

ARMIDALE CITY BOWLING CLUB LIMITED
ACN 001 036 504

**NOTICE OF
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 22nd of September 2019** commencing at **10am**.

BUSINESS

1. Welcome and apologies
 - Apologies
 - Acknowledge and welcome life members, patrons and Kylie Ellis, representing the club's auditors
 - Minute silence
 - Ask for scrutineers from the floor
 - Nomination for Patrons for 2019/ 20
 2. To confirm the minutes of the last Annual General Meeting held on 23rd September 2018.
 3. Correspondence to the Board.
 4. To receive and consider the financial reports for the financial year ended 30 June 2019.
 5. To receive and consider the Directors' Report for the financial year ended 30 June 2019.
 6. To receive and consider the Auditor's Report on the financial report for the financial year ended 30 June 2019.
 7. To receive and consider the Reports of the President and the Chief Executive Officer.
 8. To declare the results of the ballot for the election of directors.
 9. To consider and if thought fit pass the First Special Resolution
 10. 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.
 11. 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.
 12. To consider and if thought fit pass the Third Ordinary Resolution approving honorariums for Directors and other members as set out in Schedule A to this Notice of Meeting.
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13. General business

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. Only Ordinary Resolutions will be considered at the Annual General Meeting.
2. **If special resolutions are considered 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. If Special Resolutions are considered then they will only 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 Third 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 Ordinary Resolutions to members.

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.
- (e) only for those members who hold the offices listed in paragraph (a) above.

THIRD 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

1. 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.
2. 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.
3. The Third Ordinary Resolution, if passed, will authorise the payment of an honorarium to Directors and other members in Schedule A.

Dated: 26th August 2019

By direction of the Board

Walter Sauer
Chief Executive Officer