

ABN 99 000 972 172 ACN 000 972 172

ANNUAL GENERAL MEETING

**Notice is hereby given that the Annual General Meeting of the company will be held at the Club
Sunday 24th September 2023 at 10am**

Business

Confirmation of Minutes of previous annual General Meeting held on the 16th October 2022.

To receive Annual Report, Financial Statement, Balance Sheet and Auditors Report as of 31st May 2022.

Chairman's Report

Treasurer Report

Ordinary Resolution*

Special Resolution#

Appoint Returning Officer and Scrutineers

Election of Patrons

Election of Office Bearers (Two-Year Term) – Chairperson, two (2) Deputy Chairpersons, Honorary Treasurer, and Committee of five Directors

ANY OTHER BUSINESS (of which due notice has been given) that may be brought before the meeting in accordance with the rules of the Club.

Ordinary Resolution*

“That pursuant to the Registered Clubs Act 1976, the members hereby approve and agree to the members of the Board during the period preceding the next

Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in subparagraphs (a) to (b) are not available to members equally, but only to those members who are elected to the Board of Directors of the Club:

(a) reasonable meals and refreshments for each director in conjunction with each Board or Committee meeting;

(b) reasonable costs or expenses in relation to the professional development and education of directors including:

(i) attending meetings of associations of which the Club is a member or directors of the club are members;

(ii) attending seminars, lectures, trade displays, organized study tours, fact finding tours and other similar events as may be determined by the Board from time to time;

(iii) attending other registered clubs or gaming venues for the purpose of observing their facilities and methods of operation;

(iv) attending conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act, the Corporations Act 2001 and any other relevant legislation.

Explanatory Note

Pursuant to the requirements of the Registered Clubs Act, 1976 the Club is required at each Annual General Meeting to have approved by Ordinary Resolution, the benefits to be provided to the Directors of the Club. The benefits, which are provided, are the standard benefits to have been provided to Directors of the Club over a number of years. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.

PLEASE NOTE – OUR FINANCIAL REPORT IS AVAILABLE ON OUR WEBSITE AT WWW.COONAMBLEBOWLINGCLUB.COM.AU OR BY REQUEST AT THE COONAMBLE BOWLING CLUB OFFICE.

CLUB MEMBERS PLEASE NOTE

Members are requested to advise the Secretary Manager in writing seven (7) days prior to the date of the Annual General Meeting of any queries relating to the Financial Statements on which further information may be required. Such information, if available, will be extracted from the Club Records and will be available at the Annual General Meeting.

**COONAMBLE BOWLING CLUB LTD
(ACN 000 972 172)**

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

NOTICE is hereby given of the Annual General Meeting of the **COONAMBLE BOWLING CLUB LTD** to be held on Sunday 24 September 2023 commencing at the hour of 10am at the premises of the Club, Aberford Street, Coonamble New South Wales.

SPECIAL RESOLUTION

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

That the Constitution of Coonamble Bowling Club Ltd be amended by:

(a) **inserting** new Rules 4.1 and 4.2 as follows:

“4.1 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act. Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

4.2 The Constitution and By-laws of the Club have effect as a contract between:

- (a) the Club and each member; and*
- (b) the Club and each director;*
- (c) each member and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”

(b) **inserting** into Rule 5(a) the following new definitions:

*“**Director Identification Number**” means the number that is referred to by the same words in section 1272C of the Corporations Law that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*

*“**Financial member**” means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

*“**Non financial member**” means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

*“**Quarter**” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.”*

(c) **deleting** Rule 5(b) and renumbering the remaining provision accordingly.

(d) **deleting** Rule 29 and **inserting** the following new Rule 29 as follows:

“29. Should a person who is admitted as a Provisional member not be elected to membership of the Club:

- (a) *That person shall cease to be a Provisional member of the Club; and*
- (b) *The joining fee (if any) and subscription submitted with the nomination shall be returned to that person.”*
- (e) **inserting** new Rule 30(d) as follows:
- “(d) *The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club’s premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”*
- (f) **inserting** new Rule 33(b) and **renumbering** the remaining provisions accordingly:
- “(b) *A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 42(c) on the first day that they enter the Club’s premises during that period.”*
- (g) **deleting** renumbered Rules 33(e) and (f) and **inserting** new Rules 33(e) and (f) and renumbering the remaining provision accordingly:
- “(e) *The Secretary or senior employee then on duty may terminate the membership of any Temporary member and/or may refuse a person admission to the Club as a Temporary member at any time without notice and without having to provide any reason therefore.*
- ”(f) *No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 32(c).”*
- (h) **deleting** Rule 36(a)(iv) and **inserting** the following new Rules 36(a)(iv) and (v) and renumbering the remaining provisions accordingly:
- “(iv) *the email address of the applicant;*
- (v) *the telephone number of the applicant;”*
- (i) **deleting** from Rule 37(a) the words “*and address*”.
- (j) **deleting** the heading and Rule 39 and **inserting** the following new heading and Rule 39 as follows:
- “JOINING FEES, SUBSCRIPTIONS AND LEVIES**
39. *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the filing fees, subscriptions, and other payments (excluding levies) payable by members of the Club.”*
- (k) **deleting** Rule 40 and **inserting** the following new Rule 40 as follows:
- “40. *Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.”*

