

## CABRAMATTA BOWLING & RECREATION CLUB LIMITED

ACN 000 976 894

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Cabramatta Bowling & Recreation Club Ltd (**Club**) will be held at the Club on **Sunday 29 September 2024 at 10.00am**.

#### **BUSINESS**

- I. Apologies.
- II. Adopt the minutes of the Annual General Meeting held on 24 September 2023.
- III. To receive and consider the Directors' Report, the Financial Report (including the Balance Sheet, Trading and Profit and Loss Accounts) and the Auditor's Report for the year ended 31 May 2024. \*Members are requested to advise the Group Chief Executive Officer in writing, seven (7) days prior to the date of the Annual General Meeting of any questions in relation to the Financial Report or the Auditor's Report, so that a researched answer may be given.
- IV. To declare the ballot, in accordance with the Articles of Association, for the Board of Directors for the ensuing year.
- V. To consider and, if thought fit, to pass Ordinary Resolution 1 to approve Directors' Honoraria.
- VI. To consider and, if thought fit, to pass Ordinary Resolution 2 to approve Directors' benefits.
- VII. To consider and, if thought fit, to pass Ordinary Resolution 3 to approve Directors' benefits.
- VIII. To consider and, if thought fit, to pass Club Patron Resolution 1, to appoint Donald Houston as a Patron of the Club.
- IX. To consider and, if thought fit, to pass Club Patron Resolution 2, to appoint John Binnie as a Patron of the Club.
- X. To consider and, if thought fit, to pass the Special Resolution to adopt a new Memorandum of Association and Articles of Association.
- XI. To notify members of any expression of interest in an amalgamation, or any unsolicited merge offer, received by the Club from any other registered club in the previous 12 months before the AGM (if any have been received).
- XII. Any other business brought forward in accordance with the Club's Articles of Association.

#### **NOTES:**

Members can view and download the Club's Annual Report for the financial year ending 31 May 2024 on the Club's website [www.cabrabowls.com.au](http://www.cabrabowls.com.au) by clicking on 'Annual Report'. The Club will send a copy of the Annual Report by email or post to any Full Member who makes a written request to the Chief Executive Officer.

The Club is able to send members Notices of AGMs and special General Meetings, along with associated materials such as Board election information, electronically. If you need to update your email address and/or mobile phone number, please notify the Club in writing.

#### **ORDINARY RESOLUTIONS**

##### **ORDINARY RESOLUTION 1**

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976 (NSW):

- 1 the members hereby approve payment of the following honorariums to Directors of the Club and the Club's Audit Committee Chairperson for the period up to the next Annual General Meeting:
  - (a) President: \$9,500 and a hospitality card useable on food and beverages at the Club's premises of \$500 per month (which shall not accrue);
  - (b) Vice President \$5,000 – Hospitality card \$125 per month;
  - (c) other Directors – \$4,000; and
  - (d) Audit Committee Chairperson \$3,000.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club and those other persons set out above providing voluntary services to the Club.

#### **EXPLANATORY NOTES – ORDINARY RESOLUTION 1**

- 1 Under the *Registered Clubs Act 1976* (NSW)(**Registered Clubs Act 1976**), honoraria payable to the President, Directors and any other member must be approved by ordinary resolution.

## **ORDINARY RESOLUTION 2**

That pursuant to sections 10(6)(d) and 10(6A) of the Registered Clubs Act:

- 1 The members hereby approve and agree to reasonable expenditure of up to \$15,000 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:
  - (a) 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.
  - (b) 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.
  - (c) 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.
  - (d) 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 mealtime.
  - (e) 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.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only for those who are Directors of the Club.

### **EXPLANATORY NOTES – ORDINARY RESOLUTION 2**

- 1 Under the Registered Clubs Act benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.

## **ORDINARY RESOLUTION 3**

That pursuant to sections 10(6)(d) and 10(6A) of the Registered Clubs Act:

- 1 The members hereby approve and agree to reasonable expenditure of up to \$50,000 by the Club for 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:
  - (a) The reasonable costs of Directors attending the Clubs NSW Annual General Meeting and meetings of other association of which the Club is a member.
  - (b) 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.
  - (c) 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.
  - (d) Attendance at functions with partners held in association with the activities in subparagraphs (a), (b) and (c) of this Resolution, where appropriate and required to represent the Club including the reasonable cost of partners' accommodation.
- 2 The members acknowledge that the benefits in paragraph 1 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.

### **EXPLANATORY NOTES – ORDINARY RESOLUTION 3**

- 1 Under the Registered Clubs Act benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.

