

ARMIDALE CITY BOWLING CLUB LIMITED
ACN 001 036 504

NOTICE OF SPECIAL RESOLUTIONS
FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **ARMIDALE CITY BOWLING CLUB LIMITED** will be held in the Club's premises Dumaresq Street, Armidale, New South Wales on **the 25th of September** commencing at **10am**.

BUSINESS

1. Apologies.
 2. To confirm the minutes of the last Annual General Meeting held on 20 September 2015.
 3. Correspondence to the Board.
 4. To receive and consider the financial reports for the financial year ended 30 June 2016.
 5. To receive and consider the Directors' Report for the financial year ended 30 June 2016.
 6. To receive and consider the Auditor's Report on the financial report for the financial year ended 30 June 2016.
 7. To receive and consider the Reports of the President and the Chief Executive Officer.
 8. Presentation of special resolutions
 9. To declare the results of the ballot for the election of directors.
 10. To consider and if thought fit pass the Special Resolutions in relation to proposed amendments to the Club's Constitution contained in this Notice of Meeting.
 11. To consider and if thought fit pass the First Ordinary Resolution in relation to the costs of Directors benefits set out in this Notice of Meeting.
 12. To consider and if thought fit pass the Second Ordinary Resolution in relation to the costs of the education of Directors set out in this Notice of Meeting.
 13. To consider and if thought fit pass the Third Ordinary Resolution in relation to the provision of car park spaces for Directors and office holders of sporting sections set out in this Notice of Meeting.
 14. To consider and if thought fit pass the Fourth Ordinary Resolution approving honorariums for Directors and other members as set out in Schedule A to this Notice of Meeting.
 15. General business
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Important Notice regarding Questions for the Annual General Meeting

Members who have any questions regarding the reports or any other matter they wish raised at the Annual General Meeting should submit the question to the Chief Executive Officer in writing seven days before the date of the Annual General Meeting. This is to allow the Club time to prepare any information which may be required to respond to the question. If you do not do this, it may not be possible to answer your question at the meeting.

Important Notice in relation to Annual Reports

Members who previously requested to receive annual reports will receive them in the manner that they have elected to receive them. Members who have not elected to receive annual reports can access the annual report on the Club's website www.armidalebowl.com.au or by requesting a copy of the report from the office.

Notes on Resolutions and Voting at the Annual General Meeting

1. Special Resolutions and Ordinary Resolutions will be considered at the Annual General Meeting.
2. **Only Life members, financial Playing members, financial Non-Playing members and Social members who were Restricted members or Lady Non-Playing members prior to the adoption of the current Constitution in 2008 are eligible to vote on a special resolutions.** Only these members will receive a copy of the Notice of Special Resolutions.
3. The Special Resolution will be passed if at least 75% of the votes cast on the resolution by members present at the meeting and eligible to vote on the resolution, are cast in favour of the resolution.
4. Financial Social members are also eligible to vote on the Fourth Ordinary Resolution but not the other Resolutions.
5. Each Ordinary Resolution will be passed if at least a majority (ie. 50% plus 1) of the votes cast on the resolution by members present at the meeting and eligible to vote on the resolution are cast in favour of the resolution.
6. Under the *Registered Clubs Act*:
 - (a) proxy voting is prohibited; and
 - (b) employees cannot vote.
8. Notes on the resolutions follow each Resolution.
9. The Board recommends the Special Resolutions and Ordinary 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 the Constitution of Armidale City Bowling Club Limited be amended by:

(a) **deleting** Rule 20.2 and in its place **inserting** the following new Rule 20.2:

“The following procedures shall apply to disciplinary proceedings of the Club:

- (a) The Secretary, or the Secretary’s delegate in the absence of the Secretary, may commence disciplinary proceedings against a member for any or all of the grounds set out in Rule 20.1.
- (b) If disciplinary proceedings are commenced against a member pursuant to Rule 20.2(a):
 - (i) the member shall be automatically suspended until the charge is determined.
 - (ii) the Secretary or his delegate shall refer the matter to the Management Disciplinary Committee; and
 - (iii) the Club must inform the member in writing of the commencement of disciplinary proceedings and the suspension imposed by Rule 20.2(b)(ii).
- (c) The Management Disciplinary Committee shall meet at least once in each month.
- (d) At each of its monthly meetings, the Management Disciplinary Committee will consider the disciplinary proceedings which:
 - (i) have been referred to it pursuant to Rule 20.2(b) and
 - (ii) were commenced at least seven (7) days prior to the date of the meeting.
- (e) The Management Disciplinary Committee must determine, on the evidence then placed before it, whether it is then of the initial view that the member is guilty of the charge, and this decision shall be referred to in this Rule 20.2 as the “initial determination”.
- (f) If the initial determination is that the charge is not proved, the disciplinary proceedings will come to an end and the Club must inform the member in writing that:
 - (i) the initial determination is that the charge has not been proved;
 - (ii) the disciplinary proceedings have come to an end;
 - (iii) the suspension which was imposed by Rule 20.2(b)(ii) has ended.
- (g) If the initial determination is that the charge is proved, the Management Disciplinary Committee must also then determine a proposed penalty to be imposed in relation to the charge, and this proposed penalty shall be referred to in this Rule 20.2 as the “initial penalty”.
- (h) If the initial determination was that the charge is proved, and the Management Disciplinary Committee does not impose an initial penalty, the Club must inform the member in writing that:

