

CABRA BOWLS group

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 28th November 2021, 10am.

Business

1. Apologies
2. Adopt the minutes of the Annual General Meeting held Sunday 30th August 2020
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, 2021

**Members are requested to advise the Group 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:

- Director (2 positions)

6. To appoint

- Club Patron/s

- Delegates for Zone

7. To consider and if thought fit pass the following ordinary resolution for Directors' and other honorariums for 2020-2021:

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 for the 2020-2021 year:

President \$9,000 – Bevlink card \$500 per month

Senior Vice President \$4,500 – Bevlink card \$125 per month

Junior Vice President \$4,000 – Bevlink card \$125 per month

Director (4) \$3,500 – Bevlink card \$125 per month

Audit Committee Chairperson \$1,750

8. To consider, and if thought fit pass the following ordinary resolutions for Directors' expenses and benefits for 2021-2022:

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.
 - (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 mealtime.
 - (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 (1.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 ClubsNSW 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.b) The members acknowledge that the benefits in paragraph (1.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 ordinary resolution:

That pursuant to Article 44A of the Club's Constitution the members hereby approve the Board of Directors of the Club entering into a contract for building works to rebuild the Club's premises at

Malua Bay for a sum exceeding \$1,000,000.00 but not in excess of \$10,000,000.

Notes to Members on the Ordinary Resolution

1. As members are aware the Club's premises at its Malua Bay site were destroyed by fire in the 2019 summer bush fires.
2. The Board sought and received the members approval pursuant to Article 44 at last year's AGM to the following resolution.

"That pursuant to Article 44A of the Club's Constitution the members hereby approve the Board of Directors of the Club entering into a contract for building works to rebuild the Club's premises at Malua Bay for a sum exceeding \$1,000,000.00 but not exceeding \$6,500,000."

3. Based on this approval the Board commenced building works at Malua Bay in March 2021.
4. As pointed out in the Notes to members at the AGM last year, Article 44A in the Club's Constitution provides as follows:

"BUILDING CONTRACTS

44A. Notwithstanding anything contained in Articles 43 or 44 of these Articles of Association the Board of the Club shall not exercise any power in those Articles to enter into any contract for building works or renovations to the Club's premises which would involve expenditure by the Club of a sum in excess of \$1,000,000 unless the proposed expenditure has been approved by a resolution passed at a general meeting or annual general meeting of members of the Club by a simple majority of those members, who being eligible to do so vote in person at that meeting provided not less than 21 days' notice of the intention to propose such a resolution at that meeting has been given to all eligible members."

5. Although the Board has received the approval of members at the AGM last year for the Club to enter into a contract for building works to rebuild the Malua Bay licensed premises which would involve expenditure of a sum in excess of \$1,000,000.00, it has become clear that the final cost of the new building will exceed \$6,500,000 and could be an amount closer to \$10,000,000.0000 The reasons why the final cost will be higher than anticipated are firstly due to the Board deciding to rebuild a club with greater capacity and footprint than was operating prior to the fires; and secondly due to the Board deciding to build an additional structure which will be known as 'The Pavilion' to accommodate bowls and other functions that was not part of the original plans.
6. As indicated in the Notes to members from last year's AGM the Club has received \$5,680,000 by way of building insurance proceeds and expects now to contribute a further \$3,820,000 in order to complete the rebuilding of the premises. This amount includes \$2,320,000 contribution to the main club and \$1,500,000 for the purpose-built Pavilion building.

-
10. To consider, and if thought fit pass the following Special Resolutions:

PROCEDURAL MATTERS

1. To be passed each 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 Resolutions at the meeting.
2. Only Life members and financial 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.

FIRST SPECIAL RESOLUTION

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

That as and from the Annual General Meeting to be held in 2022 and for the purposes of the election for the Board held before that Annual General Meeting the Constitution of Cabramatta Bowling and Recreation Club Limited be amended by:

(a) **deleting** Article 37 which provides as follows

"37. Subject to Article 38B, the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of eight (8) Directors of the Club comprising a President, Senior Vice President, Junior Vice President and five (5) ordinary directors.

And by **inserting** the following new Article 37

37. Subject to Article 38B, the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of seven (7) Directors of the Club comprising; a President, Vice President and five (5) ordinary directors."

(b) **deleting** the word, "Senior" where it appears before the words, "Vice President" in Articles 46, 54 (a) and 61.

(c) **deleting** the words, "and shall state the office or offices for which the nominee is nominated" from Article 39 (a).

(d) **deleting** the words, "any position" from Article 39 (d) and inserting "the available positions"

(e) **deleting** the words, "or ballots" where they appear in Article 39 (e).

(f) **deleting** Article 39(g) (vii) and **inserting** in lieu thereof the following new Article 39(g)(vii):

"(vii) The member shall mark the ballot/voting paper in such way as directed by the Returning Officer on the ballot/voting paper."

(g) **deleting** Articles 39 (g) (x), (xi) and (xii) and **inserting** the following new Articles 39 (g)(x), (xi) and (xii):

"(g)(x) Deleted.