- (l) **deleting** the first line of Rule 41A and **inserting** the following *“Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:”*
- (m) **deleting** Rule 42(a)(ii) and **renumbering** the remaining provisions accordingly.
- (n) **deleting** renumbered Rule 42(a)(v) and **inserting** the following new Rule 42(a)(v) as follows:
- “(v) for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).”*
- (o) **deleting** Rules 44(a)(i) to (iii) and **inserting** the following new Rules 44(a)(i) to (x) and renumbering the remaining provisions accordingly:
- “(i) Such a member shall be notified of:*
- (1) any charge against the member pursuant to this Rule; and*
 - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*
 - (3) of the date, time, place of the meeting of the Board at which the charge is to be heard.*
- (ii) The member charged shall be notified of the matters in paragraph (i) of this Rule 44(a) by notice in writing at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.*
- (iii) The member charged shall be entitled to:*
- (1) attend the hearing for the purpose of answering the charge; and*
 - (2) submit to the meeting written representations for the purpose of answering the charge;*
 - (3) call witnesses provided that:*
 - (A) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*
 - (B) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation), the member must not act in an offensive or disruptive manner.*
- (iv) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member’s conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
- (v) If the member charged does not comply with the warning given in accordance with paragraph (iv) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.*
- (vi) If the member fails to attend such meeting:*

- (1) *the charge may be heard and dealt with and the Board may decide on the evidence before it; and*
- (2) *the Board may impose any penalties,*

the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.

(vii) *After the Board has considered the evidence put before it, the Board may:*

- (1) *immediately come to a decision as to the member's guilt in relation to the charge; or*
- (2) *advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.*

(viii) *After the Board has come to a decision as to the member's guilt in relation to the charge it must:*

- (1) *in the case of a decision under Rule 44(a)(vii)(1) of this Rule, immediately inform the member of the Board's decision; or*
- (2) *in the case of a decision under Rule 44(a)(vii)(2) inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*

(ix) *If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:*

- (1) *at the meeting or afterwards; and*
- (2) *by way of verbal or written representations or a combination thereof.*

(x) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision."*

(p) **inserting** new Rules 44(a)(xiii) and (xiv) as follows:

"(xiii) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.

(xiv) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 44(a) is not strictly complied with provided that there was no substantive injustice for the member charged."

(q) **deleting** from Rule 44(b) the words "*or for thirty days whichever is the sooner*".

(r) **deleting** Rule 44(c)(iii) and **inserting** new Rule 44(c)(iii) as follows:

"(iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;"

(s) **inserting** in Rule 44(c)(v) after the word "Secretary" the words "*or an employee exercising this power*".

- (t) **inserting** in Rule 44(c)(vii) after the words “club licence,” the word “by-law”.
- (u) **inserting** the following new heading and Rules 44.2 to 44.7 as follows:

“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 44.2 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or 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.*
- 44.3 *In respect of any suspension pursuant to Rule 44.2, the requirements of Rule 44(a) shall not apply.*
- 44.4 *If 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 Board pursuant to Rule 44(a).*
- 44.5 *If the member submits a request under Rule 44.4(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 44(a).*
- 44.6 *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).*
- 44.7 *This Rule 44 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 44 of this Constitution and the powers contained in section 77 of the Liquor Act.”*
- (v) Inserting new Rule 44A(e) as follows:
- “(e) *This Rule 44A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 44 of this Constitution and the powers contained in section 77 of the Liquor Act.”*
- (w) **deleting** Rule 49 (b) which provides, “A majority of the Board shall be affiliated bowlers with either the Royal NSW Bowling Association or the NSW Women’s Bowling Association.”
- (x) **inserting** new Rule 51A and **renumbering** the remaining provision accordingly:
- “51A. *A member who:*
- (a) *has been cited to appear before the Board or the Board’s duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled*

or suspended for a period in excess of three months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or

- (b) *has at any time been convicted of an indictable offence; or*
- (c) *is a former employee of the Club whose services were terminated by the Club for misconduct;*
- (d) *was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board;*
- (e) *is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (f) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law in relating to mental health;*
- (g) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (h) *has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);*
- (i) *is a director of another registered club*

shall not be eligible to stand for or be elected or appointed to the Board.

- (y) **inserting** new Rule 51C as follows:

“51C. A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.”

- (z) **inserting** new Rule 52(q) as follows:

“(q) The election of the Board (including without limitation the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 52 is not strictly complied with provided there is no substantive injustice for any candidates.”

- (aa) **inserting** new Rule 56(h) and **renumbering** the remaining provisions accordingly:

“(h) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”

- (bb) **deleting** renumbered Rule 56(k) and **inserting** new Rule 56(k) as follows:

“(k) To sell, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land of the Club shall be subject to the requirements of the Registered Clubs Act and the Liquor Act.”