- (i) the initial determination was that the charge was proved;
 - (ii) no penalty was imposed;
 - (iii) the disciplinary proceedings are now at an end;
 - (iv) the suspension which was imposed by Rule 20.2(b)(ii) has ended.
- (i) If the initial determination is that the charge is proved, and if an initial penalty has been determined, the Club must inform the member in writing that:
- (i) the initial determination was that the charge was proved; and
 - (ii) the initial penalty has been determined;
 - (iii) the member can accept the initial determination and initial penalty or can seek to vary the initial determination and/or the initial penalty;
 - (iv) if the member seeks to vary the initial determination and/or the initial penalty, the Management Disciplinary Committee will consider the matter at its next meeting.
 - (v) The notice sent to the member pursuant to this Rule 20.2(i) states the date of the meeting of the Management Disciplinary Committee.
- (j) A member who receives a notice pursuant to Rule 20.2(i) must inform the Club within fourteen (14) days of the date of the notice whether he agrees or disagrees with:
- (i) the initial determination; and
 - (ii) the initial penalty.
- (k) If a member agrees to the initial determination and the initial penalty, or if the member does not respond in accordance with Rule 20.2(j), the initial determination and initial penalty will stand.
- (l) If a member who receives a notice pursuant to Rule 20.2(j) informs the Club, in accordance with Rule 20.2(k) that the member seeks to vary the initial determination and/or initial penalty, the Management Disciplinary Committee will consider the matter at its next meeting.
- (m) The member charged will be entitled to attend the meeting referred to in Rule 20.2(l) for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (n) After the Management Disciplinary Committee has considered the evidence and submissions put before it by the member pursuant to the member's rights in Rule 20.2(m), the Management Disciplinary Committee must determine whether to confirm the initial determination or vary the initial determination.

- (o) After the Management Disciplinary Committee has determined whether to confirm or vary the initial determination, it must then inform the member of that decision but only if the member is at the meeting.
- (p) If the Management Disciplinary Committee has determined to confirm the initial determination, and the member is at the meeting, the member then must be given a further opportunity at the meeting to address the Management Disciplinary Committee on the question of whether the initial penalty should be confirmed or varied.
- (q) If a member has made submissions pursuant to Rule 20.2(p), the Management Disciplinary Committee must, after those submissions are made, determine whether to confirm the initial penalty or vary the initial penalty.
- (r) If the member who has disagreed with the initial determination and/or initial penalty but fails to attend the meeting of the Management Disciplinary Committee held in accordance with Rule 20.2(l) the Committee can confirm or vary the initial determination and/or the initial penalty on the evidence that is placed before it, the members absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member.
- (s) Subject to the remaining paragraph of this Rule 20.2, any decision of the Management Disciplinary Committee pursuant to this Rule 20.2 shall be final and the Committee shall not be required to give any reason for its decision.
- (t) The Management Disciplinary Committee cannot impose a suspension of more than twelve (12) months.
- (u) If at any time the Management Disciplinary Committee forms the view that a suspension greater than twelve (12) months, or that expulsion from membership, may be imposed, the matter shall be referred to the Board and in those circumstances, all references in this rule 20.2 to the Management Disciplinary Committee shall be a reference to the Board.
- (v) *The Board shall have power to review a decision of the Management Disciplinary Committee or order a fresh hearing of any matter determined by the Management Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20.1(a) on the member in substitution for that imposed by the Management Disciplinary Committee provided that:*
 - (i) *the procedure set out in Rule 20 is followed; and*
 - (ii) *the member is notified that the Board is exercising the power under this Rule 20.2(v) within forty-two (42) days of the date on which the Management Disciplinary Committee meeting was held.*
- (w) *The Board shall have power by resolution to hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Management Disciplinary Committee."*

(b) **deleting** Rule 21 and **inserting** the following new Rule 21:

- “(a) The Management Disciplinary Committee will consist of the Secretary and two other managers determined by the Board from time to time.
 - (b) The Board shall approve managers who are able to sit on the Management Disciplinary Committee.
 - (c) A quorum of the Management Disciplinary Committee shall be the Secretary and two (2) other managers.”
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Notes to Members on First Special Resolution

