



Women's Bowls  
NEW SOUTH WALES



# Securing Our Future: Bowls in NSW Unification

## Members' Information and Voting Pack – Electronic Version

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# A Letter from the Presidents



**Pam Andrich**  
Women's Bowls NSW State  
President



**Matthew Goodwin**  
Bowls NSW State President

Dear Valued Member,

We provide this information package to you to explain the benefits of unification and to ensure that all members are fully informed of what unification is and why your respective Boards are seeking your support for a yes vote for the proposed unification of Women's Bowls NSW and Bowls NSW.

The unification of the two bowls organisations at state level is founded on one key pillar; it will be a merger of equals who also share a common Vision – to create a new entity that will lead and enable the growth, success and sustainability of the sport for all current and future bowlers in NSW. Both Boards have now unanimously passed Board resolutions to endorse a unified structure and progress Unification to the member vote.

The extensive due diligence, conducted with the assistance of independent professional advice, has demonstrated there is a strong case to unify. The financial, structural and societal challenges faced by the bowls industry today mean that change is inevitable, and necessary, to ensure the future sustainability of the sport.

As equals in the merger, both Women's Bowls NSW and Bowls NSW will contribute their assets (of comparable value) to the new entity and will have equal representation on its Board. Unification will provide greater financial certainty, improved member and club services, increased investment into game and club development, an aligned, cohesive and inclusive strategy, and greater opportunities for Government funding and commercial agreements – as well as gradual reductions in administrative duplication over time.

The vision – to lead and enable the ongoing growth, success and sustainability of the sport for all current and future bowlers in NSW – can be met through the financial, legal and governance arrangements outlined in this Members' Information and Voting Pack.

We strongly believe that it is in the best interests of the Members of both organisations to unify – and to create, together, a modern organisation and governance structure that ensures a collaborative approach working as one, promotes ongoing sustainability, growth, and success and is inclusive of all bowlers in NSW.

We believe that the time is right to move forward together towards unification, and we strongly urge you to vote yes for the proposed unification of Women's Bowls NSW and Bowls NSW.

Yours sincerely,



Pam Andrich



Matthew Goodwin



Bowls Australia Ltd.  
PO Box 62  
Northcote, VIC 3070  
ABN: 65 427 736 644

281 Darebin Road,  
Thornbury, VIC 3071  
Telephone: +61 3 9480 7100  
Facsimile: +61 3 9495 0194  
Email: [admin@bowls.com.au](mailto:admin@bowls.com.au)  
Web: [www.bowls.com.au](http://www.bowls.com.au)



The Hon. Dr Geoff Lee MP  
Minister for Skills and Tertiary Education  
Acting Minister for Sport, Multiculturalism, Seniors and Veterans

22 January 2021

Ref: CRML21/18

Mrs. Pam Andrich  
President  
WOMENS BOWLS NEW SOUTH WALES  
Suite 8.01, Level 8/289 King St,  
Mascot NSW 2020

Mr. Matthew Goodwin  
President  
BOWLS NEW SOUTH WALES  
PO Box A2186,  
Sydney South 1235

Dear Pam and Matthew,

We are very pleased to write on behalf of the Board and Staff of Bowls Australia to express our strong support for the excellent work that is currently being undertaken by your respective Associations in pursuit of unification between Men's and Women's Bowls in NSW.

BA is pleased to support and assist both Associations to find a mutually satisfactory way forward on this matter and we are heartened by the positive progress that has been made so far.

The BA Board regards the unification of Men and Women's Bowls in NSW as critical for the future of Bowls in NSW and hence Australia. We believe our sense of the importance of this issue is shared by all other State and Territory Associations outside NSW. Unification in NSW is undoubtedly one of the predominant issues for the successful governance of our sport in Australia.

It is fair and reasonable that your Members will have genuine concerns and many questions in relation to any unification proposal, however our sport can also show recent examples where the process has been highly successful – most recently in Victoria.

Unification in NSW will provide significant benefits and cost savings for the sport in NSW, it will reduce duplication, provide greater opportunities for access to government funding and recognition, allow for increased investment in game and club development and create opportunities to negotiate better commercial and supplier agreements.

We look forward to assisting both organisations and are willing and available to assist wherever necessary.

Best wishes to you both and congratulations on your leadership on this matter.

Yours sincerely,

Bob Boorman  
President

Neil Dalrymple  
CEO

Mr Greg Helm  
CEO  
Bowls NSW  
[greg@rnsdba.org.au](mailto:greg@rnsdba.org.au)

Dear Mr Helm *Greg*

Thank you for correspondence of 19 January 2021 requesting a letter of support to assist in the process of unification of both Women's Bowls NSW and Royal NSW Bowling Associations (trading as Bowls NSW).

I note that the sport of lawn bowls has a long history in NSW extending back to early settlement. It has been a Commonwealth Games sport since the inaugural edition of the event's precursor, the 1930 British Empire Games.

The sport's popularity extends across all age groups and transcends gender. It is played for the challenge and competition, personal enjoyment, activity, the pleasure of spending time outdoors and for social interaction. It is also a low-impact, therapeutic form of exercise.

In relation to the potential merger between Bowls NSW and Women's Bowls NSW, as you would be aware, the Office of Sport supports State Sporting Organisations and their affiliate bodies in continual organisational improvement. The Office's position is that it supports proposals for governance reform that make sports more financially and operationally sustainable in line with what the members of constituted sporting bodies consider are the right directions for their sport. In this context, I do note that Bowls in NSW is the last remaining sport of its type in the country that still has separate men's and women's organisations.

