

INVERELL EAST BOWLING CLUB LIMITED
ACN 001 060 813

NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given that the Annual General Meeting of **INVERELL EAST BOWLING CLUB LIMITED** will be held on **Sunday 11 October 2020** commencing at **9.30am** at the premises of the Club, Glen Innes Road, Inverell.

BUSINESS

The business of the meeting will be as follows:

1. Welcome to the meeting by the Chairperson.
2. Observation of a moments silence for members who have died since the previous Annual General Meeting.
3. Apologies.
4. To confirm the minutes of the previous Annual General Meeting.
5. To receive and consider the directors' report, financial report and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club. Copies of these reports will be available on request at Club reception and or by emailing sportiesfinancials@outlook.com. Copies of the reports will also be displayed on the Club's website.

Note: Members who may have questions in relation to any report are requested to submit their questions in writing to the CEO **by 5:00pm on Friday 25 September 2020**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

6. To consider and if thought fit pass the three (3) Special Resolutions set out in this Notice.
7. To conduct the election of the Board (if required) and declare the results of the election of the Board.
8. To consider and if thought fit pass the two (2) Ordinary Resolutions set out in this Notice.
9. To deal with any other business of which due notice has been given to members.
General business.

Note: Members who may have any General Business questions or points to be raised are requested to submit their questions or points in writing to the CEO by 5:00pm on **Friday 25 September 2020**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. To be passed, a 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.
 2. To be passed, an Ordinary Resolution must receive votes in favour from not less than a majority (50% + 1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
 3. **Only Life members, financial Bowling members and financial Social members can vote on the Resolutions.**
 4. Under the *Registered Clubs Act*, members who are employees of the Club cannot vote at the meeting and proxy voting is prohibited.
 5. The Board of the Club recommends the Resolutions to members.
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FIRST SPECIAL RESOLUTION

That the Constitution of Inverell East Bowling Club Limited be amended by:

- (a) **deleting** from Rule 27.1 the words "*Treasurer and up to five*" and **inserting** the words "*and up to six (6)*".
 - (b) **deleting** Rule 28.1(k)(iii) and **renumbering** the remaining provisions of Rule 28.1(k)(iii) accordingly.
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Notes to Members on First Special Resolution

1. The First Special Resolution proposes to remove the position of Treasurer from the Board and replace it with another Ordinary Director position.
 2. Therefore, if the First Special Resolution is passed, the Board will comprise a Chairperson, two (2) Deputy Chairpersons and up to six (6) other directors (as opposed to a Chairperson, two (2) Deputy Chairpersons, Treasurer and up to five (5) other directors)..
 3. The Board recommends the amendment because:
 - (a) the duties that were historically performed by the Treasurer are now performed by the Club's Chief Executive Officer, Finance Manager, accountants, auditors and finance sub-committees; and
 - (b) all directors on the Board (not only the Treasurer) have a duty of care and diligence with regard to the Club's financial affairs.
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SECOND SPECIAL RESOLUTION

Version 1 - If the First Special Resolution is passed

That the Constitution of Inverell East Bowling Club Limited be amended by:

- (a) **inserting** the following new Rule 3.1(g) and **renumbering** the remaining provisions of Rule 3.1 accordingly:
“(g) **“Executive”** means the Chairperson and two (2) Deputy Chairpersons.”
- (b) **inserting** at the end of Rule 27.1 the words *“For the avoidance of doubt, members shall only nominate for election to the Board as a director and the Executive will be elected in accordance with Rule 28.1(x)”*.
- (c) **deleting** Rule 28.1(f) and **inserting** the following new Rule 28.1(f):
“(f) *Intentionally Deleted*”.
- (d) **deleting** from Rule 28.1(h) the words *“the various positions on the Board”* and **inserting** the words *“election to the Board”*.
- (e) **deleting** from Rule 28.1(i) the words *“the various positions”* and **inserting** the words *“election to the Board”*.
- (f) **deleting** from Rule 28.1(j) the words *“any position an election by ballot shall take place in respect of that position”* and **inserting** the words *“election to the Board, an election by ballot shall take place”*.
- (g) **deleting** Rule 28.1(k) and **inserting** the following new Rule 28.1(k):
“(k) *Intentionally Deleted*”.
- (h) **inserting** the following new Rule 28.1(x):
“(x) *As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect the Executive from amongst their number. In respect of the election of the Executive the following shall apply:*
 - (i) *As soon as reasonably practicable after the election, the Board shall display a notice on the Club's noticeboard and website notifying members of the directors who are elected to the Executive.*
 - (ii) *The directors who are elected to the Executive will, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.*
 - (iii) *If, for any reason, a position on the Executive is vacated prior to the conclusion of the next Annual General Meeting, the Board may elect another director to the vacancy and the director so elected shall hold office until the conclusion of the next Annual General Meeting.*

Version 2 - If the First Special Resolution is not passed

That the Constitution of Inverell East Bowling Club Limited be amended by:

- (i) **inserting** the following new Rule 3.1(g) and **renumbering** the remaining provisions of Rule 3.1 accordingly:
“(g) **“Executive”** means the Chairperson, two (2) Deputy Chairpersons and Treasurer.”