1. The First Special Resolution proposes to amend the provisions in the Constitution in relation to disciplinary proceedings.
2. If the First Special Resolution is passed, disciplinary proceedings against members shall be determined as follows:
 - (a) The Secretary shall determine whether a disciplinary charge should be commenced.
 - (b) If the Secretary determines that disciplinary proceedings should be commenced against a member, the Secretary shall refer the matter to the newly formed Management Disciplinary Committee.
 - (c) The Management Disciplinary Committee shall review the evidence then available.
 - (d) The Management Disciplinary Committee will come to an initial determination:
 - (i) firstly, on whether the charge is proved; and,
 - (ii) secondly, if the charge is proved, an initial penalty to be imposed.
 - (e) If the charge is initially determined to be proved, and if the Management Disciplinary Committee initially determine that a penalty should be imposed, the member will be informed of the initial decision and invited to attend a meeting of the Management Disciplinary Committee and make submissions on the charge and proposed penalty.
 - (f) If the member agrees with the proposed determinations, those determinations will be confirmed.
 - (g) If the member disagrees with the proposed determinations, the member will be able to make written and verbal submissions to the Management Disciplinary Committee.
 - (h) After this, the Management Disciplinary Committee will determine whether to confirm or vary the initial determination.
 - (i) If the Management Disciplinary Committee confirms the initial determination, the member charged will be invited to make submissions on the initial penalty.
 - (j) After this, the Management Disciplinary Committee shall determine whether to confirm or vary the initial penalty.
 - (k) The maximum penalty that can be imposed by the Management Disciplinary Committee will be a suspension of twelve (12) months.

- (l) Only the Board will be able to impose a suspension greater than a twelve (12) month or to expel a member.
 - (m) The Board will also be able to reserve any disciplinary proceedings to itself.
3. The Board is proposing this amendment to streamline disciplinary procedures.
 4. Members will only need to have to attend a disciplinary meeting if there is an initial determination that a charge has been proved, and that a penalty will be imposed.
 5. However, if that initial determination is made, members will still then have the opportunity to make submissions and representations on the proposed charge.

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 Armidale City Bowling Club Limited be amended by:

- (a) **deleting** Rule 27.1 and in its place **inserting** the following new Rule 27.1:

“Subject to Rule 36.2, the Board shall consist of seven (7) directors who shall comprise a President, a Vice President and five (5) Ordinary directors.
- (b) **deleting** Rule 27.5 and in its place **inserting** the following new Rule 27.5:
 - “(a) No more than five (5) directors may be Playing members at any one time.
 - (b) No more than two (2) directors may be Non Playing members or Social members at any one time.
 - (c) Any member who is eligible to be elected or appointed to the Board may be elected or appointed as President or Vice President.”

Notes to Members on Second Special Resolution

6. The Second Special Resolution proposes to amend rules in the Constitution in relation to the composition of the Board.
7. Currently, the Constitution provides that the Board shall consist of up to nine directors where:
 - (a) up to 7 directors can be Playing members;
 - (b) up to 2 directors can be Non Playing members; and
 - (c) Non Playing members are not eligible to be elected or appointed to the positions of President or Vice President.
8. If the Second Special Resolution is passed:

- (a) the total number of directors will be reduced from 9 to 7;
- (b) no more than 5 directors at any one time could be Bowling members;
- (c) no more than 2 Non Playing members at any one time could be directors;
- (d) the restriction on Non Playing members becoming President or Vice President would be removed. Accordingly, Non Playing members could become President or Vice President.

THIRD SPECIAL RESOLUTION

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

That the Constitution of Armidale City Bowling Club Limited be amended by:

- (a) **deleting** Rule 10.1 and in its place **inserting** the following new Rule 10.1:

“Deleted.”
- (b) **inserting** at the end of Rule 15.5(f) the words *“and in the case of a Junior Playing member, the signature of the parent or guardian of the applicant”*.
- (c) **deleting** from Rule 23.1 the words *“Section 67A of the Registered Clubs Act”* and in their place **inserting** the words *“Section 77 of the Liquor Act”*.
- (d) **deleting** Rule 31.3 and in its place **inserting** the following new Rule 31.3:

“The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unable or unwilling to act then the directors present shall elect one of their number to take the chair for that meeting.”
- (e) **deleting** from Rule 31.4 *“six (6)”* and in their place **inserting** *“five (5)”*.
- (f) **inserting** at the end of Rule 32.4 the words *“if the value of the gift or the amount of remuneration exceeds such amount as may be prescribed by the Registered Clubs Act or Registered Club Regulations”*.
- (g) **inserting** the following new Rule 36.1(h):

“fails to complete the mandatory training requirements for directors referred to in Rule 27.9 (unless exempted by the Registered Clubs Act or Registered Clubs Regulation).”
- (h) **deleting** Rule 37.4(a) and in lieu thereof **inserting** the following new Rule 37.4(a):

“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 a general meeting.”
- (i) **deleting** Rule 37.16 and in lieu thereof **inserting** the following new Rule 37.16:

“The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the Vice President shall preside as the chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairman of the meeting.”