I understand the Unification Working Group plans to embark on a roadshow tour of NSW and an information pack will be presented to members of both organisations expounding the merits of unification, which is a good process to ensure members are informed.

I wish both Women's Bowls NSW and Bowls NSW every success in seeking a future direction for the sport in NSW.

Yours sincerely

8 FEB 2021

The Hon. Dr Geoff Lee MP  
Minister for Skills and Tertiary Education  
Acting Minister for Sport, Multiculturalism, Seniors and Veterans

This Member Information and Voting Pack has been prepared to enable members to make an informed decision on the resolutions and should be read in full. It follows an extensive review process undertaken by both associations over the last year.

## This summary provides an opening insight:

- The challenges faced by the bowls as a sport are adversely impacting our clubs.
  - Declining memberships and clubs in financial duress with many closing their doors.
- By contrast a unification of our associations offers a great opportunity to reinvigorate bowls.
  - Financial strength (a high-quality offer and cost synergies) and stability from a large membership base.
- Unification will deliver a modern organisation and governance structure.
  - There will be equitable representation from males and females on both the transitional Board and the Board of the new entity.
- The unification can achieve all elements of the new entity's vision to lead and enable the ongoing growth, success and sustainability of the sport for all current and future bowlers in NSW.
  - The primary benefit will be improved member and club services including a focus on club health and development, and growing the game to ensure the sustainability of our sport in NSW.
- The Member benefits, both transitional and long term, are substantial.
  - Enhanced member services, and increased focus and investment into game and club development.

The purpose of this document is to provide transparent communication between Women's Bowls NSW, Bowls NSW and the bowls community, to ensure Members can make an informed decision regarding the future of the sport in New South Wales.

## The Unification Process

The Unification Working Group (UWG) has been working progressively over the past ten months under the guidance of our independent facilitators, Sport Business Partners (SBP).

Extensive work has been carried out on the financial, legal and sporting aspects of unification on behalf of both associations and all members.

This work has been undertaken in a considered, structured, and diligent process to ensure that we can collectively provide the best possible administrative and governance model for our sport in NSW – not just for today's bowlers but to develop, promote and protect the game for future generations.

## Overview of Work Completed

In working through the unification process, the following has been completed by the Unification Working Group (UWG):

- 12 meetings with the UWG.
- Two joint Board meetings.
- Weekly meetings with the CEOs.
- Set up unification email inbox.
- Articulated the primary benefits of unification.
- Published nine dedicated unification updates on each website.
- Published a Q&A – and updated seven times as new questions are answered.
- Sought legal advice on process and structure, as well as preliminary tax advice.
- Industry benchmarking on voting and fee structures.
- Developed the fee structure of the new entity.
- Drafted the new Constitution.
- Conducted 30 roadshows across the State (late Jan to late March).

With well-established trends changing the way bowls is played and delivered, we must consider the structural imperatives for a strong and sustainable future for our game – for the next 100 years.

## The Challenges for Bowls in Australia

Bowling clubs throughout Australia are facing structural, financial and societal challenges unlike anything previously experienced.

External economic factors have reduced discretionary expenditure and increased the need for bowls clubs to offer greater value for money to existing and prospective members.

Changing demographics, increased work and family commitments, time constraints, alternative leisure pursuits and new entrants offering attractive 'pay for play' options have lessened the demand for the traditional bowls membership offer. Decreased formal membership has been off-set by growth in social participation and flexible game formats.

One of the key implications of this trend is the reliance on affiliation revenue from club bowlers at the state administration level. As this trend continues, State and Territory Associations (STAs) will need to future-proof their business models through other means.

## Key Facts

Recent trends for bowls in New South Wales include:

- Over 100 clubs have either disaffiliated or closed over the last 12 years.
- Since 2011, total combined registered membership has reduced by 29,003.
- Many clubs are in financial duress and have had to merge or are reliant on external support to maintain operations.

10-year trends for bowls in Australia:

- 3.4% decrease in formal/registered membership each year.
- 3.8% average annual increase in regular participation.

Unification is the bringing together of the two bowls associations (Bowls NSW and Women's Bowls NSW) into a single entity to govern the sport in NSW.

Unification will allow us to increase investment into the game and club development and ensure the longevity of our sport for the next generation.

## A Brief Timeline of Unification

Bowls Australia was formed in 2001 after the amalgamation of the Australian Bowls Council and the Australian Women's Bowling Council. The other states followed suit, with Bowls Victoria being the last to amalgamate in 2010.

Bowls in NSW has the only non-unified state associations in Australia. It is also the only sport separated by gender.

## What are the benefits?

The primary benefit will be **improved member and club services** including a focus on club health and development and growing the game to ensure the sustainability of our sport in NSW.

In addition, below are some of the broader benefits of unification:

- Increased investment in game and club development.
- Aligned, cohesive and inclusive strategy.
- Greater opportunities for government funding and recognition.
- Improved ability to negotiate better commercial and supplier agreements.
- Uniformity of marketing and opportunities to grow sponsorship.
- Gradual reductions in administrative duplication over time.

# What are the Implications?

Through the unification process, the intention is to minimise any impact on the local delivery of the sport, other than to provide more support for bowlers, coaches, umpires, volunteers and clubs, where we can.