- (j) **inserting** at the end of Rule 27.1 the words *“For the avoidance of doubt, members shall only nominate for election to the Board as a director and the Executive will be elected in accordance with Rule 28.1(x)”*.
- (k) **deleting** Rule 28.1(f) and **inserting** the following new Rule 28.1(f):
“(f) Intentionally Deleted”.
- (l) **deleting** from Rule 28.1(h) the words *“the various positions on the Board”* and **inserting** the words *“election to the Board”*.
- (m) **deleting** from Rule 28.1(i) the words *“the various positions”* and **inserting** the words *“election to the Board”*.
- (n) **deleting** from Rule 28.1(j) the words *“any position an election by ballot shall take place in respect of that position”* and **inserting** the words *“election to the Board, an election by ballot shall take place”*.
- (o) **deleting** Rule 28.1(k) and **inserting** the following new Rule 28.1(k):
“(k) Intentionally Deleted”.
- (p) **inserting** the following new Rule 28.1(x):
“(x) As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect the Executive from amongst their number. In respect of the election of the Executive the following shall apply:
 - (i) As soon as reasonably practicable after the election, the Board shall display a notice on the Club’s noticeboard and website notifying members of the directors who are elected to the Executive.*
 - (ii) The directors who are elected to the Executive will, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.*
 - (iii) If, for any reason, a position on the Executive is vacated prior to the conclusion of the next Annual General Meeting, the Board may elect another director to the vacancy and the director so elected shall hold office until the conclusion of the next Annual General Meeting.”*

Notes to Members of Second Special Resolution

1. The version of the Second Special Resolution which will be considered and voted on will depend on whether or not the First Special Resolution is passed.
 2. The only difference between the two (2) versiona is that:
 - (a) Version 1 does not include references to the Treasurer because that position will cease to exist if the First Special Resolution is passed; and
 - (b) Version 2 includes references to the Treasurer because that position will continue to exist if the First Special Resolution is not passed.
 3. The Second Special Resolution proposes to amend the manner in which the Chairperson, Deputy Chairpersons and Treasurer (if the First Special Resolution is not passed) (**the Executive**) are elected.
 4. At present, members are entitled to stand for and be elected to the Executive and the Executive is directly elected by members for three (3) year terms.
 5. If the Second Special Resolution is passed:
 - (a) members will only be entitled to nominate for election as a director; and
 - (b) members will only elect directors (and will not elect the Executive);
 - (c) the elected directors will appoint the Executive from among their number;
 - (d) the directors who are appointed to the Executive will hold those offices until the following Annual General Meeting..
 6. The Board recommends this amendment because it will allow the elected directors to choose from amongst their number the best directors to hold the positions on the Executive.
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THIRD SPECIAL RESOLUTION

That the Constitution of Inverell East Bowling Club Limited be amended by:

- (a) **inserting** at the end of Rule 4.1(cc) the words “and Liquor Act”.
- (b) **inserting** the following new Rule 12.5:
“12.5 The Chief Executive Officer 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. 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.”
- (c) **deleting** Rule 19 and **inserting** the following new Rule 19:
“19. **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**
19.1 Every member must advise the Chief Executive Officer of any change to their address as recorded in the register of members and their contact details (including their email address (if any) and telephone number) within seven (7) days of the change to their address and/or contact details.”
- (d) **inserting** into Rule 23.1(g) the words “or by law” after the words “club licence,”.
- ~~(e)~~ **deleting from** Rule 27.3 the words “Annual General Meeting next following their election or appointment” and **inserting** the words “end of their term of office under the Triennial Rule”.
- ~~(e)~~(f) **inserting** the following new Rule 30.10:
“30.10 Without limiting Rule 30.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her reply email agreeing to the proposed resolution.”
- ~~(f)~~(g) **inserting** at the end of Rule 31.1 the words “If any provisions of this Rule 32 are inconsistent with the Registered Clubs Accountability Code, then the Registered Clubs Accountability Code shall prevail to the extent of the inconsistency”.
- ~~(g)~~(h) **inserting** the following new heading and Rules 32.14 and 32.15:
“**TRAINING DISCLOSURES**
32.14 The Club must make available to members:
(a) details of any training which has been completed by directors, the Chief Executive Officer and managers of the Club in accordance with the Registered Clubs Regulation; and
(b) the reasons for any exemption of any director, the Chief Executive Officer and any manager of the Club from the training prescribed by the Registered Clubs Regulation.
32.15 The Club must 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.”
- ~~(h)~~(i) **inserting** the following new Rules 36.40 to 36.42 inclusive.
“36.40 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 of the meeting or the validity of any resolution passed at a postponed meeting. However, this Rule will not operate in relation to a meeting called on the request of members pursuant to Rule 33.4(a) of this Constitution or the Act.
36.41 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.
36.42 The Club may hold a general meeting (including an Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.”
- ~~(i)~~(j) **deleting** Rules 44.1 to 44.3 inclusive and **inserting** the following new Rules 44.1 to 44.5 inclusive:
“44.1 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 to the electronic address (if any) nominated by the member;*
- (d) *by notifying the member in accordance with Rule 44.2 (in the case of notices of general meetings (including Annual General Meetings only)).*

44.2 *If the member nominates:*

- (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 .*

44.3 *Where a notice is sent by post to a member in accordance with Rule 44.1 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.*

44.4 *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.*

44.5 *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 44.2, 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 Third Special Resolution

1. The Third Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the *Corporations Act, Liquor Act, Registered Clubs Act* and their associated regulations.
2. **Paragraph (a)** inserts an appropriate reference to the *Liquor Act*.
3. **Paragraph (b)** clarifies that the membership of any Provisional member can be terminated at any time without notice and without having to provide any reason.
4. **Paragraph (c)** clarifies that members must advise the Secretary of changes to their contact details.
5. **Paragraph (d)** clarifies that the Club can remove a person from the Club's premises if it is legally required to do so.
6. **Paragraph (e)** clarifies that a director will cease to hold office as a director at the end of their term under the Triennial Rule but he or she will be eligible to seek re-election to the Board.
- 6-7. **Paragraph (f)** clarifies that a board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
- 7-8. **Paragraphs (g)(f) and (h)(g)** amend existing provisions regarding corporate governance and accountability to bring the Constitution into line with the *Registered Clubs Act*.
- 8-9. **Paragraph (i)(h)** amends an existing provision relating to general meetings to bring the Constitution into line with the *Corporations Act*.
- 9-10. **Paragraph (j)(i)** amends an existing provision relating to how the Club gives notices to members to bring the Constitution into line with the *Corporations Act*.

FIRST ORDINARY RESOLUTION

That the members hereby approve:

- (a) payment of the following honorariums (inclusive of any superannuation guarantee levy if payable) to the Club's Directors for services as directors from the date of this meeting until the next Annual General Meeting in 2021:
 - (i) Chairperson - \$2,575
 - (ii) Deputy Chairpersons - \$1,545 each.
 - (iii) Treasurer (if the First Special Resolution is not passed) – \$1,545.
 - (iv) Ordinary Directors – \$1,133 each.
- (b) such honorariums to be paid on a pro-rata basis in the event that any director holds office for only part of the twelve (12) month period from the date of this meeting until the 2021 Annual General Meeting.

Notes to Members on First Ordinary Resolution

- 1. The First Ordinary Resolution is to have the members approve honorariums for the directors of the Club for duties to be performed by them as directors from the date of this meeting until the 2021 Annual General Meeting.
- 2. If the Chairperson, the Deputy Chairpersons, Treasurer (if the First Special Resolution is not passed) or an Ordinary Director only holds office for part of the year, that person will only receive a proportional part of the honorarium (for example, if a director ceases to hold office after nine (9) months, that person will only receive three quarters (3/4) of the total honorarium).

SECOND ORDINARY RESOLUTION

That members hereby:

- (a) authorise the Club continuing membership of the Club Directors Institute (as recommended by Clubs NSW) and paying the appropriate membership fee which will allow directors to attend meetings and courses of education conducted by the Club Directors Institute; and
- (b) acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors of the Club.

Notes to Members on Second Ordinary Resolution

The Second Ordinary Resolution proposes for members to authorise the Club to continue as a member of the Club Directors Institute (as recommended by Clubs NSW) so that directors of the Club can attend meetings and education courses conducted by the Club Directors Institute.

Dated:

By direction of the Board

Nathan Hughes
CEO