Notes to Members on Third Special Resolution

9. The Third Special Resolution proposes a series of amendments to the Club’s Constitution to:
 - (a) ensure the Constitution is up to date and in good working order; and
 - (b) bring the Constitution into line with the requirements of the *Corporations Act*, *Liquor Act*, *Registered Clubs Act* and their associated regulations.
10. **Paragraph (a)** deletes a provision limiting the number of members to the maximum permitted under the *Registered Clubs Act*. The *Registered Clubs Act* no longer prescribes a maximum number of members for a registered club.
11. **Paragraph (b)** clarifies that an application for Junior Playing membership must be signed by the applicant’s parent or guardian.
12. **Paragraph (c)** deletes an out of date reference to the *Registered Clubs Act* and inserts a correct reference to the *Liquor Act*.
13. **Paragraph (d)** clarifies that the President is entitled to take the chair at every meeting of the Board. However:
 - (a) if the President is not present or is unwilling or unable to act, then the Vice President shall take the chair of the meeting; and
 - (b) if the Vice President is not present or is unwilling or unable to act, then the directors present shall elect a director to take the chair of the meeting.
14. **Paragraph (e)** amends the quorum required for Board meetings from six (6) directors to five (5) directors.
15. **Paragraph (f)** slightly amends an existing provision relating to corporate governance to bring the Constitution into line with the *Registered Clubs Act*.
16. **Paragraph (g)** clarifies that if a director does not complete the mandatory training for directors as prescribed by the *Registered Clubs Act*, they automatically cease to hold office on the Club’s Board (unless they are exempted by that Act or the Regulations from completing the mandatory training).

17. **Paragraph (h)** amends provisions relating to the ability of members to request general meetings to bring those provisions of the Constitution into line with the *Corporations Act*. In this regard:
- (a) Rule 37.4 provides that the Board must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting or 100 members. This reflects the previous requirement contained in the *Corporations Act*; and
 - (b) the *Corporations Act* was recently amended and now provides that directors are only required to call and arrange to hold a general meeting of the Club on the request of members with at least 5% of votes that may be cast at a general meeting (and not on the request of one hundred (100) members);
 - (c) this paragraph proposes to amend Rule 37.4(a), so that it reflects the current requirements of the *Corporations Act*.
18. **Paragraph (i)** clarifies that the President shall be entitled to take the chair at every general meeting. However:
- (a) if the President is not present or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting; and
 - (b) if the Vice President is not present or is unwilling or unable to act, then the members of the Club present shall elect a director or a member to preside as chairperson of the meeting.

Chief Executive Officer:

Dated: 24.08.2016

By direction of the Board



Patrick Crick
Chief Executive Officer

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve reasonable expenditure 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:

- (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.
 - (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.
 - (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.
 - (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.
 - (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.
- (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:

- (c) The members hereby approve reasonable expenditure by the Club for the 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:
 - (i) The reasonable costs of Directors attending the Clubs NSW Annual General Meeting and meetings of other Associations of which the Club is a member.
 - (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.
 - (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.
 - (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.

- (d) 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 Club's Act:

- (e) Members hereby approve the setting aside of designated parking spaces in the Club's premises for the use of the following members:
 - (i) The Club President
- (f) 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.

FOURTH ORDINARY RESOLUTION

That the members hereby approve the payment of honorariums to Directors and other members of the Club for the amounts set out below:

President \$6500.00.

Vice President \$2000.00.

Directors \$1700.00.

NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS RELATING TO BENEFITS TO DIRECTORS AND OTHER MEMBERS

- 19. The First Ordinary Resolution, if passed, will authorise the Club paying for reasonable expenses incurred by Directors including the provision of meals and refreshments and various other expenses as set out in the resolution.
- 20. The Second Ordinary Resolution, if passed, will authorise the Club paying for various expenses for directors to attend meetings of ClubsNSW and associations of which the Club is a member, seminars and trade shows, attend at functions to represent the Club and other expenses as set out in the resolution.
- 21. The Third Ordinary Resolution, if passed, will provide the Directors of the Club and insert with designated parking spaces at the Club.
- 22. The Fourth Ordinary Resolution, if passed, will authorise the payment of an honorarium to Directors and other members in Schedule A.

Dated: 24.08.2016

if the Board



Patrick Crick
Chief Executive Officer