## What are the implications for Clubs and Members?

- All clubs will be able to affiliate with the new entity as they are.
- **WBNSW and BNSW are not asking or requiring clubs to merge.** Clubs are encouraged to maintain existing affiliations with the respective associations until the unification process is finalised.

## What are the implications for competitions and events?

- **The unification process is not about changing competition structures.** We don't anticipate any specific changes to pennant competitions.
- We envisage **greater alignment and clarification** between competitions and timing.
- It is **not the intention to mandate men and/or women playing together in events primarily established for one particular gender.**
- Unification does however **provide the opportunity for mixed and open gender events to be considered and administered more efficiently at a state level.**
- Once the unification is complete, **a full competition review will be conducted with significant consultation and engagement** with the bowls community, zones, districts and clubs.

## What are the implications for Districts, Zones and Regions?

- **The unification process is not about changing** the current District, Zone and Region boundaries.
- Both associations were in the process of a **boundary review** prior to the commencement of the unification process.
- We are aware that there are **inconsistencies in the alignment of boundaries**, and the WBNSW districts/regions are structured differently to the BNSW districts/zones.
- The unification process will not affect the running of state events at district and zone level.

# The Proposed Unification

## Our Vision for Bowls in New South Wales:

***“We will lead and enable the growth, success and sustainability of the sport for all current and future bowlers in NSW.”***

### Our Vision for Bowls in NSW

Working together, representatives from both associations on the Unification Working Group created a vision for the new entity. The new entity will provide outstanding club and member services to ensure the ongoing sustainability of the sport.

It will be a merger of equals – the transitional Board will have equal representation from both existing Boards, and the intention is to minimise the impact on local delivery of the sport.

### The New Entity

Pursuant to the Corporations Act, the merged organisation will be a Company Limited by Guarantee. The inaugural name will be **Bowls New South Wales Limited**.

The name has been chosen as it:

- Clearly identifies the sport and the state in which the organisation governs.
- Aligns with the naming convention of Bowls Australia and other State and Territory Associations.
- Prevents confusion with existing sports in New South Wales and Australia.

The new logo of the entity has been developed to recognise both founding associations, with the bowl from the current BNSW logo and the waratah from the current WBNSW logo.



The Vision, Mission and Values answer the questions of who we are, where we're going and what we value.

The Transitional Board will use these key strategic statements to develop the Strategic Plan of the new entity.

## Vision

*We will lead and enable the growth, success and sustainability of the sport for all current and future bowlers in NSW.*

## Mission

The mission of Bowls New South Wales Limited will be to:

- Provide first-class administration services to bowls stakeholders in NSW.
- Oversee and coordinate competitions and events which maximises participation.
- Support clubs and volunteers to increase the sustainability of the sport.
- Collaborate with, and advocate for, the best interests of bowls in NSW to Bowls Australia, government and commercial partners, and other industry bodies.
- Embed a culture of innovation, partnerships and inclusiveness to continually grow the sport.

## Values

The core values of an organisation are the internal compass that will guide the actions of the organisation. These are attributes and behaviours that we expect all members, volunteers and staff to adopt and live by as they enjoy the sport.

- **Respect:** We listen to each other and acknowledge there are many different perspectives which deserve consideration.
- **Collaboration:** We work together and assist our peers to develop and achieve our collective goals.
- **Honesty:** We raise issues as they are identified and discuss opinions and solutions openly.
- **Progressive:** We acknowledge and reflect on our past while continually searching for new opportunities to grow the sport.
- **Transparency:** We keep members, clubs and association committees informed and up to date.



# The Due Diligence Process

# The Due Diligence Process

A Unification Working Group (UWG) was established to oversee the due diligence process.

The UWG comprised of the CEOs, Presidents and selected Board members from both associations. This group then reported to the respective Boards.

## **UWG Members**

- Anne Johns - Women's Bowls NSW CEO
- Greg Helm - Bowls NSW CEO
- Pam Andrich - Women's Bowls NSW President
- Matthew Goodwin - Bowls NSW President
- Dilys Kindleysides - Women's Bowls NSW Board of Directors
- Brett Duprez - Bowls NSW Board of Directors
- Sue O'Keefe - Women's Bowls NSW Board of Directors
- Mike Skeggs - Bowls NSW Board of Directors

## **The due diligence process has involved:**

### **Governance and Unification Procedure**

- Corporate structure.
- Entity name and brand/logo.
- The new Board.
- The constitution.
- Transitional arrangements.

### **Financial Due Diligence**

- Detailed review of affiliation fees and development of a new affiliation fee policy.
- Valuation of each association's assets, as both associations will contribute them to the new entity.
- Due diligence of each association's recent and current financials.
- Forecast (to 2026) of unified entity's financials.

The lawyers of both BNSW and WBNSW have been engaged throughout the process to assist in drafting the new Constitution and determining the transitional Board arrangements.

## The Board

- For the first two years, the Board will comprise ten appointed directors from the existing BNSW and WBNSW Boards, with five men and five women. This will include all representatives from the UWG plus two other members selected by their respected Boards.
- After a two-year period, the view is to streamline the new Board to a minimum of eight elected directors and up to ten directors in total, maintaining the 40:40:20 principle.
- There will be discretion to have up to two independent Board members within the eight or ten based on skill-set.
- The chair will be elected by the Board for the first year, and again for the second year, with a deputy chair also elected by the Board each year.
- After the interim period, a rolling three-year rotational structure will be established to ensure equity is maintained.