- (cc) **deleting** from Rule 58 the words “calendar month” and in their place **inserting** the word “Quarter”.

- (dd) **inserting** at the end of Rule 66 the following:

“In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply

email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”

(ee) **deleting** Rule 68(b) and **inserting** new Rule 68(b) as follows:

“(b) Notwithstanding anything contained in 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:

(i) must not vote on the matter; and

(ii) must not be present while the matter is being considered at the meeting.”

(ff) **inserting** at the end of Rule 69(a) the following:

“If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 69, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.”

(gg) **inserting** new Rule 78(a) and **renumbering** the remaining provisions accordingly:

“(a) dies;”

(hh) **deleting** renumbered Rules 78(e) and (f) and **inserting** new Rules 78(e) and (f):

“(e) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence.

(f) by notice in writing resigns from office as a director.”

(ii) **inserting** new Rules 78(k) to (q) as follows:

“(k) was not eligible to stand for or be elected or appointed to the Board.

(l) ceases to hold the necessary qualifications to be elected or appointed to the Board.

(m) is convicted of an indictable offence (unless no conviction is recorded).

(n) is not a Financial member of the Club.

(o) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.

(p) is removed from office as a director in accordance with the Act and this Constitution.

(q) does not hold a Director Identification Number (unless exempted from doing so).”

(jj) **deleting** Rules 105 to 106C and **inserting** new Rules 105 to 106B as follows:

“105. Without limiting the provisions of the Corporations Act, 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;

(c) by sending it to the electronic address of the member;

(d) *by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice..*

106. *Where a notice is sent to a member in accordance with Rule 105(a), the notice is deemed to be received on the day it is given to the member.*

106A. *Where a notice is sent to a member in accordance with Rules 105(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*

106B. *Where a notice is sent to a member in accordance with Rule 105(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."*

(kk) **inserting** the following new heading and Rules 111 and 112 as follows:

"MEETINGS AND VOTING

111. *In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):*

(a) *Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or*

(b) *Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*

(c) *Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.*

112. *If there is any inconsistency between Rule 111 and any other provision of this Constitution, Rule 111 shall prevail to the extent of that inconsistency."*

(ll) **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 Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraph (a) amends Rule 4 to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the Club and each Director and between each member and each other member.
3. Paragraphs (b) and (c) inserts new definitions used in the Constitution.
4. Paragraphs (d) and (e) relate to Provisional membership including removing the 6-week time limit on a person's application for Provisional membership.
5. Paragraphs (f) and (g) relate to changes to Temporary membership to bring the Constitution into line with the RCA.

6. Paragraphs (h), (i), (m) and (n) deal with membership applications and recent amendments to the RCA which remove the requirement to obtain details of a new members occupation and having to put the address in the Notice board for a new member. The Club will also collect the email address and mobile number for new members.
7. Paragraph (j) amends the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
8. Paragraph (k) provides that a member who joins in the last 6 months of the membership year shall pay such proportion of the annual subscription as determined by the Board.
9. Paragraphs (o) to (t) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
10. Paragraph (u) gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
11. Paragraph (w) will delete current rule 49 (b) which provides that *A majority of the Board shall be affiliated bowlers with either the Royal NSW Bowling Association or the NSW Women's Bowling Association*. This restriction will therefore no longer apply, and the Board can consist of any combination of Bowling members, Paid Life members or Social members.
12. Paragraph (x) sets out additional grounds upon which a member will be ineligible to be elected or appointed to the Board including if they are contractor to the Club or an employee of a contractor or if they are director of another registered club.
13. Paragraph (y) inserts a new Rule 51C which requires all directors to have a Director Identification Number as required under the Corporations Act.
14. Paragraph (z) simply clarifies that a failure to strictly follow all the procedures in the Constitution in relation to the election of the Board does not invalidate the election process.
15. Paragraphs (aa) and (bb) amend existing provisions relating to the powers of the Board to bring the Constitution into line with best practice. The powers of the Board remain unchanged.
16. Paragraph (cc) amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least every 3 months.
17. Paragraph (dd) clarifies that the Board can pass board resolutions by way of email. This is permitted by the Corporations Act.
18. Paragraph (ee) and (ff) inclusive amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Registered Clubs Act and the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.
19. Paragraphs (gg), (hh) and (ii) amends Rule 78 which deals with the grounds upon which a casual vacancy on the Board of the Club will arise.
20. Paragraphs (jj) and (kk) amends existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds new Rule 111 and 112 which reflect recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.

21. Paragraph (II) permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.
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Procedural matters

1. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
 2. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
 3. Under the Club's Constitution only. Bowling members, Paid Life members, Social members and Life members are eligible to vote on the Special Resolution.
 4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.
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Dated: 24 August 2023

By direction of the Board



Natalie Thurston
Secretary Manager