(g)(xi) Deleted

(g)(xii) Deleted"

(h) **inserting** the following new Articles 39 (g) (xvii) and (xix):

"(xvii) The directors elected to the positions of President, Senior Vice President and Junior Vice President by the members in the annual election of the Board held in 2021 shall, subject to these Articles, hold those offices until the conclusion of the Annual General Meeting held in 2022. In accordance with Article 37 the positions of Senior Vice President and Junior Vice President shall be replaced by the position of Vice President and another position of ordinary director.

(xviii) For the purposes of the election of the Board to be conducted in 2022 and all elections of the Board thereafter:

(1) Members shall elect directors to the vacancies on the Board caused by the operation of the triennial rule set out in Article 38(A); and

(2) As soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President and a Vice President.

(3) The directors elected to the positions of President and Vice President shall, subject to these Articles, hold those offices until the conclusion of the next Annual General Meeting."

(i) **inserting** at the beginning of Article 39 the words "References to the election of the Board in this Article 39 refer to positions on the Board to be elected in anyone one (1) year in accordance with

the triennial rule set out in Article 38A."

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes to make 2 changes to the Constitution.
2. The first change which will come into effect as and from the AGM held in 2022 is to replace the positions of Senior Vice President and Junior Vice President with the position of Vice President and another position of ordinary director so the board would consist of a President, Vice President and five (5) ordinary directors.
3. The Board is of the view that there is no need to have 2 Vice President positions. The role of a Vice President is to fill in and chair Board meetings and General Meetings of the Club when the President is unwilling or unable to chair the meeting. If the Vice President is unwilling or unable to chair the meeting, then the directors choose a director from amongst themselves to chair the meeting.
4. The second change will also come into effect as and from the AGM to be held in 2022 and it will be to amend the method of electing the President and the Vice President, so those positions are no longer directly elected by the members.
5. The Constitution currently provides that members directly elect a President, a Senior Vice President, and a Junior Vice President and four (4) ordinary directors.
6. If the First Special Resolution is passed, then, the directors elected to the positions of President, Senior Vice President and Junior Vice President by the members in the annual election of the Board held in 2021 will continue to hold those offices until the conclusion of the Annual General Meeting held in 2022.
7. From 2022 the Board will consist of a President, Vice President and 5 ordinary directors. For the purposes of the election of the Board to be conducted in 2022 and all elections of the Board thereafter:
 - (a) members will elect directors to the Board (but will not directly elect the President or the Vice President); and
 - (b) as soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President and a Vice President.
 - (c) the directors elected to the positions of President and Vice President shall, subject to these Articles, hold those offices until the conclusion of the next Annual General Meeting.
8. In summary the change will mean from 2022 that members will no longer directly elect persons to the roles of President and Vice President for 3-year terms. However, members will continue to directly elect persons to the role of director in accordance with the Triennial Rule and those elected directors shall meet as soon as possible after each AGM and elect a President and a Vice President from amongst themselves for the next 12 months.
9. The Board appreciates that some members may see the second aspect of the proposed change, set out in the paragraph immediately above, simply as an attempt to take away the right of members to vote directly for the President and the Vice President. However, the Board was not motivated by that. It has no vested interest in the outcome. The Board wanted to present this option to the members as a number of other clubs have adopted this system. The main argument for it is that the elected directors themselves are in the best position to work out who is best amongst them to lead them as President and Vice President.

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 Cabramatta Bowling and Recreation Club Limited be amended by:

- (a) **inserting** the following new Article 22 (e):

"22 (e) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide

any reason."

- (b) **inserting** the following new Article 51.13 and by making existing Article 51.13 Article 51.14:
"TRAINING DISCLOSURES
51.13 The Club must make available to members:
(a) details of any training which has been completed by directors, the Secretary, and managers of the Club in accordance with the Registered Clubs Regulation; and
(b) the reasons of directors, the Secretary, and managers of the Club for any exemptions from undertaking the training prescribed by the Registered Clubs Regulation.
- (c) **deleting** from Article 53(e) the words "*made under the Act*" and inserting the words "*or declaration made under the Act, Liquor Act or Registered Clubs Act*".
- (d) **inserting** the following new Article 62B:
"CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS
62B 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."
- (e) **inserting** the following new Article 62C:
"USE OF TECHNOLOGY FOR GENERAL MEETINGS
62C The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting."

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes some amendments to the Club's Constitution to bring it into line with the Corporations Act and the Registered Clubs Act and their associated regulations and best practice.
2. Paragraph (a) clarifies that the Club can terminate the membership of a Provisional member at any time without notice and without having to provide any reason.
3. Paragraph (b) amends existing provisions regarding corporate governance and accountability to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
4. Paragraph (c) amends existing provisions regarding vacancies on the Board to bring those provisions into line with the Corporations Act, Liquor Act and Registered Clubs Act.
5. Paragraphs (d) and (e) amends existing provisions relating to general meetings to bring the Constitution into line with the Corporations Act.

11. General Business

12. Meeting Close

Dated: 3rd August 2021

by direction of the Board

Jay Porter
Group Chief Executive Officer

ABN 48 000 976 894
Cabra Bowls Group
82 Longfield Street, Cabramatta NSW 2166
(02) 9728 4344 | info@cabrabowls.com.au
www.cabrabowls.com.au