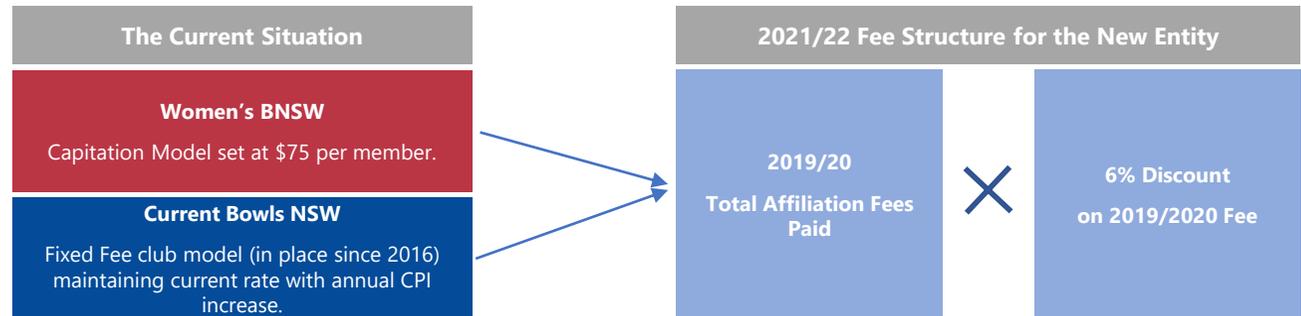
## The Constitution

A copy of the constitution can be viewed on each association's websites or via the following link:  
<http://bit.ly/newentityconstitution>

The affiliation fee structure of the new entity has been developed to ensure that it is fair and equitable for all members and provides the best opportunity to improve service delivery to clubs and bowlers.

## The New Fee Structure

- Following unification, every club will pay a discounted affiliation fee for 2021/22 season (assuming that unification occurs mid-2021).
- The 2019 fees invoiced to BNSW clubs and WBNSW clubs will be added to form a total amount for each club. There will be one invoice for each club.
- A 6% discount will then be applied to this total amount. Clubs that are currently affiliated with only one entity will be invoiced the 2019 fee with the 6% discount applied.
- No club will be paying more than what they paid in 2019.



## Hardship Scheme

A hardship scheme will be available upon application from clubs based on:

- Severe financial hardship.
- Genuine significant membership decline (transfer/attrition).
- Extent to which new member initiatives have been explored/implemented.

The hardship scheme will be developed to ensure an objective and consistent approach. This process will notionally involve the following steps: Application, Evaluation, Discussion, Proposed fee adjustment and Negotiation (where needed).

A thorough due diligence process has been undertaken in developing the forecast financial statements for the unified entity.

## Financial Due Diligence

In preparing the projected financial statements, a thorough due diligence process has been undertaken which included:

- Review and analysis of historical financial statements and performance.
- Review and analysis of current year budget and monitoring of year-to-date expenditure.
- Coding and alignment of operating financials to enable direct comparisons and projections.
- Development of a functional model to enable planning and further analysis.
- Collaborative planning and assumption development/refinement with both associations.
- Presentation and discussion of financial model assumptions with the UWG.
- Facilitation of a formal review of the financial model and specifically the financial statements by each association's accountants.

Note, each respective accountant has peer-reviewed the robustness and accuracy of the assumptions and forecast financial statements.

# Assumptions - Forecast Unified Operating Financials

Revenues	One-off change/ adjustment	Year of one-off adjustment	Year-to-year change	Notes/Assumptions/Explanations
Membership	-\$120,678		1.50%	Initial decrease in Membership based on new Association Fee Policy. Stable membership numbers with minor increases in revenue over time. The increased revenue forecast is based on reducing the amount of fee relief currently provided to clubs in distress (i.e. having more healthier and sustainable clubs).
Sponsorship			3.50%	Gradual increase in sponsorship revenue based on expanded/consolidated IP, sponsorship assets, networks and resources.
Events			2.50%	The five-year target is to create cost-neutral events, including both growing event revenue and reducing event expenses to \$140,000 per year.
Coaching Clinics, Courses and Workshops			3.50%	A net increase in Coaching Clinics, Courses and Workshops revenues (based on a reduction in costs due to administrative alignment and reducing task duplication).
Grants			3.50%	Gradual increase in Government Grants based on expanded/consolidated IP, program activities, networks and resources.
ATO Covid-19 Relief	-\$263,343	2021/22		Discontinuation of current COVID financial relief.
Investment Income	\$20,000	2021/22	1.50%	Initial increase of \$20,000 based on renting out one of the offices, and then minor rental/investment income increase.
Sundry Income			1.50%	Minor annual increases based on increasing overall turnover.
Interest Received	\$25,000		1.50%	Initial increase of \$25,000 based on increasing term deposit balance by \$2,000,000 with unified/combined cash balances.
<b>Expenses</b>				
Cost of Sales			1.50%	Minor annual increases based on increasing overall turnover.
Depreciation expenses				Depreciation increase based on re-valuation of property in 2021/22. \$100,000 of Capital Expenditure in 2021/22, based on one new vehicle (\$50,000), five new laptops (\$12,500), Other General IT Equipment (\$25,000) and Livestream Equipment (\$10,000). \$50,000 of Capital Expenditure in 2023/24, based on other General IT and/or Livestream Equipment.
Employee benefit expense	-\$100,000	2022/23	1.50%	Minor increases each year with a notional organisational review and realignment of roles in 2023/24.
Promotion/Publication costs			10.00%	Increase in member recruitment promotions and support for clubs.
Events expense			1.50%	The five-year target is to create cost-neutral events, including both growing event revenue and reducing event expenses to \$140,000 per year.
Representative expense	\$20,000	2021/22	1.50%	An initial increase in costs based on acquiring new uniforms and then minor annual increases.
Occupancy Expenses	-\$10,000	2021/22	1.50%	Initial decrease based on not occupying both offices.
Office and admin expenses	-\$150,000		1.50%	Gradual increases over five years with major realignment of Office and admin expenses taking effect in 2022/23 based on consolidated assets, supplier contracts and resources.
Other Sports Development	\$50,000	2021/22	10.00%	Initial increase based on conducting major competition review to be commenced in 2021/22. There will be a consistent increase in club development support for clubs from there onwards.
Board and Committee expense	-\$30,000	2021/22	1.50%	Initial decreased in Board and Committee expenses based on consolidated Board, IP and resources.
Bowls Australia Affiliation Fees	-\$26,800		26%	BA Affiliation fees based on 26% of affiliation revenue with a discount in 2021/22.
Unification Transition Costs	\$100,000			One-off costs associated with unification implementation, including the office move, re-brand, storage, travel/roadshows, HR costs, etc.

