club and those members directly involved in the above activities.

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

(1.a) Members hereby approve the setting aside of designated parking spaces in the Club's premises for the use of the Directors of the Club.

(1.d) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those members who hold the offices listed in paragraph (a) above.

9. To consider and if thought fit pass the following Special Resolution:

PROCEDURAL MATTERS

To be passed the Special Resolution 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 Resolution at the meeting.

Only Life members and financial Bowling members are eligible to vote on the Special Resolution.

Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

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Amendments to the Special Resolution (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.

The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

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

That the Constitution of Cabramatta Bowling and Recreation Club Limited be amended by:

- (a) **deleting** Article 9 (a) and in lieu thereof **inserting** the following Article Rule 9 (a):
“9 (a) Intentionally Deleted.”
- (b) **adding** the words, “or the Secretary independently of the Board” after the words, “the Board” in Article 33 (d).
- (c) **adding** the following new Articles 37 (f) and 53 (i):
“(f) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the regulations made under the Registered Clubs Act.”
“(i) fails to complete the mandatory training requirements for directors referred to in Rule 37(f) within the prescribed period (unless exempted)”.
- (d) **adding** the following new Articles 49A and 49B:
“49A A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last Director signs the document containing the resolution.
49B A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.”
- (e) **deleting** Articles 50, 51, 51A and 52A inclusive and the headings before those articles and in lieu thereof **inserting** the following new headings and Articles 50 and 51 inclusive:
“30. MATERIAL PERSONAL INTERESTS OF DIRECTORS
30.1 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 30.2.
30.2 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.*

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31. REGISTERED CLUBS ACCOUNTABILITY CODE

31.1. *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 31.*

31.2 *For the purposes of this Rule 31, 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

31.3 *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.*

31.4 *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

31.5 *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.*

31.6 *A “pecuniary interest” in a company for the purposes of Rule 31.5 does not include any interest exempted by the Registered Clubs Act.*

Contracts With Secretary And Managers

31.7 *Unless 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

31.8 *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

31.9 *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.*

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31.10 *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

31.11 *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.*

31.12 *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

31.13 *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.*

32. INTENTIONALLY DELETED."

(f) **adding** in the following new Article 34AAA:

- (a) Pursuant to the amalgamation between the Club and Malua Bay Bowling and Recreation Club Limited the Board shall delegate its powers and functions to conduct disciplinary hearings arising from conduct at the Malua Bay Club premises to a disciplinary committee constituted by the Board from time to time comprised of Malua Bay members.*
- (b) The disciplinary committee shall not have the power to commence disciplinary hearings against members or issue notices of disciplinary charges and hearings to members with such powers to rest with the Club.*
- (c) The Disciplinary Committee will be subject to the Club's Constitution at all times, including but not limited to Articles 34A(c) and (d)."*

(g) **deleting** the words, "or 100 (whichever is the lesser)" from Article 56 so that the first 3 lines of Article 56 will appear as follows:

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“The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than 5 per centum of those members of the Club entitled to attend and vote at general meetings forthwith.”

- (h) **deleting** the words and number “forty (40) members or twenty (20) per centum of Full members” from Article 59 and replace them with, “twenty (20) members” so that Article 59 will appear as follows:

“No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall be not less than twenty (20) members of the Club having a right to attend and vote at General Meetings.”

- (i) **deleting** Article 67 and in lieu thereof **inserting** the following new Article 67:

“The Board shall:

cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;

prepare, on a quarterly basis, financial statements that incorporate:

the Club’s profit and loss accounts and trading accounts for the quarter; and

a balance sheet as at the end of the quarter;

cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board;

make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board;

indicate, by displaying a notice on the Club’s premises and on the Club’s website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule; and

provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.”

- (j) **deleting** Articles 75 and 76 and in lieu thereof **inserting** the following new Articles 75, 76, 76A, 76B and 76C:

“75 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 to the electronic address (if any) nominated by the member.

(d) by notifying the member in accordance with Rule 95 (in the case of notices of general meetings (including Annual General Meetings) only)

76 If the member nominates:

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- (a) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
 - (b) *an electronic means (the nominated access means) the member may use to access notices of meeting;*
The Club may give the member notice of the meeting by notifying the member (using the nominated notification means):
 - (c) *that the notice of meeting is available; and*
 - (d) *how the member may use the nominated access means to access the notice of meeting.*
- 76A *Where a notice is sent by post to a member in accordance with Rule 75 (b) the notice shall be deemed to have been received by the members:*
- (a) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
 - (b) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
- 76B *Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent."*
- 76C *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 76 the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available."*

Notes to Members on Special Resolution

1. The Special Resolution proposes a number of amendments to the Club's Constitution to bring the Constitution into line with the *Corporations Act, Registered Clubs Act and Registered Clubs Regulation*.

Paragraph (a) 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.

Paragraph (b) clarifies that the Secretary of the Club has the power to suspend a member from membership of the Club until the hearing of a disciplinary charge against the member concerned.

Paragraph (c) introduces the requirement in the *Registered Clubs Act and Regulation* that new directors of the Club must undertake mandatory director training. If a newly elected or appointed director fails to undertake the mandatory training then an automatic vacancy in their office of Director will arise.

Paragraph (d) brings the Articles into line with provisions in the *Corporations Act* allowing for the Board to pass resolutions by circulating paper resolutions and for the use of technology to conduct board meetings.

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Paragraph (e) 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*.

Paragraph (f) clarifies that the Board shall delegate its powers to discipline members at the Malua Bay Club premises to a disciplinary committee to be set up by the Board of the Club comprising of Malua Bay members. This will be the same system as in place at the club's Bundeena premises.

Paragraph (g) 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*.

Paragraph (h) will reduce the number for a quorum for a general meeting of members of the Club (which is the minimum number needed to hold a legally valid meeting) from 40 or 20 per centum of the membership to 20 members. It has been difficult in recent years to reach the quorum of 40 members and the Board supports this change.

Paragraph (i) inserts provisions from the *Registered Clubs Act* dealing with financial reporting to members.

Paragraph (j) proposes to introduce an additional way in which the Club may give notices of general meetings (including Annual General Meetings) to members.

It proposes that:

- (a) A member may nominate an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available and an electronic means (the nominated access means) the member may use to access notices of meeting; and
 - (b) If a member has made the nomination referred to in paragraph (a), the Club may give the member notice of the meeting by notifying the member using the nominated notification means that the notice of meeting is available and how the member may use the nominated access means to access the notice of meeting.
2. The above procedure is permitted by the *Corporations Act*.
 3. By way of example, the above procedure could involve:
 - (a) a member making a written nomination to the Club that he or she wishes to be notified that notices of meeting are available by text message and that he or she wishes to access notices by clicking the link in the text message; and
 - (b) after receiving that written nomination, the Club sends a text message to the member notifying him or her that the notice of meeting is available and it can be accessed by clicking the link in the message.
 4. Members will only receive notices of meeting in the above manner if they nominate to do so.

Dated: 30th July 2019

By direction of the Board



Jay Porter
Chief Executive Officer

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