## **ORDINARY RESOLUTION 4**

That pursuant to sections 10(6)(d) and 10(6A) of the Registered Clubs Act:

- 1 Members hereby approve the setting aside of designated parking spaces in the Club's premises for the use of the Directors of the Club.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only for those members who are Directors of the Club.

### **EXPLANATORY NOTES – ORDINARY RESOLUTION 4**

- 1 Under the Registered Clubs Act benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.

## CLUB PATRON RESOLUTION 1

That pursuant to Article 31 of the Articles of Association of Cabramatta Bowling and Recreation Club Limited ACN 000 976 894 (Club), Donald Houston be appointed as a Patron of the Club.

### EXPLANATORY NOTES – CLUB PATRON RESOLUTION 1

- 1 The Board recommends the appointment of Donald Houston as a Patron of the Club and has resolved to put this recommendation to the Club's membership at the Annual General Meeting.
- 2 Donald has been a valued member of the Club for 53 years, and in light of his significant work representing the best of the Club to the community and industry, the Board voted in favour of recommending to the members that Donald be appointed as a Patron of the Club.
- 3 This resolution will be passed if a simple majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

## CLUB PATRON RESOLUTION 2

That pursuant to Article 31 of the Articles of Association of Cabramatta Bowling and Recreation Club Limited ACN 000 976 894 (Club), John Binnie be appointed as a Patron of the Club.

### EXPLANATORY NOTES – CLUB PATRON RESOLUTION 2

- 1 The Board recommends the appointment of John Binnie as a Patron of the Club and has resolved to put this recommendation to the Club's membership at the Annual General Meeting.
- 2 John has been a valued member of the Club for 50 years, and in light of his significant work representing the best of the Club to the community, the Board voted in favour of recommending to the members that John be appointed as a Patron of the Club.
- 3 This resolution will be passed if a simple majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

## SPECIAL RESOLUTION

That:

- the Memorandum of Association and Articles of Association of Cabramatta Bowling and Recreation Club Limited ACN 000 976 894 (Club) be repealed; and
- the Memorandum of Association and Articles of Association, in the form presented to this Annual General Meeting and signed by the Chairperson of the meeting for the purpose of identification, be adopted as the Club's new Memorandum of Association and Articles of Association.

## EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION

### About the Special Resolution

- 1 The resolution to adopt a new Memorandum of Association and Articles of Association will be put to members for consideration as a special resolution in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).
- 2 If the Special Resolution is passed, then the Club's current Memorandum of Association (**Memorandum**) and Articles of Association (**Articles**) will be entirely replaced by the new Memorandum and Articles.
- 3 A hard copy of both the current Memorandum and Articles, and the proposed new Memorandum and Articles which will be presented to the members at the AGM, is available for members from the office of the Chief Executive Officer on request. Members may collect a copy during the Club's normal office hours, or request a copy by post or email. Otherwise, members can review the copy of each document made available on the Club's website: [www.cabrabowls.com.au](http://www.cabrabowls.com.au).
- 4 The main purpose of the new Memorandum and Articles is to update the Club's rules to reflect current law and best practice applicable to registered clubs and the Club's operations, and to assist with streamlining the Club's operations.
- 5 The primary reason for proposing the changes as one new Memorandum and Articles is to address the many different changes, both substantive and less substantive (such as formatting, typographical errors and more minor corrections) under the one special resolution, otherwise it would require an extensive number of special resolutions to be considered and passed at this AGM. The Club has not undertaken a substantial update of its Memorandum and Articles for some years and therefore the Board determined it was more appropriate to undertake a comprehensive update and propose this as an updated Memorandum and Articles to replace the existing one.
- 6 The Board encourages members to read the proposed new Memorandum and Articles carefully and attend the AGM to vote on this important resolution for our Club.

## Summary of important matters in new Memorandum and Articles

7 These explanatory notes provide a non-exhaustive overview of the proposed changes to the current Memorandum and Articles. Not all changes are set out in this explanatory memorandum including those which are of a more administrative nature. Only some of the more significant matters for consideration by members in relation to the new Memorandum and Articles include those matters set out below. Notwithstanding this summary, the Board encourages members to read through both the current and proposed new Memorandum and Articles carefully to familiarise themselves with all proposed changes.