# Forecast Income Statement

Unified Income Statement	Budget	Indicative Forecast				
	2020/21	2021/22	2022/23	2023/24	2024/25	2025/26
<b>P&amp;L</b>						
Revenue (less interest received)	\$3,392,381	\$3,037,174	\$3,087,298	\$3,138,321	\$3,190,261	\$3,243,137
<b>Less Expenses</b>						
Cost of Sales	-\$36,036	-\$36,576	-\$37,125	-\$37,682	-\$38,247	-\$38,821
Employee benefit expense	-\$1,052,143	-\$1,067,925	-\$983,944	-\$998,703	-\$1,013,683	-\$1,028,889
Promotion/Publication costs	-\$25,500	-\$28,050	-\$30,855	-\$33,941	-\$37,335	-\$41,068
Events expense	-\$133,012	-\$135,007	-\$137,032	-\$139,088	-\$141,174	-\$143,292
Representative expense	-\$58,812	-\$78,812	-\$79,994	-\$81,194	-\$82,412	-\$83,648
Occupancy Expenses	-\$103,343	-\$93,343	-\$94,743	-\$96,164	-\$97,607	-\$99,071
Office and admin expenses	-\$657,805	-\$667,672	-\$517,672	-\$525,437	-\$533,318	-\$541,318
Other Sports Development	-\$37,052	-\$87,052	-\$95,757	-\$105,333	-\$115,866	-\$127,453
Board and Committee expense	-\$109,370	-\$79,370	-\$80,560	-\$81,768	-\$82,995	-\$84,240
Bowls Australia Affiliation Fees	-\$620,923	-\$670,000	-\$707,252	-\$717,861	-\$728,629	-\$739,558
Unification Transition Costs	\$0	-\$100,000	\$0	\$0	\$0	\$0
<b>Earnings before Interest, Tax and Depreciation</b>	<b>\$558,386</b>	<b>-\$6,633</b>	<b>\$322,364</b>	<b>\$321,151</b>	<b>\$318,995</b>	<b>\$315,780</b>
Interest Received	\$44,046	\$69,046	\$70,082	\$71,133	\$72,200	\$73,283
Depreciation expenses	-\$185,368	-\$248,229	-\$266,126	-\$266,126	-\$241,412	-\$241,413
<b>Earnings before income tax</b>	<b>\$417,064</b>	<b>-\$185,816</b>	<b>\$126,319</b>	<b>\$126,158</b>	<b>\$149,783</b>	<b>\$147,650</b>
Income tax expense						
<b>Earnings after income tax</b>	<b>\$417,064</b>	<b>-\$185,816</b>	<b>\$126,319</b>	<b>\$126,158</b>	<b>\$149,783</b>	<b>\$147,650</b>
Other comprehensive income						
<b>Total comprehensive earnings/(loss) for the year</b>	<b>\$417,064</b>	<b>-\$185,816</b>	<b>\$126,319</b>	<b>\$126,158</b>	<b>\$149,783</b>	<b>\$147,650</b>

# Forecast Balance Sheet

Unification Balance Sheet	Budget	Forecast (Unified)				
	2020/21	2021/22	2022/23	2023/24	2024/25	2025/26
<b>Current Assets</b>						
Cash and Other Equivalents	\$3,311,207	\$3,136,046	\$3,555,561	\$3,918,716	\$4,332,777	\$4,743,283
Trade and other receivables	\$133,509	\$145,566	\$134,026	\$136,336	\$137,635	\$140,115
Inventories	\$30,693	\$33,465	\$30,812	\$31,343	\$31,641	\$32,212
Other Assets	\$44,509	\$48,529	\$44,682	\$45,452	\$45,885	\$46,712
Other Financial Assets	\$4,432,942	\$4,432,942	\$4,432,942	\$4,432,942	\$4,432,942	\$4,432,942
<b>Total Current Assets</b>	<b>\$7,952,860</b>	<b>\$7,796,547</b>	<b>\$8,198,022</b>	<b>\$8,564,788</b>	<b>\$8,980,881</b>	<b>\$9,395,263</b>
<b>Non-Current Assets</b>						
Property, plant and equipment (Buildings)	\$4,772,802	\$4,656,430	\$4,422,160	\$4,237,891	\$3,996,478	\$3,755,065
Right-of-use asset	\$95,570	\$63,714	\$31,857	\$0	\$0	\$0
Total Non-Current Assets	\$4,868,373	\$4,720,143	\$4,454,017	\$4,237,891	\$3,996,478	\$3,755,065
<b>Total Assets</b>	<b>\$12,821,233</b>	<b>\$12,516,691</b>	<b>\$12,652,039</b>	<b>\$12,802,679</b>	<b>\$12,977,359</b>	<b>\$13,150,328</b>
<b>Current Liabilities</b>						
Trade and other payables	\$1,080,398	\$976,582	\$992,666	\$1,009,038	\$1,025,704	\$1,042,668
Financial liabilities/Income in advance	\$365,860	\$350,095	\$355,346	\$360,677	\$366,087	\$371,578
Provisions/Employee entitlements	\$144,879	\$147,052	\$135,488	\$137,520	\$139,583	\$141,677
<b>Total Current Liabilities</b>	<b>\$1,591,136</b>	<b>\$1,473,729</b>	<b>\$1,483,501</b>	<b>\$1,507,235</b>	<b>\$1,531,374</b>	<b>\$1,555,923</b>
<b>Non-current Liabilities</b>						
Financial liabilities	\$36,098	\$34,543	\$35,061	\$35,587	\$36,121	\$36,663
Provisions/Employee entitlements	\$15,793	\$16,030	\$14,770	\$14,991	\$15,216	\$15,444
<b>Total Non-current Liabilities</b>	<b>\$51,892</b>	<b>\$50,573</b>	<b>\$49,831</b>	<b>\$50,578</b>	<b>\$51,337</b>	<b>\$52,107</b>
<b>Total Liabilities</b>	<b>\$1,643,028</b>	<b>\$1,524,302</b>	<b>\$1,533,332</b>	<b>\$1,557,813</b>	<b>\$1,582,710</b>	<b>\$1,608,030</b>
<b>Net Assets</b>	<b>\$11,178,205</b>	<b>\$10,992,389</b>	<b>\$11,118,708</b>	<b>\$11,244,866</b>	<b>\$11,394,648</b>	<b>\$11,542,298</b>
<b>Equity</b>						
Retained earnings	\$417,064	-\$185,816	\$126,319	\$126,158	\$149,783	\$147,650
Total Equity	<b>\$11,178,205</b>	<b>\$10,992,389</b>	<b>\$11,118,708</b>	<b>\$11,244,866</b>	<b>\$11,394,648</b>	<b>\$11,542,298</b>

# Forecast Cash Flow Statement

Unified Cash Flow Statement	Budget	Indicative Forecast				
	2020/21	2021/22	2022/23	2023/24	2024/25	2025/26
<b>Cash flows from operating activities</b>						
Receipts from customers	\$3,574,708	\$2,927,909	\$3,011,757	\$3,037,854	\$3,087,984	\$3,135,505
Payments to suppliers and employees	-\$5,072,838	-\$3,162,532	-\$2,755,905	-\$2,792,688	-\$2,846,369	-\$2,902,038
Sponsorship	\$87,359	\$90,417	\$93,581	\$96,856	\$100,246	\$103,755
Interest received	\$44,046	\$69,046	\$70,082	\$71,133	\$72,200	\$73,283
Net cash provided by/used in operating activities	\$678,275	-\$75,161	\$419,515	\$413,155	\$414,061	\$410,505
<b>Cash flows from investing activities</b>						
Proceeds from sale of plant and equipment	\$0	\$0	\$0	\$0	\$0	\$0
Purchase of property, plant and equipment	\$0	-\$100,000	\$0	-\$50,000	\$0	\$0
Proceeds/purchase of financial assets	\$0	\$0	\$0	\$0	\$0	\$0
Net cash provided by/used in investing activities	\$0	-\$100,000	\$0	-\$50,000	\$0	\$0
<b>Cash flows from financing activities</b>						
Payment of finance lease liabilities	\$0	\$0	\$0	\$0	\$0	\$0
Net cash used by financing activities	\$0	\$0	\$0	\$0	\$0	\$0
Net increase/decrease in cash and cash equivalents held	-\$1,321,725	-\$175,161	\$419,515	\$363,155	\$414,061	\$410,505
Cash and cash equivalents at beginning of year	\$4,632,932	\$3,311,207	\$3,136,046	\$3,555,561	\$3,918,716	\$4,332,777
Cash and cash equivalents at end of financial year	\$3,311,207	\$3,136,046	\$3,555,561	\$3,918,716	\$4,332,777	\$4,743,283

# Transitional Arrangements and Voting Resolutions



Several transitional mechanisms to create the new entity were examined.

The key drivers in the examination were to adopt an approach that was the most tax effective and satisfied all corporations law requirements.

## Key Principles

In determining the optimal structural model, the following key principles were developed by the UWG:

- Where possible, reduce stamp duty payments and reduce the impact of transition costs including employee liabilities (note: there are long service leave impacts).
- Be easy to understand and communicate to clubs and members.
- Provide a simple voting process and modern governance principles.
- Be time efficient.
- Align with industry best practice.
- Provide confidence in the outcome.
- Be resilient and sustainable and ensure the new entity is set up for success.
- Provide the best opportunity to improve service delivery to clubs and bowlers.
- Protect real property assets of both the existing associations.