### Administrative changes

- 8 The amendments include some updates with reference to current legislation and more modern language to make the Memorandum and Articles more suitable for members. For example:
- (a) Gender-specific references have been removed and gender-neutral language has been adopted as all classes of membership are open to all genders.
  - (b) Any outdated wording in respect of the Club's amalgamation with Lake Cathie Bowling & Recreation Club Limited in 2023 has been deleted.
  - (c) Any outdated wording regarding the conduct of prior Board elections has been deleted.
  - (d) References to "Constitution" have been replaced with "Articles" so as to be consistent with the majority of the document which uses the latter reference when describing the Club's rules.

### Objects

- 9 The objects of the Club are relatively similar to the objects contained in clause 3 of the Memorandum, but have been simplified to shorten the length of the Memorandum.
- 10 A company can do whatever it is lawfully able to do, subject to any restrictions contained in its constitution or memorandum of association/articles of association. Therefore, the absence of any particular object or activity in the Club's Memorandum does not mean that the Club cannot undertake or promote that object or activity.

### Income and property of the Club

- 11 The income and property rules (see clause 4 in the new Memorandum) have remained substantially similar, but have been re-worded in a manner that recognises the circumstances where payments may be made to members, including for remuneration to officers or employees, and honoraria to directors or other committee members in accordance with the Registered Clubs Act 1976 (NSW) (Registered Clubs Act).

### Limited liability and distribution of Club property on winding up

- 12 There is no change to the maximum members' guarantee amount of \$1 (which would only be payable if the Club is ever wound up). Members are referred to clause 6 of the new Memorandum.
- 13 There is no change to the rules relating to each member's limited liability and the mechanism for distributing the Club's property on winding up. Members are referred to clause 7 of the new Memorandum.

### Membership classes

- 14 Whilst there is no change to the number or nature of the Club's membership classes, the wording under new Article 13 around the classes of membership has been clarified to read more consistently with the Registered Clubs Act. Namely, references to 'Full' membership have been replaced with the applicable Ordinary membership category (for example, 'Bowling' members) to avoid confusion with the term 'Full membership' under the Registered Clubs Act, which is a defined term under that legislation used to denote both Life members and Ordinary members of a registered club.
- 15 Except for the removal of 'Lake Cathie Bowling Club members' as a category of Ordinary membership, the same membership classes have been carried across into the proposed new Articles.
- 16 The Articles clarifies that Full membership comprises the following categories:
- (a) Ordinary membership (of which there are 5 current classes or 'types': Bowling membership, Club membership, Junior Sporting membership, Bundeena membership and Club Malua membership); and
  - (b) Life membership.
- 17 To improve the structural flow of the Articles, the eligibility requirements of Junior Sporting members from existing Article 26(c)(i) have been slightly re-formatted and moved to new Article 13(c)(ii) for easy reading. The wording of such requirements has remained substantially similar to existing Article 26(c)(i).

## Rights of members

- 18 In order to improve some of the wording around the circumstances where Bowling members are entitled to vote on a Special Resolution to amend the Club's Memorandum or Articles, the proposed new Articles now clarify that Bowling members will not be entitled to do this unless the Club is satisfied from the Club's records, that the Bowling member has played at least 12 full games of Bowls (in a competition organised by the Club or Bowls NSW) as a member of the Club, during the preceding 12 months ending on the date which is four (4) weeks prior to the General Meeting. This is generally consistent with the process followed by the Club at present and is being documented in the Articles for further clarity. Furthermore, the new Articles will clarify Bowling members' rights to vote in general meetings and Board elections more generally.
- 19 Except for the abovementioned changes regarding Bowling members, there are no changes to the rights of the Club's Full members.

## Transfer of membership

- 20 Existing Article 21 is not sufficiently clear on the process for members to transfer between Ordinary membership categories. A new Article 21(a) has been proposed to provide clarity on how this process will be conducted in practice.

## Disciplining of members

- 21 New Article 34 regarding member disciplinary proceedings remains substantially similar, but with some suggested changes. For example:
- (a) the Club may now distribute a notice of charge or a notice of suspension or expulsion to a member electronically; and
  - (b) clarification in the rules to make it abundantly clear (and remove inconsistent wording in existing Articles 34(a)(viii) and 34(a)(xiv) that if a member is found guilty of a charge and have attended the meeting, then the Board must give the member an opportunity to address the Board on penalty but that the Board may decide whether this will occur at the meeting or afterwards, and whether it will be by way of verbal or written submissions (or a combination).

## Cessation of membership

- 22 New Article 34(d) contains clearer circumstances around when a person's membership will cease, namely upon: resignation, expulsion, death, or failure to pay subscriptions or other money owed to the Club.