## The proposed transition mechanisms are:

- To hold a vote of the members from each association on resolutions to unify the two entities (using the steps outlined in this part of the Members' Information and Voting Pack).
- To establish a new Company Limited by Guarantee (CLG), Bowls New South Wales Ltd. RNSWBA and WBNSW become effective subsidiaries and transfer cash to the new entity but retain property.
- To register a new company with agreed constitution, membership and Board structures. The new CLG (Bowls New South Wales Ltd) will become the sole effective owner of both existing men's and women's entities.
- All employees and their entitlements are transferred to Bowls New South Wales Ltd. and carried forward.
- Existing men's and women's entities transfer all assets other than real property to new CLG. Real property remains in ownership of existing men's and women's entities. This avoids stamp duty costs and employee entitlement liabilities of up to \$500,000.



This page outlines the voting resolutions for **Bowls New South Wales**

## **Board Resolutions (Unanimously approved by the BNSW Board on 6<sup>th</sup> April 2021)**

- a) THAT the Royal New South Wales Bowling Association Limited (RNSWBA) Board, in conjunction with New South Wales Women's Bowling Association Incorporated (WBNSW) establish and register a new company called Bowls New South Wales Limited (New Bowls Entity) with the approved constitution.
- b) THAT the RNSWBA Board appoints the following people to the Board of New Bowls Entity:  
*Matthew Goodwin, Brett Duprez, Michael Skeggs, John Ellison and Owen Walker.*
- c) THAT the RNSWBA Board appoints the following person as co-company secretary of New Bowls Entity:  
*Gregory Helm*
- d) THAT the RNSWBA Board authorise the transfer of RNSWBA's assets (including its sporting power but excluding its real property) in accordance with, an approved Deed of Transfer and that Matthew Goodwin and John Ellison (and Gregory Helm as RNSWBA Company Secretary) are authorised to execute that Deed on behalf of RNSWBA.

## **General Meeting – Special Resolution**

- a) THAT the constitution of the Royal New South Wales Bowling Association Limited be amended and replaced with the Constitution attached to this notice and marked with the letter "A".

## **General Meeting – Ordinary Resolution**

If the special resolution is approved:

- a) THAT the Boards of RNSWBA and New Bowls Entity be authorised to take all necessary steps to effect the above resolution.

Note: The passing of above resolutions is conditional upon the reciprocal approval of the WBNSW resolutions.



In line with the current RNSWBA Constitution and Regulations, the following information is to assist clubs to complete the process necessary to vote on the motions indicated elsewhere in this document.

## Who can vote?

Any individual who is registered on the RNSWBA database as an Individual Member or Registered Player at your club is eligible to vote. The most recent membership list can be downloaded online at [www.bowlsnsw.com.au](http://www.bowlsnsw.com.au) through the online membership facility.

Members will be called to a club General Meeting by the Club Secretary and asked to vote for or against the resolutions listed elsewhere in this document. The majority decision made at the ballot becomes the club vote which the Club Secretary will send to the Zone Secretary via the voting form.

## What is the voting process?

**Note: Clubs should always refer to and abide by the relevant voting process at General Meetings as outlined in their Club Constitution. (i.e. Clubs will need to be aware of quorum and notice of meeting requirements for members.)**

The Club Secretary:

- a. calls a General Meeting of members, advertising the date, time and purpose of the meeting.  
The meeting notice must go out no later than the 23<sup>rd</sup> April.  
The meeting must be held by the 28<sup>th</sup> May.
- b. ensures every member has access to either an electronic or hard copy of the Members' Information and Voting Pack and is provided with sufficient time to study before the date of the General Meeting.
- c. provides an independent returning officer, preferably one who is ineligible to vote.
- d. provides two independent scrutineers who are not eligible to vote.
- e. prepares sufficient copies of the voting paper, as set out in the proforma in this booklet.
- f. provides a ballot box for collection of the ballot papers.
- g. collects the result of the ballot from the returning officer.
- h. announces the result to all members.
- i. completes the voting form indicating your member club's majority vote - and forwards the verified form to the Zone Secretary via email.

**The electronic vote by the club secretary must be completed and submitted to Zone by 30<sup>th</sup> May.**

- j. stores the ballot papers in a safe, secure place. Papers must not be destroyed until instructed by RNSWBA.

## What happens next?

The Club's vote together with votes from all other Clubs within the Zone will be tallied by the Zone Secretary. The Zone's majority vote will then be the vote provided to RNSWBA on behalf of the Zone.

# The Voting Resolutions – WBNSW



This page outlines the voting resolutions for **Women's Bowls New South Wales**

## **Board Resolutions (Unanimously approved by the WBNSW Board on 6<sup>th</sup> April 2021)**

- a) THAT the New South Wales Women's Bowling Association Incorporated (WBNSW) Board, in conjunction with Royal New South Wales Bowling Association Limited (RNSWBA) establish and register a new company called Bowls New South Wales Limited (New Bowls Entity) with the approved constitution.
- b) THAT the WBNSW Board appoints the following people to the Board of New Bowls Entity:  
*Pamela Andrich, Suzanne O'Keefe, Dilys Kindleysides, Sandra Jowett and Lesley Swales*
- c) THAT the WBNSW Board appoints the following person as co-company secretary of New Bowls Entity:  
*Anne Johns*
- d) THAT the WBNSW Board authorise the transfer of WBNSW assets (including its sporting power but excluding its real property) in accordance with an approved Deed of Transfer and that Pamela Andrich and Dilys Kindleysides (and Anne Johns as WBNSW Public Officer) are authorised to execute that Deed on behalf of WBNSW.