## Guests

- 23 New Article 36(i) has been incorporated to succinctly outline the Club's obligations under the Registered Clubs Act relating to the manner of keeping registers for guests.

## Board

- 24 The eligibility to stand for election or be appointed/elected to the Board has remained substantially similar to those requirements set out in the current Articles, except for a slight re-wording of Articles 38(c)(viii) and (ix). The substantive nature of these Articles remains the same, but the wording has been improved to clarify that members whom were either employees or not financial at *any time* during the 2 years preceding the proposed date of election or appointment to the Board will not be eligible to stand for or be elected/appointed to the Board.
- 25 New Article 38(d) has been updated to provide that members who have not at least *applied* for a Director Identification Number will not be entitled to be elected or appointed to the Board. This position reflects current law.
- 26 There is no change to the Club's election frequency, which continues to be in accordance with the triennial rule under the Registered Clubs Act.
- 27 Article 38B in the current Articles outlines situations when the Club's Board would be reduced from 8 to 7 directors. However, this is no longer required given Article 37 confirms that the Board comprises 7 directors.

## Building contracts

- 28 New Article 44A proposes an increase to the threshold expenditure amount for the Club's entry into building contracts. Under the current Articles, the Club cannot enter into any contract for building works or renovations to the Club's premises which would involve expenditure by the Club of a sum in excess of \$1 million without member approval at a general meeting. Under new Article 44A, this amount has increased to \$2 million.
- 29 The Board considers that the existing \$1 million threshold is a relatively low amount for an entity of the Club's nature, and is proposing this change so that the Club can more readily engage in its commercial dealings (the result of which will benefit its members) in a more efficient manner.

### **Board disclosures**

- 30 Directors are required to disclose any material personal interest they may have in the affairs of the Club, in accordance with the Corporations Act and the *Registered Clubs Accountability Code (Code)*. New Article 50 includes some further detail in line with the Corporations Act on how disclosures are to be effected.
- 31 New Article 51 deletes many of the rules relating to requirements under the Code. This has been done to simplify the Articles, given that these provisions are already contained in the Code (with which the Club must comply). This means that the Club is still required to comply with such obligations but essentially it does not need to keep updating its Articles every time there are changes (whether material or not) to the legislation.

### **Board vacancies**

- 32 New Article 53 provides new grounds on which a director will immediately vacate their office consistent with best practice. For example, if a Club director:
- (a) becomes disqualified from managing any corporation under Part 2D.6 of the Corporations Act and is not given permission to manage the Club under Sections 206F or 206G of the Corporations Act;
  - (b) becomes the licensee or manager of a hotel located within 50 kilometres of any premises of the Club to which any of its club licences relates; or
  - (c) has been declared ineligible by the Independent Liquor & Gaming Authority (or any other authority which replaces it or exercises its functions) to stand for election or to hold office in the position of secretary or director of a registered club, at any time within the last 7 years (unless such declaration has been overturned on appeal).

### **General Meetings and Proceedings at General Meetings**

- 33 For structural purposes, existing Articles 63-66 (which relate to the conduct of general meetings but are currently set out in the 'Use of Technology for General Meetings' section) have been transferred to new Articles 59-62.
- 34 Existing Article 58(b) has been deleted so that the Articles are more consistent with sections 249N and 249O of the Corporations Act.
- 35 The quorum for general meetings (save for those meetings called by at least 5% of the Club's members) is 20 members present and entitled to vote at that meeting. This remains unchanged from the current Articles. Moreover, new Article 63A provides that a quorum will be achieved where a general meeting is held at more than one venue using technology and members are contemporaneously linked together via that technology.

### **Indemnity to officers**

- 36 New Article 77 sets out the indemnities offered to the officers of the Club including the directors and secretary permissible under the Corporations Act. This is more expansive than the corresponding Articles 77 and 77A in the current Articles but remains consistent with the Corporations Act.

### **General Notes**

- 37 In accordance with Article 78 of the current Articles, the Special Resolution will be passed only if at least a 75% majority of the members present and voting (being eligible to do so) vote in favour of each respective resolution.
- 38 In accordance with the current Articles, financial Bowling members who have played at least 12 games of bowls as a Club member during the preceding 12 months ending on 30 June 2024 and financial Life members are entitled to vote on the Special Resolution.
- 39 Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
- 40 The Special Resolution and the proposed new Memorandum and Articles must be considered as a whole and the substance of the resolution cannot be amended by motions from the floor of the meeting.

### **BY ORDER OF THE BOARD**

JAY PORTER  
Secretary  
19th August 2024