## **General Meeting – Special Resolution**

- a) THAT the constitution of the New South Wales Women's Bowling Association Inc be amended and replaced with the Constitution attached to this notice and marked with the letter "A".

## **General Meeting – Ordinary Resolution**

If the special resolution is approved:

- a) THAT the Boards of WBNSW and the New Bowls Entity be authorised to take all necessary steps to effect the above Resolutions.

Note: The passing of above resolutions is conditional upon the reciprocal approval of the RNSWBA resolutions.



In line with the current WBNSW Constitution and By-Laws, the following information is to assist clubs to complete the process necessary to vote on the motions indicated elsewhere in this document.

## Who can vote?

Any member who is on the WBNSW database as a fully affiliated member of your club is eligible to vote. The database is the one managed by your Club Secretary.

Members will be called to a General Meeting by the Club Secretary and asked to vote for or against the resolutions listed elsewhere in this document. The majority decision made at the ballot becomes the club vote which the Club Secretary will send to WBNSW via an electronic voting form. The link and unique code will be sent to each Club Secretary via email upon registration to vote (via link below).

## What is the voting process?

The club Secretary:

- a. registers the club's intent to vote with WBNSW by the 23<sup>rd</sup> April via the following link:  
<https://wbnswwote.questionpro.com>
- b. calls a General Meeting of members, advertising the date, time and purpose of the meeting.
  - The meeting notice must go out no later than the 23<sup>rd</sup> April.
  - The meeting must be held by the 28<sup>th</sup> May.
- c. ensures every member has access to either an electronic or hard copy of the Members' Information and Voting Pack and is provided with sufficient time to study before the date of the General Meeting.
- d. provides an independent returning officer, preferably who is ineligible to vote.
- e. provides two independent scrutineers who are not eligible to vote.
- f. prepares sufficient copies of the voting paper, as set out in the proforma in this booklet.
- g. provides a ballot box for collection of the ballot papers.
- h. collects the result of the ballot from the returning officer.
- i. announces the result to all members.
- j. completes the electronic voting for your member club vote, using the unique code that will be sent to the nominated email address you provided upon registration. A link to the club voting form will be sent to the Secretary.

**The electronic vote by the club secretary must be completed by the 30<sup>th</sup> May.**

- k. stores the ballot papers in a safe, secure place. Papers must not be destroyed until instructed by WBNSW.

## What happens next?

The votes will be tallied electronically by an independent company and the results provided to WBNSW.

Note: Member vote may be conducted by show of hands  
Proforma to be used if secret ballot required



## WBNSW Club Voting Paper Proforma

Individual Member Ballot Paper  
Unification of Women's Bowls NSW and Bowls NSW

The following is moved as a Special Resolution:

- A. THAT the constitution of the New South Wales Women's Bowling Association Inc be amended and replaced with the Constitution attached to this notice and marked with the letter "A".**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

If the special resolution is approved, the following is moved as an Ordinary Resolution:

- B. THAT the Boards of WBNSW and New Bowls Entity be authorised to take all necessary steps to effect the above resolution.**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

Note: Member vote may be conducted by show of hands  
Proforma to be used if secret ballot required



## WBNSW Club Voting Paper Proforma

Individual Member Ballot Paper  
Unification of Women's Bowls NSW and Bowls NSW

The following is moved as a Special Resolution:

- A. THAT the constitution of the New South Wales Women's Bowling Association Inc be amended and replaced with the Constitution attached to this notice and marked with the letter "A".**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

If the special resolution is approved, the following is moved as an Ordinary Resolution:

- B. THAT the Boards of WBNSW and New Bowls Entity be authorised to take all necessary steps to effect the above resolution.**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

Note: Member vote may be conducted by show of hands  
Proforma to be used if secret ballot required



### BNSW Club Voting Paper Proforma

Individual Member Ballot Paper  
Unification of Bowls NSW and Women's Bowls NSW

The following is moved as a Special Resolution:

- A. THAT the constitution of the Royal NSW Bowling Association Limited (RNSWBA) be amended and replaced with the Constitution attached to this notice and marked with the letter "A".**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

If the special resolution is approved, the following is moved as an Ordinary Resolution:

- B. THAT the boards of RNSWBA and the New Bowls Entity be authorised to take all necessary steps to effect the above resolution.**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

Note: Member vote may be conducted by show of hands  
Proforma to be used if secret ballot required



### BNSW Club Voting Paper Proforma

Individual Member Ballot Paper  
Unification of Bowls NSW and Women's Bowls NSW

The following is moved as a Special Resolution:

- A. THAT the constitution of the Royal NSW Bowling Association Limited (RNSWBA) be amended and replaced with the Constitution attached to this notice and marked with the letter "A".**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

If the special resolution is approved, the following is moved as an Ordinary Resolution:

- B. THAT the boards of RNSWBA and the New Bowls Entity be authorised to take all necessary steps to effect the above resolution.**

Place a CROSS <input checked="" type="checkbox"/> in one of the boxes below to indicate your vote	
<input type="checkbox"/>	<input type="checkbox"/>
<b>FOR</b>	<b>AGAINST</b>

**Notes:**



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